

AMADEUS IT GROUP, S.A. - *Amadeus or the Company* -, in accordance with the provisions of Article 228 of Restated Text of the Securities Exchange Act (Ley del Mercado de Valores), by this letter communicates the following

RELEVANT INFORMATION

(CALLING THE ORDINARY GENERAL SHAREHOLDERS' MEETING AND PROPOSAL OF RESOLUTIONS)

1) CALLING THE ORDINARY GENERAL SHAREHOLDERS' MEETING

ORDINARY GENERAL SHAREHOLDERS' MEETING OF AMADEUS IT GROUP, S.A.

The Board of Directors of AMADEUS IT GROUP, S.A., at the meeting held on 26 April 2018 and in accordance with the legal and statutory regulations in force, has resolved to call the shareholders of this Company to the Ordinary General Shareholders' Meeting to be held in Madrid, on first call, on 20 June 2018, at 11:00 a.m., at Paseo de Eduardo Dato, 20, Edificio Mutua Madrileña, Auditorio Torre Cristal or, on second call, on 21 June 2018, at the same time and venue, in order to discuss and resolve on the items included in the following

AGENDA

- 1.- Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors Report of the Company, consolidated Annual Accounts and consolidated Directors Report of its Group of companies, all of them related to the financial year closed as of 31 December 2017.
- 2.- Approval, if applicable, of the proposal on the allocation of 2017 results of the Company and distribution of dividends.
- 3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2017.
- 4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2018.
- 5.- Appointment of auditors for the Company and its consolidated Group for the fiscal years 2019, 2020 and 2021.
- 6.- Amendment of article 42 (Audit Committee) of the Corporate Bylaws of the Company, in order to adapt it to the amendments introduced by the Audit Act 22/2015, of 20 July, in article 529 quaterdecies of the Spanish Capital Companies Act.

- 7.- Appointment and re-election of Directors. The following proposals will be subject to separate votes:
 - 7.1 Ratification and appointment of Mrs. Pilar García Ceballos-Zúñiga, as independent Director, for a term of three years.
 - 7.2 Appointment of Mr. Stephan Gemkow, as independent Director, for a term of three years.
 - 7.3 Appointment of Dr. Peter Kürpick, as independent Director, for a term of three years.
 - 7.4 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.
 - 7.5 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.
 - 7.6 Re-election of Mr. David Webster, as independent Director, for a term of one year.
 - 7.7 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director, for a term of one year.
 - 7.8 Re-election of Dame Clara Furse, as independent Director, for a term of one year.
 - 7.9 Re-election of Mr. Pierre-Henri Gourgeon, as “other external” Director, for a term of one year.
 - 7.10 Re-election of Mr. Francesco Loredan, as “other external” Director, for a term of one year.
8. Annual Report on Directors Remuneration, for an advisory vote thereon, as per article 541.4 of the Spanish Capital Companies Act.
9. Approval of the Directors’ Remuneration Policy for the fiscal years 2019, 2020 and 2021, in accordance with article 529 novodecies of the Spanish Capital Companies Act.
10. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2018.
11. Approval of remuneration plans for executive Directors, senior management and/or employees of the Group consisting of the delivery of Company’ shares and/or linked to the Company’ share price. The following proposals will be subject to separate votes:
 - 11.1 Performance Share Plan (PSP) addressed to the executive Directors and executives of the Amadeus Group.

- 11.2 Restricted Share Plan (RSP) addressed to employees of the Amadeus Group
 - 11.3 All-employee Share Match Plan
 - 11.4 Delegation of faculties
12. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 20, 2013.
 13. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, simple, exchangeable or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the pre-emptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of 25 June 2015.
 14. Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.

RIGHT OF ATTENDANCE

In accordance with the Company's Bylaws and the Regulations of the General Shareholders' Meeting, the Meeting may be attended by any shareholder owning at least THREE HUNDRED (300) shares, either alone or in a pool with other shareholders, and having the shares representing the said capital registered in the relevant register of book entries at least five (5) days before the date when the Meeting will be held. Each shareholder that, as provided for above, is entitled to attend the Meeting shall be provided with a personal attendance, proxy or remote voting card, as applicable, which will show the number of shares owned by him and the relevant number of votes, at the rate of one vote per share. The card will be issued by the member institutions of Management Company of the Securities Registration, Clearing and Settlement Systems ("*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR)*"), by the Company itself, upon verification of the share ownership, or by IBERCLEAR. In its absence this card may only be replaced by the corresponding legitimization certificate evidencing fulfilment of the attendance requirements or by any other means admitted by law.

In order to confirm the identity of the shareholders, or their legal representative, attendees may be asked to show their attendance card, documentation confirming their representative's status (if necessary), and their National Identity Card or any other official document generally accepted for these purposes, at the entrance to the venue where the General Shareholders Meeting is taking place.

RIGHT OF REPRESENTATION

Any shareholder entitled to attend the General Meeting may be represented at it by another person, who does not need to be a shareholder. Those shareholders not reaching the minimum number of shares required to attend the Meeting, may at any time delegate the representation of their shares to a shareholder entitled to attend the Meeting, as well as form a pool with other shareholders in the same situation, until reaching the minimum number of shares required, in which case they shall grant the representation to one of them.

Proxy through remote communication means

- By post

The shareholder may grant his representation by post, sending to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the attendance card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal persons granting their representation to another shareholder by this means shall enclose a notarial certificate of the powers of attorney of the proxy holder signing the attendance card or evidence their powers of attorney by any other means admitted under law.

- Electronic means

Natural persons may grant their representation as provided for on the Company's corporate website - [www.corporate.amadeus.com/ Información para Inversores/ Junta General de Accionistas/Servicio Electrónico \(Information for Investors/AGM/Electronic Service\)](http://www.corporate.amadeus.com/Información%20para%20Inversores/Junta%20General%20de%20Accionistas/Servicio%20Electrónico)-, following the instructions given to that effect, by using the electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- Common provisions for remote communication means

Proxies are always revocable. As a general rule, the last action performed by the shareholder prior to the holding of the Meeting shall be considered as valid. In any case, the personal attendance at the Meeting of the person represented shall be considered as a revocation of the proxy.

In order to be considered as valid, a proxy granted by post or by electronic means must be received by the IR Department, as resolved by the Company's Board of Directors, by 11:00 a.m. on 19 June 2018. Those received after this deadline shall be considered as not granted.

The documents recording proxies for the General Meeting shall contain, at least, the following details:

- (a) Date of holding of the General Shareholders' Meeting and Agenda.
- (b) Identity of the person represented and of the proxy holder. If not specified, the proxy shall be understood as granted in favour of the Chairman of the Board of Directors, or the CEO or the Secretary of the Board of Directors. In case of conflict of interest, the proxy shall be deemed granted to the person who does not incur in such conflict.
- (c) Number of shares owned by the shareholder granting the proxy.
- (d) Instructions on the direction of the vote of the shareholder granting the representation, for each one of the items in the Agenda. Notwithstanding the above, if the proxy has been validly granted in accordance with the applicable legal provisions and pursuant to the Regulations of the General Shareholders Meeting, but there are no voting instructions or doubts arise concerning the recipient or scope of the proxy, it shall be understood, unless otherwise expressly indicated by the shareholder, that (i) the proxy is made in accordance with letter (b) above; (ii) it refers to all the items on the Agenda included in the notice of call of the General Meeting; (iii) the shareholder wishes to vote in favour of all the proposals put by the Board of Directors regarding the items on the Agenda included in the notice of call; and (iv) regarding resolutions on any items not on the Agenda included in the notice of call, it shall be understood that authorization is given for such items to be discussed at the General Shareholders' Meeting, provided that this is admissible by law, and that the proxy will vote as it deems most favourable in the interest of its principal.

For the proxy to be valid, the proxy holder shall accept the representation by personally attending the Meeting, unless he expressly states his will otherwise at the Meeting itself, in which case the representation shall be considered as revoked.

The Chairman of the General Shareholders' Meeting is authorised to establish the validity of the proxies granted and the fulfilment of the requirements to attend the Meeting, and he may delegate this function to the Secretary. This notwithstanding, the validity of a proxy granted by remote communication means is subject to verification of the details provided by the shareholder against the file HTITU02 provided by IBERCLEAR. In the event of discrepancy between the number of shares notified by the shareholder granting the proxy and the said file, the latter will prevail.

The proxy granted by any remote communication means may be rendered ineffective by the shareholder's express revocation, made by the same means or by the grantor shareholder attending the meeting.

In the event that an application for a public proxy is made in accordance with the provisions of article 186 of the Spanish Capital Companies Act, the rules contained in the Spanish Capital Companies Act and its implementing regulations shall apply. In particular, the document evidencing the proxy shall contain, in addition to the details stated in the preceding paragraphs, the instructions on the direction of the proxy holder's vote in the case that no specific instructions are given. Furthermore, the Director obtaining the proxy may not exercise the voting rights corresponding to the shares for which the proxy is granted regarding those points of the Agenda in respect of which there is a conflict of interests, unless it has received precise voting instructions from the principal for each of those points, it being considered, to that

effect, that instructions exist in the case indicated in paragraph d) above, in accordance with the provisions of article 526 of the Spanish Capital Companies Act.

The power of representation is understood without prejudice to the provisions of the Act for cases of family representation and the granting of general powers of attorney.

Before being appointed, the proxy must advise the shareholder in detail as to whether a conflict of interest exists, in accordance with article 523 of the Spanish Capital Companies Act. If a conflict arises subsequent to the appointment and the shareholder conferring the proxy has not been advised of its possible existence, it must be advised immediately. In both cases, if new instructions necessary for each of the matters in respect of which the proxy is to vote on behalf of the shareholder have not been received, the proxy must refrain from casting a vote.

In accordance with article 524 of the Capital Companies Act, intermediate entities that have status as shareholders, by virtue of book entries, but which act on behalf of multiple persons may, in any event, divide votes and cast them in different directions, in compliance with differing voting instructions, if they have received them. These intermediary entities may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.

It is noted that in case the proxy is granted to the Chairman or to any member of the Board of Directors, any of them may be in conflict of interest in relation to the proposal of resolutions not contemplated in the Agenda when referring to their revocation as Director or their accountability. Such conflict of interest can be extended to the third, seventh, eighth, ninth, tenth and eleventh item of the Agenda.

SUPPLEMENT TO THE CALL NOTICE AND RIGHT OF INFORMATION

Shareholders representing at least three per cent of the share capital may demand the publication of a supplement to the call notice of the current Meeting, including one or more items on the Agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution, as well as present supported proposed resolutions regarding matters already included or that should be included on the Agenda for the meeting called. The exercise of these rights shall be made by formal notice that must be received by the Office of the Secretary of the Board of Directors, located at the registered office, calle Salvador de Madariaga, 1, 28027 Madrid, within five days from the publication of the call notice.

The supplement to the call notice, if applicable, will be published at least fifteen (15) days before the date set for the General Meeting.

In accordance with the Capital Companies Act, until the fifth day before the scheduled General Meeting date, the shareholders may request from the Board of Directors such information or clarifications as they deem necessary, or formulate in writing the questions they deem fit, regarding the matters on the agenda. Also, during the holding of the General Meeting, the shareholders may request in writing or orally from the Directors the information or clarifications or formulate in writing the questions that they deem necessary regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting was held and regarding the audit report.

SHAREHOLDERS' ELECTRONIC FORUM

In order to facilitate communication among the Company's shareholders prior to the holding of the Meeting, from the date of publication of this call notice a Shareholders' Electronic Forum is available on the Company's corporate website, www.corporate.amadeus.com, which, with the required assurances, may be accessed both by individual shareholders and by any voluntary pools of shareholders that may be established pursuant to article 539.2 of the Spanish Capital Companies Act. The access and operation rules are available on the Company's corporate website.

The Forum does not constitute a channel of communication between AMADEUS and its shareholders, but it is exclusively enabled with the purpose of facilitating the communication between Amadeus' shareholders, with occasion of the celebration of the General Shareholders' Meeting.

AVAILABLE DOCUMENTATION

From the date of publication of the call notice, shareholders are entitled to examine at the registered office, located in Madrid, calle Salvador de Madariaga, 1, and to obtain the delivery or remittance at no cost of a copy of the following documents:

- the stand-alone annual accounts and consolidated annual accounts for the financial year closed as of 31 December 2017 and the respective audit reports;
- the Directors Report of the Company and its Group of companies (including the Annual Corporate Governance Report);
- Written justifying reports from the Board of Directors on agenda items Six (Bylaws amendment) and Thirteen (delegation to the Board of Directors to issue bonds and debentures);
- Professional profile (with identity, professional profile and category) of the Directors whose appointment and/or re-election is proposed (agenda Item Seven);
- Proposals and justifying report from the Board of Directors on the competence, experience and merits of the proposed Directors and, if applicable, from the Nominations and Remuneration Committee (agenda Item Seven);
- Annual report on Directors Remuneration (agenda Item Eight);
- Special justifying report from the Nominations and Remuneration Committee on Directors' Remuneration Policy (agenda Item Nine);
- Directors' Remuneration Policy for the fiscal years 2019, 2020 and 2021 (agenda Item Nine);

- Full text of the call notice for the General Meeting and of the proposed resolutions that the Board of Directors submits to the approval of the General Shareholders' Meeting, including the full text of the amendment proposed for article 42 of the Bylaws and, if applicable, the supplement to the call notice and the proposed resolutions submitted by the shareholders with the documentation, if any, that is attached;
- Total number of shares and voting rights on the date of the call notice;
- Standard form or attendance card, proxy or vote;
- Global Report 2017;
- The procedure for casting votes at and granting proxies for the General Meeting by remote communication means approved by the Board;
- Rules on access to and functioning of the Shareholders' Electronic Forum.

The information will be provided in writing, after verifying identity and shareholder status, until the day of the Meeting.

All the documents and information related to the General Shareholders' Meeting will be available on the Company's corporate website (www.corporate.amadeus.com) from the date of publication of this call notice until the date of the General Shareholders' Meeting, as per article 518 of the Spanish Capital Companies Act.

In accordance with the Good Governance Code of Listed Companies, the following documents are available on the Company's corporate website (www.corporate.amadeus.com):

- Annual report of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors.
- Annual report of the Nominations and Remuneration Committee of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors concerning the independence of the external auditors.

DISTANCE VOTING

The procedures for voting on the resolutions are governed by the provisions of articles 24 of the corporate Bylaws and 19 of the Regulations of the General Shareholders' Meeting. The exercise of the right to vote on the proposals of the resolutions corresponding to the items included in the Agenda may be delegated or performed by the shareholder by postal or electronic mail or by any other remote communication means, provided that, for the said instances, the Company has established procedures duly guaranteeing the identity of the person exercising his vote and evidence of the identity and status (shareholder or proxy holder) of voters, of the number of shares voting and the direction of the vote or, if applicable, of the

abstention, and the security of any electronic communications. The accepted remote communication means are the following:

- **By post**

The shareholder may cast his vote by post, sending to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the voting card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal persons casting their vote by this means shall enclose a notarial certificate of the powers of attorney of the proxy holder signing the voting card or evidence their powers of attorney by any other means admitted by law.

- **By electronic means**

Natural persons may cast their vote as provided for on the Company's corporate website - www.corporate.amadeus.com/ Información para Inversores/ Junta General de Accionistas/ Servicio Electrónico -, following the instructions given to that effect, by using the electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- **Common provisions for remote communication means**

The validity of the vote cast by remote communication means is subject to verification of the details provided by the shareholder against the file HTITU02 provided by IBERCLEAR. In the event of discrepancy between the number of shares notified by the shareholder casting his vote by remote communication means and the said file, the latter will prevail.

Votes cast by remote communications means must be received by the IR Department by 11:00 a.m. on 19 June 2018. Those received after this deadline shall be considered as not cast.

The shareholder casting his vote by any remote communication means shall be considered as present for the purposes of constitution of the General Shareholders' Meeting. Accordingly, proxies granted before casting his vote will be deemed revoked and those granted after casting his vote will be deemed as not done.

The vote cast by any remote communication means may be rendered ineffective by the shareholder's express revocation, made by the same means, by the shareholder having cast it attending the meeting, or by disposal of the shares by the shareholder having cast his vote, when the Company is aware of this disposal at least five (5) days before the date scheduled for holding the Meeting on first call.

TECHNICAL FAILURES

The Company reserves the right to modify, suspend, cancel or restrict the electronic systems for delegation of proxy or voting due to technical or security reasons.

The Company waives any responsibility for damages that may arise for the shareholder arising from any failure in the availability and proper operation of its corporate website and of its services and contents, as well as from breakdowns, overloads, line failures, connection failures or any other event of the same or a similar nature beyond the company's will, preventing the use of electronic systems for the delegation of representation or voting.

Software applications for casting votes and for the delegation of representation by electronic means shall be operational from 20 May and shall be closed at 11:00 a.m. on 19 June 2018.

NOTARIAL INTERVENTION

By application of article 203 of the Spanish Capital Companies Act, the Board of Directors has resolved to request the presence of a Notary to take a formal record of the meeting.

DATA PROTECTION

Personal data forwarded by shareholders to the Company for the exercise of their rights of attendance, proxy and vote, participation in the Shareholders' Electronic Forum or to comply with any legal obligation arising from the notification and holding of the General Shareholders' Meeting or those that are provided by the banking institutions and Securities Dealer and Broker Firms where the said shareholders have their shares in custody or by IBERCLEAR shall be processed (and incorporated into a filing system controlled by the Company) in order to manage the development, fulfilment and control of the shareholding relationship.

It is placed on record that all or part of the proceedings of the Shareholders' Meeting may be recorded and made available to the public on the Company's corporate website (www.corporate.amadeus.com). By entering the venue where the Shareholders' Meeting is held, the attendee gives his/her consent to the capture and reproduction of the images of his/her person and to the processing of his/her personal data using such means.

Shareholders may exercise their rights of access, rectification, cancellation and objection, in accordance with the legislation in force, by written notice sent to the Company's registered office, calle Salvador de Madariaga, 1, 28027 Madrid, - Secretaría del Consejo (Office of the Secretary of the Board)-.

The shareholder must inform their representative of the contents of the preceding paragraphs, guaranteeing that they give their consent. As such, they must also comply with any other applicable requirements for the correct transfer of personal data to the Company, without the aforementioned Company having to carry out any further action in terms of information or consent.

ANTICIPATED HOLDING OF THE MEETING

Taking into account the nature of the proposals subject to discussion and resolution by the Meeting, warning is given that, on first call, the presence will be required, in person or by proxy, of shareholders owning at least 50% of the subscribed capital with voting right, and on second call the attendance of 25% of the said capital will suffice. This notwithstanding, in order for resolutions entailing an amendment of the corporate Bylaws to be validly adopted on second call where a quorum of at least 50% of the subscribed capital with voting right has not been reached, the favourable vote of two thirds of the capital present or represented at the Meeting shall be required.

In order to avoid unnecessary travel, shareholders are notified that the holding of the General Shareholders' Meeting is envisaged to take place on **SECOND CALL**, on 21 June 2018, at 11:00 a.m. at Paseo de Eduardo Dato, 20, Edificio Mutua Madrileña, Auditorio Torre Cristal.

In Madrid, on 8 of May 2018

The Secretary
of the Board of Directors
Tomás López Fernebrand

2) PROPOSAL OF RESOLUTIONS

PROPOSALS OF THE RESOLUTIONS THAT ARE SUBMITTED FOR APPROVAL BY THE SHAREHOLDERS OF AMADEUS IT GROUP, S.A., IN THE SESSION OF THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 20 JUNE 2018 ON FIRST CALL OR ON 21 JUNE 2018 ON SECOND CALL, PURSUANT TO THE AGENDA

- 1.- Examination and approval, if applicable, of the annual accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors Report of the Company, consolidated annual accounts and consolidated Directors Report of its Group of companies, all of them related to the financial year closed as of 31 December 2017.**

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognised in equity, and the annual report) (iii) the Directors Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2017, as issued by the Company's Board of Directors in its meeting held on 27 February 2018.

- 2.- Approval, if applicable, of the proposal on the allocation of 2017 results of the Company and distribution of dividends.**

Approval of the allocation of the Company's results corresponding to the financial year closed as of 31 December 2017.

To allocate the profits obtained by Amadeus IT Group, S.A. in the financial year closed as of 31 December 2017, which amount to Euros 596,084,343.97 as follows:

- A final gross dividend of EUR 1.135 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.48 per share was paid in full on January 31, 2018, being therefore still pending of payment a complementary dividend of 0.655 euros per share.
- The remaining profit to "other reserves".

Based on the above, the proposed appropriation of the results for the year ended December 31, 2017, is as follows:

	<u>Euros</u>
<i>Amount for appropriation:</i>	
<i>Net profit for the year</i>	<u>596,084,343.97</u>
	<u>596.084,343.97</u>
<i>Appropriation to:</i>	
<i>Other reserves</i>	98,020,799.66
<i>Dividends</i>	<u>498,063,544.31</u>
	<u>596.084,343.97</u>

To make effective the payment of the dividend on June 29, 2018 (ex-date June 27, 2018), through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

To authorise the Board of Directors and, if applicable, the Company's Management to allocate to "Other reserves" the residual undistributed amount of the total dividend approved due to rounding.

3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2017.

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2017.

4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2018.

To renew the appointment of Deloitte, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B79104469, registered with the Madrid Mercantile Registry, on sheet M-54414, folio 188, volume 13650, section 8^a, entry 96^a and registered with the R.O.A.C. under number S-0692, as the company's Accounts Auditors to carry out the audit of the Company's individual and consolidated accounts corresponding to the financial year ending on 31 December 2018, as well as the performance of any other audit service needed by the Company, as required by Law.

5.- Appointment of auditors for the Company and its consolidated Group for the fiscal years 2019, 2020 and 2021.

To appoint Ernst & Young, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B78970506, registered with the Madrid Mercantile Registry, on sheet M-23123, folio 215, volume 12749, section 8^a, entry 259 and registered with the R.O.A.C. under number S-0530, as the company's Accounts Auditors

to carry out, for an initial period of three years, the audit of the Company's individual and consolidated accounts corresponding to the financial years ending on 31 December 2019, 2020 and 2021 as well as the performance of any other audit service needed by the Company, as required by Law.

6.- Amendment of article 42 (Audit Committee) of the Corporate Bylaws of the Company, in order to adapt it to the amendments introduced by the Audit Act 22/2015, of 20 July, in article 529 quaterdecies of the Spanish Capital Companies Act.

The purpose of the present amendment of article 42 of the Corporate Bylaws that is submitted for approval by the General Shareholders' Meeting is to update its content to the new wording of article 529 quaterdecies of the Spanish Capital Companies Act (LSC), related to the Audit Committee, as amended by final provision number four of the Audit Act 22/2015, of July 20.

The proposed reform envisages the adaptation of article 42 (Audit Committee) of the Corporate Bylaws to the new wording of the LSC, mainly as far as the composition is concerned, changing from the current drafting which requires a composition of exclusively non-executive Directors, of whom at least two of them must be independent, to a composition of exclusively non-executive Directors, of whom at least the majority of them must be independent. In addition, taking advantage of the amendment, to update the functions of the Committee in accordance with the legislative change, and tied to this, the introduction of certain clarifications in the wording or technical improvements in the article.

The Board of Directors of the Company has resolved to submit for approval by the General Shareholders' Meeting under item 6 on the agenda, the amendment of article 42 of the Bylaws and to set out the full wording of the bylaw amendment proposed.

In accordance with article 286 of the LSC and related provisions of the Commercial Registry Regulations, this proposed resolution is accompanied, as an integral part thereof, by the report issued by the Board of Directors with a view to justifying the proposed amendment of the above-mentioned article.

Thus, as stated in the above-mentioned report by the Board of Directors of the Company, it is proposed to amend the following article of the Bylaws:

“ARTICLE 42.- AUDIT COMMITTEE

1. *The Board of Directors shall create, from among its number, an Audit Committee made up of a minimum of three (3) and a maximum of five (5) members, and shall be composed exclusively by non-executive Directors, of whom at least the majority must be independent Directors and one of whom shall be appointed taking into account his knowledge and experience on the subject of accountancy, auditing or both. In any case, they shall be appointed by the Board of Directors.*

As a whole, members of the Committee shall have technical knowledge of the industry in which the Company operates.

2. *The Chairman of the Audit Committee shall be appointed from among the independent Directors and must be replaced every two (2) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.*

3. *The number of members, the responsibilities and the operating rules of this Committee must encourage its independent operation. Notwithstanding the other duties that may be assigned to it under the law or the Board Regulations, its responsibilities shall include at least the following:*
 - a) *informing the Company's Shareholders' Meeting of any issues that may arise as regards affairs for which the Committee is responsible and, in particular, regarding the outcome of the audit, explaining how it has contributed to the integrity of financial information and the role that the Committee has played during this process.*

 - b) *supervising the efficiency of the company's internal control, the internal audit, if applicable, and the risk management systems, including tax risks, as well as discussing with the account auditors or auditing firms any significant weaknesses in the internal control system identified in the performance of the audit, without compromising its independence;*

 - c) *supervising the process of preparation and presentation of the regulated financial information;*

 - d) *referring to the Board of Directors the proposals for selection, appointment, re-election and replacement of the external auditor, as well as the conditions of the engagement thereof, and regularly gather information from it regarding the audit plan and its implementation, in addition to preserving its independence in the exercise of its functions;*

 - e) *managing relations with the external auditor or auditing firms in order to receive information about matters that could jeopardize their independence, for its examination by the Committee, and any other matters related to the process of auditing the accounts, as well as the other notifications envisaged in auditing legislation and the technical auditing rules, and when appropriate, authorise services other than those prohibited under the legislation in force. In any case, they shall receive on an annual basis from the account auditors or auditing firms, the written confirmation as to their independence vis-à-vis the company or companies directly or indirectly linked to it, as well as detailed information on an individual basis on any type of additional services provided to, and the related fees received from, these entities by the external auditor or auditing firms, or by the persons or entities linked to the latter pursuant to the regulations on auditing activities;*

- f) *issuing on an annual basis, prior to issuing the accounts audit report, a report stating an opinion regarding whether the independence of the account auditors or auditing firms has been compromised. This report shall, in any case, contain a detail evaluation of the provision of each and every additional services as referred to in the preceding paragraph, taken individually and as a whole, other than the legal audit, as regards the scheme of independence of the auditors and regulations governing audit activities;*
- g) *reporting, beforehand, to the Board of Directors on all matters contemplated in the law, the Bylaws and the Board Regulations, in particular regarding;*
- 1. the financial information the company periodically must make public,*
 - 2. the creation or acquisition of interests in special purpose entities or those domiciled in countries or territories that are treated as tax havens and*
 - 3. transactions with related parties.*

The audit committee shall not exercise the duties foreseen in this point g) when they are attributed through the by-laws to another Committee and said Committee is composed solely of non-executive directors and at least two independent directors, one of whom must be the Chairman.”

7.- Appointment and re-election of Directors. The following proposals will be subject to a separate vote:

As per the drafting of Article 35 of the By-laws:

- 7.1 Ratification and appointment of Mrs. Pilar García Ceballos-Zúñiga, as independent Director, for a term of three years.

To ratify the appointment of the interim Director of the Company Mrs. Pilar García Ceballos-Zúñiga by the Board of Directors in the meeting held on December 14, 2017, by co-optation method, under the category of independent, effective December 15, 2017, whose personal data are recorded in the Commercial Registry, and to appoint the aforementioned person, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term.

7.2 Appointment of Mr. Stephan Gemkow, as independent Director, for a term of three years.

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term, Mr. Stephan Gemkow, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

7.3 Appointment of Dr. Peter Kürpick, as independent Director, for a term of three years.

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term, Dr. Peter Kürpick, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

7.4 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. José Antonio Tazón García, whose personal data are recorded in the Commercial Registry.

7.5 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, as executive Director for an additional one-year term, Mr. Luis Maroto Camino, whose personal data are recorded in the Commercial Registry.

7.6 Re-election of Mr. David Webster, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. David Webster, whose personal data are recorded in the Commercial Registry.

7.7 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Guillermo de la Dehesa Romero, whose personal data are recorded in the Commercial Registry.

7.8 Re-election of Dame Clara Furse, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Dame Clara Furse, whose personal data are recorded in the Commercial Registry.

7.9 Re-election of Mr. Pierre-Henri Gourgeon, under the category of “other external”, for a term of one year.

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Pierre-Henri Gourgeon, whose personal data are recorded in the Commercial Registry.

7.10 Re-election of Mr. Francesco Loredan, as Director, under the category of “other external” for a term of one year.

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Francesco Loredan, whose personal data are recorded in the Commercial Registry.

8.- Annual Report on Director’s Remuneration, for an advisory vote thereon as per article 541.4 of the Spanish Capital Companies Act.

It is proposed to the General Shareholders’ Meeting to cast an advisory vote, in accordance with article 541.4 of the Capital Companies Act, on the Annual Report on Director’s Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, and which it is also available in the corporate web page of the Company, www.corporate.amadeus.com.

9.- Approval of the Directors' Remuneration Policy for the fiscal years 2019, 2020 and 2021, in accordance with article 529 novodecies of the Spanish Capital Companies Act.

It is proposed to the General Shareholders' Meeting the approval of the Directors' Remuneration Policy for the fiscal years 2019, 2020 and 2021, in accordance with article 529 novodecies of the Spanish Capital Companies Act. This Policy has been at the disposal of the shareholders as part of the documentation of this General Meeting, and it is also available in the corporate web page of the Company, www.corporate.amadeus.com.

10.- Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2018.

In accordance with the provisions of article 36 of the corporate Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2018, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION FOUR HUNDRED AND TWENTY SIX THOUSAND EURO (€1,426,000).

The Board of Directors itself will determine the amount that will be allocated to each one of its members on the terms provided for in the said article of the Bylaws, as well as the periodicity of the interim payments to be made throughout the financial year.

11.- Approval of remuneration plans for Executive Directors, Senior Management and/or Employees of the Group consisting of the delivery of Company' shares and/or linked to the Company' share price. The following proposals will be subject to a separate vote.

TERMS AND CONDITIONS

Performance Share Plan (PSP)

- Description:

The PSP is designed as the key long-term incentive tool for management. It consists of the award to the chosen beneficiaries, upon fulfillment of the necessary requirements established in the Plan, of a certain number of shares in Amadeus IT Group S.A., as variable remuneration.

- Beneficiaries:

The beneficiaries of the PSP will be the senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee.

The Board of Directors may include new beneficiaries in the Plan, without it entailing an increase in the total number of shares approved in this resolution.

Non-executive Directors will not be eligible to participate in the PSP.

- Duration:

The PSP comprises three independent three-year cycles, with a new cycle commencing every year. The first cycle of the Plan will commence in 2019, foreseeably in May.

- Requirements and conditions for the share award:

In order for a participant in the PSP to be entitled to receive shares in Amadeus IT Group, S.A. at the end of a certain PSP cycle, the following requirements, which will be defined at the beginning of the relevant cycle, must be met:

(a) the beneficiary must continue to be employed by any Amadeus Group company on the end date of the cycle, without prejudice to certain exceptions for the cases of termination of the employment relationship expressly provided for in the PSP regulations; and

(b) the Amadeus Group must meet specific performance objectives, to be set by the Board of Directors, linked to certain financial metrics, measured in absolute and/or relative terms, which may be internal (such as Earnings per Share and Operating Cash Flow) or external (such as the Total Shareholder Return performance of the Company with respect to a group of reference entities).

The grant of the 2019 cycle of the Performance Share Plan will be made in line with the Company's remuneration policy submitted for approval as item number 9 of the present General Shareholders' Meeting. The extent to which the award will vest in 2022 will depend on the following performance conditions:

- Growth in Adjusted Earnings per Share (EPS), with a 50% weighting:
Adjusted EPS, defined as the adjusted net income divided by adjusted weighted average shares outstanding during the year, shall be measured between January 1, 2019 and December 31, 2021. The growth shall be determined on a compound annual basis.
- Growth in pre-tax Operating Cash Flow (OCF), with a 30% weighting:
Pre-tax OCF, defined as the EBITDA net of capital expenditure and changes in working capital, as officially reported by Amadeus, shall be measured between January 1, 2019 and December 31, 2021. The growth shall be determined on a compound annual basis.
- Total Shareholder Return (TSR) performance relative to a comparator group, with a 20% weighting:
The TSR comparator group will consist of around 66 companies predominantly drawn from the Eurofirst 300 index with operations in similar sectors to Amadeus (travel and leisure, media, technology and telecommunications), as well as companies from the expanded IPO comparator group; as well as Sabre and Travelport.

Accor	Experian	Pearson	Telefonica
ADP	Fidelity National IS	ProSiebenSat.1 Media SE	Telenor A/S
Altice NV A	Fiserv	Proximus	TeliaSonera
Amadeus IT Group	Genpact	Publicis Groupe	Total System Services
ASML Holding	Global Payments	RELX	Travelport Worldwide
BT Group	Hexagon B	Royal KPN	TUI AG
Cap Gemini	Iliad	RTL Group	United Internet AG
Capita Group	Infineon Technology	Ryanair Holdings	Verisk Analytics
Carnival	InterContinental Hotels Group	Sabre Corp	Visa
Cognizant Tech	Intl. Consolidated Airlines	Sage Group	Vivendi
Compass Group	ITV	SAP	Vodafone Group
Dassault Systemes	JC Decaux	Serco Group	Western Union
Deutsche Telekom	Mastercard	SES FDR	Whitbread
Dun & Bradstreet	Nokia	Sky	Wolters Kluwer CVA
Easyjet	Orange	Sodexo	WPP
Equifax	Paddy Power Betfair	Swisscom	
Ericsson B	Paychex	Telecom Italia	

The TSR is the difference between the initial and ending value of an investment in each of the companies of the comparator group. Gross dividends and other similar items are assumed to be reinvested by purchasing more shares of the entity at the closing price on the ex- dividend date.

In order to determine the beginning value, the TSR of each company in the comparator group and of Amadeus will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and not including the first day of the performance measurement period (i.e. April 29, 2019). In order to determine the ending value, the TSR will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and including the last day of the performance measurement period (i.e. April 28, 2022).

The Relative TSR is the result of comparing the TSR of Amadeus to the TSR of the comparator companies. For this purpose, the comparator companies including Amadeus will be ordered descending by TSR in percentage terms.

The TSR payout scale is shown below:

- **Threshold:** If Amadeus is ranked at the 50th percentile, the payout will be 50% of target. If Amadeus is ranked below the 50th percentile, the payout will be 0%.

- Maximum: If Amadeus is ranked at the 75th percentile or above, the payout will be 200% of target.
- The payout between threshold and maximum will be determined by linear interpolation.

For the 2020 and 2021 cycles, the Board retains the discretion to review the performance measures, weightings, targets and comparator groups (if applicable) to ensure continued alignment with the Company's strategy.

- Maximum individual award:

The CEO (hereinafter, "executive Director") will be included among the beneficiaries of the PSP. In case of fulfilling all the requirements and conditions for the share award established in the Plan, he would have the right to receive the following amount of shares at maximum as outlined below:

- The maximum number of shares that the executive Director could have the right to receive in under each cycle of the PSP, if the maximum level of performance is met or exceeded for all objectives, is equivalent to two (2) times his base salary at the beginning of each cycle, divided by the Reference Share Price (as determined in the section "Other relevant issues").
- Exceptionally, and as foreseen in the Remuneration Policy submitted for approval as item number 9 of the present General Shareholders' Meeting, the Board of Directors may increase the maximum amount of shares to up to four (4) times his base salary in exceptional circumstances that may include, but not limited to, retention or exceptional Company performance or significantly altered market conditions. If applied, the reason for any such increases would be disclosed in the Annual Report on Directors' Remuneration for the relevant year.

- Share award date:

The shares will be delivered in the three months following the date on which the right to receive them arises. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

- Holding Requirements:

The shares delivered under the PSP will be freely transferable, except for members of the Executive Committee (executive Director -CEO- included) who will have to hold all the net vested shares (after tax and social security levies) for a minimum period of two years after the end date of each cycle.

Restricted Share Plan (RSP)

- Description:

The RSP is a medium-/long-term equity program designed to attract, retain and motivate employees in certain situations, in all cases aligning the interests of the beneficiary with the interests of the shareholders and with value creation.

The Plan provides the beneficiaries specifically selected for this purpose with an equity interest in the Company through the grant of a number of Restricted Share Units which will be converted into an equivalent number of shares of Amadeus IT Group, S.A., upon prior fulfilment of certain employment service requirements and, as the case may be, of certain performance conditions.

- Beneficiaries:

The beneficiaries of this Plan may include any Amadeus Group employee, except for members of the Executive Committee and second-tier senior management, unless exceptional circumstances arise which make it necessary to include them in order to attract or retain talent.

Members of the Board of Directors cannot participate in the Restricted Share Plan.

- Duration:

The initial allocation of Restricted Share Units under the RSP may take place in 2019, 2020 and 2021. Grants will be made no more than four times per year.

The award of the shares will be conditional on the beneficiary remaining employed by the Company or a Group subsidiary throughout the vesting period established in each case. The vesting period will have a duration of between a minimum of three (3) and a maximum of five (5) years. Exceptionally, in case of new employees, the minimum vesting period could be reduced to two (2) years.

- Requirements and conditions for the award of shares:

In order for each beneficiary of this Plan to be entitled to receive shares in Amadeus IT Group, S.A. under the RSP, he or she must continue to be employed by one of the Amadeus Group companies during the vesting period and, in exceptional cases, meet the performance targets that may have been established for a specific award.

- Maximum individual award:

The maximum number of shares to be granted to an individual will be equivalent to 50% of his/her gross base salary multiplied by the number of years of duration of the vesting period, divided by the Reference Share Price. In case the award is split into two or more tranches of different duration each, the weighted average duration of the vesting period will be taken into account in order to determine the maximum award.

- Share award date:

The shares will be delivered in the three months following the date on which the right to receive them is generated, after the end of any vesting period established in each case. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

Share Match Plan

- Description:

The Share Match Plan is intended to incentivize all eligible employees of the Group to invest in shares of the parent company, Amadeus IT Group, S.A. with an additional match of free shares provided by the Company (called the “Matching Shares”).

- Beneficiaries:

In general terms, the Share Match Plan is offered to those employees of Participating Companies who meet certain eligibility criteria (such as being employed by a Group company on a certain date). Those eligible employees who voluntarily decide to join the Plan will become participants.

Members of the Board of Directors cannot participate in the Share Match Plan.

- Duration:

The Share Match Plan is divided into three independent two-year cycles. The start date of the 2019 cycle will be July 1, 2019 and the end date will be June 30, 2021.

During the first 12 months after the starting date, Participants will make their monthly contributions to acquire Amadeus shares. During the 12-month period immediately after the end of the purchase period, participants must not sell or transfer the purchased shares in order to receive the Matching Shares.

- Share price:

The shares purchased by the participants will be acquired at their market value in the Spanish stock exchange at the time of purchase (price may vary each month). For the 2019 cycle, the minimum annual contribution per participant will be 240 Euro (i.e. 20 Euro per month) and the maximum annual contribution per participant will be 4,800 Euro (i.e. 400 Euro per month), or the equivalent in local currency.

- Requirements and conditions for the award of shares:

Participants will consolidate the right to receive Matching Shares if: (i) they make twelve monthly contributions during the purchase period; (ii) they hold the purchased shares until the end date; (iii) they remain employed by a participating company until the end date of the cycle; without prejudice to certain exceptions expressly provided for in the plan regulations.

The matching ratio of the 2019 cycle will be 1:2 (i.e. the Company will grant one Matching Share for every two shares purchased by the participants who meet the above requirements).

- Share award date:

The Matching Shares will be delivered within 3 months after the end date of each cycle. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

Other relevant issues

- Reference Share Price

The reference share price at the beginning of each PSP and RSP grant will be determined according to the average closing price of the shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges during the month preceding the month before the plans, their cycles or specific grants begin ("Reference Share Price").

- Maximum number of shares to be awarded

The total maximum number of shares that can be awarded under these plans between 2019 and 2021 will be the equivalent of dividing a maximum of €120 million by the reference share price, and in no case can the overall capital assigned to these plans exceed 2.0% of the Company's share capital at the date of approval of this resolution.

Of the aforesaid €120 million, a maximum of €10 million (with a limit of 0.2% of the Company's share capital at the date of approval of this resolution) may be assigned to the Restricted Share Plan.

- Source of the shares

The shares in Amadeus IT Group, S.A. to be awarded to the participants may come from:

- (a) Treasury stock that has been or is acquired by Amadeus IT Group, S.A. or by any of its Group companies, upon the fulfilment of the statutory requirements established for that purpose.
- (b) Newly issued shares resulting from a capital increase carried out for that purpose at any given time.
- (c) Shares deriving from the exercise of an equity swap agreement entered into with a financial institution.
- (d) A combination of the foregoing.

If it were necessary or advisable for legal, regulatory or other similar reasons, the mechanisms for award of the shares established may be adapted in specific cases, without altering the maximum number of shares linked to the plans or the essential conditions applicable to the award described in the preceding sections.

Exceptionally, those adaptations may include replacement of the award of shares with payment of the equivalent value in cash.

11.1 Performance Share Plan (PSP)

To approve the Performance Share Plan (PSP), consisting of the award of shares in Amadeus IT Group, S.A., addressed to senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee of the Amadeus Group, subject to the general terms and conditions described above.

11.2 Restricted Share Plan (RSP)

To approve the Restricted Share Plan (RSP), consisting of the award of shares in Amadeus IT Group, S.A., addressed to certain employees of the Amadeus Group, subject to the general terms and conditions described above.

11.3 Share Match Plan

To approve an all-employee share purchase plan (the Share Match Plan), subject to the general terms and conditions described above.

11.4 Authorization

To authorize the Board of Directors, on the broadest terms, and which authority may be delegated by the Board to the Nominations and Remuneration Committee, any member of the Executive Committee or to any other person expressly authorized by the Board for such purpose, to execute this resolution and implement, when and in the manner it deems appropriate, develop, formalize, execute and settle the aforementioned plans, adopting all such resolutions and signing as many public or private documents as may be necessary or advisable for the fullest implementation thereof, including the power to correct, rectify, amend or supplement this resolution. And, in general, to adopt all such resolutions and take all such steps as may be necessary or merely advisable for the successful outcome of this resolution and of the implementation, execution and settlement of the plans, including, purely for purposes of illustration and always in the context of the terms and conditions established in this resolution, the following powers:

(a) Implement and execute the plans when and in the specific manner that it deems appropriate.

(b) Develop and set the specific conditions of the plans in relation to all aspects not envisaged in this resolution, being able to approve and publish regulations on the functioning of the plans, including, purely for purposes of illustration:

- The beneficiaries of the plans.
- The individual number of shares to be awarded in each case, without this implying any change in the total maximum number of shares to be awarded authorized at each time.
- The period of permanence required in order to be entitled to receive the shares.
- The specific objectives of each plan.
- The reference price of the shares to be awarded under the plans.

(c) Where the legal regime applicable to some of the participants or to certain companies of the Amadeus Group so require or make it advisable, or if necessary or advisable for legal, regulatory, operative or other similar reasons, adapt the basic general or specific conditions indicated, including, for purposes of illustration and without limitation, adapt the share award mechanisms without altering the maximum number of shares linked to the plans, and provide for and make the total or partial settlement of the plans in cash.

- (d) Decide not to execute or totally or partially invalidate the plans or any of their cycles, and exclude certain groups of potential participants or companies of the Amadeus Group where the circumstances so require.
- (e) Draft, sign and file such communications and supplementary documents as may be necessary or advisable, before any public or private body in order to implement, execute or settle the plans, including, if necessary, the relevant prior communications and informative brochures.
- (f) Perform any step, declaration or formality before any public or private body, entity or registry to obtain any authorization or verification necessary to implement, execute or settle the plans and the award of free shares in Amadeus IT Group, S.A.
- (g) Negotiate, agree to and execute such contracts of any kind with financial or other types of institutions as it freely designates, on the terms and conditions deemed appropriate, as may be necessary or advisable for the successful implementation, execution or settlement of the plans, including, where necessary or advisable according to the legal regime applicable to any of the participants or to certain companies of the Amadeus Group, or if necessary or advisable for legal, regulatory, operative or other similar reasons, establish any legal concept (including trusts or other similar concepts) or reach agreements with institutions of any kind for the deposit, safekeeping, holding and/or administration of the shares and/or their subsequent award to the participants in the context of the plans.
- (h) Draft and publish such announcements as may be necessary or advisable.
- (i) Draft, sign, execute and, where necessary, certify any type of document relating to the plans.
- (j) Adapt the content of the plans to the corporate circumstances and transactions arising during the term of the plans, relating both to Amadeus IT Group, S.A. and to the companies forming part of the group of reference at any given time, on the terms and conditions deemed necessary or advisable at any given time to maintain the aim of the plans.
- (k) And, in general, perform any steps, take any decisions and execute any documents as may be necessary or merely advisable for the validity, enforceability, implementation, development, execution, settlement and successful outcome of the plans and of the resolutions adopted previously.

12.- Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 20, 2013.

To authorize the Board of Directors of the Company to carry out derivative purchases of the Company's shares, both directly by the Company itself and indirectly by its subsidiaries, in the following terms:

- (a) Acquisition mode: the purchase can be made as a sale and purchase, exchange (*permuta*), payment in kind (*dación en pago*) or by any other means permitted by law, on one or more occasions,
- (b) Maximum number of shares: the nominal value of the number of shares to be acquired, aggregated with those already belonging to the Company and to any company of the Group, cannot exceed ten per cent (10%) of the share capital;
- (c) Minimum and maximum price: the minimum acquisition price of the shares will be equivalent to 80% of the trading value of the share in the Stock Market in the acquisition date, and the maximum acquisition price will be equivalent to 120% of the trading value of the share in the Stock Market on the same date.
- (d) Authorization term: will remain in force during a period of five years from the date of this resolution.

Likewise, and for the purposes contemplated in the second paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), it is hereby agreed to grant an express authorization for the purchase of the shares of the Company by any of its subsidiaries in the same terms resulting from this resolution.

It is expressly stated that shares may be acquired pursuant to this authorization both in order to transfer or cancel them, and in order to apply them for the remuneration systems contemplated in the third paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), or to hedge any remuneration system to be settled in shares or linked to share capital.

Likewise, to approve the revocation of the authorization to acquire treasury stock, granted to the Board of Directors by the General Shareholders' Meeting held on June 20, 2013, for the remaining shares not acquired under such authorization.

13. **Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, simple, exchangeable or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the preemptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of 25 June 2015.**

It is resolved to delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in particular pursuant to the provisions of articles 406, 414, 417 and 511 of the Spanish Capital Companies Act, of article 319 of the Mercantile Registry Regulations and of article 14 of the Bylaws, as well as by the analogical application of article 297.1.b) of the Spanish Capital Companies Act, the power to issue negotiable securities in accordance with the following terms:

A) Securities included in the issue

The negotiable securities referred to in this delegation may be debentures, bonds and other fixed-income securities or debt instruments of an analogous nature, both simple and exchangeable for shares in the Company, in any other company, whether or not belonging to its Group, and/or convertible into shares of the Company. This delegation may also be used for the issuance of promissory notes, preferred securities (should this be legally admissible) and warrants (options to subscribe new shares or to buy old shares in the Company).

B) Term of validity of the delegation

The issuance of the securities subject to this delegation may be carried out on one or several occasions from the date of adoption of this resolution and during the course of five years from the date of this resolution.

C) Maximum amount of the delegation

The total maximum nominal amount of the issue or issues of securities agreed to pursuant to this delegation will be FIVE THOUSAND MILLION EUROS (5,000,000,000 Euros) or its equivalent in another currency. This total maximum nominal amount will be deemed to be the total maximum limit that the sum of the nominal value of the issue or issues of securities, outstanding and in circulation from time to time, may reach pursuant to this delegation. Likewise, in the case of the warrants, to the effects of calculating the above mentioned limit, account shall be taken of the sum of premiums and exercise price of the warrants of each issue that is approved pursuant to this delegation.

D) Extent of the delegation

The delegation to issue securities referred to in this resolution will extend, as broadly as may be required under Law, to the determination of the different

aspects and conditions of each issue (nominal value, type of issue, redemption price, in the case of warrants, premiums and exercise price, currency of the issue, interest rate, repayment, anti-dilution mechanisms, subordination clauses, collateral of the issue, place of issue, listing on the official or unofficial secondary markets, organized or not, domestic or foreign, etc.) and to the performance of such arrangements as may be necessary, including those pursuant to the applicable securities market regulations, for the execution of the specific issues that it may be agreed to carry out pursuant to this delegation.

In this same regard, it is resolved to delegate authority to the Board of Directors, in the event of the subsequent application for exclusion from trading of the securities issued by the Company pursuant to this authorization, to perform all such formalities or steps as may be appropriate, safeguarding the interest of any shareholders or debenture holders who opposed or did not vote for the resolution on the terms provided for in the legislation in force.

This delegation of authority also includes the conferral on the Board of Directors of the power, in each case, to decide on the conditions for redemption of the securities issued under this authorization, being able to use, to the extent applicable, the means of redemption referred to in article 430 of the Capital Companies Law or any others that may be applicable. The Board of Directors is also authorized, where it sees fit, subject to the obtainment of the necessary official authorizations and, as the case may be, of approval from the assemblies of the corresponding syndicates or bodies representing the holders of the securities, to modify the conditions of the issued securities and their respective terms as well as the rate of any interest that may be accrued on the securities in each of the issues made under the scope of this authorization.

E) Bases and modes of conversion and/or exchange

For the case of the issue of convertible and/or exchangeable debentures or bonds, and to the effects of determining the bases and modes of the conversion and/or exchange, it is resolved to lay down the following criteria:

- (a) the conversion and/or exchange ratio shall be fixed, and to those effects the fixed-income securities shall be valued for their nominal value and the shares at the fixed price determined in the Board of Directors' resolution, or at the price to be determined on the date or dates stated in the Board of Directors' resolution, and according to the Market trading price of the Company's shares on the date/s or period/s that are taken as reference in the said resolution. In any case, the price of the shares may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds;

- (b) under no circumstance may convertible and/or exchangeable debentures be issued for a figure lower than their nominal value. Likewise, in accordance with the provisions of article 415.2 of the Spanish Capital Companies Act, debentures may not be converted into shares when the nominal value of the former is lower than the nominal value of the latter;
- (c) at the time of the conversion and/or exchange, the share fractions that, if applicable, are to be delivered to the debenture or bond holder will be rounded, by default, down to the next whole number, and each holder will receive in cash the difference that may arise in that case; and
- (d) when approving an issue of convertible and/or exchangeable debentures or bonds pursuant to the power contained in this resolution, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the conversion to apply specifically to the said issue. This report shall be accompanied by the corresponding report from the account auditors as referred to in article 414 of the Spanish Capital Companies Act.

F) Bases and modes of exercise of the warrants

In the case of issues of warrants, which by analogy will be subject to the provisions of the Spanish Capital Companies Act on convertible and/or exchangeable debentures, it is resolved to establish the following criteria to determine the bases and modes of their exercise:

- (a) warrants issued pursuant to this resolution will entitle to subscribe new shares in the Company and/or buy outstanding shares of the Company, or a combination of both. In any case, the Company may reserve the right to choose, at the time of exercising the warrant, between delivering new shares, current shares or a combination of both;
- (b) the period for the exercise of the warrants shall be determined by the Board of Directors and may not exceed ten (10) years counted from the date of the issue;
- (c) the exercise price of the warrants may be fixed or variable, depending – in the latter case – on the date/s or period/s that are taken as reference. The price shall be determined by the Board of Directors at the time of the issue or may be determined at a later time pursuant to the criteria established in the resolution itself. In any case, the price of the share to be taken into account may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, with this not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants;
- (d) when warrants are issued at a simple exchange ratio or at par – namely, one share per warrant – the sum of the premium or premiums paid for

each warrant and its exercise price may not be, in any case, lower than the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than its nominal value. In the case of warrants with multiple exchange ratios – namely, other than one share per warrant – the sum of the premium or premiums paid for all the warrants issued and their aggregate exercise price may not be, in any case, lower than the result of multiplying the number of shares underlying all the warrants issued by the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than the nominal value; and

- (e) when approving an issue of warrants pursuant to this power, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the exercise to apply specifically to the said issue. By analogous application of article 414 of the Spanish Capital Companies Act, this report shall be accompanied by the corresponding report from the account auditors as referred to in the said article.

G) Rights of the holders of convertible and/or exchangeable securities

During the period in which it is possible to effect the conversion and/or exchange into shares of the convertible and/or exchangeable debentures or bonds and of the warrants issued pursuant to this delegation, their holders will have all such rights as acknowledged to them by the legislation in force.

H) Capital increase

The delegation for the issuance of convertible and/or exchangeable debentures or bonds and warrants over newly issued shares shall include:

- (a) the power to increase the capital in the necessary amount to meet the applications for conversion or exchange or the exercise of the warrants over newly issued shares. The said power may only be exercised to the extent that the Board of Directors, adding together the capital increased to meet the issue of convertible or exchangeable debentures or bonds or the exercise of warrants and other capital increases it may have agreed pursuant to powers granted by the Meeting, does not, in respect of the nominal amount, surpass the limit of twenty per cent (20%) of the share capital figure provided for in article 297.1.b) of the Spanish Capital Companies Act, as resulting upon completion of the capital decrease transaction agreed upon at this general meeting;
- (b) the power to develop and specify the bases and modes of the conversion and/or exchange or of exercise that are established in the preceding paragraphs and, in particular, power to determine the time of the conversion and/or exchange or of exercise of the warrants, which may be limited to a predetermined period, the title to the right of conversion and/or exchange or of exercise, which may be attributed to the Company or to the debenture holders or to the warrant holders, the way of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of both techniques, which may be left to choice for the time of the execution or even establishing the necessarily convertible nature of the debentures subject to the issue) and, generally,

such terms and conditions as may be necessary or expedient for the issue.

I) Exclusion of the preemptive subscription right in convertible and/or exchangeable securities

The Board of Directors, when issuing convertible and/or exchangeable debentures or bonds or warrants over newly subscribed shares pursuant to this delegation, shall be also authorised to exclude the preemptive subscription right of the shareholders when required by the corporate interest, pursuant to the provisions of article 511 of the Spanish Capital Companies Act. In any case, if the Board of Directors decided to exclude the preemptive subscription right in relation to a specific issue of convertible debentures or bonds or of warrants over newly subscribed shares that it may decide to carry out pursuant to this authority, it will issue, when approving the issue, a report that shall be the subject of the correlative account auditor report, all of which in accordance with the provisions of article 511 of the Spanish Capital Companies Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out a specific issue of convertible bonds or debentures or warrants over newly issued shares with exclusion of the preemptive subscription right, the Company's administration body may agree that priority be given in the allocation of convertible bonds or debentures or warrants over shares, with a preferential nature over any other investors, to those shareholders stating their irrevocable intention of subscribing to convertible bonds or debentures or warrants in the said issue pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders in it.

J) Collateral for issues of fixed-income securities

The Board of Directors is likewise authorised to guarantee, on the Company's behalf and within the above mentioned limits, the issues of bonds, debentures and other fixed-income securities, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities made by companies belonging to the Company's group of companies.

K) Listing of issued securities

The Company may apply for the listing on secondary markets, whether official or not, organised or not, domestic or foreign, of the debentures, bonds, warrants, preferred securities and other securities to be issued by the Company pursuant to this delegation, authorising the Board of Directors to carry out the necessary arrangements and actions for listing vis-à-vis the relevant bodies of the various domestic or foreign securities markets.

L) Substitution power

The Board of Directors is authorised (pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act) to delegate, in turn, in favour of

any of its members (including the Secretary and Vice Secretary) the delegated powers referred to in this resolution.

M) Revocation

This authorisation revokes, replaces and leaves without effect, in the amount not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting and Extraordinary Shareholders' Meeting held on 25 June 2015.

14.- Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.

Without prejudice to the powers laid down by Law and by the Bylaws, it is resolved to delegate, as broadly as may be required under law, to any Director, the Secretary and the Vice Secretary, acting individually, the implementation of each and every one of the resolutions adopted at this General Shareholders' Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to obtain their filing with the Commercial Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are authorised in order that any of them, acting individually or jointly, may proceed to file the accounts of the Company and of its consolidated group corresponding to the financial year closed as of 31 December 2017 (as referred to by article 279 of the Spanish Capital Companies Act), explicitly authorising them to sign and execute any type of document, with authority to remedy, until achieving the effective filing of the accounts with the Commercial Registry.

The Board of Directors' Secretary and Vice Secretary are likewise authorised in order that, any of them, acting individually or jointly, may proceed to effect all such communications, notices and relevant arrangements as may be necessary vis-à-vis the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores) complying with the legislation in force, the Sociedades Rectoras of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organisations required for implementation of the resolutions of this Meeting.

Madrid, 16 of May of 2018

Amadeus IT Group, S.A.