

**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**

### Resolutions adopted by the Ordinary General Shareholders' Meeting

The Ordinary General Shareholders' Meeting has been held today in Madrid and, in accordance with the Agenda, all the proposals submitted by the Board of Directors have been approved, as per the attached Annex.

Madrid, 15 of June of 2017

Amadeus IT Group, S.A.



### **ANNEX**

# RESOLUTIONS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AMADEUS IT GROUP, S.A. HELD ON 15 JUNE 2017

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 2016.

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 2016, as issued by the Company's Board of Directors in its meeting held on 23 February 2017.

2.- Approval, if applicable, of the proposal on the allocation of 2016 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 2016.

To allocate the profits obtained by Amadeus IT Group, S.A. in the financial year closed as of 31 December 2016, which amount to Euros 701,063,429.58 as follows:

- A final gross dividend of EUR 0.94 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.40 per share was paid in full on February 1, 2017, being therefore still pending of payment a complementary dividend of 0.54 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, 2016, is as follows:



	Euros
Amount for appropriation:	
Net profit for the year	
	701,063,429.58
Appropriation to:	
Other reserves	288,570,273.94
Dividends	412,493,155.64
	701,063,429.58

To make effective the payment of the dividend on June 30, 2017 (ex-date June 28, 2017), 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 2016.

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2016.

4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2017.

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<sup>a</sup>, entry 96<sup>a</sup> 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 2017, as well as the performance of any other audit service needed by the Company, as required by Law.



# 5.- 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:

5.1 Appointment of Mr. Nicolas Huss, as independent Director, for a term of three years.

With the aim to cover the vacancy created by the resignation of Mr. Enrique Dupuy de Lôme Chavarry on October 16, 2014, 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. Nicolas Huss, whose personal data will be recorded for the purpose of the Commercial Registry.

5.2 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.

5.3 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.

5.4 Re-election of Mr. David Gordon Comyn 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 Gordon Comyn Webster, whose personal data are recorded in the Commercial Registry.



5.5 Re-election of Mr. Pierre-Henri Gourgeon, 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. Pierre-Henri Gourgeon, whose personal data are recorded in the Commercial Registry.

5.6 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.

5.7 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.

5.8 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.

5.9 Re-election of Mr. Stuart McAlpine, 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.



5.10 Re-election of Mr. Marc Verspyck, 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. Marc Verspyck, whose personal data are recorded in the Commercial Registry.

5.11 Re-election of Dr. Roland Busch, 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, Dr. Roland Busch, whose personal data are recorded in the Commercial Registry.

6.- 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 is made available to the shareholders and included as Appendix I.

7. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2017.

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 2017, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, 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.



8.- 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 2016 (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-àvis 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.

7



## **APPENDIX I**

The content of this Report was filed as "Relevant Documentation" with the CNMV on February 24, 2017, through electronic filing.

ANNUAL REPORT ON DIRECTORS' REMUNERATION

AMADEUS IT GROUP, S A.

FISCAL YEAR 2016

Please, refer to the Report in the appropriate Section.

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