

AMADEUS IT GROUP, S.A. - *Amadeus or the Company* - (in accordance with the provisions of Article 227 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 25 April 2019 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 18 June 2019, at 11:00 a.m., at **Casa de América, Paseo de Recoletos, 2 (access from Marqués del Duero, 2)** or, on second call, on 19 June 2019, 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 ended as of 31 December 2018.
- 2.- Examination and approval, if applicable, of the consolidated non-financial information report related to the financial year ended as of 31 December 2018, which forms part of the consolidated Directors' Report.
- 3.- Approval, if applicable, of the proposal on the allocation of 2018 results of the Company and distribution of dividends.
- 4.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended as of 31 December 2018.
- 5.- Approval of a reduction in the share capital by means of the redemption of 7,554,070 treasury shares acquired under a Share Buyback Programme. Amendment to article 5 (share capital) of the Bylaws. Delegation of powers to the Board of Directors, with express power to delegate, including, among

others, powers to request the delisting and the cancellation of the book entries for the shares that are redeemed.

- 6.- Fixing the number of seats in the Board of Directors.
- 7.- Appointment and re-election of Directors. The following proposals will be subject to separate votes:
 - 7.1 Appointment of Mr. Josep Piqué Camps, as independent Director, for a term of three years.
 - 7.2 Appointment of Mr. William Connelly, as independent Director, for a term of three years.
 - 7.3 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.
 - 7.4 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.
 - 7.5 Re-election of Mr. David Webster, as independent Director, for a term of one year.
 - 7.6 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director, for a term of one year.
 - 7.7 Re-election of Dame Clara Furse, as independent Director, for a term of one year.
 - 7.8 Re-election of Mr. Pierre-Henri Gourgeon, as “other external” Director, for a term of one year.
 - 7.9 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 remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2019.
- 10.- Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, and hybrid instruments, including preference shares, in all cases, 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 21 June 2018.
- 11.- 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](http://www.corporate.amadeus.com/Información para Inversores/ Junta General de Accionistas/Servicio Electrónico) (Information for Investors/AGM/Electronic Service)-, 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 17 June 2019. 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 fourth, seventh, eighth and ninth 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 2018 and the respective audit reports;

- the Directors' Report of the Company and its Group of companies (including non-financial information 2018, in accordance with Act 11/2018, of December 28, in relation to non-financial information and diversity and the Annual Corporate Governance Report 2018);
- Non-financial information report 2018;
- Written justifying reports from the Board of Directors on agenda item Fifth (reduction of the share capital through the redemption of shares) and Tenth (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);
- 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 5 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 2018;
- 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](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**

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 17 June 2019. 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 18 May and shall be closed at 11:00 a.m. on 17 June 2019.

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 or the issuance of debentures 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 19 June 2019, at 11:00 a.m. at Casa de América, Paseo de Recoletos, 2 (access from Marqués del Duero, 2).

In Madrid, on 8 of May 2019

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 18 JUNE 2019 ON FIRST CALL OR ON 19 JUNE 2019 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 2018.**

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 2018, as issued by the Company's Board of Directors in its meeting held on 27 February 2019.

- 2.- **Examination and approval, if applicable, of the consolidated non-financial information report related to the financial year ended as of 31 December 2018, which forms part of the consolidated Directors' Report.**

Approval of the consolidated non-financial information report related to the financial year ended as of December 31, 2018, which forms part of the consolidated Directors' report, as per Act 11/2018, of December 28, by which the Commercial Code, the Spanish Capital Companies Act and the Audit Law, in relation to non-financial information and diversity, are amended.

- 3.- **Approval, if applicable, of the proposal on the allocation of 2018 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 2018.

To allocate the profits obtained by Amadeus IT Group, S.A. in the financial year closed as of 31 December 2018, which amount to Euros 608,449,596.02 as follows:

- A final gross dividend of EUR 1.175 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.51 per share was paid in full on January 17, 2019, being therefore still pending of payment a complementary dividend of 0.665 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, 2018, is as follows:

	<u>Euros</u>
<i>Amount for appropriation:</i>	
<i>Net profit for the year</i>	<u>608,449,596.02</u>
	<u>608,449,596.02</u>
<i>Appropriation to:</i>	
<i>Other reserves</i>	92,833,151.47
<i>Dividends</i>	<u>515,616,444.55</u>
	<u>608,449,596.02</u>

To make effective the payment of the dividend on July 12, 2019 (ex-date July 10, 2019), 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.

4.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2018.

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2018.

- 5.- Approval of a reduction in the share capital by means of the redemption of 7,554,070 treasury shares acquired under a Share Buyback Programme. Amendment to article 5 (share capital) of the Bylaws. Delegation of powers to the Board of Directors, with express power to delegate, including, among others, powers to request the delisting and the cancellation of the book entries for the shares that are redeemed.**

A. Reduction in share capital by redeeming own shares acquired under a share buyback and redemption programme

To reduce the share capital of the Company by 75,540.70 euros, by redeeming 7,554,070 shares currently held as treasury stock, each with a nominal value of 0.01 euros, acquired for redemption under a Share Buyback Programme approved by the Board of Directors at its meeting of 14 December 2017, pursuant to the authorisation granted by the Ordinary General Shareholders' Meeting held on 20 June 2013 under item eight of the Agenda and by the Ordinary General Shareholders' Meeting held on 21 June 2018 under item twelfth of the Agenda, within the limits set out in articles 146 et seq. and 509 of the Spanish Capital Companies Act, and pursuant to Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016.

Consequently, the figure of the capital reduction (the "Capital Reduction") will be 75,540.70 euros, by redeeming 7,554,070 own shares, each with a nominal value of 0.01 euros, representing 1.721% of the share capital at the time of adoption of this resolution.

B. Procedure for the reduction and reserves against which it is carried out

The Capital Reduction does not entail a return of contributions to the shareholders because the Company itself owns the shares being redeemed, and it is carried out against unrestricted reserves, by recording a reserve for redeemed capital in an amount equal to the nominal value of the redeemed shares, which will only be available with the same requirements as those required for the capital reduction, in accordance with article 335.c) of the Spanish Capital Companies Act.

Consequently, in accordance with the above-mentioned provision, the creditors of the Company do not have the objection right referred to in article 334 of the Spanish Capital Companies Act in relation to the Capital Reduction.

C. New wording of article 5 of the bylaws

Accordingly, article 5 of the bylaws is amended to henceforth read as follows:

“ARTICLE 5.- SHARE CAPITAL

The share capital is set at the figure of FOUR MILLION THREE HUNDRED AND TWELVE THOUSAND SIX HUNDRED AND EIGHTY FOUR EURO WITH THIRTY SIX CENTS OF EURO (€4,312,684.36) and is fully subscribed and paid in.

The share capital shall consist of FOUR HUNDRED AND THIRTY ONE MILLION TWO HUNDRED AND SIXTY EIGHT THOUSAND FOUR HUNDRED AND THIRTY SIX (431,268,436) shares with a nominal value of 0.01 euros each, which belong to the same class.”

D. Delegation of powers

To delegate to the Board of Directors, with express powers to delegate, the necessary powers to proceed to implement this resolution, with authority to determine those points which have not been expressly established in, or are a consequence of, this resolution. In particular, and merely for illustration purposes, the following powers are delegated to the Board of Directors, with express powers to delegate:

(a) To perform the steps and acts that are necessary and to submit the documents that are necessary to the relevant bodies so that, once the shares of the Company have been redeemed and the deed of capital reduction relating to the Capital Reduction has been executed and registered at the Commercial Registry, the redeemed shares are delisted from the stock exchanges, through the Spanish electronic trading system (“Continuous Market”), and the related book entries are cancelled.

(b) To perform such steps as may be necessary or appropriate to execute and formalize the Capital Reduction vis-à-vis any public or private, Spanish or foreign, entities or bodies, including those of declaration, supplement or rectification of defects or omissions that may prevent or hinder the full effect of the above resolutions.

The Board of Directors is expressly authorized so that it may, in turn, delegate the powers referred to in this resolution in accordance with article 249 bis I) of the Spanish Capital Companies Act.

6.- Fixing the number of seats in the Board of Directors.

To fix in thirteen members the number of seats in the Board of Directors of Amadeus IT Group, S.A.

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 Appointment of Mr. Josep Piqué Camps, 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, effective June 20, 2019, Mr. Josep Piqué Camps, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

7.2 Appointment of Mr. William Connelly, 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, effective June 20, 2019, Mr. William Connelly, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

7.3 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.

7.4 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.

7.5 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.

7.6 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.

7.7 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.

7.8 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.

7.9 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 remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2019.

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 2019, 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 SEVEN HUNDRED AND FORTY FIVE THOUSAND FIVE HUNDRED EURO (€1,745,500).

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.

10.- Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, and hybrid instruments, including preference shares, in all cases, 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 21 June 2018.

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, promissory notes and other fixed-income securities or debt instruments of an analogous nature, or hybrid instruments (including, among others, preference shares), 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 and/or which confer on their holders a share in corporate income. This delegation may also be used for the issuance of warrants or other analogous securities that may directly or indirectly grant the right to subscribe or acquire shares, whether newly issued or existing, which may be settled by means of physical delivery or by means of offset.

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 (aggregate) 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. In the case of promissory notes, for the purposes of the above mentioned limit, the outstanding balance of those issued pursuant to this delegation shall be taken into account.

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 (including whether they are repayable or not, and as the case may be, the possibility of repayment by the issuer in this case, including the time periods and grounds for repayment (in whole or in part), whether they are perpetual or mature on a specific date and, in this last case, the due date), 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, and, in general, any other condition of the issue, as well as, where applicable, to the appointment of the trustee or the person or entity representing the holders of the securities and approval of the fundamental rules that must govern the legal relationship between the Company and any syndicate or collective organization mechanism of holders of the securities issued, as applicable, 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 ten per cent (10%) of the share capital figure provided for in article 297.1.b) of the Spanish Capital Companies Act and resulting following the performance of the capital reduction resolved upon by this shareholders' 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 of the Company held on 21 June 2018.

11.- 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 2018 (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, 14 of May of 2019

Amadeus IT Group, S.A.