

**AMADEUS IT GROUP, S.A. - *Amadeus or the Company*** - (formerly AMADEUS IT HOLDING, S.A.) 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 27 April 2017 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 14 June 2017, at 11:00 a.m., at **Casa de América, Paseo de Recoletos, 2 (access from Marqués del Duero, 2)** or, on second call, on 15 June 2017, 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 2016.
- 2.- Approval, if applicable, of the proposal on the allocation of 2016 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 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.
- 5.- Appointment and re-election of Directors. The following proposals will be subject to separate votes:

- 5.1 Appointment of Mr. Nicolas Huss, as independent Director, for a term of three years.
  - 5.2 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.
  - 5.3 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.
  - 5.4 Re-election of Mr. David Gordon Comyn Webster, as independent Director, for a term of one year.
  - 5.5 Re-election of Mr. Pierre-Henri Gourgeon, as independent Director, for a term of one year.
  - 5.6 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director, for a term of one year.
  - 5.7 Re-election of Dame Clara Furse, as independent Director, for a term of one year.
  - 5.8 Re-election of Mr. Francesco Loredan, as “other external” Director, for a term of one year.
  - 5.9 Re-election of Mr. Stuart McAlpine, as “other external” Director, for a term of one year.
  - 5.10 Re-election of Mr. Marc Verspyck, as “other external” Director, for a term of one year.
  - 5.11 Re-election of Dr. Roland Busch, as “other external” Director, for a term of one year.
6. Annual Report on Directors Remuneration, for an advisory vote thereon, as per article 541.4 of the Spanish Capital Companies Act.
  7. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2017.
  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.

## **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.

## 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 website - [www.amadeus.com/ Información para Inversores/ Junta General de Accionistas/Servicio Electrónico \(Information for Investors/AGM/Electronic Service\)](http://www.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 13 June 2017. 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 fifth, sixth and seventh 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 website, [www.amadeus.com](http://www.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 website.

## 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 2016.
- the Directors Report of the Company and its Group of companies (including the Annual Corporate Governance Report) and the respective audit reports;
- Professional profile (with identity, curriculum vitae and category) of the Directors whose appointment and/or re-election is proposed (Item Five on the agenda);
- 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 (Item Five on the agenda)
- Annual report on Directors Remuneration (Item Six on the agenda);
- 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 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 2016;
- 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 website ([www.amadeus.com](http://www.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 website ([www.amadeus.com](http://www.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 website - [www.amadeus.com/ Información para Inversores/ Junta General de Accionistas/ Servicio Electrónico](http://www.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 13 June 2017. 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 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 15 May and shall be closed at 11:00 a.m. on 13 June 2017.

### **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 website ([www.amadeus.com](http://www.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 provisions of Organic Law 15/1999, of 13 December, on the Protection of Personal Data (*Ley Orgánica de Protección de Datos de Carácter Personal*), 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)-.

## 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 25% of the subscribed capital with voting right, and on second call there shall be a valid quorum however much capital is present or represented by a proxy.

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 15 June 2017, at 11:00 a.m. at Casa de América, Paseo de Recoletos, 2 (access from Marqués del Duero, 2)** .

In Madrid, on 3<sup>rd</sup> of May 2017

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 14 JUNE 2017 ON FIRST CALL OR ON 15 JUNE 2017 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 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:

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

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-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.

## 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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Madrid, 9 of May of 2017

**Amadeus IT Group, S.A.**