

**AMADEUS IT HOLDING, S.A. (*Amadeus*)**, pursuant to Article 82 of the Stock Exchange Law (Ley del Mercado de Valores), makes public the following

## **RELEVANT INFORMATION**

### **Amendment to Article 35 of the Regulations of the Board.**

The Board of Directors of the Company, in the meeting held on 24 June 2011, has approved the amendment to Article 35 of the Regulations of the Board (filed with the CNMV on 22 February 2010 with registration number 2010053184) related to the Audit Committee, which new wording is as follows:

### **ARTICLE 35.- AUDIT COMMITTEE**

1. The Audit Committee shall be formed by external Directors in the number to be determined by the Board of Directors, between a minimum of three (3) and a maximum of five (5). The members of the Audit Committee shall be designated by the Board of Directors.
2. The members of the Audit Committee, and especially its Chairman, shall be designated taking into account their knowledge and experience in accounting, audit or risk management matters.
3. Notwithstanding any other tasks which may be assigned thereto at any time by the Board of Directors, the Audit Committee shall exercise the following basic functions:
  - (a) to report at the General Shareholders' Meeting on matters raised by shareholders in the area of its competence;
  - (b) to propose to the Board of Directors, for submission to the General Shareholders' Meeting, the appointment of the external auditors referred to in article 264 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), as well as the contracting conditions thereof, the scope of their professional mandate and, as the case may be, the revocation or non-renewal thereof;
  - (c) ensure the Independence and efficiency of internal audits, checking that said audits are performed appropriately and fully and supporting the Audit Committee in its supervision of the internal control system.
  - (d) to propose the selection, appointment and substitution of the responsible person of the Internal Audit; to propose the budget for such services; to receive periodically information of its activities and verify that the Members of the Management Team take account of the conclusions and recommendations of their reports;

- (e) to serve as a channel of communication between the Board of Directors and the auditors, to evaluate the results of each audit and to supervise the responses of the management team to the adjustments proposed by the external auditors and to mediate in cases of discrepancies between the former and the latter in relation to the principles and criteria applicable to the preparation of the financial statements, as well as to examine the circumstances which, where such case arises, have motivated the resignation of the auditor;
- (f) supervise the drafting process and the integrity of all financial information related to the Company and the Group, ensuring that regulatory requirements are fulfilled, that consolidation parameters are clearly marked and that accounting principles are correctly applied.
- (g) periodically revise the Company's internal control and risk management systems and in particular, that the design of the Internal Control System for Financial Information (SCIIF) is appropriate, so as the main risks are identified, managed and disclosed as appropriate.
- (h) approve the internal audit plan for the evaluation of the SCIIF and receive occasional information on the results of its work, as well as the action plan to correct any deficiencies identified.
- (i) to maintain relations with the external auditors in order to receive information on those matters which may jeopardise their independence and any others related to the auditing process, as well as such other communications as are provided by auditing laws and technical auditing rules; In any case, they shall receive on an annual basis from the account auditors or auditing firms, the written confirmation as to their independence vis-à-vis the company or companies directly or indirectly linked to it, as well as information on any type of additional services provided to these entities by the said auditors or firms, or by the persons or entities linked to the latter in accordance with the provisions of Act 19/98, of 12 July, on Account Auditing (*Ley de Auditoría de Cuentas*);
- (j) to monitor compliance with the auditing contract, ensuring that the opinion on the Annual Accounts and the principal contents of the auditors' report are drafted clearly and precisely;
- (k) to review the Company's accounts and periodic financial information which, in accordance with sections 1 and 2 of article 35 of the Spanish Securities Market Act (*Ley del Mercado de Valores*), the Board must furnish to the markets and their supervisory bodies and, in general, to monitor compliance with legal requisites on this subject matter and the correct application of generally accepted accounting principles, as well as to report on proposals for modification of accounting principles and criteria suggested by management. In particular to revise, analyse and discuss the financial situation and other relevant financial information with the senior management and internal and external auditors, to confirm that said information is reliable, comprehensible and relevant and that accounting principles used are in line with the previous year end
- (l) issue a report annually, prior to the emission of the account audit report, expressing an opinion on the independence of the account auditors or auditor firms. This report should, in all cases, give an opinion on the provision of additional services

- (m) to monitor compliance with regulations with respect to Related Party Transactions. In particular, to endeavor that the market is supplied with information on said transactions, in compliance with the provisions of Order 3050/2004, of the Ministry of the Economy and the Treasury, of 15 September 2004, and to report on transactions which imply or may imply conflicts of interest and, in general, on the subject matters contemplated in Chapter IX of these Regulations;
- (n) To establish and supervise the communication channel mechanism to permit the employees, on a confidential basis, to communicate any financial and accounting irregularity detected in the company. To take into consideration any information received through such communication channel or by any other mean; and
- (o) any others attributed thereto by law and other regulations applicable to the Company.

4. The Audit Committee shall be convened by the Chairman of the Committee, either at his own initiative, or at the request of the Chairman of the Board of Directors or of two (2) members of the Committee itself. The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means which allows a record of receipt.

5. In all cases, the Audit Committee shall be called and shall meet, at least, on a six-monthly basis, in order to review the periodic financial information which, in accordance with sections 1 and 2 of article 35 of the Spanish Securities Market Act (*Ley del Mercado de Valores*), the Board must submit to the stock market authorities as well as the information which the Board of Directors must approve and include within its annual public documentation.

6. The Committee shall appoint a Chairman from among its members. The Chairman shall be an independent Director. The Chairman must be replaced every two (2) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.

It shall also appoint a Secretary and may appoint a Vice-secretary, both of whom need not be members thereof. In the event that such appointments are not made, the Secretary and Vice-secretary of the Board shall hold those posts on the Audit Committee.

7. The Audit Committee shall be validly assembled when the majority of its members attend in person or by proxy. Resolutions shall be adopted by majority of members attending in person or by proxy.

Minutes of the resolutions adopted at each meeting shall be drawn up, which resolutions shall be reported to the Board in plenary session, submitting or delivering a copy of the minutes to all Board members.

8. The Audit Committee shall prepare an annual report on its operation, emphasizing the principal incidents arising, if any, in relation to the functions characteristic thereof. Furthermore, when the Audit Committee deems it appropriate, it shall include in the said report proposals to improve the Company's rules of governance.

9. The members of the Company's management team or personnel shall be required to attend the meetings of the Audit Committee and to provide it with their collaboration and access to the information available to them when the Committee so

requests. The Committee may also request the attendance at its meetings of the Company's auditors.

10. When the Audit Committee deems it necessary for the adequate fulfilment of its duties, it may seek advice from external experts, making this circumstance known to the Secretary or Vice-secretary of the Board, who shall arrange for the corresponding services to be contracted.

Madrid, 27 of June of 2011.

**Amadeus IT Holding, S.A.**