

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

## **RELEVANT INFORMATION**

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

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

Madrid, 24 of June of 2016.

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

**ANNEX**

**RESOLUTIONS OF THE ORDINARY GENERAL  
SHAREHOLDERS' MEETING OF AMADEUS IT HOLDING, S.A.  
HELD ON 24 JUNE 2016**

**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 2015.**

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 2015, as issued by the Company's Board of Directors in its meeting held on 25 February 2016.

**2.- Approval, if applicable, of the proposal on the allocation of 2015 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 2015.

To allocate the profits obtained by Amadeus IT Holding, S.A. in the financial year closed as of 31 December 2015, which amount to Euros 344,845,612.08 as follows:

- A final gross dividend of EUR 0.775 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.34 per share was paid in full on January 28, 2016, being therefore still pending of payment a complementary dividend of 0.435 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, 2015, is as follows:

	<u>Euros</u>
<i>Amount for appropriation:</i>	
<i>Net profit for the year</i>	<u>344,845,612.08</u>
	<u>344,845,612.08</u>
<i>Appropriation to:</i>	
<i>Other reserves</i>	4,758,169.93
<i>Dividends</i>	<u>340,087,442.15</u>
	<u><b>344,845,612.08</b></u>

To make effective the payment of the dividend on July 28, 2016 (ex-date July 26, 2016)\*, 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.

*\* As a result of the CNMV' decision to postpone the implementation of the new compensation and settlement system (ex-date D+2) until October 3, 2016, it is placed on record that, following the relevant fact filed with the CNMV on June 9, 2016 (registration number 239573), the ex-date to which the above resolution refers to, has to be understood July 25, 2016 instead of July 26, 2016.*

### **3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2015.**

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2015.

### **4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2016.**

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 8ª, entry 96ª 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 2016, as well as the performance of any other audit service needed by the Company, as required by Law.

5.- **Merger by absorption of Amadeus IT Group, S.A. (Absorbed Company) into Amadeus IT Holding, S.A. (Absorbing Company). The following proposals will be subject to a joint vote:**

- Report by the Directors on any significant changes in the assets and liabilities of the companies participating in the merger between the date of the joint merger plan and the date of the Shareholders' Meeting that is to decide on the merger, on the terms established in article 39.3 of the Law on Structural Modifications to Commercial Companies.

In relation to the merger by absorption of Amadeus IT Group, S.A. (Absorbed Company) and Amadeus IT Holding, S.A. (Absorbing Company) by means of the absorption of the former into Amadeus IT Holding, S.A., the joint merger plan for which was approved by the Boards of Directors of both companies on March 11, 2016, and in accordance with the provisions of article 39.3 of the Law on Structural Modifications to Commercial Companies ("**SML**"), prior to submitting the resolution relating to the proposed merger to the Shareholders' Meeting for approval, the Directors will report on any significant changes in the assets and liabilities of the companies participating in the merger between the date of the joint merger plan and the date of this Shareholders' Meeting.

*The Board of Directors informs that there is not any significant change in the assets and liabilities of the companies participating in the merger between the date of the joint merger plan and the date of this Shareholders' Meeting.*

- Examination and approval of the joint plan for merger by absorption of Amadeus IT Group, S.A. (Absorbed Company) into Amadeus IT Holding, S.A. (Absorbing Company).

To approve, in its entirety, the joint plan for merger by absorption of Amadeus IT Group, S.A. (Absorbed Company) into Amadeus IT Holding, S.A. (Absorbing Company), as jointly drafted, prepared and approved by the Boards of Directors of the Absorbing Company and of the Absorbed Company on March 11, 2016 (the "**Merger Plan**").

The Merger Plan was duly published on the website of the Absorbing Company ([www.amadeus.com](http://www.amadeus.com)) on March 14, 2016, as published in the Official Commercial Registry Gazette, number 58, on March 28, 2016, and deposited at the Madrid Commercial Registry on March 29, 2016, as published in the Official Commercial Registry Gazette, number 65, on April 6, 2016.

The Joint Merger Plan is attached as an Exhibit to the minutes of the Shareholders' Meeting.

- Examination and approval, as the merger balance sheet, of the balance sheet as of December 31, 2015.

To approve, as the merger balance sheet of the Absorbing Company, the separate balance sheet of the Absorbing Company included in the financial statements for the year ended December 31, 2015, prepared by the Board of Directors of the Absorbing Company at the meeting held on February 25, 2016, and audited by the auditor of the Absorbing Company, Deloitte, S.L., on the same day, which is submitted to this Shareholders' Meeting for approval under item one on the agenda (the "**Merger Balance Sheet**").

The Merger Balance Sheet and the corresponding report by the auditor of the Absorbing Company are attached as an Exhibit to the minutes of the Shareholders' Meeting.

- Examination and approval, as the case may be, of the merger by absorption of Amadeus IT Group, S.A. (Absorbed Company) and Amadeus IT Holding, S.A. (Absorbing Company), by means of the absorption of the former by Amadeus IT Holding, S.A., with cessation of existence without liquidation of the Absorbed Company and the global transfer of its asset and liabilities by universal succession to the Absorbing Company, and the planned exchange of shares to be covered by the award of treasury shares of Amadeus IT Holding, S.A., all of the above in accordance with the provisions of the joint merger plan.

In light of the Merger Plan, the explanatory report prepared by the managing body and the report issued by PricewaterhouseCoopers Auditores, S.L. on April 29, 2016, in its capacity as sole independent expert on the Merger Plan, to approve all aspects of the merger by absorption of the Absorbed Company into Absorbing Company which entails the integration of the Absorbed Company into the Absorbing Company by way of the global transfer of the assets and liabilities of the Absorbed Company to the Absorbing Company, which shall acquire them by universal succession, the cessation of the Absorbed Company's existence without liquidation, and the allocation of shares of the Absorbing Company to all of the shareholders of the Absorbed Company, all of the above on the terms and conditions resulting from the Merger Plan prepared by the managing body.

Pursuant to the provisions of the Merger Plan, the Absorbing Company shall cover the exchange of the shares of the Absorbed Company with treasury shares. In this connection, it is placed on record that the Board of Directors of the Absorbing Company resolved to authorize the Company so that, in accordance with the authorization granted by the Shareholders' Meeting of said Company held on June 20, 2013, it may purchase a maximum number of 393,748 shares between April 1, 2016 and May 31, 2016 to cover the exchange ratio.

At the close of the stock market session on May 18, 2016, the number of treasury shares of the Absorbing Company acquired to cover the exchange is 393,748, representing approximately 0.089% of its share capital.

The shares of the Absorbed Company shall be exchanged for shares of the Absorbing Company according to the procedure and exchange ratio provided for in the Merger Plan.

In compliance with the provisions of article 228 of the Commercial Registry Regulations and as an integral part of the contents of the merger resolution, the circumstances set out below, which are a reproduction of the contents of the approved Merger Plan, are placed on record:

**1) Structure of the transaction**

The planned merger by absorption will consist of the absorption of Amadeus IT Group, S.A. (Absorbed Company) into Amadeus IT Holding, S.A. (Absorbing Company) and will entail the integration of the Absorbed Company into the Absorbing Company by way of the block transfer of the assets and liabilities of the Absorbed Company to the Absorbing Company, which will acquire them by universal succession, the cessation of the Absorbed Company's existence without liquidation and the allotment of the shares of the Absorbing Company to the shareholders of the Absorbed Company.

**2) Particulars of the companies participating in the merger**

**Absorbing Company**

The corporate name of the Absorbing Company is "Amadeus IT Holding, S.A.". It was formed under the name "WAM Acquisition, S.A." pursuant to a deed executed by the Madrid notary, Mr. Antonio de la Esperanza Rodríguez, on February 4, 2005, under protocol number 635. It changed its name to its current name in the deed executed by the Madrid notary, Mr. Antonio Fernández-Golfín Aparicio, on March 2, 2010, under protocol number 476.

The Absorbing Company is a public limited company, with registered office in Madrid (28027), at calle Salvador de Madariaga, 1, registered at the Madrid Commercial Registry in volume 20,972, section 8, sheet 82, page number M-371,900, entry number 1 and holds taxpayer identification number A-84236934.

The share capital of the Absorbing Company amounts to four million, three hundred eighty-eight thousand, two hundred and twenty-five euros and six cents (€4,388,225.06), it is fully subscribed and paid in and divided into four hundred thirty-eight million, eight hundred twenty-two thousand, five hundred and six (438,822,506) shares, each with a par value of one cent (€0.01), belonging to the same class.

The shares into which the share capital of the Absorbing Company is divided are represented by book entries and listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Spanish Unified Computerized Trading System (continuous market).

The entity responsible for keeping the accounting records is Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (“Iberclear”).

Once the Absorbing Company has absorbed the Absorbed Company, it will change its corporate name to “Amadeus IT Group, S.A.”

### **Absorbed Company**

The corporate name of the Absorbed Company is “Amadeus IT Group, S.A.”. It was formed under the name “WAM Portfolio, S.A.” pursuant to a deed executed by the Madrid notary, Mr. Antonio de la Esperanza Rodríguez, on September 6, 2005, under protocol number 4580. Pursuant to the deed executed by the Madrid notary, Mr. Antonio Fernández-Golfín Aparicio, on July 31, 2006, under protocol number 2,846, “WAM Portfolio, S.A.” merged with “Amadeus IT Group, S.A.”, by means of absorption of the latter by the former, adopting the corporate name of the absorbed company.

The Absorbed Company is a public limited company, with registered office in Madrid (28027), at calle Salvador de Madariaga, 1, registered at the Madrid Commercial Registry in volume 21,552, sheet 131, page number M-383503, and holds taxpayer identification number A-84409408.

The share capital of the Absorbed Company amounts to forty-two million, two hundred twenty thousand, seven hundred and eleven euros and eighty-seven cents (€42,220,711.87), it is fully subscribed and paid in and divided into four thousand two hundred twenty-two million, seventy-one thousand, one hundred and eighty-seven (4,222,071,187) shares, each with a par value of one cent (€0.01), numbered from 1 through 4,222,071,187, belonging to the same class.

At the date of the Merger Plan, the Absorbing Company holds 99.8945% of the share capital of the Absorbed Company.

### **3) Share exchange ratio, method and procedure**

#### **Exchange ratio**

The exchange ratio for the shares of the companies participating in the merger, which has been determined on the basis of the actual value of their assets and liabilities, will be 1 share of the Absorbing Company for every 11.31 shares of the Absorbed Company, both having a par value of €0.01, and, as the case may be, cash compensation on the terms of article 25 SML in order to cover any share fractions.

#### **Exchange method**

The Absorbing Company will cover the exchange of the shares of the Absorbed Company with treasury shares.

In this connection, it is placed on record that the Board of Directors of the Absorbing Company resolved to authorize the Company so that, in accordance with the authorization granted by the Shareholders' Meeting of said company held on June 20, 2013, it may purchase a maximum number of 393,748 shares between April 1, 2016 and May 31, 2016 to cover the exchange ratio.

### **Share exchange procedure**

The shares will be exchanged as from the date indicated in the notices to be published in accordance with the applicable legislation once the merger deed is registered at the Madrid Commercial Registry. For such purposes, a financial institution will be appointed to act as agent and such appointment will be indicated in the abovementioned notices.

The shares of the Absorbed Company will be exchanged for shares of the Absorbing Company by means of the presentation of the physical share certificates issued or of other certificates evidencing share ownership in the place and within the time period indicated in the relevant notice and to the member institutions of IBERCLEAR that are the depositaries of the shares in accordance with the procedures established for book entry regime and in application of the provisions of article 117 and related provisions of Legislative Royal Decree 1/2010, of July 2, 2010, approving the revised text of the Spanish Capital Companies Act ("**LSC**") to the extent applicable.

The shares of the Absorbed Company not presented for exchange within the time period established for such purpose will be cancelled and replaced with shares of the Absorbing Company in accordance with the exchange ratio, pending their registration in favor of the person that evidences their ownership pursuant to the provisions of the relevant notices, and the provisions of article 117 of the LSC will apply in all cases.

For holders of a number of shares of the Absorbed Company that cannot be exchanged in full per the indicated exchange ratio, cash consideration is established in accordance with the provisions of section 4.1 of the Merger Plan. This notwithstanding, the companies participating in the merger will establish mechanisms aimed at facilitating the exchange for shareholders of the Absorbed Company who hold a number of shares that does not allow them to receive a whole number of shares of the Absorbing Company in accordance with the agreed exchange ratio.

As a result of the merger, the shares of the Absorbed Company will be cancelled.

It is placed on record that, in application of article 26 SML, the shares of the Absorbed Company held by the Absorbing Company (representing 99.8945% of the share capital at the date of the Merger Plan) will not be exchanged under any circumstances, nor will the treasury shares held by the Absorbing Company (representing 0.505% of the share capital at the date of the Merger Plan).



**4) Impact of the merger, if any, on shareholders' work contributions or on ancillary obligations at the Absorbed Company**

In accordance with the provisions of article 31.3 SML, it is placed on record that there are no shareholders' work contributions or ancillary obligations at the Absorbed Company, meaning that it will not be necessary to give any consideration whatsoever for such items.

**5) Special rights or instruments other than those representing share capital**

In accordance with the provisions of article 31.4 SML, it is placed on record that there are no special rights or holders of instruments other than those representing the share capital and, as a result, no right or option of any kind will be granted at the Absorbing Company.

**6) Advantages to be granted at the Absorbing Company to any independent expert acting in the merger or to the directors of the companies participating in the merger**

In accordance with the provisions of article 31.5 SML, it is placed on record that no advantages of any kind will be granted to the members of the managing bodies of the companies participating in the merger, or to any independent expert acting in the merger.

**7) Date as from which the holders of the new shares will be entitled to a share in income at the Absorbing Company**

In accordance with the provisions of article 31.6 SML, it is placed on record that the Absorbing Company shares that are awarded by the Absorbing Company to cover the exchange will confer on the shareholders of the Absorbed Company the right to a share in the corporate income of the Absorbing Company, on the same terms as the rest of the shareholders of the Absorbing Company, as from the date on which, following the registration of the merger, the Absorbing Company shares corresponding to them under the exchange procedure are delivered.

**8) Effective date for accounting purposes**

In accordance with the provisions of article 31.7 SML and the Spanish National Chart of Accounts approved by Royal Decree 1514/2007, of November 16, 2007 (the "**National Chart of Accounts**"), it is placed on record that the transactions performed by the Absorbed Company will be deemed, for accounting purposes, to have been performed by the Absorbing Company with effect from January 1, 2016.

**9) Amendments to the bylaws of the Absorbing Company**

Article 1 of the bylaws of the Absorbing Company, relating to the corporate name, will be amended as part of the merger process, since it is envisaged that the Absorbing Company will adopt the name of the Absorbed Company following the merger. Said article will be worded as follows:

*“ARTICLE 1.- CORPORATE NAME*

*The Company is called Amadeus IT Group, S.A. and is governed by these bylaws, by the provisions of the legal regime governing capital companies and by any other statutory provisions applicable to it.”*

**10) Valuation of the assets and liabilities of the Absorbed Company to be transferred to the Absorbing Company**

In accordance with the provisions of article 31.9 SML, it is placed on record that the assets and liabilities of the Absorbed Company to be allocated to the Absorbing Company, will be valued in accordance with the standards contained in the National Chart of Accounts.

**11) Merger balance sheets and date of the financial statements of the companies participating in the merger used to establish the conditions for the transaction**

In accordance with the provisions of article 36.1 SML, the balance sheets included in the financial statements of each of the merging companies for the year ended December 31, 2015 will be taken as the merger balance sheets (the **“Merger Balance Sheets”**), since they have been closed within the six months prior to the date of the Merger Plan.

In accordance with the provisions of article 37 SML, the Merger Balance Sheets have been audited by the auditors of the companies participating in the merger, Deloitte, S.L., since both companies are obliged to have their financial statements audited.

In accordance with the provisions of article 31.10 SML, it is placed on record that the financial statements of the Absorbing Company and of the Absorbed Company taken into consideration in order to establish the conditions for the merger are those for the financial year ended December 31, 2015.

**12) Consequences of the merger for employment, impact on gender balance in the managing bodies and on corporate social responsibility**

In accordance with the provisions of article 31.11 SML, the Boards of Directors of the companies participating in the merger state that it is not envisaged that the merger will have any consequence for employment, any

impact on the gender balance in the managing bodies or any impact on corporate social responsibility other than as described below.

### **12.1 Possible consequences of the merger for employment**

The planned merger will entail the transfer of all of the workers of the Absorbed Company to the Absorbing Company, pursuant to the rules on business succession regulated in article 44 of the Workers' Statute. As a result, the Absorbing Company will be subrogated to the labor and social security rights and obligations of the Absorbed Company, when appropriate, including pension commitments, as provided for in the legislation specific thereto and, in general, to as many supplementary employee welfare obligations as may have been acquired by the Absorbed Company.

Apart from the foregoing, it is not envisaged that there will be any legal, economic or labor and social security consequences, or that any other measures will be adopted that affect the working conditions of the employees by reason of the merger.

### **12.2 Potential impact of the merger on the gender balance in the managing bodies**

It is not envisaged that the performance of the merger will have any impact on the gender balance in the Board of Directors of the Absorbing Company.

### **12.3 Impact, if any, on corporate social responsibility**

It is not envisaged that the performance of the merger will have a significant impact on the corporate social responsibility of the Absorbing Company since the merging companies belong to the same group and consequently have very similar corporate social responsibility policies.

To approve and fully ratify, without any reservation whatsoever, the steps taken to date by the managing body of the Absorbing Company in relation to the merger.

- [Amendment of article 1 of the bylaws of Amadeus IT Holding, S.A. \(Absorbing Company\) relating to the corporate name.](#)

To approve the amendment to article 1 of the bylaws of the Absorbing Company so that it takes the name of the Absorbed Company following the performance of the merger.

Said article shall be worded as follows:

*"ARTICLE 1.- CORPORATE NAME*

*The Company is called Amadeus IT Group, S.A. and is governed by these bylaws, by the provisions of the legal regime governing capital companies and by any other legal provisions applicable to it."*

- Submission of the merger under the tax regime established in Chapter VII of Title VII of Corporate Income Tax Law 27/2014, of November 27, 2014.

In accordance with article 89 of Corporate Income Tax Law 27/2014, of November 27, 2014, to approve that the merger be subject to the special tax regime provided for in Chapter VII of said Law.

For such purposes, the merger shall be notified to the competent authorities in the manner and within the time periods envisaged in the applicable legislation.

**6.- 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:

**6.1 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.

**6.2 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.

**6.3 Re-election of Mr. Francesco Loredan, 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. Francesco Loredan, whose personal data are recorded in the Commercial Registry.

**6.4 Re-election of Mr. Stuart Anderson McAlpine, 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. Stuart Anderson McAlpine, whose personal data are recorded in the Commercial Registry.

**6.5 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.

**6.6 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.

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

**7.- 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.

**8. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2016.**

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 2016, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION FOUR HUNDRED AND FIVE THOUSAND (€1,405,000).

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.

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

**TERMS AND CONDITIONS**

**Performance Share Plan (PSP)**

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

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

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

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

- **Duration:** The PSP comprises three independent three-year cycles, with a new cycle commencing every year. The first cycle will commence on July 1, 2016.

- **Requirements and conditions for the share award:** In order for a participant in the PSP to be entitled to receive shares in Amadeus IT Holding, S.A. at the end of a certain PSP cycle, the following requirements, which will be defined at the beginning of the relevant cycle, must be met:

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

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

The grant of the 2016 cycle of the Performance Share Plan will be made in line with the Company's remuneration policy approved in 2015. The extent to which the award will vest in 2019 will depend on the following performance conditions:

- Growth in Adjusted Earnings per Share (EPS), with a 60% weighting:  
Adjusted EPS, defined as the adjusted net income divided by adjusted weighted average shares outstanding during the year, shall be measured between January 1, 2016 and December 31, 2018. The growth shall be determined on a compound annual basis.
- Total Shareholder Return (TSR) performance relative to a comparator group, with a 40% weighting:

The TSR comparator group will consist of around 65 companies predominantly drawn from the Eurofirst 300 index with operations in similar sectors to Amadeus (travel and leisure, media, technology and telecommunications).

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

In order to determine the beginning value, the TSR of each company in the comparator group and of Amadeus will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and not including the first day of the performance measurement period (i.e. April 29, 2016). In order to determine the ending value, the TSR will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and including the last day of the performance measurement period (i.e. April 28, 2019).

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

The TSR payout scale is shown below:

- Threshold: If Amadeus is ranked below the 50th percentile, the payout will be 0%
- Maximum: If Amadeus is ranked at the 75th percentile or above, the payout will be 200% of target.
- The payout between threshold and maximum will be determined by linear interpolation.

For the 2017 and 2018 cycles, the Board retains the discretion to review the performance measures, weightings, targets and comparator groups (if applicable) to ensure continued alignment with the Company's strategy.

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

### **Restricted Share Plan (RSP)**

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

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

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

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

- **Duration:** The initial allocation of Restricted Share Units under the RSP may take place in 2016, 2017 and 2018. There will be no more than four grants per year – historically Amadeus has granted awards under the RSP in April, October and exceptionally in December –.

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

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

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

### **Share Match Plan**

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

- **Beneficiaries:** In general terms, the Share Match Plan is offered to those employees of Participating Companies who meet certain eligibility criteria (such



as being employed by a Group company on a certain date). Those eligible employees who voluntarily decide to join the Plan will become participants.

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

- **Duration:** The Share Match Plan is divided into three independent two-year cycles. The start date of the 2016 cycle is July 1, 2016 and the end date will be June 30, 2018.

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

- **Share price:** The shares purchased by the participants will be acquired at their market value in the Spanish stock exchange at the time of purchase (price may vary each month). For the 2016 cycle, the minimum annual contribution per participant will be 240 Euro (i.e. 20 Euro per month) and the maximum annual contribution per participant will be 3,600 Euro (i.e. 300 Euro per month), or the equivalent in local currency.

- **Requirements and conditions for the award of shares:** Participants will consolidate the right to receive Matching Shares if: (i) they make twelve monthly contributions during the purchase period; (ii) they hold all the purchased shares until the end date; (iii) they remain employed by a participating company until the end date of the cycle.

The matching ratio of the 2016 cycle is 1:2 (i.e. the Company will grant one Matching Share for every two shares purchased by the participants who meet the above requirements).

- **Share award date:** The Matching Shares will be delivered within 60 days after the end date of each cycle. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

### Other relevant issues

#### **- Holding Requirements**

In order to increase the alignment with shareholders' interests, the members of the Executive Committee will be required to build up a certain holding of Amadeus shares over time ("shareholding guidelines"), which in the case of the executive Director (CEO) is the equivalent of two (2) times his gross annual base salary.

Those Executives who have not reached the minimum required shareholding will not be allowed to sell shares vested and delivered to them under any Amadeus' share-based incentive, with the exception of those shares sold to cover taxes and/or social security contributions.

#### **- Reference Share Price**

The reference share price at the beginning of each PSP and RSP grant will be determined according to the average closing price of the shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges during the month preceding the

month before the plans, their cycles or specific grants begin (“Reference Share Price”).

**- Maximum number of shares to be awarded**

The total maximum number of shares that can be awarded under these plans between 2016 and 2018 will be the equivalent of dividing a maximum of €100 million by the reference share price, and in no case can the overall capital assigned to these plans exceed 2.0% of the Company’s share capital at the date of approval of this resolution.

Of the aforesaid €100 million, a maximum of €10 million (with a limit of 0.2% of the Company’s share capital at the date of approval of this resolution) may be assigned to the Restricted Share Plan.

The current executive Director (CEO) has been included among the beneficiaries of the PSP. In case of fulfilling all the requirements and conditions for the share award established in the Plan, he would have the right to receive the following amount of shares at maximum:

- The maximum number of shares that the executive Director could have the right to receive in 2019 under the 2016 cycle of the PSP, if the maximum level of performance is met or exceeded for both objectives, is equivalent to two (2) times his current base salary, divided by the Reference Share Price, which will be determined as the average closing price of the shares in the Madrid stock exchange during the month of May 2016.
- The maximum number of shares that the executive Director could have the right to receive in 2020 and 2021 under the 2017 and 2018 cycles of the PSP, for a maximum level of performance, will be the result of dividing two (2) times his base salary at the beginning of each cycle, divided by the Reference Share Price. Exceptionally, and as foreseen in the Remuneration Policy approved by the General Shareholders’ Meeting held on June 25, 2015, the Board of Directors may increase the maximum amount of shares to up to four (4) times his base salary in exceptional circumstances that may include, but not limited to, retention, exceptional Company performance or to compensate for a year in which no award would vest if the vesting period is extended. If applied, the reason for any such increases would be disclosed in the Annual Report on Directors’ Remuneration for the relevant year.

**- Source of the shares**

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

- (a) Treasury stock that has been or is acquired by Amadeus IT Holding, S.A. or by any of its Group companies, upon the fulfilment of the statutory requirements established for that purpose.
- (b) Newly issued shares resulting from a capital increase carried out for that purpose at any given time.

(c) Shares deriving from the exercise of an equity swap agreement entered into with a financial institution.

(d) A combination of the foregoing.

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

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

### 9.1 Performance Share Plan (PSP)

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

### 9.2 Restricted Share Plan (RSP)

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

### 9.3 Share Match Plan

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

### 9.4 Authorization

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

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

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

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

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

(d) Decide not to execute or totally or partially invalidate the plans or any of their cycles, and exclude certain groups of potential participants or companies of the Amadeus Group where the circumstances so require.

(e) Draft, sign and file such communications and supplementary documents as may be necessary or advisable, before any public or private body in order to implement, execute or settle the plans, including, if necessary, the relevant prior communications and informative brochures.

(f) Perform any step, declaration or formality before any public or private body, entity or registry to obtain any authorization or verification necessary to implement, execute or settle the plans and the award for no consideration of the shares in Amadeus IT Holding, S.A.

(g) Negotiate, agree to and execute such contracts of any kind with financial or other types of institutions as it freely designates, on the terms and conditions deemed appropriate, as may be necessary or advisable for the successful implementation, execution or settlement of the plans, including, where necessary or advisable according to the legal regime applicable to any of the participants or to certain companies of the Amadeus Group, or if necessary or advisable for legal, regulatory, operative or other similar reasons, establish any legal concept (including trusts or other similar concepts) or reach agreements with institutions of any kind for the deposit, safekeeping, holding and/or administration of the shares and/or their subsequent award to the participants in the context of the plans.

(h) Draft and publish such announcements as may be necessary or advisable.

(i) Draft, sign, execute and, where necessary, certify any type of document relating to the plans.

(j) Adapt the content of the plans to the corporate circumstances and transactions arising during the term of the plans, relating both to Amadeus IT Holding, S.A. and to the companies forming part of the group of reference at any

given time, on the terms and conditions deemed necessary or advisable at any given time to maintain the aim of the plans.

(k) And, in general, perform any steps, take any decisions and execute any documents as may be necessary or merely advisable for the validity, enforceability, implementation, development, execution, settlement and successful outcome of the plans and of the resolutions adopted previously.

**10.- 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.**

**Delegation of powers for the performance of the merger**

It was resolved to empower all any Director of the Absorbing Company, as well as to the Secretary and the Vice-Secretary of the Board, so that any of them, acting individually, —that is, without having to act together with another— for and on behalf of the Absorbing Company and in relation to the above resolutions, may, within the limits provided in the Merger Plan and where no provision is made by this Shareholders' Meeting:

- (i) establish the specific number of treasury shares of the Absorbing Company necessary to cover the exchange of the outstanding shares of the Absorbed Company, taking into account the exchange ratio established in the Merger Plan;
- (ii) appear before a notary to have the resolutions notarized, and execute the relevant public deed, with such clauses and declarations as may be appropriate and as may arise directly or indirectly from such resolutions;
- (iii) provide as many clarifications or make as many rectifications as may be necessary or appropriate and, in general, execute any private and/or public documents necessary for the implementation of the above resolutions, as well as any acts required for their registration at the relevant public registries; and, in general,
- (iv) clarify, specify and complete whatever may be necessary or appropriate, including the execution of deeds of clarification or rectification of as many defects or omissions as may impede or hinder the effectiveness of the above resolutions or their registration at any public registries.

**Other delegations**

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 2015 (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 26, 2016, through electronic filing.*

**ANNUAL REPORT ON DIRECTORS’ REMUNERATION**  
**AMADEUS IT HOLDING, S.A.**  
**FISCAL YEAR 2015**

*Please, refer to the Report in the appropriate Section.*