

AMADEUS IT HOLDING, S.A. (*Amadeus*), de conformidad con lo previsto en el artículo 82 de la Ley del Mercado de Valores mediante el presente escrito comunica la siguiente

INFORMACIÓN RELEVANTE

Adquisición de NMTI Holdings, Inc. y su grupo de sociedades (Newmarket International).

Amadeus IT Holding, S.A. comunica la adquisición, a través de su filial estadounidense indirectamente participada Amadeus Americas Inc., y sujeto a aprobación de las autoridades de competencia, de NMTI Holdings, Inc. y su grupo de sociedades ("Newmarket International" o "Newmarket"), por un importe de 500 millones de dólares americanos.

La adquisición de Newmarket, uno de los proveedores líderes de soluciones tecnológicas en la nube (cloud-based) para el sector hotelero está en línea con la estrategia de diversificación de nuevas áreas de negocio y fortalece significativamente la presencia de Amadeus en el mercado de TI para hoteles.

Newmarket, con sede en Portsmouth, New Hampshire, Estados Unidos, aporta a Amadeus las relaciones comerciales globales existentes con clientes de primera línea, además de un fuerte equipo directivo y recursos humanos de talento, que contribuirán a fortalecer en gran medida la experiencia del Grupo en el sector mencionado.

Dando servicio alrededor de 22.000 establecimientos en 154 países, Newmarket opera en el segmento de gestión de eventos y de grupo de la industria hotelera, que se estima representan el 30-40% de los ingresos totales de los hoteles. La sociedad tiene un largo historial de crecimiento y de continuo incremento de sus márgenes, con unos ingresos estimados de \$110 millones para el año 2013.

Amadeus espera tener cerrada la operación en el primer trimestre de 2014.

Para financiar la transacción, Amadeus ha suscrito un préstamo de \$500 millones, amortizable en cinco años, con Bank of Tokyo-Mitsubishi UFJ, Lt., Sucursal en España y The Royal Bank of Scotland Plc.

Tenemos el placer de informar que nuestro Presidente y CEO, Luis Maroto, y el responsable de Global Hotel Group, Jeff Edwards, darán una conferencia para hacer una revisión de la transacción. A ellos se unirá Sean O'Neill, Presidente de Newmarket.

La conferencia tendrá lugar hoy, 18 de diciembre de 2013, a las 18:30 h CET. Si desea participar en este evento, rogamos por favor que se registre en la siguiente dirección, donde encontrará la totalidad de los detalles del mismo.

<http://event.onlineseminarsolutions.com/r.htm?e=732631&s=1&k=111905614ADF070479E8A3EEA12882B4>

(Presentación adjunta en inglés).

En Madrid, a 18 de diciembre de 2013.

Amadeus IT Holding, S.A.



Acquisition of Newmarket International

December 2013

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Disclaimer

This presentation may contain certain statements which are not purely historical facts, including statements about anticipated or expected future revenue and earnings growth. Any forward looking statements in this presentation are based upon information available to Amadeus on the date of this presentation. Any forward looking statements involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward looking statements. Amadeus undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on forward looking statements.

This presentation has to be accompanied by a verbal explanation. A simple reading of this presentation without the appropriate verbal explanation could give rise to a partial or incorrect understanding.

Transaction overview

Newmarket International: a leading provider of cloud-based IT solutions for the hotel industry

- ✓ **Strong transaction rationale and clear strategic fit**
 - ▶ The acquisition accelerates our go-to-market strategy and growth plan
 - ▶ Strong presence in a highly attractive market segment for top and mid-size hotel chains globally
 - ▶ IT Solutions and development capabilities that complement the Amadeus portfolio and expertise
 - ▶ Proven and highly regarded management
 - ▶ Strong synergy potential and upside opportunities, expanding our reach within our addressable market

- ✓ **Successful business model and financial profile**
 - ▶ Recurring SaaS revenue base
 - ▶ Track record of growth, profitability and cash-flow conversion

- ✓ **Transaction details**
 - ▶ Total enterprise value of \$500 million
 - ▶ To be financed with debt (resulting consolidated proforma leverage of 1.3x)
 - ▶ Immediately earnings accretive
 - ▶ Transaction subject to customary regulatory approvals (expected by first quarter of 2014)

The Amadeus Hotel Strategy

Why hotel? The Opportunity

- ▶ Hotels are embedded within Amadeus' travel services marketplace
- ▶ Success in airline IT can be replicated with hotels: conditions to promote the Amadeus community model approach are now increasingly met
- ▶ Large market opportunity: largest diversification opportunity currently identified for Amadeus
- ▶ Significant upside opportunities for hotel distribution
- ▶ Pronounced interest in 'alternative' IT solutions: CRS¹, PMS², e-Commerce
- ▶ Amadeus is well positioned – both in Distribution and IT – to take advantage of the opportunity

How? Our approach to market

- ▶ Establish credibility to attract customers
- ▶ Actively target hotel chain marketplace
- ▶ M&A activities

1. CRS: Central Reservations System
2. PMS: Property Management System

Strong transaction rationale and strategic fit

Acquisition provides a solid platform for growth for the Amadeus hotel business

1 Expertise and deep understanding in the hotel industry with a proven track record of success and value creation

- ▶ Immediate credibility and expertise

2 Established relationships with key customers

- ▶ Opportunity to leverage Newmarket's global hotel client base and strong commercial force

3 Organisational and product synergies

- ▶ IT solutions and development capabilities complementary to Amadeus core competencies
- ▶ Opportunity to expand geographically, leveraging the combined global footprint of Amadeus and Newmarket to cross-sell products and services
- ▶ Potential to capture upsides beyond Hotel IT (e.g. Hotel Distribution, Business Intelligence & Event Management for other hospitality customers)

4 Proven success, profitable, financially accretive

- ▶ History of profitable growth since inception in 1985
- ▶ Over 15% annual revenue growth and continued margin expansion since 2009, with estimated revenues of \$110 million in 2013
- ▶ Strong cash-flow conversion



Company highlights

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NEWMARKET[®] highlights



1

Proven, visionary management team



2

World-class, global customer base



3

Cloud-based solutions based on next generation technology platform with excellent strategic fit



4

Compelling business model and financial profile

Newmarket: a leading provider of cloud-based IT Solutions for the hotel industry, with almost 30 years of proven success and a long-established and credible management team

Experienced, visionary management team

- ▶ Cohesive vision
- ▶ Strong track record of value creation
- ▶ Industry knowledge and relationships

Management team



Sean O'Neill
Chairman

- ▶ Strong hospitality and travel industry expertise having held senior positions across ITT Sheraton, Hilton Hotels Corporation, Grand Circle Travel and Aeronomics.

Since 2001



Shawn McGowan
Chief Operating Officer

- ▶ Has held senior and executive leadership roles at NMI, including Director of Managed Services, Vice President of Product Development, and Senior Vice President, Product Development and Support

Since 2003



Steve Lambert
Managing Director, International

- ▶ Brings twenty five years of executive and leadership experience in hospitality technology and business services

Since 2006



Ken Smaha
Chief Financial Officer

- ▶ Previously COO for Safescience Products, and has held leadership / financial management positions at Webster Industries and General Electric

Since 2001



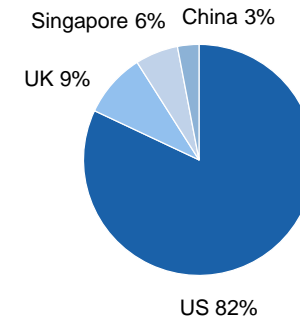
Jeff Hiscox
President and CEO

- ▶ Held various senior and executive leadership roles at NMI and appointed President and CEO in 2010
- ▶ Brings over 15 years of senior and executive level management and leadership experience

Since 2004

Employees

- ▶ **Employees:** ~430 employees worldwide
- ▶ **Headquarters:** Portsmouth, New Hampshire



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Newmarket has a large global customer base, comprising the top and mid-sized hotel chains worldwide

Hotel customers



- ▶ Group and event related booking represents **~\$100bn of revenues for Hotels worldwide¹ (~40% of revenues for a full-service hotel)**
- ▶ 16 out of the top 20 hotel companies globally
- ▶ Award winning customer support²

Hospitality customers



- ▶ Also serving other hospitality customers, such as casinos, restaurants and stadiums

Newmarket has established itself as the industry standard serving 22,000 unique properties across 154 countries

1. In 2011

2. Winners of 2012 MarketTools ACE Awards

Combined Amadeus/Newmarket Portfolio Synergy

Amadeus Enterprise Hotel Platform

Property Solutions

Property Management Systems¹

Revenue Management Systems²

Group/Event Management

Property Sales Systems

Room diagramming and
interactive floor plans

Room Attendant Automation

Hotel Workflow Automation

Preventive Maintenance

Central Solutions

Central Reservation Systems¹

Web Services – eCommerce²

Call Center Applications¹

Group Booking

Customer Relationship
Management

Multi-Channel
Marketing

Guest Loyalty Management

Distribution Solutions

Hotel Content Management²

Distribution Channel
Connectivity¹

MeetingBroker
Group Lead Distribution

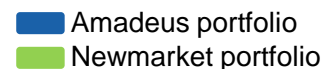
DirectBook
Direct booking access
for event planners

Acquisition immediately brings extremely high value products with
no overlap – seamless fit with Hotel IT strategy

Strong global commercial salesforce and award winning
customer support and services

1. In operation (baseline system)

2. Installed and operating, continuing development

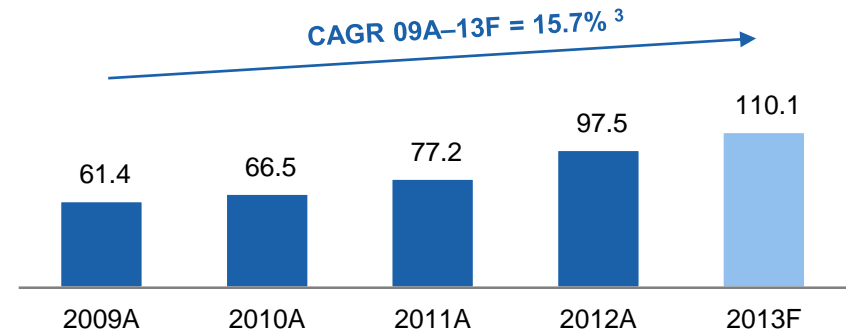


Business model: Financial highlights

Compelling business model

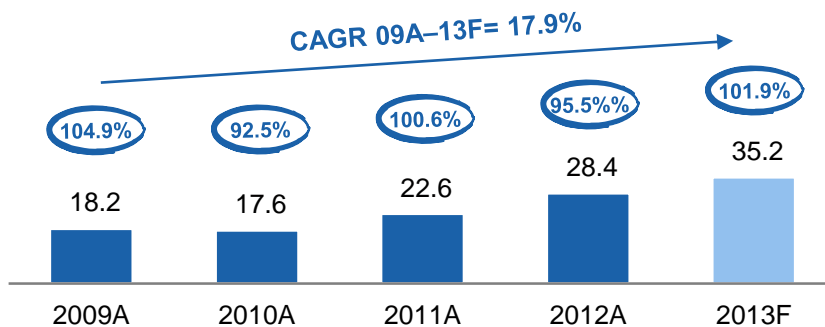
- ▶ **Successful business model** based on **SaaS** delivery
- ▶ **Highly scalable** proprietary software platform
- ▶ **70%+ recurring revenues** combined with **90%+ renewal rates**
- ▶ Strong revenue and EBITDA growth
- ▶ **Strong cash flow with high conversion rate** (102%)
- ▶ Demonstrated **operating leverage** and EBITDA margin expansion

Revenue evolution 2009–13F (\$mm)



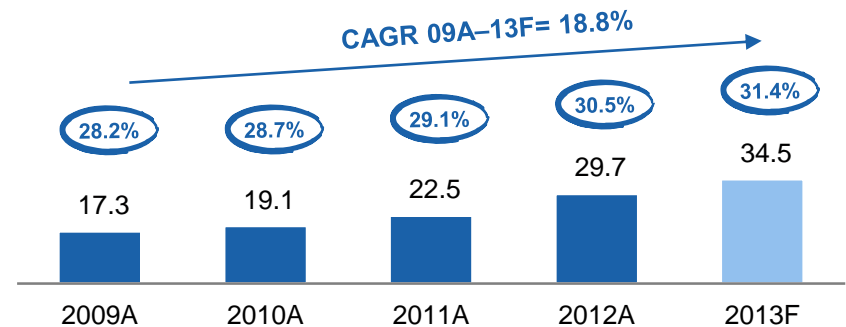
Pre-tax Operating Cash flow¹ evolution 2009–13F (\$mm)

⊖ Pre-tax Operating Cash flow conversion rate²



EBITDA evolution 2009–13F (\$mm)

⊖ EBITDA margin



Note: Newmarket's EBITDA has been adjusted to exclude non-recurring items

1. Pre-tax Operating Cash flow calculated as EBITDA less capital expenditure plus change in working capital







2. Conversion rate defined as Pre-tax Operating Cash flow / EBITDA

3. Includes acquisitions



Valuation and financing details

Combined P&L for Amadeus

Pre transaction – 2013F consensus estimates		Post transaction – 2013F combined highlights	
	Revenues: €3,083mm		Revenues: €3,164mm
	EBITDA : €1,186mm <i>% margin:</i> 38.5%		EBITDA : €1,211mm <i>% margin:</i> 38.3%
	Adjusted EPS¹: €1.39		Adjusted EPS¹: €1.40

Note: Amadeus' estimated 2013 results based on Bloomberg consensus as of 5 December 2013, Newmarket's 2013 results based on internal estimates, calculated using actual September 2013 results and assuming existing capital structure. Newmarket estimated results in USD converted to Euro using exchange rate EUR/USD of 1.35

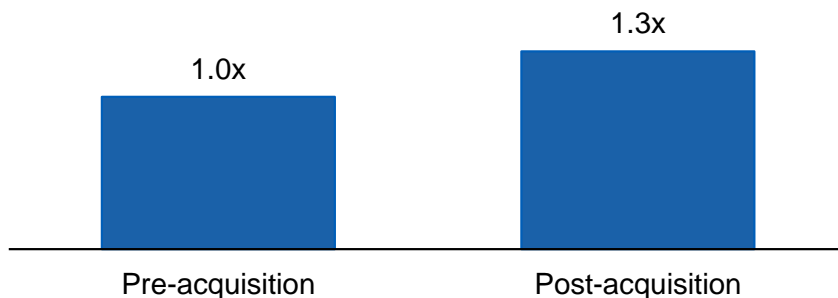
¹. Based on the definition of Adjusted EPS in the Amadeus financial report

Valuation and financing details

Valuation

- ▶ Enterprise value of \$500mm
- ▶ Compelling valuation multiples, below trading levels for vertically focused software and SaaS companies
 - ▶ A strong cash flow with high conversion rate leads to an attractive FCF¹ multiple (15.6x EV / FCF¹ 2013E)
 - ▶ Valuation supported by high visibility on future revenue growth (70%+ recurring revenues, 90%+ renewal rates)
 - ▶ Estimated synergies have not been included
- ▶ Earnings accretive from year 1

Net debt / EBITDA



Financing

- ▶ Credit facilities have been arranged to finance the acquisition
- ▶ Underwriters: Bank of Tokyo Mitsubishi and Royal Bank of Scotland
- ▶ Notional: \$500mm
- ▶ Maturity: 5 years

Note: Amadeus' estimated 2013 net debt / EBITDA based on Bloomberg consensus as of 5 December 2013, Newmarket's estimated 2013 results based on internal estimates, calculated using actual September 2013 results and assuming existing capital structure. Newmarket estimated results in USD converted to Euro using exchange rate EUR/USD of 1.35

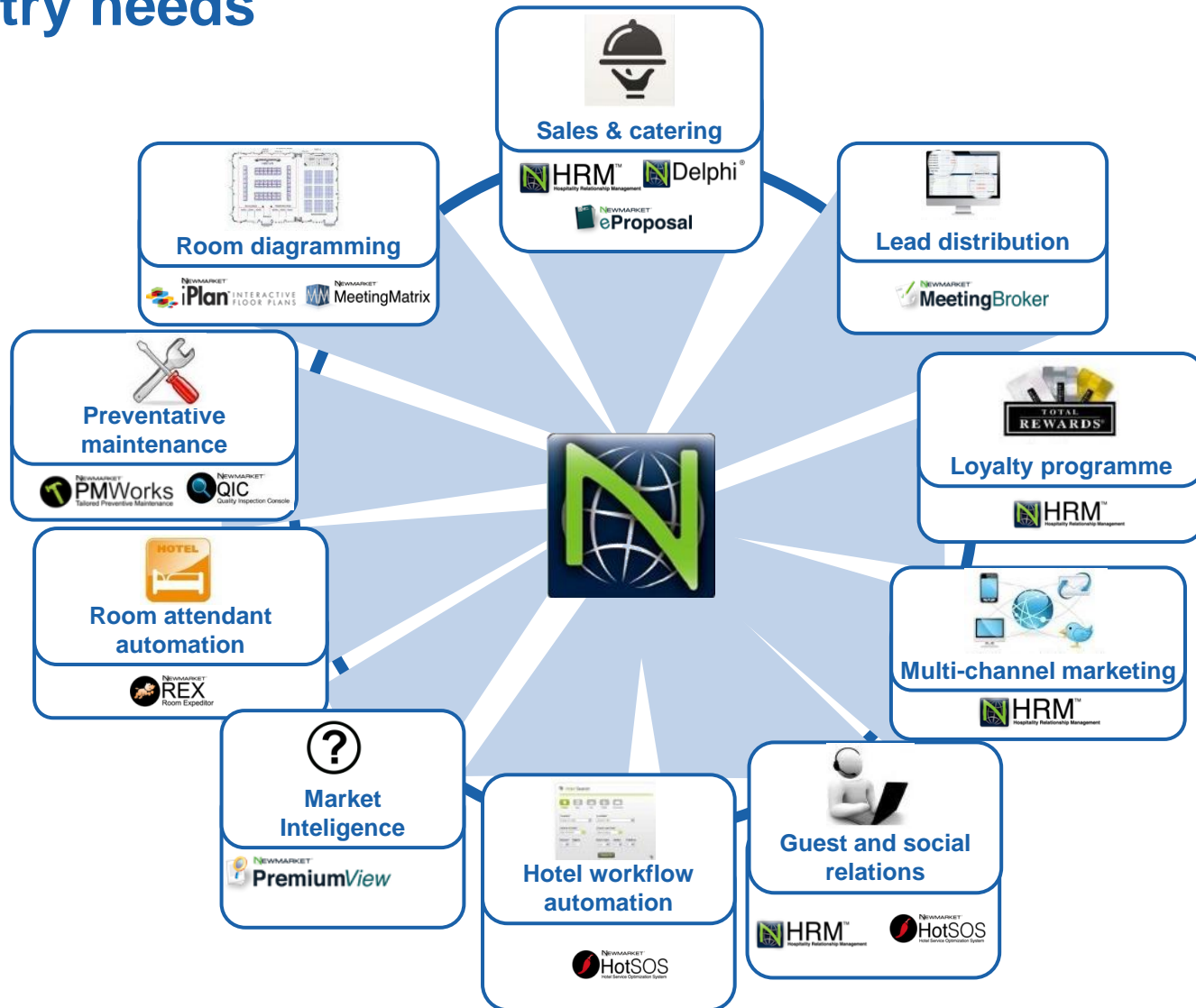
¹. FCF defined as EBITDA less capital expenditure



Appendix

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Newmarkets' best of breed solutions address critical industry needs



Delphi: the industry standard solution for sales and catering

- ▶ **Delphi** empowers hospitality companies to increase revenue and bookings, lower costs and deliver flawless events
 - ▶ Maintains contact with customers and prospects
 - ▶ Tracks critical property metrics
 - ▶ Maximizes use of space
 - ▶ Manages client requests
- ▶ Available on-premise or in the cloud, through a SaaS model
- ▶ Single property and multi-property deployment options
- ▶ Mobilisation with **N2GO** mobile app
- ▶ Built-in integration with social networks and leading third party vendors



Hotels



Gaming



Restaurants



Stadiums



Events and
Banquet

Hospitality Relationship Management (HRM)

- ▶ **HRM** provides a complete 360° view of each customer
 - ▶ Designed as a single or multi-property solution , account and contact data is collected and synchronised with various hospitality management systems, such as PMS, CRS, POS, SPA, etc.
 - ▶ Provides an integrated solution to manage company history, travel agency history, sales masters, guest history, and booker profiles across the entire organisation
 - ▶ Integrates with social media networks
 - ▶ Based on Force.com platform, provided as SaaS



Hotels



Gaming



Restaurants



Stadiums



Events and
Banquet

MeetingBroker

- ▶ **MeetingBroker** is the leading SaaS group lead distribution and management platform serving the hospitality industry
- ▶ Enables venues of any size and complexity to capture and win new business from multiple channels, including above property sales, affiliated properties, and public online lead channels
- ▶ Eliminates sales bottlenecks, prioritises responses to preferred accounts, and optimises customer communications, resulting in increased bookings and revenue while delivering exceptional service



PhoCusWright reports that **speed of response** is the **most important criteria** planners use in selecting suppliers for a meeting.



Statistics prove **75%** of RFPs are **awarded** to the **first** responder.



According to Gartner, **70%** of all **sales leads** are **never acted upon**.



10+ MeetingBroker Channel Partners plus private CRM Channels and Brand.com Channels

MeetingMatrix

- ▶ **MeetingMatrix** is the most advanced room diagramming solution available for both venues and planners
 - ▶ Improves communications
 - ▶ Eliminates guesswork
 - ▶ Guarantees professional event execution
 - ▶ 170 million ft² of meeting space mapped



MeetingMatrix venue edition

- ▶ Quickly creates accurate event diagrams and easily communicates with customers
- ▶ Simplifies collaboration and information sharing
- ▶ Enhances event planning coordination



**Pre-designed
event diagrams**



Seating Wizard™

MeetingMatrix planner edition

- ▶ Provides event planners access to over 80,000 existing interactive venue diagrams and enables them to create their own
- ▶ Sets up and manages events in multiple rooms for clients
- ▶ Communicates with venues' banquet and catering teams



MeetingMatrix Certified Room Diagrams are measured accurate to within 1/4"

- ▶ Every wall is measured with accurate door and window placement, as are all permanent objects in the rooms
- ▶ Details are added such as electrical outlet locations and ceiling measurements to any diagram
- ▶ Providing this level of accuracy to the sales team and planners streamlines event planning and execution

HotSOS, REX, QIC , PMWorks

- ▶ With effective service optimisation , hospitality organisations can work smarter, provide better service, and produce excellent results
- ▶ From helping housekeeping run more effectively to improving workflows and increasing accountability, solutions such as **HotSOS**, **REX**, **QIC** and **PMWorks** optimise hotel services, increase staff productivity, and reduce cost while creating better guest experiences and loyal customers

