

**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**

### **ANNUAL REPORT 2012 ON DIRECTOR'S REMUNERATION**

The Board of Directors of the Company, in the meeting held on 23 April 2013, approved the Annual Report 2012 on Director's Remuneration, which will be submitted to the Ordinary General Assembly of the Company for an advisory vote in accordance with article 61 ter of the Securities Market Act (report attached).

Madrid, 24 of April 2013

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

**ANNUAL REPORT ON DIRECTOR'S REMUNERATION**  
**AMADEUS IT HOLDING, S.A.**  
**FISCAL YEAR 2012**

At the meeting held on April 23, 2013, the Board of Directors of Amadeus IT Holding, S.A., following a report from the Nomination and Remuneration Committee, proceeded to prepare this annual report on the remuneration of the members of the Board of Directors of Amadeus IT Holding, S.A., for it to be submitted for an advisory vote at the Annual Shareholders' Meeting, pursuant to the provisions of Article 61.ter of the Securities Market Law (as amended by the Sustainable Economy Law) and other Unified Good Governance Code recommendations.

**COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR 2012**

As a result of the admission to listing of the Company's shares in the fiscal year of 2010, and with the collaboration of external advisers (Towers Watson), the basis was set for the remuneration policy of the Board of Directors, taking as a reference, the study conducted on remuneration of independent directors, and using as a benchmark the remuneration of directors of large Spanish, European and US companies.

The remuneration policy agreed in 2010, and applied also in 2011, was reviewed for the year 2012. Accordingly, the Nomination and Remuneration Committee, in collaboration with the aforementioned external advisers, assessed the existing policy in order to propose, if deemed appropriate, to the Board of Directors any alternative and/or supplementary remuneration formulas.

For the year 2012, it was agreed not to change the annual fixed remuneration of the Directors in force in 2011 and not to include any supplementary remuneration formula, keeping the right to review again for fiscal year 2013, when the Committee would reassess the adequacy of the remuneration.

It should be noted that the Nomination and Remuneration Committee consists of five members, four of whom are independent Directors, and that as of December 31, 2012 the Board of Directors consisted of a total of eleven non-executive Directors.

At the meeting held on April 19, 2012, the Board of Directors, following the proposal from the Nomination and Remuneration Committee, endorsed the remuneration parameters consisting of a fixed amount for membership of the Board and of the different Board committees. On this basis, at the Shareholders' Meeting held on June 21, 2012 the global maximum annual amount to be paid to Directors was set at €1,220,000.

The following annual amounts were established:

Fixed annual remuneration for Board Chairman:	€180,000 *
Fixed annual remuneration for membership of Board:	€80,000
Fixed annual remuneration for Board Committee Chairman:	€40,000 **
Fixed annual remuneration for membership of Board Committee:	€20,000

\* Includes benefits in kind, but the total amount cannot exceed €180,000.

\*\*The remuneration for the Chairman of the Board or of any Board Committees includes the remuneration for membership of the Board or Committee, as appropriate.

The Board remuneration policy 2012 does not envisage any profit-related variable remuneration components or attendance fees. There are no contributions to defined-contribution pension plans and no long-term saving plans for Directors, and no severance packages have been agreed. There are no plans to remunerate non-executive Directors by means of delivery of shares, stock options or equity-linked instruments.

Only duly supported travel and overnight stay expenses for attendance at meetings of the Board and/or of any Board Committees will be reimbursable.

The chairmanship of the Board, of the Audit Committee and of the Nomination and Remuneration Committee are held by three different persons, therefore maximum remunerations are not accumulated by any single Board member.

It should be noted that there are currently no executive Directors on the Board. The Board considers that the remuneration policy based on fixed annual amounts for membership of the Board and/or of any Board committees is appropriate for non-executive Directors, as it does not compromise their independence but represents sufficient incentive to retain and motivate them.

## REMUNERATION POLICY ENVISAGED FOR FUTURE YEARS

The remuneration policy agreed in 2010 has been reviewed for the year 2013. The Nomination and Remuneration Committee assessed the existing policy.

On the basis of a comparative analysis of remunerations of Directors (including a specific one for the remuneration of Chairman) for certain European Stock Market indexes (IBEX 35, among others), it has been deemed advisable to keep the remuneration policy based on fixed annual amounts for membership of the Board and/or of any Board committees, as well as not to include any supplementary remuneration formula.

With respect to the specific amounts included in the policy, based on the above analysis the proposal was to increase them, as explained below, taking into account that they have remained constant since 2010.

It has also been agreed that the remuneration policy and parameters will be reviewed every two years from now on.

The 2013 Board remuneration would be as follows:

Fixed annual remuneration for Board Chairman:	€200,000 *
Fixed annual remuneration for membership of Board:	€85,000
Fixed annual remuneration for Board Committee Chairman:	€42,500 **
Fixed annual remuneration for membership of Board Committee:	€21,250

\* Includes benefits in kind, but the total amount cannot exceed € 200,000.

\*\*The remuneration for the Chairman of the Board or of any Board Committees includes the remuneration for membership of the Board or Committee, as appropriate.

All of the above is subject to approval by the General Shareholders Meeting.

## OVERVIEW OF APPLICATION OF THE REMUNERATION POLICY

The Company bylaws and the Board regulations allow the Board, for each fiscal year and once the fixed annual amount to be apportioned between the Directors has been set by the Shareholders' Meeting, to establish the specific amount to be received by each Board member, which may be adjusted according to their membership of any delegated bodies of the Board, the posts they hold on the Board or in general their level of dedication to management tasks or of service to the Company. Nevertheless, an objective criterion has been chosen as the differentiating factor, based on membership of the Board and/or of any Board committees and exercise of the role of Chairman.

Thus, the annual remuneration is as follows: (2012)

Board Chairman	1 x 180,000 =	€180,000
Audit Committee Chairman	1 x 40,000 =	€40,000
Nomination and Remuneration Committee Chairman	1 x 40,000 =	€40,000
Audit Committee Directors	4 x 20,000 =	€80,000
Nomination and Remuneration Committee Directors	4 x 20,000 =	€80,000
Directors	10 x 80,000 =	<u>€800,000</u>
Total		€1,220,000

According to a resolution of the Board of Directors, payments have been made quarterly.

## BREAKDOWN OF INDIVIDUAL DIRECTOR REMUNERATION

The Board of Directors consists of eleven members, all of them non-executive Directors.

In accordance with the remuneration policy agreed, the remuneration for each Director for the year 2012 was as follows:

Name or corporate name of Directors	Post held on Board	Monetary remuneration (€)	Remuneration in kind (€)	Total (€)
JOSE ANTONIO TAZÓN GARCÍA	CHAIRMAN	176,432	3,568	180,000
GUILLERMO DE LA DEHESA ROMERO	VICE-CHAIRMAN	128,137		128,137
ENRIQUE DUPUY DE LÔME CHAVARRI	DIRECTOR	100,000		100,000
BERNARD ANDRÉ JOSEPH BOURIGEAUD	DIRECTOR	100,000		100,000
CHRISTIAN GUY MARIE BOIREAU	DIRECTOR	100,000		100,000
DAME CLARA FURSE	DIRECTOR	138,876		138,876
DAVID GORDON COMYN WEBSTER	DIRECTOR	112,987		112,987
FRANCESCO LOREDAN	DIRECTOR	100,000		100,000
PIERRE HENRI GOURGEON	DIRECTOR	80,000		80,000
STEPHAN GEMKOW	DIRECTOR	93,959		93,959
STUART ANDERSON MCALPINE	DIRECTOR	86,041		86,041
<b>TOTAL</b>		<b>1,216,432</b>	<b>3,568</b>	<b>1,220,000</b>

The outcome of the vote on the last report on the remuneration policy for members of the Board of Directors, submitted to an advisory vote at the Shareholders' Meeting held on June 21, 2012, was as follows:

Level of participation: 63.875% of the voting shares (285,894,275 shares):

Votes in favor:	272,841,864	95.435%
Votes against:	4,106,479	1.436%
Abstentions:	8,945,932	3.129%

Madrid, 23 April 2013