

# ANNUAL REPORT ON CORPORATE GOVERNANCE OF LISTED COMPANIES

FISCAL YEAR ENDING 31/12/2021

<b>Company Name:</b>	AMADEUS IT GROUP, S.A.
<b>Tax Identification No.:</b>	A-84236934
<b>Registered Office:</b>	Salvador De Madariaga, 1, 28027 Madrid

## A. CAPITAL STRUCTURE

A.1. Complete the table below with details of the share capital of the Company and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

No

Yes  Board approval date

Minimum period of uninterrupted ownership required by the statutes

Indicate whether the company has awarded votes for loyalty:

No

Yes

Date of last modification	Share capital (Euros)	Number of shares	Number of voting rights (not including additional loyalty-attributed votes)	Number of additional attributed voting rights corresponding to shares with a loyalty vote	Total number of voting rights, including additional loyalty-attributed votes
02/04/2020	4,504,992.05	450,499,205	450,499,205		450,499,205

Please state whether there are different classes of shares with different associated rights:

Yes

No

A.2. Please provide details of the Company’s significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or corporate name of shareholder	% of shares carrying voting rights (including votes for loyalty)		% of voting rights through financial instruments		% of total voting rights	From the total number of voting rights attributed to the shares, indicate, where appropriate, the additional votes attributed corresponding to the shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Massachusetts Financial Services Company		4.97			4.97		
Blackrock Inc		5.27		0.88	6.15		
Capital Research and Management Company		3.00			3.00		
FMR LLC		4.04			4.04		
Fundsmith LLP		3.02			3.02		
Invesco Limited		1.35			1.35		
T. Rowe Price Associates, Inc		3.03			3.03		
WCM Investment Management LLC		2.43		0.70	3.13		
Fidelity International Limited		1.01			1.01		

Breakdown of the indirect holding:

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights (including votes for loyalty)	% of voting rights through financial instruments	% of total voting rights	From the total number of voting rights attributed to the shares, indicate, where appropriate, the additional votes attributed corresponding to the shares with a loyalty vote
Blackrock Inc	Group entities of Blackrock Inc.	5.27	0,88	6.15	
Massachusetts Financial Services Company	Investment funds	4.97		4.97	
Capital Research and Management Company	Mutual Funds managed by CRMC	3.00		3.00	
FMR LLC	Investment funds	4.04		4.04	
Fundsmith LLP	Investment funds managed by Fundsmith	3.02		3.02	
Invesco Limited	Pension funds and Investment funds	1.35		1.35	
T. Rowe Price Associates, Inc	Investment manager of portfolios and funds	3.03		3.03	
WCM Investment Management LLC	Mutual funds and private funds	2.43	0,70	3.13	
Fidelity International Limited	Pension funds and Investment funds	1.01		1.01	

Indicate the most significant changes in the shareholder structure during the year:

N/A

A.3. Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name of Director	% of shares carrying voting rights (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	From the total % voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR. LUIS MAROTO CAMINO	0.02		0.02		0.04		
MR. DAVID WEBSTER <sup>1</sup>	0.00						
MR. STEPHAN GEMKOW <sup>2</sup>	0.00						
Total percentage of voting rights held by the Board of Directors						0.04%	

Breakdown of the indirect holding:

Name or company name of director	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote

<sup>1</sup> Mr. David Webster holds 1 share

<sup>2</sup> Mr. Stephan Gemkow holds 350 shares

A.4. If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the Company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:

N/A

A.5. If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the Company and/or group, unless they are insignificant or arise in the ordinary course of business:

N/A

A.6. Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and Directors, or their representatives in the case of proprietary Directors.

N/A

Explain, as the case may be, how the significant shareholders are represented. Specifically, state those Directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of Directors, or their representatives, as the case may be, of the listed Company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed Company or in group companies of these significant shareholders.

A.7. State whether the Company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociedades de Capital ("Spanish Capital Companies Act" or "LSC"). If so, describe these agreements and list the party shareholders:

Yes  No

State whether the Company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes  No

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

N/A

A.8. State whether any individual or company exercises or may exercise control over the Company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV"). If so, please identify them:

Yes  No

A.9. Complete the following table with details of the Company's treasury shares:

At year end:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
613,597	0	0.14%

Explain any significant changes during the year:

A total of 640,000 treasury shares have been acquired, directly or indirectly through the Company's subsidiaries and the same amount of treasury have been transferred through the share buyback plan, in order to comply with employees' compensation share-based schemes (Executive Director and Senior Management included).

A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

To authorize the Board of Directors of the Company to carry out derivative purchases of the Company's shares, both directly by the Company itself and indirectly by its subsidiaries, in the following terms:

- a) Types of Acquisitions: the purchase can be made as a sale and purchase, exchange (*permuta*), payment in kind (*dación en pago*) or by any other means permitted by law, on one or more occasions;
- b) Maximum number of shares: the nominal value of the number of shares to be acquired, aggregated with those already belonging to the Company and to any company of the Group, cannot exceed ten per cent (10%) of the share capital;
- c) Minimum and maximum price: the minimum acquisition price of the shares will be equivalent to 80% of the trading value of the share in the Stock Market in the acquisition date, and the maximum acquisition price will be equivalent to 120% of the trading value of the share in the Stock Market on the same date;
- d) Authorization term: will remain in force during a period of five years from the date of this resolution.

Likewise, and for the purposes contemplated in the second paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), it is hereby agreed to grant an express authorization for the purchase of the shares of the Company by any of its subsidiaries in the same terms resulting from this resolution.

It is expressly stated that shares may be acquired pursuant to this authorization both in order to transfer or cancel them, and in order to apply them for the remuneration systems contemplated in the third paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), or to hedge any remuneration system to be settled in shares or linked to share capital.

Likewise, to approve the revocation of the authorization to acquire treasury stock, granted to the Board of Directors by the General Shareholders' Meeting held on June 20, 2013, for the remaining shares not acquired under such authorization.

A.11. Estimated free float:

---

<b>Estimated free float</b>	70.04%
-----------------------------	--------

---

Remarks

Free float excludes significant shareholders (as per Section A.2 above), treasury shares and shares held by Directors and Senior Management.

A.12. State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, detail the existence of any type of restriction that may inhibit a takeover attempt of the Company through acquisition of its shares on the market, and those regimes for the prior authorization or notification that may be applicable, under sector regulations, to acquisitions or transfers of the Company's financial instruments.

Yes  No

A.13. State if the shareholders have resolved at a meeting to adopt measures to neutralize a take-over bid pursuant to the provisions of Act 6/2007.

Yes  No

A.14. State if the Company has issued shares that are not traded on a regulated EU market.

Yes  No

If so, indicate each share class and the rights and obligations conferred.



## B. GENERAL SHAREHOLDERS' MEETING

B.1. State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the Company and if so, describe them in detail:

Yes  No

B.2. State whether there are any differences in the Company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LSC and, if so, explain:

Yes  No

B.3. State the rules for amending the Company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.

For the amendment of the By-laws:

- Absolute majority of the shareholder's votes, present or represented by proxy at the meeting, will be required provided that on first call, the shareholders present or represented by proxy hold at least 50% of the subscribed capital with the right to vote.
- The favorable vote of two thirds of the capital present or represented by proxy at the meeting will be required, when on second call shareholders represent 25% or more but less than 50% of the subscribed capital with voting rights are present.

B.4. Give details of attendance at General Shareholders' Meetings held during the year of this report and the previous year:

Date of General Meeting	Attendance data				Total
	% of physical presence	% by proxy	% distance voting Electronic voting	Other	
19/06/2019	1.93	68.73	0.00	0.40	71.06
18/06/2020	0.18	72.81	0.00	0.37	73.36
17/06/2021	0.07	76.50	0.00	0.53	77.10
<b>Of which free float:</b>	0.00	0.00	0.00	0.00	0.00

### Remarks

The Company does not have enough detail on the percentage of the free float related to physical presence, proxy and distance voting (electronic and others) due to it cannot identify the total number of different accounts through which the significant shareholders participated in the Shareholders' Meeting.

B.5. State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason.

Yes  No

Items on the agenda not approved	% vote against
Sixth (Annual Report on Directors' Remuneration, for an advisory vote thereon)	61.47

B.6. State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:

Yes  No

Number of shares required to attend General Meetings	300
Number of shares required for distance voting	0

#### Remarks

There is not a minimum number of shares required for distance voting.

B.7. State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.

Yes  No

B.8. State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the Company website.

Web address: <https://corporate.amadeus.com/>

Click on "Investor Relations". Once accessed, the page contains all the corporate information distributed in different sections (Shareholders' General Meeting and Corporate Governance, among others). Accessing each of the sections, you can navigate through the different areas collected in the left column, which can be accessed by clicking on each of the titles.

There is also a direct access: <https://corporate.amadeus.com/es/inversores>, through which you can access to the same information above.

The information is available either in Spanish language or in English language.

## C. COMPANY ADMINISTRATIVE STRUCTURE

### C.1. Board of Directors

C.1.1. Maximum and minimum number of Directors established in the Articles of Association and the number set by the general meeting:

Maximum number of Directors	15
Minimum number of Directors	5
Number of Directors set by the Shareholders' Meeting	13

C.1.2. Please complete the following table on Directors:

Name of Director	Director Category	Position on the Board	Date of first appointment	Date of last appointment	Election Procedure	Date of birth
Mr. William Connelly	External Independent	Chairman	20/06/2019	20/06/2019	Voting at Shareholders' Meeting	03/02/1958
Mr. Francesco Loredan	Other External	Vice Chairman	21/02/2005	17/06/2021	Voting at Shareholders' Meeting	07/09/1958
Mr. Luis Maroto Camino	Executive Director	CEO	26/06/2014	17/06/2021	Voting at Shareholders' Meeting	27/09/1964
Dame Clara Furse	External Independent	Director	29/04/2010	17/06/2021	Voting at Shareholders' Meeting	16/09/1957
Mr. David Webster	External Independent	Director	06/05/2010	17/06/2021	Voting at Shareholders' Meeting	11/02/1945
Mrs. Pilar Garcia Ceballos-Zúñiga	External Independent	Director	15/12/2017	17/06/2021	Voting at Shareholders' Meeting	09/10/1960
Mr. Stephan Gemkow	External Independent	Director	21/06/2018	17/06/2021	Voting at Shareholders' Meeting	23/01/1960
Mr. Peter Kuerpick	External Independent	Director	21/06/2018	17/06/2021	Voting at Shareholders' Meeting	25/09/1966

Name of Director	Director Category	Position on the Board	Date of first appointment	Date of last appointment	Election Procedure	Date of birth
Mr. Josep Piqué Camps	External Independent	Director	20/06/2019	20/06/2019	Voting at Shareholders' Meeting	21/02/1955
Mrs. Xiaoqun Clever	External Independent	Director	19/06/2020	19/06/2020	Voting at Shareholders' Meeting	11/06/1970
Mrs. Jana Eggers	External Independent	Director	17/06/2021	17/06/2021	Voting at Shareholders' Meeting	27/12/1968
Mrs. Amanda Mesler	External Independent	Director	17/06/2021	17/06/2021	Voting at Shareholders' Meeting	07/12/1963
<b>Total number of Directors</b>			12			

Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

Yes  No

Name of Director	Director Category at the time of cessation	Date of last appointment	Date of resignation/cessation	Specialized Committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office
Mr. Nicolas Huss	External	17/06/2021	15/07/2021	Audit Committee	Yes
Mr. Pierre-Henri Gourgeon	Other External	18/06/2020	17/06/2021	Audit Committee	No
Mr. Jose Antonio Tazón	Other External	18/06/2020	17/06/2021	-	No

Reason for cessation when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of cessation of non-executive directors, explanation or opinion of the director dismissed by the general meeting:

<b>Mr. Nicolas Huss</b>	<p>The Independent Director, Mr. Nicolas Huss, presented his resignation as Amadeus Director effective on July 15<sup>th</sup>, 2021, by means of a letter sent to the Board of Directors.</p> <p>Mr. Nicolas Huss, who was recently appointed CEO of Hotelbeds, based in Palma de Mallorca, informed the Board that once assessed the time required to dedicate to his new duties, he realized it would be incompatible with his duties as a Board member and Chairman of the Audit Committee of Amadeus. He therefore concluded that he could not dedicate the necessary personal time and resources to Amadeus, as required by an IBEX 35 company, and accordingly he submitted his resignation.</p>
-------------------------	---

C.1.3. Complete the following tables regarding the members of the Board and their categories:

**EXECUTIVE DIRECTORS**

Name or corporate name of Director	Position on the Company's organization chart
<b>MR. LUIS MAROTO CAMINO</b>	CEO
<b>Total number of executive Directors</b>	1
<b>Percentage of Board</b>	8.33%

**Profile**

Mr. Maroto became President & CEO of Amadeus on 1 January 2011.

From January 2009 to December 2010, he was Deputy CEO of Amadeus, with responsibility for overall company strategy as well as line management of the finance, internal audit, legal and human resources functions. He has also been instrumental in Amadeus' return to the stock market with the company's successful IPO in April 2010.

He joined Amadeus in 2000 as Director, Marketing Finance. In that role, he supported Amadeus' commercial organization throughout its international expansion and consolidation. He was promoted in 2003 to Chief Financial Officer, taking responsibility for the global Amadeus Finance organization.

Prior to joining Amadeus, he held several managerial positions at the Bertelsmann Group.

A Spanish citizen, he holds a degree in Law from the Complutense University, Madrid, an MBA from the IESE Business School and further postgraduate qualifications from Harvard Business School and Stanford.

He joined Amadeus' Board of Directors as Executive Director on 26 June 2014, and he was appointed Consejero Delegado on 16 October 2014. Since May 2019 he is also Director of Dufry AG (a global travel retailer).

## EXTERNAL INDEPENDENT DIRECTORS

<b>Name of Director</b>	
MR. WILLIAM CONNELLY	
DAME CLARA FURSE	
MR. DAVID WEBSTER	
MRS. PILAR GARCÍA CEBALLOS-ZÚÑIGA	
MR. STEPHAN GEMKOW	
MR. PETER KUERPICK	
MR. JOSEP PIQUÉ CAMPS	
MRS. XIAOQUN CLEVER	
MRS. JANA EGGERS	
MRS. AMANDA MESLER	
<b>Number of independent Directors</b>	10
<b>Percentage of the Board</b>	83.33%

### Name of member

MR. WILLIAM CONNELLY

### Profile

Mr. William Connelly is a graduate in Economics from Georgetown University in 1980. He is currently Non-Executive Chairman of the Supervisory Board of Aegon N.V. He is also an independent Director of Société Générale Group and Self Trade Bank S.A.U.

Mr. Connelly held various management positions at ING Group NV from 1995 until he became the ING Bank Management Board member responsible for Wholesale Banking in 2011 until 2016. At ING he was also CEO of ING Real Estate from 2009 to 2015. He started his career in 1980 with the Chase Manhattan Bank where he worked for ten years and Baring Brothers Co Ltd from 1990 to 1995.

He has broad financial services experience in corporate finance, financial markets, real estate and lending.

### Name of member

DAME CLARA FURSE

### Profile

Dame Clara Furse is a graduate of the London School of Economics and received her B.Sc (Econ) in 1979. She is the Chairman of HSBC UK, the ring-fenced bank of HSBC Group. She is also a non-executive Director of Vodafone Group Plc.

In March 2021 she became Chairman of the UK Voluntary Carbon Markets Forum, establishing a group that aims to operationalize a global, high integrity market for voluntary carbon offsets; an essential component of an accelerated and economically productive transition to net zero.

She was an External Member of the Bank of England's Financial Policy Committee (FPC), joining the new statutory body and macroprudential regulator in April 2013 and standing down in October 2016. She was a non-executive Director of Nomura Holdings from June 2010 to March 2017. From 2011 to 2017, she was also on the board of the UK's Department for Work and Pensions and latterly its lead independent director.

From January 2001 to May 2009 she was Chief Executive of the London Stock Exchange, a FTSE 100 company. During this period, she was also a non-executive Director of Euroclear plc, LCH Clearnet Group Ltd., Fortis SA and a member of the Shanghai International Financial Advisory Council. From 2009 to 2013, she was a non-executive Director of Legal & General Group.

### Name of member

MR. DAVID WEBSTER

### Profile

Mr. Webster is a graduate in Law from the University of Glasgow and qualified as a solicitor in 1968.

He began his career in finance as a manager of the corporate finance division at Samuel Montagu & Co Ltd. During 1973 to 1976, as Finance Director, he developed Oriel Foods, which was sold to RCA Corporation. In 1977 he co-founded Safeway (formerly Argyll Group), a FTSE 100 company, of which he was Finance Director and latterly, from 1997 to 2004, Executive Chairman.

He was a non-executive director of Reed International plc from 1992, Reed Elsevier plc and Elsevier NV from 1999, as well as Chairman of Reed Elsevier from 1998 to 1999, retiring from all three boards in 2002. He has been a director in numerous business sectors and has a wide range of experience in the hotel industry in particular. For nine years he was non-executive Chairman of InterContinental Hotels Group plc until 31 December 2012, non-executive Chairman of Makinson Cowell Ltd until November 2013 and non-executive Director of Temple Bar Investment Trust plc until December 31, 2017. He is non-executive Chairman of Telum Media Group Pte Ltd and Vuma Ltd. He is also a member of the Appeals Committee of the Panel on Takeovers and Mergers in London.

### **Name of member**

MRS. PILAR GARCÍA CEBALLOS-ZÚÑIGA

### **Profile**

Mrs. García is a graduate in Law from the University of Madrid, CEU San Pablo, and holds an MBA from the Open University, UK. She is an experienced executive with a long history in the technology area, working in multinational environments, focusing on technological innovation and the effectiveness of organizations.

She was a leader in the IBM Corporation for more than 25 years, 12 of which she had high-level responsibilities in the European Headquarters and across the world, being Executive Vice-President of IBM Global Digital Services, Cloud and Security, based in New York, in her last leadership position until 2016.

She was General Manager in Spain of Insa (currently ViewNext) and General Manager of Softinsa in Portugal for 5 years, a services company specialized in application development and infrastructure services.

She served as member of the Steering Committee of IBM Spain and Portugal, IBM Southwest Europe and Insa, leading the IBM Global Committees of management and transformation in strategic and commercial areas, and internal process optimization.

She is currently President of the Board of Trustees for the Caja de Extremadura Foundation, Liberbank, and Vice-President of the Spanish Association of Foundations since June 2019. She is an Independent Director of Rent4.

### **Name of member**

MR. STEPHAN GEMKOW

### **Profile**

Mr. Gemkow holds a degree in business administration from the University of Paderborn.

He began his professional career as a consultant for BDO Deutsche Warentreuhand AG in 1988 before joining Deutsche Lufthansa AG in 1990, where he held various management positions in the Lufthansa Group, in the sales, finance and human resources areas. He served as Member of the Group Executive Board (CFO) at Deutsche Lufthansa AG until mid-2012, when he took his position as CEO of Franz Haniel & Cie., a globally active family-owned portfolio management company, based in Duisburg, Germany, until June 30, 2019. Mr. Gemkow formed part of the Amadeus Board of Directors from May 2006 to July 2013, as proprietary Director, representing Lufthansa. He was a Director of JetBlue Airways Corp. until April 2020.

Mr. Gemkow is a Director of Flughafen Zürich AG, airport sector, and a Director of Airbus SE, aerospace industry, since April 2020. Since May 2021 he serves as Senior Advisor for the BNP Paribas Group in Germany.



### **Name of member**

MR. PETER KUERPICK

### **Profile**

Mr. Kuerpick holds a Ph.D. in Theoretical Physics from the University of Kassel and has conducted post-doctorate research at Kansas State University and the University of Tennessee, Knoxville. He also holds a Masters in Environmental Sciences from the University of Kassel as well as a Corporate MBA from INSEAD.

Mr. Kuerpick is Senior Vice President at EPAM Systems in Berlin. In a dual role he is both responsible for the German entity of EPAM and global CTO Enterprise Software. He joined EPAM Systems from BainCapital where he oversaw the adoption of latest IT strategies in the BainCapital portfolio companies in the role of a Technology Operating Partner.

Previously, he has held numerous technology leadership roles at HERE Technologies, Unify, Software AG and SAP, where he was instrumental in the conception and development of SAP NetWeaver.

### **Name of member**

MR. JOSEP PIQUÉ CAMPS

### **Profile**

Mr. Josep Piqué has a degree in Economics and Business Studies with an Outstanding Merit. He is also a PhD in the same subject-matter with an Outstanding Cum Laude as well as a degree in Law, all the title above at the University of Barcelona. Academically, he has been lecturing Economic Theory since 1984. He also worked as Economist in the Studies Service Department of La Caixa from 1984 to 1985.

During his public stage, he has been Minister of Industry and Energy (1996-2000), Government Spokesman (1998-2000), Minister of Foreign Affairs (2000-2002) and Minister of Science and Technology (2002-2003). He has also been Deputy and member of the Spanish Parliament.

He was Chairman and CEO of Ercros Group from 1992 to 1996, Chairman of Vueling from 2007 to 2013, Director of Airbus Group from 2011 to 2014, Vice-Chairman and CEO of OHL Group from 2013 to 2016 and independent Director of Aena from 2017 to January 2019. Currently, he is the Chairman of ITP aero, independent Director of SEAT, S.A. and independent Director in Atrys Health, S.A., amongst other roles.

In the field of civil society, Piqué is member of the Board of Trustees in several foundations and associations. He is the President of the Spanish-Japanese Forum and Foundation, CITpax (Toledo International Center for Peace), Honorary Ambassador of the Republic of Korea and the Iberian-American Business Foundation. He was Vice President of the Círculo de Empresarios (Business Forum) and president of the Círculo de Economía (Economics Forum).

He is also CEO and Publisher of POLITICA EXTERIOR.

### **Name of member**

MRS. XIAOQUN CLEVER

### **Profile**

Ms. Clever holds an Executive MBA from the University of West Florida and a diploma in Computer Science and International Marketing from the Karlsruhe Institute of Technology (Germany). She has also studied Computer Science & Technology at the University TsingHua (Beijing, China) and graduated from Global Leadership Development Program of INSEAD.

Ms. Clever has over 20 years' experience in the area of software engineering, big data, cyber security and digitalization. Born in China, she has held various senior management positions in international corporations. Among others, Ms. Clever has spent sixteen years at SAP SE (from 1997 to 2013) in various positions, including Chief Operating Officer of Technology & Innovation, Senior Vice-President of Design & New Applications and Executive Vice-President & President of Labs in China. Since 2014, Ms. Clever was driving digitalization in the media industry as Chief Technology Officer of ProSiebenSat.1 Media SE, a German media company (2014 – 2015) and Chief Technology & Data Officer and member of the Group Executive Board at Ringier AG, an international media group based in Zurich, Switzerland (from January 2016 to February 2019).

Ms. Clever is an independent Director of Capgemini SE, BHP Group (BHP Group Limited & BHP Group Plc) and a member of the Supervisory Board of Infineon Technologie AG.

### **Name of member**

MRS. JANA EGGERS

### **Profile**

Mrs. Eggers holds a degree in mathematics and computer studies from Hendrix College (USA). She also studied computer science at Rensselaer Polytechnic Institute (USA).

She is currently the CEO of Nara Logics, a neuroscience-based artificial intelligence company.

She began her professional career at Los Alamos National Laboratory modeling electron transfer in conducting polymers using high-performance computing and artificial intelligence. After Los Alamos, she attended graduate school in computer science, and then left research to join the business world in 1994.

Her roles always intermix engineering, product management, and business development. She has held technical and leadership roles at start-ups, like PTCG (supply chain optimization) and Apps.com (online applications), who have been bought by large enterprises, American Airlines Sabre Group and Intuit, respectively. Both acquisitions led to senior roles at the acquiring companies. Another small start-up she joined was Lycos, which grew to be an Internet search leader. Her career has taken her to Europe twice: to open the European operations for supply chain optimization for Sabre Group, and as CEO of Germany-based, sprd.net AG, one of the first mass-customization platforms on the Web.

She's a noted expert in artificial intelligence, software product management, and enterprise innovation.

### Name of member

MRS. AMANDA MESLER

### Profile

Mrs. Amanda Mesler holds an MBA from the University of North Carolina.

Mrs. Mesler began her career as a Business Analyst for Kierulff Electronics in 1985 and then joined Exide Electronics in 1986 as a Buyer. She moved to General Electric in 1988 where she was the Asian Pacific Market Development Manager. From 1994, Mrs. Mesler held numerous executive leadership positions at the Partner level at Bearingpoint (formally KPMG Consulting), EDS and SYSCO. In 2007, she became the CEO for North America at Logica, and moved to the UK to join the Executive Committee and Operating Board of the Global company. In 2015, she worked at Microsoft as General Manager of Central and Eastern Europe, leaving Microsoft in 2018. She then served as CEO for Earthport Plc, a cross border payments company, who were acquired by Visa in 2019.

Mrs. Mesler is a business and commercial savvy executive with over 30 years of experience, having held leadership positions as CEO, COO, Chief Client Officer and a Corporate Strategy Officer as well as serving as a Non-Executive Board Director of four companies. She currently sits on the board of National Grid since 2018, Minna Technologies since 2022 and sat on the board of Directors of Insect Technology Group, as a Non-Executive Director until January 2021 and Pace Plc. from 2012 to 2015. She was the CEO of Cashflows Europe, Ltd. since September 2019 until August 2021.

She has had a truly global experience, working across all continents, including responsibility for teams in more than 40 countries. She has strong technology and Fintech experience at the executive level. Since 2009, she has been a member of the Young Presidents Organization and International Women's Forum.

State whether any independent Director receives from the Company or any company in the group any amount or benefit other than compensation as a Director or has or has had a business relationship with the Company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, Director or senior executive of a company that has or has had such a relationship.

**N/A**

In this case, include a statement by the Board explaining why it believes that the Director in question can perform his or her duties as an independent Director.

## OTHER EXTERNAL DIRECTORS

Identify the other external Directors and state the reasons why these Directors are considered neither proprietary nor independent, and detail their ties with the Company or its management or shareholders:

Name of Director	
MR. FRANCESCO LOREDAN	
Number of other external Directors	1
Percentage of the Board	8.33%

### Name of Board Member

MR. FRANCESCO LOREDAN

### Company, executive or shareholder with which it has a relationship

AMADEUS IT GROUP, S.A.

### Reasons

The Board of Directors, in the meeting held on April 27, 2017, in accordance with the provisions of article 529 duodecies, number 4, letter i) of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), having passed the term of twelve uninterrupted years as a Director of the Company, endorsed Mr. Loredan's change of status from "Independent" to "Other External".

### Profile

Mr. Loredan is a graduate in Economics from the London School of Economics and holds an MBA from INSEAD. He worked as a credit officer for Bank of America-BAI in Milan and has a management consultant with the Boston Consulting Group in Paris and Milan. In 1989 he joined BC Partners, where he was Managing Partner and Co-Chairman until December 2014.

Currently he is Director of Oneiros Investments SA (private equity), Vice Chairman of White Bridge Investments group of companies (private equity) and Director of some of its portfolio investments (QC Terme SRL -Spas and Wellness facilities operator, Nutkao SRL -chocolate spreads manufacturer-, Biofarma SRL, food supplements manufacturer). He is also Director of Spring SA (private equity) and Director of Pictet Alternative Advisors, UK Ltd (private equity/hedge funds).

State any changes in status that has occurred during the period for each Director:

N/A

C.1.4. Complete the following table with information relating to the number of female Directors at the close of the past 4 years, as well as the category of each:

	Number of female Directors				% of Directors for each category			
	Fiscal Year 2021	Fiscal Year 2020	Fiscal Year 2019	Fiscal Year 2018	Fiscal Year 2021	Fiscal Year 2020	Fiscal Year 20209	Fiscal Year 2018
<b>Executive</b>	0	0	0	0	0.00	0.00	0.00	0.00
<b>Proprietary</b>	0	0	0	0	0.00	0.00	0.00	0.00
<b>Independent</b>	5	3	2	2	50.00	33.33	20.00	25.00
<b>Other external</b>	0	0	0	0	0.00	0.00	0.00	0.00
<b>Total</b>	5	3	2	2	41.67	23.08	15.38	18.18

C.1.5. State whether the Company has diversity policies in relation to the Board of Directors of the Company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

Yes  No  Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the Nominations and Remuneration Committee to achieve a balanced and diverse presence of Directors.

In the event that the Company does not apply a diversity policy, explain the reasons why. Description of policies, objectives, measures and how they have been implemented, including results achieved.

Both the Directors Selection Policy approved by the Board of Directors at a meeting held on April 21, 2016, and its update created as a consequence of the amendments introduced by Law 5/2021, of April 12, to the Spanish Capital Companies Act, and which will be submitted for approval by the Board of Directors at its meeting on February 24, 2022, establish that each Director selection process will begin with an analysis of the needs and skills required by the Board, taking into account a series of factors, including the diversity of the Board in all its aspects, paying special attention to gender diversity.

The Directors Selection Policy acknowledges and highlights the benefits of having a diverse Board, and through this policy it will favor the diversity of capacities, knowledge, experiences, nationalities, age and gender, which is essential for continuous improvement of the effectiveness of the Board. Board of directors. An adequate Directors Selection Policy must contribute to guaranteeing a balance in the composition of the Board, helping to define the most appropriate skills, knowledge and experience at all times based on the diversity objectives set by the Board of Directors. The Directors Selection Policy will contribute to the diversity of gender and nationalities in its composition, adapting the profile of the candidates to the needs of the business.

In accordance with the recommendations of the Code of Good Governance for listed companies, the Directors Selection Policy had the objective that, in 2020, at least 30% of the positions on the Amadeus Board of Directors be occupied by women.

Consequently, in the different selection processes launched in recent years, it has been a necessary requirement to have a list of female candidates to fill vacancies and/or new positions on the Board. In this way, the appointments of Ms. Pilar García were materialized in 2017, and of Ms. Xiaoqun Clever in 2020.

The Annual Report of the Nominations and Remuneration Committee dated February 10th, 2021, which is available in the corporate website of the Company, includes the following:

Although this Committee had a commitment to reach a 30% women presence by December 31, 2020, it has already announced that that is more likely to be achieved throughout financial year 2021, as part of an orderly process of succession on the Board, without prejudice to setting a new target of 40% presence by the end of financial year 2022, in accordance with the recommendations of the Good Governance Code for Listed Companies, in its updated version of June 2020.

In this respect, with the appointment of Mrs. Jana Eggers and Mrs. Amanda Mesler in June 2021, the percentage of women in the Board is 41.67% on December 31<sup>st</sup>, 2021. This Committee commits to maintaining a 40% female presence on the Board by the end of the financial year 2022, in accordance with the recommendations of the Good Governance Code for Listed Companies.

C.1.6. Describe the means, if any, agreed upon by the Nominations Committee to ensure that selection procedures do not contain hidden biases which impede the selection of female Directors and that the Company deliberately seeks and includes women who meet the target professional profile among potential candidates, which makes it possible to achieve a balance between men and women. Moreover, state if these measures include encouraging the company to have a significant number of female senior managers:

#### **Explanation of means**

Both the Directors Selection Policy approved by the Board of Directors at a meeting held on April 21, 2016, and its update created as a consequence of the amendments introduced by Law 5/2021, of April 12, to the Spanish Capital Companies Act, and which will be submitted for approval by the Board of Directors at its meeting on February 24, 2022, set forth that diversity is a key element for continuous improvement of the effectiveness of the Board of Directors, subject to the fundamental principle of merit and suitability of candidates.

In this respect and, in accordance with the Regulations of the Board of Directors, one of the basic responsibilities of the Nominations and Remuneration Committee is to promote the diversity of knowledge, experience, age race and gender, and on the latter, to establish a representation objective for the underrepresented gender on the Board, and to define guidelines on how to achieve this objective.

For these purposes, as part of this Policy, a list of female candidates is required to fill in vacancies and/or new positions on the Board in the selection processes.

As set out in the Section above, the Directors Selection Policy commits that, by the end of 2022, at least 40% of the seats on Amadeus' Board of Directors will be held by women. This requirement reaffirms Amadeus' strong commitment to promoting gender diversity.

The current policy covers exclusively the selection of directors. However, women's access to senior management positions has never been an obstacle in the Company. The selection processes are carried out based on merits, skills, experience, independence and knowledge of the candidates that the Company considers necessary to cover the required competencies and the business' needs, seeking a balanced gender presence. The contribution to gender diversity is within the values of the Company, together with the diversity of capacities, knowledge, experiences, nationalities, age and gender.

In the event that there are few or no female Directors in spite of any measures adopted, please explain the reasons that justify such a situation:

N/A

C.1.7. Describe the conclusions of the Nominations Committee regarding verification of compliance with the selection policy aimed at promoting an appropriate composition of the Board of Directors.

We refer to the information provided in Sections C.1.5 and C.1.6 above.

C.1.8. If applicable, please explain the reasons for the appointment of any proprietary Directors at the request of shareholders with less than a 3% equity interest:

N/A

State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary Directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

Yes  No

C.1.9. State the powers delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to Directors or Board Committees:

Name of Director	Brief description
MR. LUIS MAROTO CAMINO	The Board of Directors has permanently delegated all the faculties permitted by the law and the Bylaws, except the non-delegable faculties.

C.1.10. Identify any members of the Board who are also Directors or officers in other companies in the group of which the listed Company is a member:

N/A

C.1.11. List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the Director or representative	Corporate name of the listed company or non-listed entity	Position
MR. WILLIAM CONNELLY	Aegon, NV	DIRECTOR
MR. WILLIAM CONNELLY	Société Générale	DIRECTOR
MR. WILLIAM CONNELLY	Singular Bank	DIRECTOR
MR. FRANCESCO LOREDAN	Oneiros Investments, SA	DIRECTOR
MR. FRANCESCO LOREDAN	Spring SA Private Equity	DIRECTOR
MR. FRANCESCO LOREDAN	Pictec Alternative Assets UK Ltd	DIRECTOR
MR. FRANCESCO LOREDAN <sup>3</sup>	White Bridge Investments S.P.A., White Bridge II	DIRECTOR
MR. LUIS MAROTO CAMINO	Dufry AG	DIRECTOR
DAME CLARA FURSE	Vodafone Group PLC	DIRECTOR
DAME CLARA FURSE	HSBC UK	CHAIRMAN
MR. DAVID WEBSTER	Telum Media Group Pte Ltd	CHAIRMAN
MR. DAVID WEBSTER	Vuma Financial Ltd	CHAIRMAN
MRS. PILAR GARCIA CEBALLOS-ZÚNIGA	Fundación Caja de Extremadura, Liberbank	CHAIRMAN
MRS. PILAR GARCIA CEBALLOS-ZÚNIGA	Renta 4	DIRECTOR
MRS. PILAR GARCIA CEBALLOS-ZÚNIGA	Asociación Española de Fundaciones	VICE-PRESIDENT
MR. STEPHAN GEMKOW	Flughafen Zurich AG	DIRECTOR
MR. STEPHAN GEMKOW	Airbus SE	DIRECTOR
MR. PETER KUERPICK	EPAM Systems	SENIOR VICE PRESIDENT
MR. JOSEP PIQUÉ CAMPS	Atrys Health, S.A.	DIRECTOR
MR. JOSEP PIQUÉ CAMPS	Industria de Turbo Propulsores, S.A.	CHAIRMAN
MR. JOSEP PIQUÉ CAMPS	Seat, S.A., Volkswagen Navarra	DIRECTOR
MR. JOSEP PIQUÉ CAMPS	Touro Capital Partners, SRC, S.A.	CHAIRMAN
MR. JOSEP PIQUÉ CAMPS	Pasiphae Consultora Internacional, S.L.	DIRECTOR
MR. JOSEP PIQUÉ CAMPS	Estudios de Política Exterior, S.A.	CEO
MRS. XIAOQUN CLEVER	Capgemini SE	DIRECTOR
MRS. XIAOQUN CLEVER	Infineon Technologies AG	DIRECTOR
MRS. XIAOQUN CLEVER	BHP Group (BHP Group Limited & BHP Group Plc)	DIRECTOR
MRS. XIAOQUN CLEVER	LuxNova Suisse GmbH	CEO
MRS. JANA EGGERS	Nara Logics	CEO
MRS. AMANDA MESLER	National Grid Plc	DIRECTOR

<sup>3</sup> Mr. FRANCESCO LOREDAN: White Bridge Investments group of companies (with its portfolio of investments in QC Terme SRL, Nutkao, SRL, Biofarma SRL and Sighup SRL) and White Bridge Investments II SPA. A



Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
Mr. FRANCESCO LOREDAN	Board directorship of Pictet Alternative Advisors UK Ltd
MR. STEPHAN GEMKOW	Advisor to the Owners of DAL Deutsche Afrika-Linien GmbH & Co. KG
MR. STEPHAN GEMKOW	Member of the Advisory Board of Spencer Stuart Germany
MR. STEPHAN GEMKOW	BNP Paribas Group (Senior Advisor)
MRS. JANA EGGERS	Fannie Mae Digital Advisor Board

#### Remarks

C.1.12. State whether the Company has established rules on the number of boards on which its Directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

Yes  No

#### Explanation the rules

In accordance with the provisions of the Regulations of the Board of Directors, Directors may not form part –in addition to the Company’s Board– of more than six (6) Boards of Directors of commercial companies.

For purposes of computing the number of Boards to which the above paragraph refers, the following rules shall be borne in mind:

- a. those Boards of which the Director is part of as a proprietary Director proposed by the Company or by any company belonging to its group, shall not be computed;
- b. all Boards of companies that form part of the same group, as well as those of which the Director is part of as a proprietary Director at any group company, shall be computed as one single Board, even though the stake in the capital of the Company or the corresponding degree of control does not allow it to be considered to form part of the group;
- c. those Boards of asset-holding companies or companies that constitute vehicles or complements for the professional exercise of the Director himself, his spouse or a person with an analogous affective relationship, or of his closest relatives, shall not be computed; and
- d. those Boards of companies, even though commercial in nature, whose purpose is complementary or accessory to another activity which for the Director constitutes an activity related to leisure, assistance or aid to third parties, or any other which does not entail for the Director a true dedication to a commercial business, shall not be considered for computation.

C.1.13. State total remuneration received by the Board of Directors:

Board remuneration in financial year (thousand euros)	5,030
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousand euros)	1,570
Pension rights accumulated for former members (thousand euros)	0

C.1.14. Identify senior management staff who are not executive Directors and their total remuneration accrued during the year:

Name	Position	
MR. TOMÁS LÓPEZ FERNEBRAND	SENIOR VICE-PRESIDENT, GENERAL COUNSEL AND CORPORATE	
MR. TILL STREICHERT	EXECUTIVE VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER (CFO)	
MR. FRANCISCO PÉREZ-LOZAO	SENIOR VICE-PRESIDENT HOSPITALITY	
MR. WOLFGANG KRIPS	SENIOR VICE-PRESIDENT CORPORATE STRATEGY	
MR. CHRISTOPHE BOUSQUET	SENIOR VICE-PRESIDENT AIRLINES R&D	
MR. MANUEL DE ALZUA	INTERNAL AUDITOR	
MRS. SABINE HANSEN-PECK	SENIOR VICE-PRESIDENT PEOPLE, CULTURE, COMMUNICATIONS AND	
MR. DECIUS VALMORBIDA	SENIOR VICE-PRESIDENT TRAVEL CHANNELS	
Total senior management remuneration (thousand euros) <sup>4</sup>		<b>8,274</b>
Number of female senior managers		<b>1</b>
Percentage of female senior managers over the total senior management staff		<b>12.50%</b>

<sup>4</sup> At the end of the year, there were 8 senior managers although the accrued remuneration corresponds to 11 senior managers.

C.1.15. State whether the Board rules were amended during the year:

Yes

No

**Description of the modifications**

Amendments to the following articles of the Regulations of the Board of Directors, to adapt its wording to the By-laws of the Company and to the Spanish Capital Companies Act, as per the amendments introduced by Law 5/2021 of April 12, concerning the encouragement of long-term shareholder engagement.

Article 1 (Origin and purpose)

Article 4 (General function of the Board)

Article 13 (Development of meetings)

Article 20 (Directors' remuneration)

Article 24 (Conflicts of interest)

Article 35 (Audit Committee)

Article 36 (Nominations and Remuneration Committee)

C.1.16. Specify the procedures for selection, appointment, re-election and removal of Directors: the competent bodies, steps to follow and criteria applied in each procedure.

In accordance with the Bylaws and the Regulations of the Board of Directors of the Company, Directors shall be appointed by the General Shareholders' Meeting or by the Board of Directors in accordance with the provisions contained in the Spanish Capital Companies Act (*Ley de Sociedades de Capital*) and the Company's Bylaws.

Proposals for appointment and re-election of non-independent Directors which the Board of Directors submits to the consideration of the General Shareholders' Meeting and the resolutions regarding appointments which the said body adopts by virtue of the powers of co-optation legally attributed to it must be preceded by the pertinent report from the Nominations and Remuneration Committee.

Proposal of appointment or re-election of members of the Board of Directors who are independent Directors corresponds to the Nominations and Remuneration Committee. The proposal in any event must include a justifying report of the Board that evaluates the competence, experience and merits of the proposed candidate.

With respect to proposals of appointments of external and independent Directors, the Board of Directors and the Nominations and Remuneration Committee, within the scope of their competencies, shall procure that the candidates elected are persons of recognized solvency, competency and experience, being most rigorous in relation to those called to fill the positions of independent Director as provided by the Regulations of the Board of Directors.

Proprietary Directors that forfeit such status as a consequence of the sale of their stake by the shareholder they represent may only be re-elected as independent Directors when the shareholder they represented up until that time has sold all of its shares in the Company.

A Director that owns a stake in the Company may hold the status of independent Director, provided that he satisfies all of the conditions established above and, in addition, his stake is not significant.

Directors are appointed for a term of three (3) years when they are appointed by the Shareholders' Meeting for the first time, including their first appointment by cooptation method immediately before the holding of the Shareholders' Meeting, whereas in the event of the reappointment of a Director, such reappointment must necessarily be for a one-year term. In the event that a Director's office has expired or he/she has resigned or been removed, and is then again appointed as a Director once a term of at least one year has passed since the expiration, resignation or removal, this shall be deemed to constitute an appointment and his/her term of office shall therefore be 3 years.

On an annual basis, the Nominations and Remuneration Committee prepares a report in order that the Board of Directors may evaluate the quality and efficiency of the operation of the Board and its Committees. In such annual report, the Nominations and Remuneration Committee evaluates the nature of the Directors and validates the independent, proprietary and other status of the Directors, if appropriate.

To all of the above, it is necessary to add the new Directors' Selection Policy (which will be submitted for approval by the Board of Directors at its meeting on February 24, 2022), and which details:

- The scope of application.
- The objectives in selecting Directors. Each Director Selection Process will start with an analysis of the Board's needs. This analysis will be performed by the Amadeus Board, supported by advice and a report from the Nominations and Remuneration Committee.
- The selection's process. External advisors. Amadeus is committed to conducting Director selection processes which are formal, rigorous and transparent; in order to maintain the highest standards of integrity and transparency in the Selection Process, the Company may seek the support of independent external advisers to validate and perform due diligence on Director candidates. The Amadeus Board will ensure that Directors' selection processes are free of any implicit bias or any kind of discrimination and specifically discrimination against female candidates.
- The selection criteria to be met by candidates.
- Diversity goals of the Board.
- Impediments to be a candidate.
- Verification of compliance with the Directors' Selection Policy.

The Directors Selection Policy, sets forth that are not eligible for appointment or renewal as a Director:

- Individuals who are subject to any of the cases of incompatibility or prohibition provided by law.
- Individuals with interests that are in permanent conflict with those of the Company.

In this respect, those candidates who, once appointed to the position of Director, have the opportunity to have executive positions, or to be appointed to the position of Director, or to any other similar position in other companies, must inform the President of the Nominations and Remuneration Committee prior to the acceptance of such positions. The Director must inform of the type of position offered, the company the position is in (providing a description of its business purpose), the date the position would be effective, and the time the Director estimates they will have to devote to this new position. The Committee will use this information to make an assessment about potential conflicts of interest, so that appropriate measures can be put in place, if deemed necessary.

- Individuals whose membership to the Board could threaten the reputation or other interests of the Company.

C.1.17. Explain how the annual evaluation of the Board has given rise to significant changes in its internal organization and to procedures applicable to its activities:

Following the evaluation performed by the external consultant PriceWaterhouseCoopers (PwC) for the financial year 2020, that complies with recommendation 36 of the Good Governance Code of Listed Companies, which recommends that every three years the Board of Directors should be assisted by an external consultant to carry out an evaluation of the company's performance, the Board of Directors agreed to perform the annual questionnaire and the self-assessment for this financial year 2021, in order to analyze the effectiveness of the Company's corporate governance and to identify opportunities for improvement to ensure proper compliance with the existing obligations or recommendations in this area.

Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its Committees and any other area or aspect that has been evaluated.

The ad-hoc questionnaire 2021 follows the following scheme:

**A. Declarative Section**

Objective information that allows the Company to obtain data/information needed for the drafting of the annual reports (-annual accounts, Corporate Governance Annual Report, amongst others-).

**B. Self-assessment Section**

Subjective information related to the functioning of the Board of Directors and its Committees, among other aspects. This second Section is the one that the current Report refers to.

This Section is divided in six blocks:

- I) **Functioning of the Board of Directors**, with questions related to the Board's effectiveness and internal functioning.
- II) **Structure and composition of the Board of Directors**, comprising questions to obtain the Director's opinion on the Board's structure and composition, and the capacities, professional profile of its members and areas of competences to perform their duties in the Board.
- III) **Board of Directors' Committees**, where the Directors are asked to evaluate the performance of the functions of the Audit Committee and the Nominations and Remuneration Committee.
- IV) **Board of Directors' agenda**, where the Directors are asked about the Board's performance in areas or matters within its scope, such as the current corporate governance model, environmental, social and corporate policy (ESG), involvement in the design and approval of strategy in financial and investment policies, monitoring of the risk map (in all its areas), dividend policy and capital structure and their participation in decision-making in significant transactions, among other matters.
- V) **Chairman of the Board Directors and CEO**, where the Directors are asked for their views on the performance of these two positions and fulfilment of responsibilities.

- VI) **Other areas**, with questions relating to the Board response to the industry crisis due to the COVID-19 pandemic and to improvement opportunities or aspects to be developed in the future.

From the answers received from the Directors, no significant points or comments have been identified in the areas under evaluation, which could lead to relevant changes in the organization or to the direct intervention of the Committee to try to resolve some type of conflict.

The responses are generally positive and supportive, without prejudice to the Chairman and the CEO taken into consideration going forward some of the suggestions made regarding the functioning of the Board.

[C.1.18. Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the Company or any company in its group.](#)

For the financial year 2020, the evaluation was performed by the external consultant PriceWaterhouseCoopers (PwC) that complies with recommendation 36 of the Good Governance Code of Listed Companies, which recommends that every three years the Board of Directors should be assisted by an external consultant to carry out an evaluation of the company's performance. In order to highlight the business relationships that the consultant may have with the Company and its Group, the Nominations and Remuneration Committee verified the independence of the external consultant taking into account that the Company and its Group maintain business relationships with a large number of consulting firms in many different areas, of which PwC is one more, without special relationship with the Group that could jeopardize the independence of the consultant.

[C.1.19. State the situations in which Directors are required to resign.](#)

In accordance with the provisions of article 17 of the Regulations of the Board of Directors, Directors must place their position at the disposal of the Board of Directors and formalize, if it deems this appropriate, the pertinent resignation, in the following cases:

1. when they leave the executive positions with which, where applicable, their appointment as Director was associated;
2. when they are subject to any of the cases of incompatibility or prohibition provided by law;
3. when they are indicted for an allegedly criminal act, are investigated as part of a criminal proceeding and the Board of Directors so decides following a report by the Nominations and Remuneration Committee, or are subject to a disciplinary proceeding for serious or very serious misdemeanor instructed by the supervisory authorities;
4. when their continuation in the Board may put in risk the Company's interests or when the reasons for which they were appointed disappear. In particular, in the case of proprietary external Directors, when the shareholder they represent sells its stake-holding in its entirety. They must also do so, in the corresponding number, when the said shareholder lowers its stake-holding to a level which requires the reduction of the number of external proprietary Directors;
5. when significant changes in their professional status or in the conditions under which they were appointed Director take place; and
6. when due to any criminal proceeding in which the Director appears as an investigated party, his continuation in the Board causes serious damage to the corporate net worth or reputation in the judgement of the Board.

When a Director creates a vacancy prior to the end of his mandate, whether due to resignation or a resolution by the General Shareholders' Meeting, he must sufficiently explain the reasons for his resignation or, in the case of non-executive Directors, his opinion on the reasons for his removal by the General Shareholders' Meeting, in a letter to be sent to all of the members of the Board.

C.1.20. Are qualified majorities other than those established by law required for any specific decision?

Yes  No

C.1.21. Explain whether there are any specific requirements, other than those relating to Directors, to be appointed as Chairman of the Board of Directors.

Yes  No

C.1.22. State whether the Articles of Association or the Regulations of the Board establish any limit as to the age of Directors:

Yes  No

C.1.23. State whether the Articles of Association or the Regulations of the Board establish any term limits for independent Directors other than those required by law:

Yes  No

C.1.24. State whether the Articles of Association or Regulations of the Board establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a Director may have, as well as if any limit regarding the category of Director to whom votes may be delegated and whether a Director is required to delegate to a Director of the same category. If so, please briefly describe the rules.

Voting by proxy is regulated in the Corporate Bylaws and the Regulations of the Board of Directors. In application thereof, Directors may have themselves represented by another member provided that such proxy is granted in writing and on a special basis for each meeting, including the appropriate instructions.

Independent Directors may only grant their proxy to another independent Director.

A proxy may be granted by any postal or electronic means or by fax, provided that the identity of the Director and the direction of the Instructions are assured.

C.1.25. State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the Chairman present. Meetings where the Chairman sent specific proxy instructions are to be counted as attended.

Number of Board meetings	7
Number of Board meetings without the Chairman	0

State the number of meetings held by the coordinating Director with the other Directors, where there was neither attendance nor representation of any executive Director:

Number of meetings	0
--------------------	---

Please specify the number of meetings held by each Committee of the Board during the year:

Number of meetings held by the Audit Committee	4
Number of Meetings held by the Nominations and Remuneration Committee	3

C.1.26. State the number of meetings held by the Board of Directors during the year in which all of its Directors were present. For the purposes of this section, proxies given with specific instructions should be considered as attendance:

Number of meetings when all Directors attended	7
% of attendance over total votes during the year	100%
Number of meetings in situ or representations made with specific instructions of all Directors	7
% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year	100%

C.1.27. State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

Yes  No

Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the Company for preparation by the Board:

Name	Position
MR. LUIS MAROTO CAMINO	CEO
MR. TILL STREICHERT	CHIEF FINANCIAL OFFICER (CFO)

C.1.28. Explain, if any, the measures established by the Board of Directors so that the financial statements that the Board of Directors presents to the General Shareholders' Meetings are drawn up in accordance with accounting legislation.

The Audit Committee is the body entrusted with addressing these matters, in such a manner that prior to forwarding the financial statements to the Board of Directors for drawing up and subsequent submission to the General Shareholders' Meeting, the prior resolution of said Committee is required. The Committee evaluates the results of each audit and the responses of the Management team to its



recommendations and intervenes in cases of discrepancies between the external auditor and the latter in relation to the applicable principles and criteria in preparation of the financial statements.

The Board of Directors will take the necessary actions to draw up the Annual Financial Statements in such a manner that there are no qualifications by the auditor. Notwithstanding the above, when the Board feels it must maintain its criteria, it will publicly explain the contents and scope of the discrepancy.

In this regard, when the auditor of accounts has included in his audit report some caveat, the Chairman of the Audit Committee will explain to the General Shareholders' Meeting the opinion of the Commission on its content and scope, making available to shareholders at the time of the convening of the General Shareholders' Meeting, together with the other documents and reports, a summary of that view.

#### C.1.29. Is the Secretary of the Board also a Director?

Yes

No

If the Secretary is not a Director, please complete the following table:

Name of the secretary	Representative
MR. TOMÁS LÓPEZ FERNEBRAND	-

#### C.1.30. State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

It is the task of the Audit Committee to carry out the relations with external auditors in order to receive information on those matters which may place the independence of the latter at risk and any other matters related to the auditing process, including, where appropriate, the authorization of services, other than those prohibited under the terms and conditions set forth in the current legislation, as well as such other communications provided by auditing laws and the technical rules of auditing.

The Audit Committee proposes to the Board of Directors, for submission to the General Shareholders' Meeting, the appointment of the external auditors, as well as their contracting conditions, the scope of their professional mandate and, as the case may be, their revocation or non-renewal.

The auditors customarily participate in meetings of the Audit Committee and, at the request of the latter, may hold meetings with the Committee without the presence of the management team.

The Audit Committee receives from the auditors, on an annual basis, written confirmation of their independence vis-à-vis any directly or indirectly related entity or entities, as well as information on the additional services of any kind provided to these entities by the aforesaid auditors or companies, and issues, also on an annual basis, prior to the issue of the audit report, a report stating its opinion on the independence of the auditors or audit companies. The Audit Committee approves in advance the non-audit services.

As a result of the revision of the Good Governance Code of Listed Companies in June 2020, and the amendments made to the Spanish Capital Companies Act by Law 5/2021 of April 12<sup>th</sup>, the General

Shareholders Meeting at its session of June 17<sup>th</sup>, 2021, resolved to approve the amendment of the Company's Bylaws and, amongst others, the amendment of article 42 regarding the Audit Committee. The Board of Directors, at its meeting held on December 16, 2021, resolved to approve the amendments of article 35 regarding the Audit Committee, amongst others, to adapt it to the new approved Bylaws, and to the legal and regulatory legal framework in force.

There are no special conditions relating to relationships with financial analysts, investment banks and rating agencies and these entities operate fully independently of the Company. The information disclosed by the Company complies with the principles of transparency and fairness; the information is true, clear, quantified and complete and contains no subjective assessments that are or may be misleading.

In this regard, the Board of Directors, in its session of December 16, 2020, approved the "Policy regarding communication of economic-financial, non-financial and corporate information and regarding communication, and contact with shareholders, institutional investors and proxy advisors", that replaces the previous Communication Policy dated of October 6<sup>th</sup>, 2016, by which the main principles governing the relations with the different stakeholders are set up, among others:

- Responsibility, diligence and transparency in the information disclosure, preventing information manipulation, protecting the integrity and honor of the Company and its representatives.
- Equal treatment and protection of the legitimate rights and interests of shareholders/investors, and market in general, facilitating them to exercise their right to information.
- Cooperation with shareholders/investors to ensure that information provision practices and market relations are transparent, effective, while safeguarding corporate interest, always ensuring to maintain the highest reputational degree of the Company and its representatives.
- Adequacy and proportionality of information to the needs and interests of stakeholders in a way that reasonably meets their expectations.
- Economic-financial, non-financial and corporate information must be clear, objective, understandable and simultaneous, without giving rise to mistakes or wrongs.
- The information will be presented in a concise, rational and organized way.

The Secretariat of the Board of Directors together with the Investor Relations Department, are the internal bodies responsible for the implementation and enforcement of these general principles in any relationship with shareholders, investors (qualified or not) and proxy advisors, without prejudice to the supervisory faculties of the Audit Committee.

C.1.31. State whether the Company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

Yes                      No **X**

If there were any disagreements with the outgoing auditor, please provide an explanation:

Yes                       No **X**

C.1.32 State whether the audit firm provides any non-audit services to the Company and/or its Group and, if so, indicate the amount of fees it received for such work and express this amount as a percentage of total fees invoiced to the Company and/or Group for audit work:

Yes  No

	Company	Group companies	Total
Amount invoiced for non-audit services (thousand euros)	609	641	1,250
Amount invoiced for non-audit services/Amount for audit work (in %)	53.80	64.10	58.63

C.1.33. State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the Chairman of the Audit Committee to explain the content and extent of the afore-mentioned qualified opinion or reservations.

Yes  No

C.1.34. State the number of consecutive years the current audit firm has been auditing the financial statements of the Company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	3	3

	Individual	Consolidated
Number of fiscal years audited by the current audit firm/Number of fiscal years the Company has been audited (in %)	18.75	18.75

C.1.35. State whether there is a procedure whereby Directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

Yes  No

#### Explanation of procedure

In as much as the Board meeting is called and within the deadlines established by the Bylaws between the meeting notice and the meeting, the Directors are sent, through the Secretary of the Board in coordination with the Chairman, apart from the agenda, all support documentation on the various agenda items, so that they may request the appropriate clarifications prior to the meeting being held and can deliberate more appropriately on the various items the day the Board meeting is held.

The Agenda contains matters for decision as well as purely informational matters which are presented by the management team, with the assistance of independent experts if necessary. The Agenda is agreed to previously with the Chairman of the Board of Directors.

In addition, the Director has the duty to be diligently informed about how the Company is run. For such purpose, the Director may request information on any aspect of the Company and examine its books, records, documents, and other documentation. The right to information extends to subsidiaries whenever possible.

The request for information must be addressed to the Chairman of the Board of Directors, who will cause it to be delivered to the appropriate applicable spokesperson at the Company.

If entailing confidential information in the judgement of the Chairman, the Chairman will advise this circumstance to the Director who requests and receives it, as well as of his or her duty of confidentiality in accordance with the provisions of the Regulations of the Board.

C.1.36. State whether the Company has established any rules whereby Directors must provide information and, if applicable, resign, in the event that their circumstances (related or not to their actions within the Company) may damage the Company's standing and reputation. If so, provide details:

Yes  No

#### Explanation the rules

Article 29 of the Regulations of the Board of Directors establishes that the Director must inform the Company when there are circumstances that affect him, related or not with his performance in the Company and which may harm the credit or reputation of the Company, especially, about any criminal proceeding in which he appears as an investigated party as well as about any other relevant procedural matter. The Board may, after examining the situation presented, require the Director's resignation, and the Director must abide by this decision.

Within the cases of resignation of Directors provided by the Regulations of the Board, it is expressly provided that the Directors must place their position at the disposal of the Board of Directors and formalize, if it deems this appropriate, the pertinent resignation, in the following cases:

- a. when they leave the executive positions with which, where applicable, their appointment as Director was associated;
- b. when they are subject to any of the cases of incompatibility or prohibition provided by law;
- c. when they are indicted for an allegedly criminal act, are investigated as part of a criminal proceeding and the Board of Directors decides following a report by the Nominations and Remuneration Committee, or are subject to a disciplinary proceeding for serious or very serious misdemeanor instructed by the supervisory authorities;
- d. when their continuation on the Board may put in risk the Company's interests or when the reasons for which they were appointed disappear. In particular, in the case of proprietary external Directors, when the shareholder they represent sells its stakeholding in its entirety. They must also do so, in the corresponding number, when the said shareholder lowers its stakeholding to a level which requires the reduction of the number of external proprietary Directors;
- e. when significant changes in their professional status or in the conditions under which they were appointed Director take place; and
- f. when due to any criminal proceeding in which the Director appears as an investigated party, his continuation on the Board causes serious damage to the corporate net worth or reputation in the judgement of the Board.

When a Director creates a vacancy prior to the end of his mandate, whether due to resignation or a resolution by the General Shareholders' Meeting, he must sufficiently explain the reasons for his resignation or, in the case of non-executive Directors, his opinion on the reasons for his removal by the General Shareholders' Meeting, in a letter to be sent to all of the members of the Board

C.1.37. Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

Yes  No

C.1.38. Detail any material agreements entered into by the Company that come into force, are modified or are terminated in the event of a change in control of the Company following a public takeover bid, and their effects.

Except those mentioned below (standard clauses for financing agreements), there are no significant agreements concluded by the Company that enter into force, change or conclude in the event of a change of control.

The financing agreements concluded on May 14<sup>th</sup>, 2012 and April 29<sup>th</sup>, 2013 with the European Investment Bank, amounting to EUR 200 million and EUR 150 million respectively and that concluded with such entity on June 29<sup>th</sup>, 2020 in the amount of EUR 200 million, provide that in the event of a change of control in the Company, the bank may cancel contracts in advance.

The revolving line of credit dated April 27<sup>th</sup>, 2018 in the amount of EUR 1 billion also has a change of control clause.

The issuance of bonds issued by Amadeus IT Group, S.A. in September 2018, May 2020, September 2020, and February 2021, amounting to EUR 1,500, EUR 1 billion, EUR 750 million, and EUR 500 million respectively contain a change of control clause.

The issuance of convertible bonds dated April 9<sup>th</sup>, 2020 issued by Amadeus IT Group, S.A., amounting to 750 million contains a change of control clause.

C.1.39. Identify individually for Director, and generally in other cases, and provide detail of any agreements made between the Company and its Directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

<b>Number of beneficiaries</b>	4
--------------------------------	---

**Type of beneficiary**

Senior Management and CEO

**Description of agreement**

There are no indemnification clauses for the benefit of Non-Executive Directors.

The contract governing the responsibilities of the CEO includes an indemnity provision for a compensation equivalent to twice his gross base salary (excluding annual and/or long-term bonuses) in case of dismissal without cause, as well as a non-compete covenant subject to Board’s discretion, for an amount equivalent to one-year gross base salary. In the event of a change of control and within a period of six months, the CEO has the option to terminate his contract with the right to receive an indemnity equivalent to twice his annual gross base salary.

With respect to the Senior Management, the employment contracts contemplate indemnification clauses in case of wrongful dismissal, which range between one year and two years of annual salary (excluding annual bonuses)

In general terms, the employees lack indemnification clauses other than those established by labor law currently in force for cases of wrongful dismissal.

State if these contracts have been communicated to and/or approved by management bodies of the Company or of the Group. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	<b>Board of Directors</b>	<b>General Shareholders’ Meeting</b>
<b>Body authorizing the severance clauses</b>	Yes	Yes

  

	<b>YES</b>	<b>NO</b>
<b>Are these clauses notified to the General Shareholders’ Meeting?</b>	X	

## C.2. Committees of the Board of Directors

C.2.1. Provide details of all Committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external Directors that comprise them:

### AUDIT COMMITTEE

Name	Position	Category
MR. DAVID WEBSTER	CHAIRMAN	INDEPENDENT
MR. STEPHAN GEMKOW	MEMBER	INDEPENDENT
MRS. AMANDA MESLER	MEMBER	INDEPENDENT
DAME CLARA FURSE	MEMBER	INDEPENDENT
MRS. PILAR GARCÍA CEBALLOS-ZÚÑIGA	MEMBER	INDEPENDENT
% of proprietary Directors		0.00%
% of independent Directors		100%
% of other external Directors		0.00%

Explain the duties exercised by this Committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

### COMPOSITION

The Audit Committee is composed of a minimum of three and maximum of five members, all of them external Directors and with majority of independent Directors. It shall appoint from within a Chairman who must necessarily be an independent Director.

As a result of the amendment of article 42 of the Bylaws and article 35 of the Regulations of the Board, and as it has been explained above, the term of the President of the Committee has been extended to a three-year period, as it has been decided that said period is more appropriate for the execution of any medium-term policy the President may consider proposing for approval. The Chairman may then be appointed again as member of the Committee, once a one-year period has elapsed from the date its term expired.

The members of the Audit Committee, and especially its Chairman, shall be designated taking into account their knowledge in relation to the industry in which the Company operates and experience in accounting, audit or risk management matters.

Diversity shall be sought on the Committee in respect of gender, career experience and geographic origin, to the extent permitted by the composition of the Board of Directors.

## COMPETENCIES

In addition to the duties assigned to the Committee in the Company Bylaws and in the Regulations of the Board of Directors, the Audit Committee's duties shall be as follows:

### **1. Supervision and evaluation of financial and non-financial information.**

- To supervise the design and management of the internal control system by receiving reports from internal control and internal audit officers and reaching conclusions on the standard of confidence and reliability provided by the system, coupled with proposed improvements, where applicable.
- To evaluate whether the Company has correctly applied accounting policies, based on the available information sources (both internal and external), monitoring the compliance with regulatory requirements and the adequate delimitation of the consolidation perimeter.
- To review the clarity and integrity of all the financial information and related non-financial information made public by the Company.
- For the purposes of its supervisory role, to maintain regular communications with the statutory auditor, with the internal auditor and with Company's Management, if necessary, by means of individual meetings with each.
- The Audit Committee shall verify that the financial and non-financial information published on the Company's website is always up to date and matches the information authorized for issuance by the Directors and published on the CNMV website, where applicable.
- To supervise the functioning of the whistleblower channels established by the Company so that Management and the governing bodies can receive alerts from employees and other persons related to the Company concerning potential irregularities or breaches of regulations, especially those having financial and accounting implications or any other nature, or breaches of internal codes of ethics, and can propose appropriate actions to improve the functioning of the channel and reduce the risk of future irregularities. To do this, the Audit Committee should regularly receive information on the functioning of the whistleblower channel, including the number of complaints received, their source and type, the outcome of investigations and proposed actions. The whistleblower channels must guarantee confidentiality and, in any case, enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.
- To inform on the Related Parties Transactions which must be approved by the General Shareholders' Meeting, or by the Board of Directors and to supervise the internal process established by the Company for those transactions where approval has been delegated.

### **2. Supervision and evaluation of the management and control of the financial and non-financial risks.**

- Assess the effectiveness of the management and control function of the financial and non-financial risks. To that end, the Audit Committee must receive regular reports from Company's Management on the functioning of existing systems and on the conclusions of any tests conducted on such systems by internal auditors or by external third parties.
- Supervise the effectiveness of internal control and risk management systems as a whole, embracing both financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational or those related to corruption), ensuring that risk supervision is included in Committee Meeting agendas so that all significant financial and non-financial risks can be analyzed over the course of the year, reassessing the list of risks and the level of tolerance established for each risk, identifying emerging risks, and meeting at least



annually with the officers heading up the risk and compliance area in order to analyze the risk map.

### **3. Supervision of internal audit**

- Approve the terms of reference for the internal audit area.
- Annually assess and approve the internal audit area's role, action plans based on risks and resources (human, financial and technical) with the objective that they are as adequate as possible to the Company's real needs.
- Supervise the internal audit plan, verifying that the plan covers the main risks of the business (reputational included) and reflects suitable coordination with other existing assurance functions, such as risk management and control and regulatory compliance as well as with the statutory auditor.
- Take necessary steps so that the head of internal audit has direct and effective access to the Audit Committee.
- Request that any significant change to the internal audit action plan is properly communicated to the Audit Committee.
- Monitor that action plans are being implemented in accordance with the original undertakings and within the planned timetable, and that progress therewith is reported to the Audit Committee, as well as any incidents or scope limitations arising during their implementation, the results and the follow-up of the recommendations.
- Receive with the expected regularity the conclusions of internal audit reports, prepared in response to annual scheduling or to specific requests, addressing any weaknesses or irregularities found, action plans for their resolution, and follow-up of the implementation of those plans.
- Receive an annual activity report containing a summary of activities carried out and reports issued over the year, stating explanations as required for work specified in the annual plan but not implemented and work implemented but not originally planned, and setting out an inventory of weaknesses, recommendations and action plans contained in the various reports.
- Verify that Management is acting on the findings and recommendations coming from the internal audit reports.

### **4. Relations with the statutory auditor.**

- When selecting the statutory auditor, the Audit Committee must take into account, among other factors, the technical and human resources of the auditor (geographical coverage of the network of firms of which it is a member), its experience in general and, in particular, in the sector in which the Company operates, and its independence, including the proposed fees.
- Take required or advisable steps to ensure the independence of the statutory auditor, approving the provision of non-audit services, assessing the qualitative and quantitative aspects of these services so that they do not represent a threat to the auditor's independence.
- Request an explanation of the internal quality control system the statutory auditor has in place as to independence, as well as information on internal practices for the rotation of the audit partner.
- Review and receive assurances that the remuneration of the statutory auditor does not compromise the quality of its work or its independence.
- Regularly meet with the statutory auditor, both with and without the presence of Company's Management, to address all matters that might influence the audit opinion or the independence of the statutory auditor, as well as the work plan, the materiality threshold, the

quality and applicability of the Company's accounting principles, errors and breaches identified by the auditor and, in general, any relevant matter detected in relation to the accounts, the internal control system or the audit.

- Review in conjunction with the statutory auditor the content of the audit report and of the additional report accompanying the audit work. In this regard, in those cases where the statutory auditor includes any qualification in its audit report, the Chairman of the Committee will explain the Committee's opinion regarding the scope and content of the qualification to the General Shareholders' Meeting and will put at the disposal of the shareholders, together with the remaining reports and documents, a written summary of such opinion, when calling for the Shareholders' Meeting.
- Assess the auditor's performance and how it has contributed to the quality of the audit and to the integrity of the financial information.
- Ensure that the statutory auditor holds a yearly meeting with the Board in full to inform on the work undertaken and the evolution of the Company's accounting and risk situation

## **5. Environmental, social and corporate governance matters (ESG)**

- Supervise the compliance with the Company's policies and rules in the environmental, social and corporate governance area (ESG), and internal rules of conduct.
- Supervise the implementation of the general policy regarding the disclosure of economic-financial, non-financial information and corporate information, as well as the policy on communication with shareholders and investors, proxy advisors and other stakeholders.
- Receive assurances from management that the Company's environmental and social practices are in accordance with the established strategy and policy.

## **ORGANIZATION**

In accordance with the internal Regulations of the Audit Committee:

The Audit Committee shall be called to meet by the Chairman, on his/her own initiative, or at the request of the Chairman of the Board of Directors or of two (2) members of the Committee.

The call shall be made by letter, telegram, fax, email or any other means capable of providing evidence of its receipt and guaranteeing, in all cases, the confidentiality of the matters to be discussed at the meeting.

The Audit Committee shall be called and shall meet at least on the occasion of each annual or interim financial reporting date, pursuant to articles 118 and 119 of the Revised Text of the Securities Market Law and also on the occasion of publication of the quarterly financial statements, during the first and second half of the year, pursuant to article 120 of the above-mentioned law.

Ordinary meetings of the Audit Committee shall be held at the registered office, although meetings may also be held at any other place requested by the Chairman, whether in Spain or abroad. In addition, provided there are justified reasons to explain the inability to attend by any Committee member, the Chairman may authorize the simultaneous holding of meetings at different locations connected by audiovisual or telephonic means, insofar as the identification of the members present and real-time interactivity and intercommunication and, consequently, the integrity of the meeting, can be guaranteed.

As an exceptional measure, the Audit Committee may adopt resolutions in writing without holding a meeting when no member of the Committee objects to this procedure.

The Audit Committee shall be deemed to be validly assembled when the majority of its members are in attendance, in person or by proxy. Resolutions shall be adopted by a majority of members in attendance, in person or by proxy.

The Audit Committee shall have adequate, timely and sufficient access to the necessary information.

The Board of Directors is entrusted with providing the Committee, through Company's Management and its personnel, all information needed to perform its duties.

The Chairman of the Audit Committee, through the Secretary of the Board, shall channel and supply the necessary information and documentation to the rest of Committee members sufficiently in advance, so they can analyze such information prior to Committee meetings.

The following parties may attend Audit Committee meetings when invited by the Chairman of the Committee:

- The internal auditor, for those agenda items concerning internal audit that require a presentation or report to the Audit Committee, as well as on the occasion of each annual or interim financial reporting date and of publication of the interim financial statements, and for any other matter for which the internal auditor's attendance is requested.
- The statutory auditor, for those agenda items concerning the statutory audit that require a presentation or report to the Audit Committee, as well as on the occasion of each annual or interim financial reporting date for which its review report is issued.
- Management team and other Company's Directors, to address the agenda items for the purpose of which they were called to attend. Their presence should not be a regular practice, but only when necessary or advisable.
- Any other Company executive whose attendance is deemed advisable by the Audit Committee in respect of any specific agenda item.

The Chairman and the Secretary of the Audit Committee shall put in place a channel for frequent communication with the head of internal audit and with the statutory auditor. If deemed advisable, at least a part of the meetings scheduled annually should take place without the presence of the Company's Management so that the specific issues emerging from the reviews carried out can be discussed.

- (i) For those purposes, the Audit Committee shall establish an annual work plan covering at least the following: schedule of meetings, agenda for the meetings (including potential permanent items), meetings with the internal auditor and with the statutory auditor and a training plan when deemed appropriate.
- (ii) Minutes shall be taken of the resolutions adopted at each meeting, and details thereof shall be reported to the plenary session of the Board. A copy of the Committee meeting minutes shall be sent or delivered to all Board members.
- (iii) The internal audit area shall report functionally to the Audit Committee and shall be under the administrative reporting and supervision of the Secretary of the Board of Directors.
- (iv) The Chairman of the Audit Committee shall act as its spokesperson at meetings of the Board of Directors and, as applicable, at the Company's Shareholders' Meeting.

## ACTIVITIES 2021

The Audit Committee has performed the corresponding annual report for the year 2020 regarding its functioning, focusing in the following areas:

- 1) Rules and regulations of the Audit Committee.
- 2) Composition of the Audit Committee.
- 3) Operation.
- 4) Items discussed by the Audit Committee during fiscal year 2021:

### A) External Audit

Under this section, the Company's auditors report to the Audit Committee on the most relevant aspects of the audit work in progress and semi-annual periodic reporting, as well as on significant accounting aspects, including the application of accounting standards, describing, if any, the existence of discrepancies between the Company's Management and the auditors with respect to any specific item.

### B) Internal Audit

Under this section, the Audit Committee:

- Approves the terms of reference for the internal audit area.
- Annually assesses and approves the internal audit area's role, action plans based on risks and resources (human, financial and technical) to ensure that they are adequate to the Company's real needs.
- Supervises the internal audit plan, verifying that the plan covers the main risks of the business and reflects suitable coordination with other existing assurance functions, such as risk management and control and regulatory compliance as well as with the statutory auditor.
- Takes necessary steps so that the head of internal audit has direct and effective access to the Audit Committee.
- Requests that any significant change to the internal audit action plan is properly communicated to the Audit Committee.
- Monitors that action plans are being implemented in accordance with the original undertakings and within the planned timetable, and that progress therewith is reported to the Audit Committee by the internal auditor.
- Receives with the planned regularity the conclusions of internal audit reports, addressing any weaknesses or irregularities found, action plans for their resolution, and follow-up of the implementation of those plans.
- Receives an annual activity report containing a summary of activities carried out and reports issued over the year, explaining the work planned in the annual plan that was not carried out or that was not foreseen in the initial plan, and an inventory of the weaknesses, recommendations and action plans contained in the various reports.

### C) Risk management

The main matters reviewed by the Committee during 2021 were as follows:

- Crime Prevention Program 2021.
- Speak-up channel and Ethics Committee.
- Update of information on Cybersecurity and privacy risk management and the degree of implementation of the General Data Protection Regulation (GDPR).
- Status on COVID-19 crisis management and business continuity, with special reference to the work carried out by the teams responsible.
- Corporate Risk Map 2021 and Amadeus' overall risk management framework.
- Vendor Risk Management.
- Ramsonware Risk Management.

### D) Other items

Grouped under this heading, reference should be made to the following matters addressed by the Audit Committee throughout financial year 2021:

- 2020 Annual Report of the Audit Committee.
- 2020 Annual Report on independence of external auditors
- 2020 Annual Tax Report and risk analysis.
- Appointment of Chairman of the Committee.
- Annual Report on Mergers & Acquisitions.
- COVID-19: business management and continuity.
- Impact of COVID-19 on Amadeus: analysis of scenarios and 2020 outlook.
- Approval of non-audit services 2021.
- 2021 quarterly financial reporting.
- External audit fees 2021.
- Amendments of the Regulations of the Committee.
- Committee Work Plan 2022.

- 5) Related transactions.
- 6) Independence of the external auditor.
- 7) Assessment of the functioning and performance of the Audit Committee.
- 8) Incidents and proposals for improving the Company's rules of governance.
- 9) Others
- 10) Conclusions

Identify the Directors who are member of the Audit Committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this Committee was appointed.

---

<b>Name of Directors with experience</b>	MR. DAVID WEBSTER DAME CLARA FURSE MR. STEPHAN GEMKOW MRS. PILAR GARCÍA CEBALLOS-ZÚÑIGA MRS. AMANDA MESLER
<b>Date of appointment of the Chairman</b>	15/07/2021

---

## NOMINATIONS AND REMUNERATION COMMITTEE

Name	Position	Category
MR. FRANCESCO LOREDAN	MEMBER	OTHER EXTERNAL
DAME CLARA FURSE	CHAIRMAN	INDEPENDENT
MRS. AMANDA MESLER	MEMBER	INDEPENDENT
MR. DAVID WEBSTER	MEMBER	INDEPENDENT
MR. PETER KUERPICK	MEMBER	INDEPENDENT
% of proprietary Directors		0.00%
% of independent Directors		80.00%
% of other external Directors		20.00%

Explain the duties exercised by this Committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

### COMPOSITION

The Nominations and Remuneration Committee shall be formed by external Directors, the majority being independent Directors, in the number to be determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5). The members of the Nominations and Remuneration Committee shall be designated by the Board of Directors.

The Nominations and Remuneration Committee shall appoint a Chairman from among its members. The Chairman will be appointed from among the Independent Directors, for a period which shall not exceed three (3) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.

The members of the Nominations and Remuneration Committee shall be appointed taking into account, among others, their knowledge and experience in corporate governance, selection of directors and senior managers, policy designs and remuneration plans of Directors and senior managers.

### COMPETENCIES

Notwithstanding the duties assigned to it by law, the Bylaws or other duties which may be assigned thereto by the Board of Directors, the Nominations and Remuneration Committee shall have the following basic responsibilities:

- (a) To evaluate the competence, knowledge and experience necessary in the members of the Board of Directors, analyze the other occupations of each Director and specify the profile and skills required;
- (b) To make proposals to the Board of Directors of Independent Directors to be appointed by co-optation or for submission to decision by the General Shareholders' Meeting, and proposals for re-election or removal of those Directors by the General Shareholders' Meeting;

- (c) To report on proposals for the appointment of the other Directors to be appointed by co-optation or for submission to decision by the General Shareholders' Meeting, and approvals for their reelection or removal by the General Shareholders' Meeting.
- (d) To report on proposals for appointment and removal of senior managers and the basic terms of their contracts;
- (e) To examine and organize the succession of the Chairman of the Board of Directors and the Chief Executive of the Company and, if appropriate, to make proposals to the Board of Directors so that the succession shall occur in an orderly and planned manner;
- (f) To encourage diversity of knowledge, experience, age and gender, and in the latter regard, establish a goal for representation of the gender least represented on the Board of Directors, and developing guidance on how to achieve that goal;
- (g) To consider the suggestions made thereto by the Chairman, the Board members, executives or shareholders of the Company;
- (h) To propose to the Board of Directors the remuneration policy for Directors and general managers or those performing senior management functions under the direct supervision of the Board, executive Committees or Chief Executives Officers, as well as the individual remuneration and other contractual conditions of executive directors, ensuring compliance therewith;
- (i) To evaluate the possibility of the Directors to dispose of shares received as remuneration in order to deal with extraordinary situations that require it;
- (j) To assist the Board in the compilation of the report on the remuneration policy of the Directors and submit to the Board any other reports on retributions established in the Regulations of the Board of Directors; and
- (k) To assist the Board in the annual evaluation of its own functioning and that of its Committees.

## **ORGANIZATION**

The Nominations and Remuneration Committee shall meet every time it is convened by its Chairman, who must do so whenever the Board or its Chairman requests the issuance of a report or the adoption of proposals and, in any case, whenever expedient for the proper development of its functions.

It 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.

The Nominations and Remuneration 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 shall be reported to the Board in plenary session. The minutes shall be available to all Board members through the Office of the Secretary but shall not be forwarded or delivered for reasons of discretion, unless otherwise ordered by the Chairman of the Committee.



## ACTIVITIES 2021

The Nominations and Remuneration Committee has performed the corresponding annual report for the year 2021 regarding its functioning, focusing in the following areas:

- 1) Competency and duties of the Nominations and Remuneration Committee.
- 2) Composition of the Nominations and Remuneration Committee.
- 3) Functioning.
- 4) Matters addressed during the fiscal year 2021:
  - **Compensation matters:**
    - Annual bonus 2021: Group results.
    - Annual bonus 2019 Executive Management Committee (deferral of payment).
    - Review of the Executive Committee 2022 total target compensation.
    - Approval of the 2021 Performance Share Plan (PSP) metrics and calibration of performance ranges.
    - Annual review of the Non-Executive Directors compensation.
    - Variable pay levels to be received in 2021.
    - Approval of the 2021 Equity Plans.
    - Proposal of new equity envelope for grants 2022.
    - Shareholding guidelines.
    - Information on 2021 goals, annual bonus and PSP.
    - 2022 Bonus: proposal to include an ESG variable.
    - Restricted Share usage (RSP), 2021
    - Market analysis on voting trends in Directors' remuneration reports.
  - **Corporate matters:**
    - 2020 Nominations and Remuneration Committee Annual Report.
    - 2020 Annual Report on Directors' Remuneration.
    - Directors' Remuneration Policy of the Board of Directors 2022-2024.
    - Status on Board succession planning, Audit Committee composition, duties of the Nominations and Remuneration Committee and talent retention.
  - **Nomination matters:**
    - Changes in the Executive Management Committee.
    - Proposal for the appointment of Secretary and Vice-Secretary of the Board of Directors.
    - Update on progress of the search for non-executive Directors.
    - Proposal for the appointment and renewal of Directors.
    - Proposal for the appointment of Mr. William Connelly as Chairman of the Board of Directors.
    - Proposal of Dame Clara Furse as Chair of the Nominations and Remuneration Committee.

- **Others:**

- Tentative calendar 2022.
- Special reference to actions taken with regards to the non-binding negative vote to the Directors' Remuneration Report 2020 by the General Shareholder's Meeting 2021:

Following the 2021 General Shareholders' Meeting, and as a result of the 61.48% 'against' votes received on the Directors' Remuneration Report for 2020, the Committee embarked on a number of initiatives in order to gain a better understanding of the main reasons that contributed to a majority of shareholders objecting to the Directors' Remuneration Report for 2020, and to address the principal concerns in response to the expectations of Amadeus shareholders.

In this regard, the Committee, led by its Chairman Dame Clara Furse, in coordination with the Chairman of the Board, Mr. William Connelly, designed an action plan to better understand the shareholder concerns, with a primary goal of making it as clear as possible to shareholders the link between pay and performance, with concrete actions, commitments and disclosures going forward.

The action plan is closely monitored by the Committee and, in addition to other initiatives, the Directors' Remuneration Report for 2021 has been prepared in a 'free' format for the first time, improved in several areas in response to shareholder expectations, and aided by the greater flexibility allowed by the free format framework, addressing specific items in a much more transparent manner.

These initiatives and actions will continue to be implemented during 2022 as an on-going activity of the Committee.

- 5) Nature of the Directors (independent, executive and other externals, composition of the Board of Directors, and special reference to gender diversity in the Board of Directors).
- 6) Evaluation of the functioning and performance of Board of Directors and its Committees.
- 7) List of companies in which the Board members also serve as Directors and/or executive managers.
- 8) Verification of compliance with the Directors' Selection Policy.
- 9) Conclusion

C.2.2. Complete the following table with information regarding the number of female Directors who were members of Board Committees at the close of the past four years:

	Number of female Directors			
	Fiscal Year 2021 Number %	Fiscal Year 2020 Number %	Fiscal Year 2019 Number %	Fiscal Year 2018 Number %
Audit Committee	3 60%	2 40%	2 40%	2 40%
Nominations and Remuneration Committee	2 40%	1 20%	1 20%	1 20%

C.2.3. State, where applicable, the existence of any regulations governing Board Committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each Committee have been voluntarily prepared.

#### AUDIT COMMITTEE

The Audit Committee is regulated by Article 35 of the Regulations of the Board. As a result of the revision of the Good Governance Code of Listed Companies in June 2020, and the amendments made to the Spanish Capital Companies Act by Law 5/2021 of April 12<sup>th</sup>, the General Shareholders Meeting at its session of June 17<sup>th</sup>, 2021, resolved to approve the amendment of the Company's Bylaws, and amongst others, the amendment of article 42 regarding the Audit Committee. The Board of Directors, at its meeting held on December 16, 2021, resolved to approve the amendments of article 35 regarding the Audit Committee, amongst others, to adapt it to the new approved Bylaws, and to the legal and regulatory legal framework in force. The new amended and restated Regulations of the Board of Directors were registered with the Spanish Stock Exchange Commission (*Comisión Nacional del Mercado de Valores*) on January 20, 2022 under registration number 13680.

The amended Regulations of the Board are available both on the Company's corporate website (<https://corporate.amadeus.com>) under the Investor Relations section and in the CNMV records relating to the Company, which can be accessed from their website ([www.cnmv.es](http://www.cnmv.es)).

The Audit Committee has drafted the required annual report on its activities for fiscal year 2021, which will be submitted to the Committee for approval at its session of February 23, 2022, and which will be made available on the Company's corporate website <https://www.corporate.amadeus.com> (Investor Relations- Corporate Governance-Other reports and policies).

## NOMINATIONS AND REMUNERATION COMMITTEE

The Nominations and Remuneration Committee is regulated by Article 36 of the Regulations of the Board.

The Ordinary General Shareholders' Meeting of June 17, 2021 approved the amendment of article 43 of the Bylaws of the Company relating to the Nominations and Remuneration Committee. As a result of this, the Board of Directors, at its meeting held on December 16, 2021, amended article 36 of the Regulations of the Board of Directors to adapt them to the amendments of the Bylaws. The new amended and restated Regulations of the Board of Directors were registered with the Spanish Stock Exchange Commission (*Comisión Nacional del Mercado de Valores*) on January 20, 2022 under registration number 13680.

The amended Regulations of the Board of Directors are available both on the Company's corporate website (<https://corporate.amadeus.com>) under the Investor Relations section and in the CNMV records relating to the Company, which can be accessed from their website ([www.cnmv.es](http://www.cnmv.es)).

The Nominations and Remuneration Committee has drafted the required annual report on its activities for fiscal year 2021, which will be submitted to the Committee for approval at its session of February 10, 2022, and which will be made available on the Company's corporate website <https://corporate.amadeus.com/> (Investor Relations-Corporate Governance-Other reports and policies).

## D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.1. Describe, if applicable, the procedure for approval of related-party and intragroup transactions, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

The Company has procedures in place to verify that all Related Party Transactions are carried out at arm's length, although different interpretations may be made in the various jurisdictions where the group of companies operates.

There are no reference or significant shareholders that maintain business or other relations with the Company.

The only Related Party Transactions carried out with the Company's directors are those related to their compensation. These transactions are assessed by the Nominations and Remuneration Committee and submitted to the General Shareholders' Meeting for approval. The compensation policy was approved at the General Meeting held on June 17, 2021, for a three-year period (2022-2024).

All transactions between entities of the same group are eliminated in the consolidation process and consequently have no impact on the consolidated financial statements and are not discussed by the Audit Committee. Nevertheless, these transactions have been fully documented using an agreed methodology. On an annual basis, the management submits to the Board of Directors a tax report on the Group. This report addresses Related Party Transactions, which are also described in the Annual Corporate Governance Report.

The Company's management reports to the Committee regarding the methodology used to determine the transfer pricing applied between Group companies, and also updates the Committee on the development of Advance Pricing Agreements (APAs) and on mutual agreement procedures followed under the framework of double taxation treaties.

As a result of the entry into force of Law 5/2021, of April 12<sup>th</sup>, and particularly, the amendments made to the Spanish Capital Companies Act, through a new Chapter VII bis (Related Party Transactions), the Transfer Pricing Unit, in coordination with the Board of Directors Secretariat, has made an assessment of the transactions made by the Company with related parties, as defined from a corporate point of view, coming to the conclusion that none of the transactions executed in 2021 by the listed Company (Amadeus IT Group, S.A.) and its subsidiaries fall within the scope of the Related Party Transactions regulation, as it is defined by the new legislation from a corporate point of view.

Said conclusion, informed to the Audit Committee, has been verified by the Internal Audit Department, as part of its assessments and internal auditing processes.

“The units responsible for intra-group transactions in the Finance and Tax Departments, with the involvement of the different units of the affected business lines within the business general management, and with the assistance of the external advisors they deem appropriate, shall prepare a catalog of the type of transactions indicated above, (those referred to in Article 529 duovicies, section

4 -Related Party Transactions- of the Spanish Capital Companies Act), that the Company or its group carries out, which are considered delegated. This catalog will be periodically updated.

As the legislation sets forth, the Board of Directors shall establish, for certain Related Party Transactions, a periodic internal information and control mechanism, where the Audit Committee shall participate.

In this respect and as a result of the amendment of the Regulations of the Board of Directors earlier mentioned, the following process has been put in place in order to comply with the legislation requirements:

“The Corporate Management responsible for the approval of the Group's transfer pricing policy, following a report from the aforementioned units, will be in charge of supervising the adequacy and fit of the transactions in the aforementioned catalog, informing the Secretariat of the Board of Directors of any queries it may have, prior to the execution of the transaction. The latter will assess, to the best of its knowledge and belief, the details of the transaction, deciding on its fit in the catalog, after discussion with the units responsible for intra-group operations referred to above, if necessary.

The Finance Department together with the Tax Department, will be responsible for compiling on a semi-annual basis, the Related Party Transactions executed by delegation, so that with the same periodicity, the Secretariat of the Board reports on them to the Audit Committee, for its subsequent report to the Board of Directors.”

D.2. Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

#### Remarks

There are no relevant transactions carried out by the Company or entities within its Group with its significant shareholders.

D.3. Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

#### Remarks

There are no significant operations due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company or in other cases contemplated by applicable commercial and corporations' regulations.

D.4. Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:

Corporate name of Group entity	Brief description of the transaction	Amount (thousands of euros)
Amadeus Lebanon S.A.R.L.	Services received from Amadeus Lebanon S.A.R.L. relating to the promotion of the Amadeus GDS System.	1,710
Amadeus Lebanon S.A.R.L.	Services rendered to Amadeus Lebanon S.A.R.L. relating to the promotion of the Amadeus GDS System.	102
Jordanian National Touristic Marketing P.S.C.	Services received from Jordanian National Touristic Marketing P.S.C. relating to the promotion of the Amadeus GDS System.	1,532
Jordanian National Touristic Marketing P.S.C.	Services rendered to Jordanian National Touristic Marketing P.S.C. relating to the promotion of the Amadeus GDS System.	418

#### Remarks

There are no relevant transactions carried out by the Company with any of its Group companies which are not eliminated in the preparation of the consolidated financial statements.

All transactions carried out with Group companies based in territories considered tax havens during 2021, correspond to the ordinary course of business within these territories, and are summarized in this Section D.4.

D.5. Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

## Remarks

There are no relevant transactions carried out by the Company with other related parties other than those described in Section D.2 (Significant shareholders), D.3 (Directors or Executive Management) and D.4 (Group companies).

D.6. Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the Company and/or its group and its Directors, senior management or significant shareholders.

The Director shall adopt the necessary measures to avoid situations where his interests, whether for his own or another's account, may come into conflict with the interest of the Company and with his duties to the Company and, in any case, the Director must report, when he has knowledge thereof, the existence of conflicts of interest to the other Directors and to the Board of Directors and abstain from participating and intervening in deliberations and voting on resolutions or decisions in which the Director or a related person has a conflict of interest, direct or indirect.

The Director may not directly or indirectly carry out professional or commercial transactions with the Company except in cases of waiver set out in the Regulations of the Board, and will require depending on the case, the approval from the General Shareholders' Meeting or from the Board of Directors.

The votes of Directors affected by the conflict and who must abstain shall be deducted for the purpose of computing the majority of votes necessary.

In any case, situations of conflict of interest to which the Directors are subject shall be reported in the Annual Report on Corporate Governance and in the notes to the financial statements.

The Directors must notify the Board of i) any stake they have in the capital of a company performing the same, analogous or complementary activity to the one included in the Company's corporate purpose; ii) the positions and functions they perform in such company and iii) the performance, acting as an independent contractor or employee, of the same, analogous or complementary activity to the one included in the Company's corporate purpose. Said information shall be included in the annual report.

The Director Selection Policy, which will be submitted for approval by the Board of Directors at its meeting on February 24, 2022, that applies both to candidates considered or proposed for election to the Board for the first time, as well as to current Directors, states that, among other, individuals with interests that are in permanent conflict with those of the Company are not eligible for appointment or re-appointment or renewal as a Director. In this respect, those candidates who, once appointed to the position of Director, have the opportunity to have executive positions, or to be appointed to the position of Director, or to any other similar position in other companies, must inform the President of the Nominations and Remuneration Committee prior to the acceptance of such positions. The Director must inform of the type of position offered, the company the position is in (providing a description of



its business purpose), the date the position would be effective, and the time the Director estimates they will have to devote to this new position. The Committee will use this information to make an assessment about potential conflicts of interest, so that appropriate measures can be put in place, if deemed necessary.

D.7. State whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, by another listed or non-listed entity, and whether it has, directly or through its subsidiaries, any business relationships with that said entity, or any of its subsidiaries (other than those of the listed company), or if it carries out activities related to the activities of any of these entities and /or subsidiaries:

Yes                       No

Indicate whether the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries have been defined publicly and precisely:

Yes                       No

---

Report the respective areas of activity and any business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries, and identify where these aspects have been publicly reported

---

Identify the mechanisms in place to resolve potential conflicts of interest between the parent of the listed company and the other group companies:

---

Mechanisms for resolving possible conflicts of interest

---

## E. SYSTEMS OF CONTROL AND RISK MANAGEMENT

E.1. Please explain the scope of the Company's financial and non-financial Risk Management System, including tax risks.

The Risk Management System for the Amadeus Group is aimed at allowing the Group:

- to achieve the long-term objectives in line with its established strategic plan;
- to contribute the maximum level of assurance to shareholders and customers defend their respective interests;
- to protect the Group's earnings;
- to protect the Group's image and reputation;
- to guarantee corporate stability and financial strength over time.

The Company has developed a corporate risk management framework based on the principles set out in COSO II and ISO 31000 (risk management) to ensure that risks which could affect both the organization itself, the companies forming its Group, as well as the activity and objectives thereof, are identified, analyzed, evaluated, managed and controlled in a systematic way and within the established risk levels.

Thus, the Risk Management Policy sets out the basic principles of the framework and is carried out through a set of procedures, methodologies and support tools which allow Amadeus, especially with the making of a Corporate Risk Map, to achieve the following objectives:

- To identify the most significant risks that affect the strategy, operations, finance, reporting and compliance.
- To analyze, measure and evaluate said risks with regards to their probability and impact, following procedures and standards that are homogeneous and common to the entire Group in order to ascertain the relevance thereof.
- To prioritize said risks pursuant to the level of probability/impact and how they could affect the Group's activity or operations, and its objectives. Impact is assessed from a financial, reputational, operational or service and legal, regulatory or compliance standpoint.
- To define the most suitable response to each of the top identified risks, in most cases, managing them through adequate procedures that mitigate the impact of the materialization of risks. This is achieved more specifically through the designation of 'risk owners' and the preparation and follow-up of treatment plans.
- To evaluate and monitor risks, together with treatment plans and mitigation measures, through the use of tools such as correlation analysis, stress tests and sensitivity analysis for financial and business risks.

The ultimate purpose is aimed at having a record of the most relevant risks which could compromise the achievement of the objectives of the Group's Strategic Plan. This risk analysis is a fundamental element in the Group's decision-making processes, both in the sphere of governing bodies as well as in managing business.

Within the framework of the Criminal Code's reform, the Company also performs an identification of the crimes under the scope of enforcement of the Criminal Code in accordance with the activities carried out by the Company. The Company has implemented a compliance control model system

through which the risks (crimes) and related control measures to prevent the risks are analyzed, in such a manner that, the 'Control Owners' are able to evaluate their existence and frequency.

Tax risks are treated under the Corporate Risk Map umbrella as well as in the Corporate Crime Prevention Map, which includes tax crimes. Within the tax area, the most significant tax risks are analysed in terms of probability and impact.

## E.2. Please identify the Company's bodies responsible for preparing and executing the financial and non-financial Risk Management System, including the tax area.

The Amadeus Group leverages on the Three Lines of Defense model for integrating, coordinating and aligning all support and assurance functions, helping to ensure effective management of risks across the organization. Throughout 2021 Amadeus has continued to foster effective coordination of assurance activities leveraging the updated Three Lines of Defense Model (or "Three Lines Model"), as part of our commitment to strong governance and risk management practices.

In this 3-lines-of-defense model, there are operational areas such as commercial or legal (including the Corporate Tax Unit) in the front line to manage risks, while other corporate areas and bodies are in the second and third line of defense.

Control activities are embedded in all areas of the company. Major control activities are carried out from units such as Corporate Risk Management, Corporate Compliance, Corporate Security, Group Privacy, Corporate Legal, Corporate Tax, Corporate Finance and People & Culture.

The main areas and bodies responsible for risk management are:

Corporate Risk Management unit is responsible for centralizing the continuous monitoring of major risk issues within Amadeus. This unit develops Amadeus' Corporate Risk Map and establishes control and monitoring procedures for identified risks, in conjunction with the owner responsible for each risk. The risks ascertained from this analysis, as well as monitoring measures, are reported on a regular basis to the Risk Steering Committee, the Audit Committee and the Board of Directors.

The Risk Steering Committee is a decision-making body empowered by the Executive Committee to provide oversight and guidance on risk management activities and issues across the Amadeus Group, including risk assessment and prioritization, risk mitigation strategies and crisis responses.

The Audit Committee is becoming much more than a consulting body of the Board of Directors, whose principal duties consist of serving as support to the Board in its monitoring tasks by means of, inter alia, the periodic review of internal control and risk management systems, in order that the principal risks may be identified, managed and disclosed adequately. The Audit Committee is regularly updated by the risk management function on the status and the Company's approach towards risk management.

Finally, Amadeus' Group Internal Audit, in the third line of defense, focuses on the evaluation and adequacy of existing controls related to the principal risks to guarantee that potential risks of all types which could affect the attainment of the Group's strategic objectives are identified, measured and controlled at all times.

E.3. Please indicate the main risks, financial and non-financial, including tax risks, and if significant, those related to corruption (under the scope of *Real Decreto Ley 18/2017*), which could affect the achievement of business objectives.

The latest version of the Corporate Risk Map defines the most critical risks relating to Group's operations and objectives, including:

- \_ Strategic risks related to the pandemic, to the macroeconomic and geopolitical environment or to trends in travel and tourism in the context of a slow recovery or increasing competition.
- \_ Operational risks derived from IT service failures or caused by cybersecurity breaches.
- \_ Other operational risks that could affect the efficiency of business processes and services.
- \_ Risks related to human resources, such as the inability to attract talent and highly skilled resources or the increasing talent attrition.
- \_ Security and compliance risks.
- \_ Legal and compliance risks related to the potential breaches of regulations.

Some of these risks have evolved from the previous Corporate Risk Map, while others have been newly identified. The impact of the COVID-19 pandemic has demonstrated the interconnected nature of risks. Cyber risk has increased as reliance on technology has increased, and the travel industry has been impacted by unprecedented lockdowns all over the world.

Amadeus is exposed to risks that could significantly disrupt key internal services as well as IT services we provide to customers. To ensure minimal disruption in such catastrophic events, Amadeus has implemented a Business Resilience Program designed to protect our people, assets and infrastructure, and minimize the potential impact to acceptable limits. The pandemic crisis has proven the importance and readiness of our business continuity strategy in minimizing any business disruption. Through our training and awareness plan we aim to ensure that all employees understand and apply best practices on ethical behavior, security and privacy.

Amadeus also reflects in the Corporate Risk Map emerging risks, defined as new risks or risks that are already known risks that but are difficult to identify and whose implications are difficult to assess and quantify. These are risks that could prevent Amadeus from achieving our its strategic objectives and that are expected to have a long-term impact on our business as they are not yet sufficiently taken into account. They may evolve over time from being weak signals to clear tendencies with a high potential for danger.

Periodic comparisons of the Risk Map are made which allow visualizing the degree of progress in mitigating the existing risks or the appearance of new risks or increase in those already existing.

Tax risks are included in the Corporate Risk Map as the digital tax, increasing tax compliance and reporting obligations or risks relative to withholding taxes among others. The Amadeus business model and the presence of the Group via subsidiaries/affiliates in very different local jurisdiction make necessary to focus on the design of appropriate transfer pricing policies.

With regards to corruption risks, the Company has taken measures to prevent and avoid their materialization not only at a local level, but also within the Group. This is done through corporate policies specifically dedicated to anti-bribery and corruption, contributions to foundations and non-profit entities, as well as to political parties within a framework of compliance culture that is based on the Code of Ethics and Business Conduct of the Group.

These policies are implemented through an awareness and training program on this subject (online and face-to-face) that guarantees that the entire organization is prepared to detect and prevent this type of threats. In addition, there are other effective measures in the financial area that prevent this type of conduct from Amadeus employees.

#### E.4. Please identify whether the entity has a risk tolerance level, including for tax risks.

The organization aims at achieving an appropriate risk profile by implementing a prudent risk management. The Audit Committee supervises the risk appetite and tolerance.

The organization has established risk tolerance levels for several objectives in specific strategic areas in order to ensure the successful achievement of objectives. This includes the tax risks. The level of tolerance is high, medium or low depending on the criticality of the objective that risk is attached to. The higher criticality the lower level of tolerance.

With respect to tax risks, the tolerance level depends on several factors to consider on a case-by-case basis (bilateral adjustments in different jurisdictions, if applicable, no penalties associated, a reasonable interpretation of the law, etc.).

#### E.5. Please indicate which risks, including tax risks, have materialized during the fiscal year, including tax risks.

No significant risks have impacted Amadeus during 2021.

#### E.6. Please explain the response and supervision plans for the entity's main risks, including tax risks.

Each Risk is assigned to a Risk Owner in the organization who will manage it and report it on a periodical basis to Corporate Risk Management unit. The organization has established a list of options for each risk and some examples for each of these:

- Avoid: Steps taken with the aim of avoiding unforeseen events. The following could be samples:
  - The decision not to undertake new initiatives/activities that could give rise to Risks.
  - To discontinue a business unit, product line or geographic segment.
  - The decision not to implement complex tax structures inconsistent with business in order to save taxes.
  
- Share: Transfer the effect of a possible loss to third parties. Some examples are as follows:
  - Externalize business processes.
  - Contract insurance against significant unexpected losses.
  - Protect against the Risks employing long-term capital market instruments.
  - Reach agreements with other companies.

- Mitigate: Reduce the probability of an event or impact occurring or both. Some examples could be the following:
  - Implement efficient business processes.
  - Implement operative limits.
  - Rebalance the asset portfolio to reduce the Risk index related to certain types of losses.
  - Increase management involvement in decision-making and follow-up.
  - Reassign the cost between operating units.
  - Implement an adequate tax strategy as corporate policy
  
- Accept: A decision duly communicated and supported to accept the impact and the probability of a certain impact. For example:
  - Rely on the natural compensations that exist within the portfolio.
  - The design of the response to Risk should consider a cost/benefit analysis between the impact of the Risk and the actions to be undertaken to manage it.
  - Amadeus has implemented a prudent risk management policy, notwithstanding its commitment and obligation to protect the interests of the Company and its shareholders within a framework of support for the business strategy in the long term, avoiding tax risks and inefficiencies in the implementation of business decisions.

## F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your Company.

### F.1. Control environment

Report on at least the following, describing their principal features:

F.1.1. The bodies and/or departments that are responsible for (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.

The following bodies are responsible of the existence and/or review of the Amadeus ICFR model:

#### **Board of Directors**

The Board of Directors of Amadeus IT Group, S.A. (hereinafter the Company or Amadeus) is the highest body, except for those activities attributed to the General Shareholders' Meeting, of representation, administration, direction, management and control of the company and sets out the general guidelines and economic objectives. The Board of Directors, through the Audit Committee, is responsible of the supervision and maintenance of an effective internal control over financial reporting (hereinafter ICFR).

The setting of the risk management and control policy, tax risks included, is a non-delegable faculty of the Board of Directors.

The Board of Directors has delegated to the Chief Executive Officer (hereinafter CEO), with a permanent character, all the faculties permitted by the law and the by-laws.

#### **Audit Committee**

The Audit Committee is an advisory body to the Board of Directors whose main function is to provide support to the Board in its oversight duties by, among other actions, periodic review of internal control and risk management so that main risks are identified, managed and disclosed properly. The Audit Committee monitors compliance with the applicable rules, at the national or international level and also supervises the preparation and integrity of the Company's financial and non-financial information and consolidated financial statements, reviewing compliance with regulatory requirements and proper application of accounting principles and inform about the proposals of the accounting principles and criteria suggested by management of the Company. It also receives direct and regular information about this activity from both internal and external auditors. Its responsibilities are set forth in article 529.14 of the Spanish Capital Companies Act, article 42 of the company's bylaws, article 35 of the Regulations of the Board and in particular, the internal Regulations of the Audit Committee, which includes, amongst others:

- Supervise the design and management of the internal control system by receiving reports from internal control and internal audit officers and reaching conclusions on the standard of confidence and reliability provided by the system, coupled with proposed improvements, where applicable.

- Evaluate whether the Company has correctly applied accounting policies, based on the available information sources (both internal and external), monitoring the compliance with regulatory requirements and the adequate delimitation of the consolidation perimeter.
- Review the clarity and integrity of all the financial information and related non-financial information made public by the Company.
- Assess the effectiveness of the management and control function of the financial and non-financial risks. To that end, the Audit Committee must receive regular reports from Company's Management on the functioning of existing systems and on the conclusions of any tests conducted on such systems by internal auditors or by external third parties.
- Supervise the effectiveness of internal control and risk management systems as a whole, embracing both financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational or those related to corruption), ensuring that risk supervision is included in the Committee Meeting agendas so that all significant financial and non-financial risks can be analyzed over the course of the year, reassessing the list of risks and the level of tolerance established for each risk, identifying emerging risks, and meeting at least annually with the officers heading up the risk and compliance area in order to analyze the risk map.
- When selecting the statutory auditor, the Audit Committee must take into account, among other factors, the technical and human resources of the auditor (geographical coverage of the network of firms of which it is a member), its experience in general and, in particular, in the sector in which the Company operates, and its independence, including the proposed fees.
- Take required or advisable steps to ensure the independence of the statutory auditor, approving the provision of non-audit services, assessing the qualitative and quantitative aspects of these services so that they do not represent a threat to the auditor's independence.
- Supervise the compliance with the Company's policies and rules in the environmental, social and corporate governance area (ESG), and internal rules of conduct.
- Supervise the implementation of the general policy regarding the disclosure of economic-financial, non-financial information and corporate information, as well as the policy on communication with shareholders and investors, proxy advisors and other stakeholders.

It is a basic function of the Audit Committee to periodically revise the Company's internal control and risk management systems and, in particular, that the design of the ICFR is appropriate, so as the main risks are identified, managed and disclosed as appropriate.

The members of the Audit Committee as a whole and, in particular, its Chairman shall be appointed taking into account their technical knowledge of the sector in which the Company operates and their expertise in accounting, audit or risk management matters, financial and non-financial.

The Audit Committee reviews and approves the scope of activities of the internal and external auditors and is responsible for issues raised by both of them.

### **Executive Committee**

The Executive Committee, led by the CEO, executes the overall risk policy of the Group and, where appropriate, establishes management mechanisms that ensure risks are maintained within the approved levels established by the Board of Directors.



## **Group Internal Audit Unit**

The Group Internal Audit Unit assists the Audit Committee in its mandate of monitoring the effectiveness of the company's internal control and risk management systems and periodically informs the Audit Committee of the deficiencies detected and the actions proposed for those deficiencies.

## **Chief Financial Officer**

The Chief Financial Officer (hereinafter CFO), as part of the Executive Committee, supports the Audit Committee by carrying out the following duties related to ICFR:

- Select the accounting policies applicable to the financial information
- Establish and distribute the necessary procedures for ICFR
- Supervise compliance with the ICFR and internal controls and procedures for external reporting

## **Internal Control Unit**

The main responsibilities of the Internal Control Unit, as part of the Finance Function, and reporting to the CFO, are:

- Monitor ICFR globally
- Maintain and update the ICFR model with input from control owners
- Coordinate control owners on their regular execution of controls
- Support the Group Internal Audit Unit on their testing activity
- Follow-up on corrective actions proposed by the Group Internal Audit Unit

The Internal Control Unit aims to perform duties that identify, assess, process and record financial and non-financial information in a consistent, reliable and timely manner and the disclosure of this information.

## **Risk & Compliance Office**

The Risk & Compliance Office is in charge of developing the Corporate Risk Map (including tax risks) and to establish the control procedures for each one of the risks identified together with each risk owner and finally, to monitor the same.

The Risk & Compliance Office participates in the Risk Steering Committee and the Ethics Committee.

The risks resulting from the risk exercise are periodically reported to the Risk Steering Committee as well as to the Audit Committee. The risk management function is independent of the business lines, reporting directly to the Secretariat of the Board of Directors and to the Audit Committee on a recurrent basis.

The Risk Steering Committee is a decision body dependent on the Executive Committee with the objective of providing oversight and guidance on risk management activities and issues across the Amadeus Group, including risk assessment and prioritization, risk mitigation strategies and crisis responses.

The Ethics Committee provides guidance on ethical behavior and compliance issues. This committee also addresses any concerns that employees may have and simultaneously assists in the implementation of the Code of Ethics & Business Conduct throughout the Amadeus Group.

F.1.2. State whether the following are present, especially if they relate to the creation of financial information:

- Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.

The Board of Directors on a plenary basis is responsible for approving the Company's strategy, the organizational structure to put the strategy into practice, as well as the supervision and control of the Company's management for the sake of ensuring that it complies with the objectives set and respects the corporate object and interest.

The Board of Directors is also responsible for the appointment and eventual removal of the CEO and the senior executives reporting to the Board of Directors or to any of its members (the latter as a non-delegable faculty of the Board of Directors as consequence of the amendment to the Spanish Capital Companies Act carried out by Law 31/2014, of December 3).

The design and review of the organizational structure is a responsibility that falls on the Company's CEO, who allocates tasks and functions, ensuring that duties are adequately segregated and that all areas within the different departments are coordinated to be fully aligned behind the same goals.

The People and Culture Department (hereinafter P&C) is responsible for analyzing and communicating the Group organizational changes and the responsibility and authority lines. A detailed organizational chart showing all the Group's functions are published on the corporate intranet and is available to all employees.

- Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state if there is specific mention of transaction recording and creation of financial information), a body charged with analyzing breaches and proposing corrective actions and sanctions.

### **Code of conduct**

Internal rules of conduct of Amadeus IT Group, S.A. on matters relating to the securities market

The supervision of the compliance with the internal codes of conduct (specifically in relation to matters related to the Securities Market) as well as of the rules of corporate governance, is the responsibility of the Audit Committee, through the Secretariat of the Board of Directors, all of which without prejudice to the fact that incidents, memoranda and reports may form part of the agenda of the Audit Committee meetings, for subsequent submission to the Board in plenary session, if necessary.

All Amadeus employees are trained in this area through a mandatory online training course.

### **Code of Ethics and Business Conduct**

The Code of Ethics and Business Conduct (CEBC) summarizes the professional conduct Amadeus expects from its employees. Amadeus is fully committed to comply with all appropriate laws and regulations in all countries and jurisdictions in which we operate. This includes, but is not limited to,

laws and regulations pertaining to health and safety, labour, discrimination, insider trading, taxation, data privacy, competition and anti-trust, environmental issues, public tenders, and anti-bribery.

Beyond a compliance environment, the Company is consistent with the values and principles set forth in the CEBC and is guided by the highest ethical standards, being firmly committed to excellence in the fields of corporate governance, corporate social responsibility, and environmental sustainability. Key areas covered on the CEBC are:

- Relations with employees
- Compliance with laws and regulations
- Commitment to the environment
- Conflicts of Interests, Gifts, and Bribes
- Safeguarding Information, Personal Data, and Confidentiality
- Relations with Third Parties
- Relations with the Media, and
- Handling of Company Property, Equipment, and Installations

With this approach in mind, Amadeus Executive Committee created the Ethics Committee made up of Top Management members from various sites and regions, which is empowered to oversee compliance with the CEBC and other laws, policies, rules and regulations that set the framework for ethical business behavior. This body provides support to all stakeholders, and reports to the Secretariat of the Board of Directors. Key activities of the Ethics Committee include:

- Ensure the CEBC and supporting materials are disseminated across the organization
- Review and revise supporting materials necessary to put the CEBC into practice
- Monitor performance under the CEBC
- Oversee remedial actions called for as a result of breaches of the CEBC
- Providing support to employees and the entire Amadeus community in carrying out ethical business behavior
- Handle inquiries and complaints including appropriate escalations when necessary
- Set escalation criteria in conjunction with General Counsel
- Validate any regional/local variations or interpretations on the CEBC or the general subject of professional behavior
- Set and review/revise the annual compliance training schedule
- Identify and report on areas of potential exposure/risk for Amadeus
- Oversee the implementation of compliance initiatives
- Advise Executive Management on issues that may require attention

This CEBC is binding on all employees of the Amadeus Group and forms part of their employment relationship with the Group or the relevant Amadeus Company. In addition to direct employees of the Amadeus Group, the Code of Ethics also extends to agents, scholarship holders, subcontracted personnel, and, in general, all people who work or render their services in any Amadeus Group Company. In the case of subcontracted people who render their services for an Amadeus Group Company through another company, the latter must expressly guarantee its personnel's observance of the Code in the relevant agreement.

Amadeus employees adhere to the Code when hired by any of the Group companies. Employees must promote this Code in their daily professional activities.

All Amadeus employees are trained in this area through a mandatory online training course.

### **Anti-Bribery Policy**

Amadeus is committed to winning business through fair and honest competition in the marketplace. Amadeus is committed to the highest standards of ethics, as outlined in the Amadeus Code of Ethics and Business Conduct. This includes the follow-up of obligations under international anti-corruption laws, including but not limited to: Law 10/1995 of the Criminal Code of Spain, The Anti-Corruption Act 2007 of France, the Criminal Code and the Act on Combating International Bribery 1997 of Germany, the Bribery Act 2010 of the UK and the Foreign Corrupt Practices Act ("FCPA") of the U.S.A.

Specifically, Amadeus will abide by the letter and spirit of applicable international anti-corruption laws in conducting its business. Promising, authorizing, offering, giving, accepting or soliciting anything of value, or any advantage, to anyone, with the intention or appearance of improperly influencing his or her decisions or conduct, or as reward for improper performance, is strictly prohibited.

As well as reading and understanding the Amadeus Anti-Bribery Policy, all Amadeus employees must also comply with the Code of Ethics and Business Conduct, the Charitable Contributions Policy and the Political Contributions Policy.

This Policy applies to all Amadeus Group employees, agents, intermediaries, consultants, subcontractors, suppliers and Joint Venture partners working on behalf of Amadeus worldwide.

The owner of this Policy is the Risk & Compliance Office. The Risk & Compliance Office oversees and administers the Policy, develops and maintains procedures and guidelines to support the Policy and works with key stakeholders to ensure Amadeus' officers, employees and contingent staff affected by the Policy receive adequate communication and training.

All Amadeus employees are trained in this area through a mandatory online training course.

### **Anti-Fraud Policy**

Amadeus has no tolerance for fraud, and thus fraudulent practices of any kind are prohibited at Amadeus. All Covered Individuals are accountable for complying with appropriate procedures, controls and monitoring activities to protect Amadeus against the commission of fraud. Where there are reasonable grounds to indicate that a fraud may have occurred, senior management has a duty to ensure a fair and respectful clarification of facts and prompt action to resolve the issue.

In the event that a fraud has been committed, Amadeus will promptly take such action as is appropriate to remedy the situation, clarify individual responsibilities, take appropriate disciplinary and legal actions, and leverage lessons learned in order to improve the internal controls wherever needed. All Amadeus employees are trained in this area through a mandatory online training course.

- Whistleblower channel, that allows notifications to the Audit Committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organization, reporting, as the case may be, if this is of a confidential nature and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

### “Speak-up” (“Whistle Blowing”)

One of the Audit Committee tasks is to establish and supervise the mechanism that allows employees to communicate anonymously the accounting and finance irregularities.

In this regard, the Audit Committee supervises the functioning of the whistleblower channels established by the Company so that Management and the governing bodies can receive alerts from employees and other persons related to the Company concerning potential irregularities or breaches of regulations, especially those having financial and accounting implications or any other nature, or breaches of internal codes of ethics, and can propose appropriate actions to improve the functioning of the channel and reduce the risk of future irregularities.

To do this, the Audit Committee should regularly receive information on the functioning of the whistleblower channel, including the number of complaints received, their source and type, the outcome of investigations and proposed actions. The whistleblower channels must guarantee confidentiality and, in any case, enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.

Subject to any applicable legal requirements:

- i. each member of the Ethics Committee will ensure that issues submitted to that member or upon which the member becomes aware as a result of his/her activities on the Ethics Committee, are dealt with on a confidential basis, and
- ii. issues may be submitted by employees anonymously if requested. Amadeus is implementing changes to its whistleblower channels in order to meet the requirements set forth in Directive (EU) 2019/1937 of the European Parliament and of the Council on 23 October 2019 on the protection of persons who report breaches of Union law and its national implementation laws. The Ethics Committee will also be expected to determine which issues require escalation or involvement of the Executive Committee.

The Ethics Committee performs an annual report including the most significant incidents which have been investigated under its area of competence, as well as any other irregularity occurred, if any, which may have influence in the accounting and financial fields. This report is submitted to the Audit Committee, in case of any incidents, for its information and follow-up.

All Amadeus employees are trained in this area through a mandatory online training course.

- Training and periodic refresher programs for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management.

## Training

Amadeus maintains a commitment to the development of its people. This commitment to competence is expressed in the corporation's personnel policies and related human resources programs. Specific factors of the commitment to competence include recruiting, hiring, training, development and performance monitoring.

Amadeus has formal hiring practices designed to ensure that new employees are qualified for their job responsibilities. Hiring decisions are based on various factors, including educational background, prior relevant experience, past competencies, and evidence of integrity and ethical behavior.

The formal training program enables employees to meet the requirements for their current positions through in-house orientation training, departmental level training and outside training and specific seminar to their areas of expertise.

At Amadeus, the standard of integrity and ethics are demonstrated daily by the personal conduct of senior management, the employee standards of conduct, and various controls, including a code of ethics, policies for handling confidential information, and policies stipulating that employees comply with laws, regulations, and corporate policies as a condition of continuing employment. All employees are trained on the different policies covering integrity and business ethics through a mandatory online training course.

P&C together with the Finance Function jointly elaborate training plans for all personnel involved in preparing the Group's financial statements. These plans include permanent updates based on business and regulatory developments relating to the activities carried out by the different Group companies, as well as knowledge of International Financial Reporting Standards (IFRS) and trends in principles concerning ICFR.

Employees are evaluated on objective criteria based on performance reviews. The Company performs a periodical review of employee objectives and competencies. This is implemented into an automatic tool that keeps the information and manages approval workflows.

During the Performance & Development Review discussion, line manager provides feedback on performance and competencies the employee has shown while achieving the objectives. Once a development objective has been identified, employee and line manager create the Personal Learning Plan in order to improve a knowledge, skill or competency. A copy of the Personal Learning Plan should be sent to P&C, along with the Performance & Development Review. Line Management and P&C need to review and approve Personal Learning Plan actions requiring budget. During the Mid-Year review, line manager and employee review the plan and update it with latest changes.

In 2021 Amadeus' Finance Function received 4,573 hours of training, related to the acquisition, updating and refreshing of financial knowledge such as accounting standards (IFRS and local standards), internal control (including training in the solution SAP GRC) and risk management and control, and regulatory and business aspects which need to be understood for adequate preparation of the Group's financial information.

## F.2. Assessment of financial information risks Report on at least the following:

### F.2.1. The main characteristics of the risk identification process, including error and fraud risk, as regards:

- Whether the process exists and is documented.
- If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.
- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.
- If the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.
- The governing body within the Company that supervises the process.

The objective of the entity's financial risk assessment process is to establish and maintain an effective process to identify, analyze, and manage risks relevant to the preparation of reliable financial statements.

Amadeus involves the following levels of participants in the risk management process:

- Board of Directors manages the Audit Committee overseeing of the risk management policies, processes, personnel, and control systems
- Group Internal Audit Unit reviews periodically the corporate risk model
- Functional unit managers and other professionals are directly engaged in the risk management process within their area of responsibility
- Internal Control Unit, reviews the ICFR at group level and support the Group Internal Audit Unit

Amadeus performs risk assessments on an on-going basis through management's involvement in day-to-day activities. Continuous consideration is given to adapting and improving the financial reporting environment and procedures to achieve efficiencies and improved control. Management has identified risks on its financial reporting resulting from the nature of services that Amadeus provides, and management has implemented various measures to manage these risks.

Risk types are classified as follows:

- Accounting risks: These are risks which affect the reliability of financial information in terms of treatment of the accounting records and breaches of accounting principles.
- Organizational and personnel management risks: These risks include IT systems management in order to ensure the completeness and reliability of the information and avoid the exposure of the Company's significant assets to potential loss or abuse. Personnel management risks include culture definition, problems' management and faults in quality and other threats to the company's normal operations.
- Data Processing risks: Mainly concerning the following issues:
  - o Billing integrity
  - o Protection of information
  - o Review

- Process and reporting risks: These risks could lead to inefficiency and ineffectiveness within the Group's structure in terms of quality, time and cost objectives when procuring financial information.
- Environment risks: Environment risks arise as a result of external factors that may lead to significant changes in the foundations supporting the ICFR objectives and strategies of the Company.

The Internal Control Unit maintains, reviews and updates the ICFR model with input from control owners on a yearly basis, prior to the assessment process performed by Group Internal Audit Unit. The process to identify and update financial information risks covers the following financial reporting objectives: Existence and occurrence, Completeness, Valuation, Presentation and disclosure, and Rights and obligations. The fraud mitigating controls are also identified, when applicable.

This process to identify and update financial information risks also considers the impact that the rest of the risks included in the Group's corporate risk map may have on the financial statements, mainly those of an operating, regulatory, legal, environmental, financial and reputational nature.

The Audit Committee and the Group Internal Audit Unit oversee this risk identification process, as part of their duties to supervise the assessment of the conclusions on the ICFR model.

#### **Identification of the consolidated group**

The Group monitors and updates its corporate structure periodically and has set up a detailed process for the reporting and approval of any changes in the structure of subsidiaries and significant investments over which the Group can exercise control, regardless of the legal means used to obtain this control, including special purpose entities and other vehicles, if they exist.

The Audit Committee informs the Board of Directors in advance on the creation or acquisition of shares in special-purpose vehicles or organizations resident in a country or territory that is classified as a tax haven.

The Amadeus Group corporate structure chart is issued on a monthly basis by the Legal Department. The Finance Unit determines the consolidated group with the information contained in the corporate structure and in accordance with the criteria set forth in International Financial Reporting Standards as adopted by the European Union (IFRS-EU).

In addition, the Audit Committee has a commitment to review the consolidated financial information of the Group



### F.3. Control activities

Report on whether the Company has at least the following, describing their main characteristics:

F.3.1. Review and authorization procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.

#### **Financial Information review and authorization**

The Board of Directors is the highest body entitled to supervise and approve the Amadeus Group Financial Statements.

The Group issues financial information to the stock market every quarter. This information is prepared by the Corporate Finance and Administration Department that during the closing of the accounts carries out a number of control activities, which are globally monitored by the Internal Control Unit, to ensure the reliability of the information.

Amadeus Consolidated financial reporting follows the Group Reporting calendar, approved by all stakeholders, taking into account all regulatory deadlines. Based on this calendar, all level of approvals and reviews by the Board of Directors, the Audit Committee, and Corporate Finance and Administration are defined and published. All specific detail flows of information and approval levels of this process are documented and filed in a common repository database.

Additionally, the accounting regulations establish the need to use judgments and estimates based on long-term projections for recording certain transactions. In this regard, the Company has a procedure for preparing projections in the medium and long term, in which the economic-financial models are agreed and updated.

The Audit Committee, in its functions described in section F.1.1. supervises the process of preparation and presentation of the regulated financial information. The agenda is sent with the necessary advance to the celebration of the session, to all the participants, together with the relevant documentation for each of the Agenda items.

The financial information is reviewed by the Committee together with the necessary and relevant documentation prepared by the Amadeus management team, which includes the judgments and estimates that have been used in its preparation, which are described in the Group's Consolidated Annual Accounts.

Sessions of the Audit Committee, are attended by members of the Amadeus management team when the Chairman deems it necessary, limited to those Agenda items on which the members of the Commission consider appropriate.

## Internal Control over Financial Information

Amadeus Group has an ICFR model, based on COSO (Committee of Sponsoring Organisations of the Treadway Commission). The objectives of the model are the following:

- Effectiveness and efficiency of operations
- Safeguarding of assets
- Reliability of financial reporting
- Compliance with applicable laws and regulations

The ICFR model includes the review of the Entity Level Controls that include general Amadeus Corporate policies, which are published in the Group intranet, which are reviewed and updated on a regular basis. All Amadeus companies have to comply with these policies and some of these policies are defined in detail with specific procedures. Some others are broad guidelines with room for greater local development. And there are others that simply indicate that a policy or procedure in relation to a specific topic should be elaborated at a local level, while respecting the local laws and practices.

Management controls are defined in the following areas:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring

Amadeus ICFR model contains a Finance Risk & Control Matrix for the Group that includes eight main business cycles considered relevant in the Financial Statements elaboration (plus IT General Control and Entity Level Control):

- Sales-Revenue
- Purchasing
- Fixed Assets
- People and Culture processes
- Treasury
- Tax Management
- Closing and Reporting
- Consolidation

The eight business cycles include 47 processes and 105 sub-processes. A total of 453 controls have been defined, in order to achieve the objectives related to reliability and integrity of financial information so as to prevent, detect, mitigate, compensate or correct their potential impact. Additionally, IT General Controls Process is included, as detailed in next caption.

The Entity Level Controls include 5 processes, 16 sub-processes and 51 controls. The most significant policies that apply to all Amadeus employees were reviewed during the year. They include governance and management functions, as well as the attitudes, awareness and actions of those charged with governing and managing the entity's internal controls.

The Internal Control Unit uses a methodology that starts from the analysis of the financial information of the Amadeus different controlled companies, selecting the material accounting caption, according to quantitative and qualitative criteria. Once the risks in the financial information have been identified,

in relation to what is described in section F.2.1, they are associated to the captions included in the scope. The captions are grouped into processes that are analyzed and a high-level description is made. This documentation is available in the used tool (SAP GRC), where the description of the controls is also included. Regarding the new incorporations in the consolidation perimeter, a work plan was designed to implement the ICFR procedure of the Group in each case.

Amadeus has determined the ICFR entities scope on the Group main sites: Amadeus IT Group, S.A., Amadeus S.A.S., Amadeus Data Processing GmbH., Amadeus Hospitality Americas, Inc, Amadeus Capital Markets, S.A.U., Amadeus Finance B.V., Amadeus North America Inc., Amadeus Americas Inc, Navitaire LLC, and TravelClick, Inc These ICFR entities scope represent 80% of the revenues, 84% of the assets and 79% of the equity of the consolidated information.

Four of the mentioned business cycles are centrally performed: Sales-Revenue, Treasury, Tax Management and Consolidation. The other cycles (Purchasing, Assets, People and Culture processes and Closing and Reporting) are locally executed in the rest of the entities in the scope of the Group. The structure of the Financial Risk Matrix includes the following information:

- Control objective, as the requirements to be fulfilled for each process cycle, in line with the definition of internal control. The accuracy of financial information is assessed, covering the assertions of existence and occurrence, completeness, valuation, rights and obligations and presentation and disclosure;
- Risks, as the possible event or action that may impact the business capacity to meet the financial reporting objectives and/or successfully implement strategies;
- Control description, as the defined control activities inserted into policies, procedures and practices applied by the Company in order to ensure that control objectives are met and the risk is mitigated;
- Evidences, as the documentation kept by the control owner (company personnel), so the whole model can be monitored and audited on a periodical basis.

A first level classification indicates if the control is key and/or fraud related. The controls have been defined as preventive or detective, and manual, semi-automated or automated, in terms of how their monitoring can be performed using data extracted from automatic tools. Control owners have been defined for each control activity. All evidences have been obtained from control owners and presented and agreed with the functional process owners, and have been automated, when possible.

The Group is using SAP GRC tool (Governance Risk and Compliance), to ensure a better management and evaluation of these controls. This solution can be used to monitor and manage the user privileges, as well as to assist in the control framework management and testing. The Group is using this solution for the SAP user permissions assignment, in order to monitor and mitigate segregation of duties risks.

The Internal Control Unit ensures that all controls are implemented by the process owners, and they monitor the control evidences on a regular basis. The Group Internal Audit Unit performs the regular audit of the controls and validates if the controls operate effectively as intended and effectively designed.

Entity Level Controls are the principals in which internal control is based, and cover the following issues:

- The organization demonstrates a commitment to integrity and ethical values;
- The Board of Directors exercises oversight of the internal control supervision;

- Establishment of structures, authorities assignment and responsibilities;
- The organization demonstrates a commitment to recruit, train, and retain competent individuals;
- Retain trusted personnel committed to internal control responsibilities;
- Clear risk objectives are identified and evaluated to achieve the goals;
- Risks identification and analysis to determine how they should be mitigated;
- Consider the possibility of fraud in the risk assessment;
- Identify and evaluate changes that could significantly affect the internal control system;
- Selection and development of control activities that contributes to mitigate risks to acceptable levels;
- The organization selects and develops control activities of Information Technology General Controls to support the achievement of objectives;
- The organization implements control activities through policies and procedures;
- Quality information is generated and used to support the operation of internal control;
- Internal control objectives and responsibilities are internally communicated;
- Matters that affect the operation of internal controls are reported externally;
- Continuous and separate evaluations are carried out to determine if internal control components are present and functioning;
- Deficiencies in internal control are evaluated and communicated in a timely manner to those responsible for taking corrective actions, including Management and the Board of Directors.

The Group has established a framework on good practices to ensure the reliability of the regulated financial information, including the monitoring of the internal control system by management.

Use of estimates and assumptions, as determined by management, is required in the preparation of the consolidated annual accounts in accordance with IFRS-EU. The estimates and assumptions made by management affect the carrying amount of assets, liabilities, income and expense. The estimates and assumptions are based on the information available at the date of issuance of the consolidated annual accounts, past experience and other factors that are believed to be reasonable at that time.

[F.3.2. Internal IT control policies and procedures \(access security, change controls, their operation, operational continuity, and segregation of duties, among others\) which support relevant processes within the Company and relate to the creation and publication of financial information.](#)

### **Internal Control on IT systems**

The Group has implemented an internal control model over IT systems that supports the processes related to the preparation of financial information. This model is based on COSO and COBIT (Control Objectives for Information and Related Technologies) and includes the IT General Controls matrix and internal policies and procedures relating to the security requirements for IT systems.

In order to build the IT General Controls (hereinafter ITGC) matrix, the Group has identified the systems to be included in the scope of the model: those systems contributing to elaborate the Consolidated Financial Statements of the Company and to ensure the quality and reliability of the information reported to the markets.

The ITGC matrix is aligned with control models for business cycles prepared by Amadeus, and it is structured on the following areas:

- Access control;
- Physical and Environmental security;
- Operations security;
- Supplier Relationships;
- Information Security Aspects of Business Continuity.

These control areas include 10 sub-process and 165 controls (or control activities) which are classified as automated or manual, preventive or detective, and key or non-key. These control activities are applied to the different systems in scope, along the main Amadeus entities as described above (see section F.3.1).

The ITGC Matrix includes the following detailed processes as part of the defined control areas:

- **Access control**

Control policies and procedures provide reasonable assurance that:

- The configuration of programs and systems security is appropriately managed to safeguard against unauthorized modifications to programs and data that result in incomplete, inaccurate, or invalid processing or recording of financial information;
- Systems security is appropriately administered and logged to safeguard against unauthorized access to or modifications of programs and data, that result in incomplete, inaccurate, invalid processing or recording of financial information;
- Segregation of Duties (SoD) is reviewed on a periodical basis in order to monitor the secure access to the financial systems and assess the control environment that mitigate the financial information risks.

- **Physical and Environmental security**

Control policies and procedures provide reasonable assurance that:

- Facilities are appropriately managed to protect the integrity of financial information and physical access to computer equipment, storage media, and program documentation is limited to properly authorized individuals.

- **Operations security**

Control policies and procedures provide reasonable assurance that:

- Operations are initiated by authorized individuals, scheduled appropriately, monitored and deviations are identified and solved, and that written procedures are in place to properly restart and rerun production jobs;
- Critical data is consistently backed up and stored in a secure location to ensure that financial data remains complete, accurate and valid;
- Changes to the Amadeus System's application software are properly authorized, tested, approved, implemented and documented;
- Programs and systems changes are appropriately managed to minimize the likelihood of disruption, unauthorized alterations and errors which impact the accurate, complete, and valid processing and recording of financial information.

- **Supplier Relationships**

Control policies and procedures provide reasonable assurance that:

- Information security requirements shall be agreed upon with key suppliers in order to raise their security awareness and establish their responsibilities;
- Service level agreements are agreed upon and supplier service shall be also monitored, reviewed and audited in order to evaluate its operation from a security perspective

- **Information Security Aspects of Business Continuity**

Control policies and procedures provide reasonable assurance in a disaster recovery plans are documented and consistently tested.

### **Security policies**

As information security is a fundamental Amadeus objective, the Company has implemented a framework using an Information Security Management System (ISMS) in line with the requirements from ISO/IEC 27001:2013 international standard, which also provides a comprehensive list of recommended information security controls to maintain the organization's information security risk at an acceptable level.

In order to ensure a consistent and coherent implementation of the ISMS at unit level along with the information security processes throughout the Company, the ISMS and related governance is defined and managed at group level by a division in the CISO Office. This division in the CISO Office has also defined a Security Normative which has been communicated to all employees and published in the Group's intranet.

The Security Normative (SN) comprises a "Global Information Security Policy" at the top level that is detailed one level below by an "information security policy" per area that explains the objectives of each area into which the SN is divided. Each security policy is detailed in "Corporate Standards" which define the controls to be implemented in order to comply with the policies. In case of particularities pertaining to a specific business environment, "Business Standards" (additional or more detailed controls) and Procedures (detailed steps to follow for a specific control implementation) may be developed under the corresponding Corporate Standard, to ensure compliance with the SN.

The SN has been defined considering input from several industry standards and best practices, such as the ISO 27000 series and the NIST standards. The SNF content prescribes the "base security measures" that shall be implemented across the Company in order to protect and properly manage the Company's information assets.

The SNF is divided into 14 security areas, each of them addressed by a security policy:

1. Information Security Management System
2. Organization of information security
3. Human resource security
4. Asset management
5. Access control
6. Cryptography
7. Physical and environmental security

8. Operations security
9. Communications security
10. System acquisition, development and maintenance
11. Supplier relationships
12. Information security incident management
13. Information security aspects of business continuity management
14. Compliance
- 15.

The SN applies to all Amadeus fully owned and majority owned companies. All Amadeus users are responsible for acting in accordance with the security requirements described by the SN, thus users shall be aware of the policies, standards and procedures applicable to them, depending on the documents' audience and the users' job functions.

On top of that, the SN includes an Acceptable Use Policy (AUP), which is applicable to all Amadeus employees and contractors and is addressing the following areas:

1. Code of conduct for Amadeus employees and contractors
2. Internet Usage
3. Use of Amadeus workstations, software and Amadeus internal network
4. E-mail use
5. Clean desk and clean screen
6. Social and collaboration platform
7. Amadeus managed mobile devices
8. User Access
9. Privileged access to workstations

The SN security policies and AUP have been approved at the Amadeus Executive Committee. The SNF content is reviewed on a regular basis or in case of validated "change request". Compliance with the SNF is monitored by the Security Organization of the Chief Information Security Officer (CISO Office). Amadeus manages information security using a security risk management framework and methodology in line with the requirements of the ISO 31000:2018 and ISO 27005: aiming to safeguarding the confidentiality, integrity and availability of the Company's information assets – including data, personnel and systems. These aspects have the following meanings:

- Confidentiality: Preserving authorized restrictions on information access and disclosure, including means for protecting personal privacy and proprietary information;
- Integrity: Maintaining the accuracy and completeness of information and its processing methods;
- Availability: Ensuring access to information and systems processing it by authorized users when required

An ISMS follows a continuous improvement process (also known as a Deming cycle (Plan-Do-Check-Act)), it is regularly monitored and opportunities for improvement are identified and implemented to ensure the ISMS suitability, adequacy and effectiveness. Besides, it therefore includes a set of governance activities required to manage information security processes and keep them aligned with the business requirements, aimed to protect and properly manage information assets.

As part of the ISMS maintenance and continuous improvement process, the following activities are performed on a periodical basis:

- Monitoring of the ISMS performance and effectiveness through measurement and analysis of Key Performance Indicators (KPI);
- Monitoring of the achievement of the applicable security objectives through measurement and analysis of Key Security Indicators (KSI);
- Information security risk assessment according to the Group Security Risk Management Methodology defined as part of the SN;
- Internal Audit of the ISMS by an independent team not involved in the ISMS management & implementation to ensure it is working as intended;
- Management review of the ISMS (including the outcome of the activities above), to ensure the commitment and support from Amadeus' and the corresponding Organisation Unit's top management towards information security.

Documented information and evidences related to the ISMS management and implementation are stored in a dedicated SharePoint site with restricted access on a need-to-know & need-to-handle basis.

[F.3.3. Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.](#)

#### **Internal Control over outsourced activities**

The Group has a common framework with the requirements for outsourcing activities.

For all outsourced processes, Service Level Agreements (SLA) have to be defined, agreed and signed in the contract with the vendor.

The SLA should include next minimum requirements:

- General: duration of SLA, involved parties, related documents
- Profile of involved parties and escalation: tasks and responsibilities, escalation process
- Finance details: invoicing plan, payment terms, rebate based on volumes
- General service definition, service levels, problems response, maintenance and security
- Agree on penalties
- Service provider contact details

The SLA's outsourced processes are monitored periodically through vendor evaluation process. Any problem in the SLA or deliverables is escalated accordingly and corrective actions could be taken towards the vendor.

Amadeus Group has identified outsourced processes as relevant for the financial information reporting. These processes have been included in the financial risk matrix into the People and Culture processes, Purchasing and Closing and Reporting cycles, being monitored and audited following the control activities established by the Group.

#### [F.4. Information and communication](#)

State whether the Company has at least the following, describing their main characteristics:



F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organization, as well as an up-to-date accounting policy manual distributed to the business units through which the Company operates.

An essential activity to the preparation of the Amadeus Group consolidated financial statements is the definition, selection and update of the accounting policies that are relevant to our business and applicable group-wide. This role is assigned to the Corporate Finance under the responsibility of the CFO. Within that department the Group Accounting Unit has the mission of:

- Defining the Amadeus accounting policies. The Company prepares its consolidated financial statements under IFRS-EU, the regulation issued by the Spanish Stock Exchange Commission (*Comisión Nacional del Mercado de Valores*), in particular Circular 1/2008 of January 30 (as amended on October 28, 2015), and other provisions of the applicable financial reporting framework. The Amadeus accounting policies are based on these standards
- Monitoring the prospective regulatory activity of the IASB and the endorsement process by the EU, identifying those projects that will have an effect, when issued, and assessing the impact of the implementation on the Amadeus Group financial statements preparation and disclosures
- Reviewing regularly Amadeus accounting policies to ensure that they remain appropriate and are changed either when:
  - - o Regulatory bodies (IASB - EU) issue, revise, modify or amend new or existing policies or,
    - o Has notice of transactions that require specific guidance and impact the Amadeus Group significantly as a whole, such as unique industry issues.

When either of these events occur, revised Amadeus accounting policies are issued, in order to:

- Ensuring that the application of the Amadeus accounting policies is consistent through all the entities that integrate the Amadeus Group. In specific circumstances this function prepares accounting instructions to assist on the accounting of specific transactions or events (e.g. share based payments) that affect multiple entities across the group, including case by case application guidance and numeric examples
- Solving application issues of Amadeus policies between the stakeholders that are involved in the preparation or use of the financial information
- Communicating the Amadeus accounting policies regularly to the relevant teams that, across the Amadeus group, are involved in the preparation of the financial information and, establishing the mechanisms that facilitate a fluent communication with the Group's executives and directors in understanding and managing the Amadeus Group's financial reporting risk

There is an accounting manual complemented with specific policies, accessible to the entire organization through the intranet of Amadeus. Its latest update occurred in the year 2020, due to the new accounting policies described in the Valuation standards of the Consolidated Annual Accounts. The manual covers explicit accounting policies for all the subsidiaries of the Group, making special emphasis on those entities who develop a dominant activity of marketing and sales and which constitute our sales network around the world. This group of companies usually have a smaller dimension compared with the Group main sites companies described above and need additional support from Group Accounting on financial accounting issues.

F.4.2. Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.

Amadeus has a formal procedure for the preparation of financial information that covers both the closing of accounts of the respective subsidiary companies in the Group and the process of consolidation in the parent company. The fact that most important companies of the group participate in a common system of accounting platform (SAP) ensures greater control of closing standardized processes as well as controls on supervision of access to the system by different users, checking that there is no conflict with access security, both internally and by the subsequent review of the external auditor.

There are controls within the system (automatic, semi-automatic and manuals) that validate and ensure the consistency of the treated information.

Likewise, prior and during the process of closing the accounts at the individual level, all companies have access to a software development that allows them to validate and correct their positions on the other companies of the group both at the operational and financial levels.

The existence of a single plan of accounts for the purpose of reporting for all entities of the group, a specific timetable for closure and subsequent reporting to the parent company, as well as the use of common exchange rates required for closing the accounts, in order to convert balance sheet and profit and loss accounts into euro as reporting currency, collaborate efficiently to improve the quality of the information and its homogenization.

The upload of monthly information report is performed by the same companies in the SAP BPC Consolidation module, avoiding the manual processing of information. In those companies operating in the common accounting platform from SAP, the upload is carried out automatically to consolidation, which is in turn a saving of time and ensures the security in the transfer of information.

F.5. Supervision of system performance Describe at least the following:

F.5.1. The activities of the Audit Committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the Committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the Company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.

#### **Monitoring activities of the Audit committee**

The Board of Directors executes its supervision of ICFR through the Audit Committee. As part of this function, and to achieve the objectives of the Board, the Audit Committee, receives and reviews the financial and non-financial information that the Group issues to markets and regulatory bodies, in particular, the statutory auditors' report and the consolidated annual accounts for the year prior to publishing. The Audit Committee oversees the process to prepare the financial information for the Company and its subsidiaries, it reviews compliance with the legal and regulatory requirements

applicable to the Company, the adequacy of the consolidation perimeter and the correct application of the generally accepted accounting principles.

The Audit Committee is regularly informed by the Group Internal Auditor of his assessment on the effectiveness of ICFR, the most relevant weaknesses detected during the course of Group Internal Audit's work and the remediation plans or actions already undertaken.

The Audit Committee supports and oversees the activity of the Group Internal Audit Unit, including its independent assessment of ICFR. Also, it assesses whether the work done is sufficient, reviews and checks the outcomes and contributes to prioritizing and following-up of resolution actions.

The Committee proposes the selection, appointment and substitution of the Chief Audit Executive; proposes the budget of Group Internal Audit; receives periodically information on Group Internal Audit's activities and verifies that the Amadeus Management Team takes into account the conclusions and recommendations of its reports.

The Group Internal Audit Plan for the assessment of the ICFR effectiveness is submitted to the Audit Committee for approval before execution, in order to ensure that it includes all the Committee's considerations in this respect.

The External Auditor communicates to the Audit Committee the conclusions resulting from the performance of their audit procedures, as well as any other matters that might be considered of relevance, twice a year. Additionally, the External Auditor has granted permanent access to the Audit Committee to share, discuss or report on those aspects they consider necessary or relevant. The External Auditor, without compromising its independence, engages in dialogue with management through regular meetings, regarding new accounting standards, the appropriate accounting treatment of complex or unusual transactions or the appropriate scope of the audit procedures.

The Audit Committee's proceedings are documented in the relevant minutes to the meetings held.

### **Group Internal Audit Unit**

As the Third Line of defense, Group Internal Audit supports the Audit Committee in monitoring the effectiveness of the company's internal control and risk management systems.

The Amadeus' Group Internal Audit Unit, reports functionally to the Audit Committee and administratively (i.e., day-to-day operations) to the Secretary of the Board of Directors. This reporting structure is designed to allow Group Internal Audit to remain independent and objective, as to encourage the free flow of communication and direct feedback to and from the Audit Committee.

The purpose, mission, reporting lines, independence and objectivity, scope of activities, resources, responsibilities and authority of the Group Internal Audit Unit are set by the Audit Committee to ensure that it has sufficient means to carry out its duties. To further ensure Internal Audit's objectivity, its staff has no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors do not implement internal controls, develop procedures, install systems, prepare records or engage any other activity that may impair their judgement.

Amadeus' Group Internal Audit Unit is governed according to the mandatory elements to the Institute of Internal Auditors' (IIA) International Professional Practices Framework (IPPF). This includes its Core Principles, its definition of Internal Auditing, its International Standards and its Code of Ethics.

Group Internal Audit Unit also runs a Quality Assurance and Improvement Program that combines ongoing monitoring with periodical internal and external assessments by the IIA. The program includes the evaluation of Group Internal Audit's conformance with the IPPF. It also assesses the efficiency and effectiveness of Group Internal Audit Unit and identifies opportunities for continuous improvement. Every year Group Internal Audit performs an Independent assessment on the effectiveness of the ICFR, which includes:

- Assessment of the internal control model for the submission of financial information;
- Tests of management's basis for assertions;
- Effectiveness testing on internal controls for the companies in scope (in a maximum timeframe of one year for key controls and three years for non-key controls);
- The identification of control gaps and the review of management plans for corrective action;
- Follow-up reviews to ascertain whether control gaps have been adequately addressed;
- Coordination with management and the external auditor as to clarify scope and testing plans.

### **ICFR 2021 Scope**

The company's 2021 ICFR scope encompassed ten companies with a major impact in the financial reporting: Amadeus IT Group, S.A., Amadeus S.A.S., Amadeus Data Processing GmbH., Amadeus Capital Markets, S.A.U., Amadeus Finance B.V., Amadeus North America Inc., Amadeus Hospitality Americas Inc, Amadeus Americas Inc, Navitaire LLC, and TravelClick, Inc.

For year 2021, Group Internal Audit tested all the key controls of the model, and 34% of the Non-Key controls (including all controls for newly incorporated companies to the ICFR model and all the controls which were assessed as weakness in the previous year).

The internal control weaknesses and opportunities for improvement which were identified during 2021 assessment do not have a significant impact on the quality of financial information, and action plans have been agreed with the Control Owners and the Internal Control Unit, to strengthen these controls. In light of the above, the Chief Audit Executive understands that, over the period from January 1, to December 31, 2021, the ICFR model was effective, and that the controls and procedures established to reasonably assure that the information reported publicly is reliable and adequate, were also effective. This conclusion has been presented to the Audit Committee.

The annual report to the Audit Committee on ICFR includes:

- Number and nature of controls reviewed;
- Conclusions on whether the controls are properly designed and are properly applied;
- Action items for the main issues detected;
- Conclusion on whether audit recommendations with regards to internal controls on financial reporting are being followed.

F.5.2. If there is a procedure by which the account auditor (in accordance with the contents of the *Normas Técnicas de Auditoría* (NTA) - "Auditing Standards"), internal auditor and other experts may communicate with senior management and the Audit Committee or senior managers of the Company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.

The Audit Committee reviews the financial information that the Board must send to stock market authorities and to be included in public annual reports. In addition to the aforementioned, internal audit, risk management and internal control related topics and/or other initiatives in progress are discussed.

In addition to the Audit Committee meetings, monthly meetings are held by the Finance Department and the External Audit firm, which cover and discuss any issues related to financial information and/or internal control weaknesses detected in the course of their work. These meetings are also attended by Group Internal Audit to provide an inside point of view and supplement the observations made by the External Auditor. The CFO is responsible for communicating any relevant aspect related to financial information and/or ICFR to Senior Management at the meetings held by the Executive Committee, which are also attended by the CEO.

Major and Significant weaknesses detected by Group Internal Audit Unit during the course of its work are subject to recommendations and action plans agreed with the control owner.

Annually, the External Auditor also reports on detected "gaps" and/or improvements related to the Internal Control System through the Internal Control Recommendation Letter.

#### F.6. Other relevant information

None

#### F.7. External auditor's report

F.1.7. If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.

Amadeus has requested the external auditor to issue a report reviewing the information described by the Company in this ICFR report for 2021, which is attached as an Annex.

## G. EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the Company's level of compliance with recommendations from the Good Governance Code of Listed Companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the Company's actions. General explanations are not acceptable.

1. That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the Company through the acquisition of shares on the market.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a. The respective areas of activity and possible business relationships between the listed company or its subsidiaries and, the parent company or its subsidiaries.
- b. The mechanisms in place to resolve any conflicts of interest that may arise.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the Chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the Company, and in particular:

- a. Changes that have occurred since the last General Shareholders' Meeting.
- b. Specific reasons why the Company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximize the dissemination and quality of information available to the market, investors and other stakeholders.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the Company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

- a. Report regarding the auditor's independence.
- b. Reports regarding the workings of the Audit Committee and the Nominations and Remuneration Committee.
- c. Report by the Audit Committee regarding related-party transactions

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. That the Company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

8. That the Audit Committee should ensure that the financial statements submitted to the General Shareholders' Meetings are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservations in its audit report, the Chairman of the Audit Committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of his opinion available to the shareholders at the time when the meeting is called, alongside the other board proposals and reports.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. That the Company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the Company:

- a. Immediately distributes the additions and new proposals.
- b. Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
- c. Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.
- d. That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.



Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Letter a) of Article 19.6 of Regulations of the General Shareholders' Meeting sets forth as follows:

When addressing resolutions on business included on the agenda, the following shall be deemed to be favorable votes to the proposals made or assumed by the Board: those pertaining to all of the shares participating at the meeting, present or represented, as per the attendance list, minus: 1) any votes which pertain to shares whose owners or proxyholders have informed the Secretary -or the personnel ordered thereby for such purpose- of their abandonment of the meeting prior to the voting in question; 2) votes against; 3) abstentions; 4) blank votes, if any.

Letter b) of Article 19.6 of Regulations of the General Shareholders' Meeting sets forth as follows:

When addressing resolutions on business not included on the agenda or proposals not assumed by the Board, the following shall be deemed to be votes against: those pertaining to all of the shares participating in the meeting, present or represented, as per the attendance list, minus: 1) votes which pertain to shares whose owners or proxyholders have informed the Secretary -or the personnel ordered thereby for such purpose- of their abandonment of the meeting prior to the voting in question; 2) votes in favor; 3) abstentions; 4) blank votes, if any.

The different wording of letters a) and b) above means that the Company does not comply with letter c) of this recommendation. Nevertheless, the Company understands that a partial compliance is objectively reasonable. To presume the favorable vote for any proposal or agenda item proposed by the shareholders on the same terms as if it came from the Board of Directors without a minimum value judgment by the latter, could be counterproductive to the interests of the Company and / or of the shareholders.

11. That, in the event the Company intends to pay for attendance at the General Shareholders' Meeting, it establishes in advance a general policy of long-term effect regarding such payments.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the Company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximization of the economic value of the business.

And that in pursuit of the Company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own Company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

14. That the Board of Directors approves a selection policy aimed at favouring an appropriate composition of the Board of Directors and that:

- a. Is concrete and verifiable;
- b. Ensures that proposals for appointment or re-election are based on a prior analysis of the skills required by the Board of Directors; and
- c. Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the resulting prior analysis of the skills required by the Board of Directors is contained in the supporting report from the Nominations Committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each Director.

The Nominations Committee will annually verify compliance with this policy and explain its findings in the Annual Corporate Governance Report.

Complies	Complies partially	Explanation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The current policy covers exclusively the selection of directors. However, women's access to senior management positions has never been an obstacle in the Company. The selection processes are carried out based on merits, skills, experience, independence and knowledge of the candidates that the Company considers necessary to cover the required competencies and the business' needs, seeking a balanced gender presence. The contribution to gender diversity is within the values of the Company, together with the diversity of capacities, knowledge, experiences, nationalities, age and gender.

15. That proprietary and independent Directors constitute a substantial majority of the Board of Directors and that the number of executive Directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive Directors.

Further, the number of female directors should account for at least 40% of the members of the board of directors before the end of 2022 and thereafter, and no less than 30% prior to that date.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

16. That the percentage of proprietary Directors divided by the number of non- executive Directors is no greater than the proportion of the equity interest in the Company represented by said proprietary Directors and the remaining share capital.

This criterion may be relaxed:

- a. In companies with a high market capitalization in which interests that are legally considered significant are minimal.
- b. In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.
- c.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

17. That the number of independent Directors represents at least half of the total number of Directors. Nonetheless, when the Company does not have a high level of market capitalization or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the Company's equity, the number of independent Directors represents at least one third of the total number of Directors.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

18. That companies publish and update the following information regarding Directors on the Company website:

- a. Professional profile and biography.
- b. Any other Boards to which the Director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c. Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d. The date of their first appointment as a Director of the Company's Board of Directors, and any subsequent re-election.
- e. The shares and options they own.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

19. That the Annual Corporate Governance Report, after verification by the Nominations Committee, explains the reasons for the appointment of proprietary Directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary Directors was honoured.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

20. That proprietary Directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary Directors representing this shareholder.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

21. That the Board of Directors may not propose the dismissal of any independent Director before the completion of the Director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the Nominations Committee. Specifically, just cause is considered to exist if the Director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a Director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent Directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the Company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

23. That all Directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the Company's interests. This particularly applies to independent Directors and Directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the Director has serious reservations, the Director should draw the appropriate conclusions and, in the event the Director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a Director.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

25. That the Nominations Committee ensures that non-executive Directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of Company Boards on which Directors may sit.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each Director individually to propose items do not originally appear on the agenda.

Complies	Complies partially	Explanation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The Board meets in ordinary session six times per year, notwithstanding as otherwise required for urgency reasons. In this regard, an extraordinary Board of Directors meeting was held.

27. That Director absences only occur when absolutely necessary, and are quantified in the Annual Corporate Governance Report. And when absences occur, that the Director appoints a proxy with instructions.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

28. That when Directors or the secretary express concern regarding a proposal or, in the case of Directors, regarding the direction in which the Company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

29. That the Company establishes adequate means for Directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the Company's expense.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

30. That, without regard to the knowledge necessary for Directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to take a decision or adopt a resolution so that the Directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the Chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the Directors shall be necessary and said consent shall be duly recorded in the minutes.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

32. That Directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the Company and its group.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

33. That the Chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the Company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each Director when circumstances so dictate.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

34. That when there is a coordinating Director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: Chairman of the Board of Directors in the absence of the Chairman and deputy chairmen, should there be any; reflect the concerns of non- executive Directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the Company; and coordinate a succession plan for the Chairman.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the Company.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a. The quality and efficiency of the Board of Directors' work.
- b. The workings and composition of its Committees.
- c. Diversity of membership and competence of the Board of Directors.
- d. Performance of the Chairman of the Board of Directors and the chief executive officer of the Company.
- e. Performance and input of each Director, paying special attention to those in charge of the various Board Committees.

In order to perform its evaluation of the various Committees, the Board of Directors will take a report from the Committees themselves as a starting point and for the evaluation of the Board, a report from the Nominations Committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the Nominations Committee.

Business relationships between the external advisor or any member of the adviser's group and the Company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



37. That if there is an Executive Committee, it must contain at least two non-executive members, at least one of whom must be independent; and its secretary must be the secretary of the board of directors.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the Executive Committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the Executive Committee.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

39. That all the members of the Audit Committee, in particular its Chairman, should be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

40. That under the supervision of the Audit Committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive Chairman of the Board or of the Audit Committee.

Complies	Complies partially	Explanation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The Internal Audit Unit reports functionally to the Audit Committee and administratively to the Secretary of the Board of Directors.

41. That the person in charge of the group performing the internal audit function should present an annual work plan to the Audit Committee, for approval by this committee or by the board, reporting directly on any issues or scope limitations that may arise during the implementation of this plan, the results and monitoring of its recommendations , and present an activity report at the end of each year.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

42. That in addition to the provisions of applicable law, the Audit Committee should be responsible for the following:

1. With regards to information systems and internal control:

- a. Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
- b. Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
- c. Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
- d. Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regards to the external auditor:

- a. In the event that the external auditor resigns, examine the circumstances which caused said resignation.
- b. Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c. Insist that the Company notifies through the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d. Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the Company.
- e. Ensure that the Company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

43. That the Audit Committee may require the presence of any employee or manager of the Company, even without the presence of any other member of management.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

44. That the Audit Committee be kept abreast of any corporate and structural changes planned by the Company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

45. That the risk management and control policy identify or determine, as a minimum:

- a. The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational, and risks relating to corruption) which the Company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b. A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require, or the company considers it to be appropriate.
- c. The level of risk the Company considers acceptable.
- d. Means identified in order to minimize identified risks in the event they transpire.
- e. Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

46. That under the direct supervision of the Audit Committee or, if applicable, of a specialised Committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the Company which is expressly charged with the following responsibilities:

- a. Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the Company.
- b. Actively participate in the creation of the risk strategy and in important decisions regarding risk management.
- c. Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

47. That members of the Nominations and Remuneration Committee -- or of the Nominations Committee and the Remuneration Committee if they are separate – are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent Directors.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

48. That high market capitalization companies have formed separate Nominations and Remuneration Committees.

Complies	Explanation	Not Applicable
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The nomination and remuneration areas have been kept under a single Committee, as the profile of Directors is considered adequately represented in both areas by the current Committee.

49. That the Nominations Committee consult with the Chairman of the Board of Directors and the chief executive of the Company, especially in relation to matters concerning executive Directors.

And that any Director may ask the Nominations Committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

50. That the Remuneration Committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a. Propose basic conditions of employment for senior management.
- b. Verify compliance with Company remuneration policy.
- c. Periodically review the remuneration policy applied to Directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other Directors and senior managers.
- d. Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.
- e. Verify information regarding remuneration paid to Directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

51. That the Remuneration Committee consults with the Chairman and the chief executive of the Company, especially in matters relating to executive Directors and senior management.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

52. That the rules regarding composition and workings of supervision and control Committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory Committees in accordance with the recommendations above, including:

- a. That they are comprised exclusively of non-executive Directors, with a majority of them independent.
- b. That their Chairmen be independent Directors.
- c. That the Board of Directors select members of these Committees taking into account their knowledge, skills and experience and the duties of each Committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the Committee's last meeting.
- d. That the Committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e. That their meetings be recorded and the minutes be made available to all Directors.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

54. The minimum functions referred to in the foregoing recommendation are as follows:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

55. That environmental and social sustainability policies should identify and include at least the following:

- a. The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct
- b. Means or systems for monitoring compliance with these policies, their associated risks, and management.
- c. Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d. Channels of communication, participation and dialogue with stakeholders.
- e. Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies	Complies partially	Explanation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Amadeus' environmental and social policies generally address commitments to our stakeholders, without identifying each of them individually.

Depending on the specific areas, Amadeus has implemented processes, such as the internal Environmental Management System, which allow measurement in the achievement of objectives and implementation of policies, as well as the monitoring of environmental risks.

Stakeholder communication channels are reviewed annually and published in our annual Global Report, following international reporting standards such as the Global Reporting Initiative.

56. That Director remuneration be sufficient in order to attract and retain Directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive Directors.

Complies	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>

57. That only executive Directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive Directors under the condition that they maintain ownership of the shares until they leave their posts as Directors. The forgoing shall not apply to shares that the Director may be obliged sell in order to meet the costs related to their acquisition.

Complies	Complies partially	Explanation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the Company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a. Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.
- b. Promote sustainability of the Company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.
- c. Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In the selection of performance measures included in the Directors' Remuneration Policy for the fiscal year 2022, 2023 and 2024, the Nominations and Remuneration Committee takes into account the Group's strategic objectives and the short and long-term business priorities. In selecting the targets, the Nominations and Remuneration Committee also takes into account analysts' forecasts, economic conditions, and the Committee's expectation of performance over the relevant period. Targets related to external measures (such as relative Total Shareholder Return) are based on market standards. ESG, non-financial and personal objectives could also be set in accordance with the strategic priorities of the Company.

The Nominations and Remuneration Committee will ensure that, in addition to the level of achievement of the objectives, the final incentive payment or vesting will also consider, among other factors, the Company's strategy or the risk taken, ensuring the Consistency with the strategy, interests and long-term sustainability of the Company.

Non-financial objectives may be included, but the weight of such objectives will not exceed 30% of the target incentive opportunity under normal business circumstances.

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Equity remuneration only affects the Executive Director.

Variable pay will be subject to the committee's assessment on the performance against the targets set in order to determine the level of achievement.

At the end of the performance period, the Nominations and Remuneration Committee may review performance against targets. The Nominations and Remuneration Committee will ensure that, in addition to the level of achievement of the objectives, the final incentive payment or vesting will also consider, among other factors, the Company's strategy or the risk taken.

The Nominations and Remuneration Committee, by virtue of the duties established in the Company Bylaws and the Board of Directors Regulations, is competent to propose to the Board the cancellation or reimbursement of any short or long-term variable remuneration, paid to the relevant beneficiary/es, under unexpected circumstances that indicate that the variable remuneration has accrued or been paid based on inaccurate or mistaken information or data, or in breach of internal corporate regulations or applicable laws.



60. That remuneration related to Company results takes into account any reservations which may appear in the external auditor’s report which would diminish said results.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Although not expressly stated, the potential qualifications in the external audit report constitute an additional factor to be considered by the Nominations and Remuneration Committee when deciding the variable compensation percentage.

61. That a material portion of variable remuneration for executive Directors depends upon the delivery of shares or instruments indexed to share value.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to shares which the Director may need to sell in order to meet the costs related to their acquisition or, following a favorable assessment by the nominations and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies	Complies partially	Explanation	Not Applicable
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

63. That contractual arrangements include a clause which permits the Company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

There is no specific provision in this regard in the contractual agreements. However, the Nominations and Remuneration Committee has full powers to assess whether exceptional circumstances have applied and take measures accordingly.

64. That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the Company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies	Complies partially	Explanation	Not Applicable
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Recommendation 64 refers to two years of total compensation, so it should be understood that total compensation includes fixed and variable components, annual and/or multi-annual, monetary and/or in kind.

In the case of the Company, indemnities due to the cancellation of the contract of the Executive Director are set forth at two fixed base salary annuities, in addition to an additional fixed base salary annuity for non-compete, which payment is of a discretionary nature for the Company.

Each case can vary significantly, depending on the relative weight of variable remuneration.

The calculation of previously non-consolidated amounts of long-term savings systems as part of the payment for contract termination, in addition to the fixed base salary and variable remuneration components, if any, (with or without satisfaction of annual discretionary fee as per non-compete provision), could potentially exceed the amount equivalent to two years of total annual remuneration.

The above mentioned may be totally different, and therefore the Company would comply with the recommendation, depending on the amounts of variable remuneration that may in due course materialize at the time of termination of the contract, as part of the total annual remuneration.

## H. FURTHER INFORMATION OF INTEREST

1. If there is any aspect regarding corporate governance in the Company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the Company or group, describe them briefly below.

2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.

Specifically, state whether the Company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. The Company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the Company began following it. It should be specifically mentioned that the Company adheres to the Code of Good Tax Practices of July 20, 2010.

### Others

The Company adhered to the Code of Best Tax Practices as per resolution of Board of Directors of 24 of February 2011, with effects 1<sup>st</sup> January 2011.

Following the proposal for the reinforcement of good business tax transparency practices referred in the Annex to the Code of Best Tax Practices, the Company filed with the Spanish tax administration, in due time, the Annual Report of Fiscal Transparency 2020.

In accordance with the Directors' Selection Policy of the Company, the Nominations and Remuneration Committee has verified its compliance for the purpose of the election and renewal process for members of the Board of Directors performed during 2021.

-----

This Annual Corporate Governance Report was approved by the Company's Board of Directors, at its meeting dated February 24, 2022.

State whether any Directors voted against or abstained from voting on this report.

Yes

No

**Report about "Information Related to the System of  
Internal Control Over the Financial Reporting (ICFR)" of  
AMADEUS IT GROUP, S.A. for the year 2021**

## Report about “Information Related to The System of Internal Control Over the Financial Reporting (ICFR)” of AMADEUS IT GROUP, S.A. for the year 2021

Translation of a report and annual accounts originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Directors of Amadeus IT Group, S.A.

In accordance with the request from the Board of Directors of Amadeus IT Group, S.A. (hereinafter the Entity) and our engagement letter dated January 20, 2022, we have performed certain procedures on the ICFR-related information included within 2021 Corporate Governance Report of Amadeus IT Group, S.A. which summarizes the internal control procedures of the Entity in relation to the annual financial information.

The Board of Directors is responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system as well as developing improvements to that system and preparing and establishing the content of the accompanying ICFR-related information disclosed in the ICFR.

It should be noted that irrespective of the quality of the design and operability of the internal control system adopted by the Entity in relation to its annual financial information, it can only provide reasonable, rather than absolute assurance with respect to the objectives pursued, due to the inherent limitations to any internal control system.

In the course of our audit work on the annual accounts and pursuant to the Technical Auditing Standards, the sole purpose of our assessment of the entity’s internal control was to enable us to establish the scope, nature, and timing of the audit procedures to be applied to the Entity’s annual accounts. Therefore, our assessment of the internal control performed for the purposes of the audit of the annual accounts was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial information.

For the purpose of issuing this report, we exclusively applied the specific procedures described below and indicated in the Guidelines on the Auditors’ report relating to information on the Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of these procedures was limited and substantially less than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or its design or operating effectiveness, in relation to Entity’s annual financial information for 2021 described in the ICFR related information of the Corporate Governance Report. Consequently, had we applied additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters might have been revealed which would have been reported to you.



Likewise, since this special engagement does not constitute an audit of the annual accounts or a review in accordance with prevailing audit regulations in Spain, we do not express an audit opinion in the terms provided for therein.

The procedures applied were as follows:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Directors' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the model established by CNMV Circular nº 5/2013 dated June 12, 2013 and subsequent amendments, the most recent one being CNMV Circular 3/2021 of September 28 (hereinafter, the CNMV Circulars).
2. Make enquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) Obtain an understanding of the process followed in its preparation; (ii) Obtain information which will allow us to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) Obtain information on whether the control procedures described are implemented and in use by the Entity.
3. Review the explanatory documentation supporting the information described in point 1 above, which should basically include that which is provided directly to those responsible for preparing the ICFR descriptive information. In this respect, the aforementioned documentation includes related reports prepared by the Internal Audit Department, senior management, and other internal and external experts providing support to the Audit and Compliance Committee.
4. Compare the information described in point 1 above with our knowledge of Entity's ICFR obtained as a result of performing the external audit procedures within the framework of the audit of the annual accounts.
5. Read the minutes of the meetings held by the Board of Directors, Audit and Compliance Committee and other Entity committees in order to assess the consistency between the ICFR issues addressed therein and the information provided in point 1 above.
6. Obtain the representation letter related to the work performed, duly signed by the personnel in charge of preparing the information discussed in point 1 above.

As a result of the procedures applied, no inconsistencies or issues were observed that might have an impact on ICFR-related information.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated text of the Corporate Enterprises Act and CNMV Circulars on ICFR description in Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

(signed in the original version)

---

Hildur Eir Jónsdóttir

February 24, 2022