

AMADEUS IT HOLDING, S.A. (Amadeus), in accordance with the provisions of Article 82 of the Securities Exchange Act (*Ley del Mercado de Valores*) by this letter communicates the following

RELEVANT INFORMATION

(CALLING THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS AND PROPOSAL OF RESOLUTIONS)

1) CALLING THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

The Board of Directors of AMADEUS IT HOLDING, S.A., in accordance with the legal and statutory regulations in force, has resolved to call the shareholders of this Company to the Ordinary General Shareholders' Meeting to be held in Madrid, on first call, on 19 June 2013, at 11:00 a.m., at *Palacio de Cibeles (Centro Centro), Plaza de Cibeles, 1, Auditorio Caja de Música* or, on second call, on 20 June 2013, at the same time and venue, in order to discuss and resolve on the items included in the following

AGENDA

- 1.- Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors' Report of the Company, consolidated Annual Accounts and consolidated Directors' Report of its Group of companies for the financial year closed as of 31 December 2012.
- 2.- Proposal on the allocation of 2012 results and distribution of dividends.
- 3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2012.
- 4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2013.
- 5.- Re-election of Directors:
 - 5.1 Re-election of Dame Clara Furse, as independent Director.
 - 5.2 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director.
6. Annual Report on Directors Remuneration, for an advisory vote thereon, as per article 61 ter of the Securities Market Act.
7. Remuneration of Directors in financial year 2013.
8. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the group.

- 9.- Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.

RIGHT OF ATTENDANCE

In accordance with the Company's Bylaws and the Regulations of the General Shareholders' Meeting, the Meeting may be attended by any shareholder owning at least THREE HUNDRED (300) shares, either alone or in a pool with other shareholders, and having the shares representing the said capital registered in the relevant register of book entries at least five (5) days before the date when the Meeting will be held. Each shareholder that, as provided for above, is entitled to attend the Meeting shall be provided with a personal attendance, proxy or remote voting card, as applicable, which will show the number of shares owned by him and the relevant number of votes, at the rate of one vote per share. The card will be issued by the member institutions of Management Company of the Securities Registration, Clearing and Settlement Systems ("*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR)*"), by the Company itself, upon verification of the share ownership, or by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores. In its absence this card may only be replaced by the corresponding legitimization certificate evidencing fulfilment of the attendance requirements or by any other means admitted by law.

RIGHT OF REPRESENTATION

Any shareholder entitled to attend the General Meeting may be represented at it by another person, who does not need to be a shareholder. Those shareholders not reaching the minimum number of shares required to attend the Meeting, may at any time delegate the representation of their shares to a shareholder entitled to attend the Meeting, as well as form a pool with other shareholders in the same situation, until reaching the minimum number of shares required, in which case they shall grant the representation to one of them.

Proxy through remote communication means

- By post

The shareholder may grant his representation by post, sending to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the attendance card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal persons granting their representation to another shareholder by this means shall enclose a notarial certificate of the powers of attorney of the proxy holder signing the attendance card or evidence their powers of attorney by any other means admitted under law.

- Electronic means

Natural persons may grant their representation as provided for on the Company's website - [www.amadeus.com/ Información para Inversores/ Junta General de](http://www.amadeus.com/Información%20para%20Inversores/Junta%20General%20de)

Accionistas/Servicio Electrónico (Information for Investors/AGM/Electronic Service)-, following the instructions given to that effect, by using the electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- Common provisions for remote communication means

Proxies are always revocable. As a general rule, the last action performed by the shareholder prior to the holding of the Meeting shall be considered as valid. In any case, the personal attendance at the Meeting of the person represented shall be considered as a revocation of the proxy.

In order to be considered as valid, a proxy granted by post or by electronic means must be received by the IR Department, as resolved by the Company's Board of Directors, by 11:00 a.m. on 18 June 2013. Those received after this deadline shall be considered as not granted.

The documents recording proxies for the General Meeting shall contain, at least, the following details:

- (a) Date of holding of the General Shareholders' Meeting and Agenda.
- (b) Identity of the person represented and of the proxy holder. If not specified, the proxy shall be understood as granted in favour of the Chairman of the Board of Directors or the Secretary of the Assembly. In case of conflict of interest, the proxy shall be deemed granted to the person who does not incur in such conflict.
- (c) Number of shares owned by the shareholder granting the proxy.
- (d) Instructions on the direction of the vote of the shareholder granting the representation, for each one of the items in the Agenda. Notwithstanding the above, if the proxy has been validly granted in accordance with the applicable legal provisions and pursuant to the Regulations of the General Shareholders Meeting, but there are no voting instructions or doubts arise concerning the recipient or scope of the proxy, it shall be understood, unless otherwise expressly indicated by the shareholder, that (i) the proxy is made in favor of the Chairman of the Board of Directors; (ii) it refers to all the items on the Agenda included in the notice of call of the General Meeting; (iii) the shareholder wishes to vote in favor of all the proposals put by the Board of Directors regarding the items on the Agenda included in the notice of call; and (iv) regarding resolutions on any items not on the Agenda included in the notice of call, it shall be understood that authorization is given for such items to be discussed at the General Shareholders' Meeting, provided that this is admissible by law, and that the proxy will vote as it deems most favorable in the interest of its principal.

For the proxy to be valid, the proxy holder shall accept the representation by personally attending the Meeting, unless he expressly states his will otherwise at the Meeting itself, in which case the representation shall be considered as revoked.

The Chairman of the General Shareholders' Meeting is authorised to establish the validity of the proxies granted and the fulfilment of the requirements to attend the Meeting, and he may delegate this function to the Secretary. This notwithstanding, the validity of a proxy granted by remote communication means is subject to verification of the details provided by the shareholder against the file X25 provided by IBERCLEAR.

In the event of discrepancy between the number of shares notified by the shareholder granting the proxy and the said file, the latter will prevail.

The proxy granted by any remote communication means may be rendered ineffective by the shareholder's express revocation, made by the same means or by the grantor shareholder attending the meeting.

In the event that an application for a public proxy is made in accordance with the provisions of article 186 of the Spanish Capital Companies Act, the rules contained in the Spanish Capital Companies Act and its implementing regulations shall apply. In particular, the document evidencing the proxy shall contain, in addition to the details stated in the preceding paragraphs, the instructions on the direction of the proxy holder's vote in the case that no specific instructions are given. Furthermore, the Director obtaining the proxy may not exercise the voting rights corresponding to the shares for which the proxy is granted regarding those points of the Agenda in respect of which there is a conflict of interests, unless it has received precise voting instructions from the principal for each of those points, it being considered, to that effect, that instructions exist in the case indicated in paragraph d) above, in accordance with the provisions of article 526 of the Spanish Capital Companies Act.

The power of representation is understood without prejudice to the provisions of the Act for cases of family representation and the granting of general powers of attorney.

Before being appointed, the proxy must advise the shareholder in detail as to whether a conflict of interest exists, in accordance with article 523 of the Spanish Capital Companies Act. If a conflict arises subsequent to the appointment and the shareholder conferring the proxy has not been advised of its possible existence, it must be advised immediately. In both cases, if new instructions necessary for each of the matters in respect of which the proxy is to vote on behalf of the shareholder have not been received, the proxy must refrain from casting a vote.

As per article 524 of the Spanish Capital Companies Act, an entity providing investment services, in its capacity as a professional financial intermediary, may, on behalf of its customers/shareholders that confer a proxy on it, cast conflicting votes in fulfilment of different voting instructions. To do so, it must advise the Company of how it will cast its vote. In this respect, intermediaries that receive proxies must provide the Company, within the seven (7) days prior to the date set for the General Meeting, with a list indicating the identity of each customer, the number of shares in respect of which it exercises voting rights on the customer's behalf, and the voting instructions, if any, received by the intermediary.

It is noted that in case the proxy is granted to the Chairman or to any member of the Board of Directors, any of them may be in conflict of interest in relation to the proposal of resolutions not contemplated in the Agenda when referring to their revocation as Director or their accountability. Such conflict of interest can be extended to the fifth, sixth and seventh item of the Agenda.

SUPPLEMENT TO THE CALL NOTICE AND RIGHT OF INFORMATION

Shareholders representing at least five per cent of the share capital may demand the publication of a supplement to the call notice of the current Meeting, including one or more items on the Agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution, as well as present supported proposed resolutions regarding matters already included or that should be

included on the Agenda for the meeting called. The exercise of these rights shall be made by formal notice that must be received by the Office of the Secretary of the Board of Directors, located at the registered office, calle Salvador de Madariaga, 1, 28027 Madrid, within five days from the publication of the call notice.

In accordance with the provisions of the Corporate Enterprises Act and of the Regulations of the General Shareholders' Meeting, up to the seventh day prior to the date planned for the holding of the Meeting, the shareholders may request from the Board of Directors, in relation to the items included on the Agenda, any information or clarification they may consider necessary, or raise any questions they consider relevant. Likewise, they may request information or clarification or raise questions in writing in relation to any publicly accessible information which has been provided by the Company to the Comisión Nacional del Mercado de Valores (Spanish Stock Exchange Commission) since the holding of the last General Shareholders' Meeting.

SHAREHOLDERS' ELECTRONIC FORUM

In order to facilitate communication among the Company's shareholders prior to the holding of the Meeting, from the date of publication of this call notice a Shareholders' Electronic Forum is available on the Company's website, www.amadeus.com, which, with the required assurances, may be accessed both by individual shareholders and by any voluntary pools of shareholders that may be established pursuant to article 539.2 of the Spanish Capital Companies Act. The access and operation rules are available on the Company's website.

AVAILABLE DOCUMENTATION

From the date of publication of the call notice, shareholders are entitled to examine at the registered office, located in Madrid, calle Salvador de Madariaga, 1, -Departamento de Relaciones con el Inversor- and to obtain the delivery or remittance at no cost of the following documents: the annual accounts and consolidated annual accounts for the financial year closed as of 31 December 2012; the management report of the Company and its Group of companies and the respective audit reports; the Annual Corporate Governance Report and supplementary information pursuant to article 61 bis of the Securities Market Act; the professional profile of the Directors whose re-election is proposed; and the Annual Report on Directors' Remuneration.

Likewise, the full text of the proposed resolutions subject to the approval of the General Shareholders' Meeting.

The information will be provided in writing, after verifying identity and shareholder status, until the day of the Meeting.

All the documents and information related to the General Shareholders' Meeting will be available on the Company's website (www.amadeus.com) from the date of publication of this call notice until the date of the General Shareholders' Meeting.

DISTANCE VOTING

The procedures for voting on the resolutions are governed by the provisions of articles 24 of the corporate Bylaws and 19 of the Regulations of the General Shareholders' Meeting. The exercise of the right to vote on the proposals of the resolutions corresponding to the items included in the Agenda may be delegated or performed by the shareholder by postal or electronic mail or by any other remote communication means, provided that, for the said instances, the Company has established procedures duly guaranteeing the identity of the person exercising his vote and evidence of the identity and status (shareholder or proxy holder) of voters, of the number of shares voting and the direction of the vote or, if applicable, of the abstention, and the security of any electronic communications. The accepted remote communication means are the following:

- **By post**

The shareholder may cast his vote by post, sending to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the voting card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal persons casting their vote by this means shall enclose a notarial certificate of the powers of attorney of the proxy holder signing the voting card or evidence their powers of attorney by any other means admitted by law.

- **By electronic means**

Natural persons may cast their vote as provided for on the Company's website - [www.amadeus.com/ Información para Inversores/ Junta General de Accionistas/ Servicio Electrónico](http://www.amadeus.com/Información%20para%20Inversores/Junta%20General%20de%20Accionistas/Servicio%20Electrónico) -, following the instructions given to that effect, by using the electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- **Common provisions for remote communication means**

The validity of the vote cast by remote communication means is subject to verification of the details provided by the shareholder against the file X25 provided by IBERCLEAR. In the event of discrepancy between the number of shares notified by the shareholder casting his vote by remote communication means and the said file, the latter will prevail.

Votes cast by remote communications means must be received by the IR Department by 11:00 a.m. on 18 June 2013. Those received after this deadline shall be considered as not cast.

The shareholder casting his vote by any remote communication means shall be considered as present for the purposes of constitution of the General Shareholders' Meeting.

The vote cast by any remote communication means may be rendered ineffective by the shareholder's express revocation, made by the same means, by the shareholder having cast it attending the meeting, or by disposal of the shares by

the shareholder having cast his vote, when the Company is aware of this disposal at least five (5) days before the date scheduled for holding the Meeting on first call.

The vote, irrespectively of the means used for casting it, shall render void any electronic or printed delegation, whether prior, which shall be considered as revoked, or subsequent, which will be considered as not made.

TECHNICAL FAILURES

The Company reserves the right to modify, suspend, cancel or restrict the electronic systems for delegation of proxy or voting due to technical or security reasons.

The Company waives any responsibility for damages that may arise for the shareholder arising from any failure in the availability and proper operation of its website and of its services and contents, as well as from breakdowns, overloads, line failures, connection failures or any other event of the same or a similar nature beyond the company's will, preventing the use of electronic systems for the delegation of representation or voting.

Software applications for casting votes and for the delegation of representation by electronic means shall be operational from 20 May and shall be closed at 11:00 a.m. on 18 June 2013.

NOTARIAL INTERVENTION

By application of article 203 of the Spanish Capital Companies Act, the Board of Directors has resolved to request the presence of a Notary to take a formal record of the meeting.

DATA PROTECTION

Personal data forwarded by shareholders to the Company for the exercise of their rights of attendance, proxy and vote, participation in the Shareholders' Electronic Forum or to comply with any legal obligation arising from the notification and holding of the General Shareholders' Meeting or those that are provided by the banking institutions and Securities Dealer and Broker Firms where the said shareholders have their shares in custody or by Sociedad de Gestión de los Sistema de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) shall be processed (and incorporated into a filing system controlled by the Company) in order to manage the development, fulfilment and control of the shareholding relationship.

Shareholders may exercise their rights of access, rectification, cancellation and objection, in accordance with the provisions of Organic Law 15/1999, of 13 December, on the Protection of Personal Data (*Ley Orgánica de Protección de Datos de Carácter Personal*), by written notice sent to the Company's registered office, calle Salvador de Madariaga, 1, 28027 Madrid, - Secretaría del Consejo (Office of the Secretary of the Board)-.

ANTICIPATED HOLDING OF THE MEETING

Taking into account the nature of the proposals subject to discussion and resolution by the Meeting, warning is given that, on first call, the presence will be required, in person or by proxy, of shareholders owning at least 25% of the subscribed capital with voting right, and on second call the attendance of any capital present or represented by a proxy will suffice.

In order to avoid unnecessary travel, shareholders are notified that the holding of the General Shareholders' Meeting is envisaged to take place on SECOND CALL, on 20 June 2013, at 11:00 a.m. at *Palacio de Cibeles (Centro Centro), Plaza de Cibeles, 1, Auditorio Caja de Música.*

2) PROPOSAL OF RESOLUTIONS

1.- Examination and approval, if applicable, of the annual accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and management report of the Company, consolidated annual accounts and consolidated management report of its Group of companies for the financial year closed as of 31 December 2012.

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognised in equity, and the annual report) (iii) the management reports of the Company and of its consolidated group of companies for the financial year closed as of 31 December 2012, as issued by the Company's Board of Directors in its meeting held on 26 February 2013.

2.- Proposal on the allocation of 2012 results and distribution of dividends.

Approval of the allocation of the Company's results corresponding to the financial year closed as of 31 December 2012.

To allocate the profits obtained by Amadeus IT Holding, S.A. in the financial year closed as of 31 December 2012, which amount to Euros 228,655,113.05 as follows:

- A final gross dividend of EUR 0.50 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.25 per share was paid in full on January 30, 2013, being therefore still pending of payment a complementary dividend of 0.25 euros per share.
- The remaining profit to "other reserves".

Based on the above, the proposed appropriation of the results for the year ended December 31, 2012, is as follows:

	<u>Euros</u>
<i>Amount for appropriation:</i>	
<i>Net profit for the year</i>	<u>228.655.113,05</u>
	<u>228.655.113,05</u>
<i>Appropriation to:</i>	
<i>Other reserves</i>	4.864.138,05
<i>Dividends (*)</i>	<u>223.790.975,00</u>
	<u>228.655.113,05</u>

(*) Of this amount, KEUR 1,786 corresponds to treasury shares held by the Group as of December 31, 2012

To make effective the payment of the dividend on 30 July 2013 (ex-coupon date), through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

To authorise the Board of Directors and, if applicable, the Company's Management, for them to allocate to "Other reserves" the residual undistributed amount of the total dividend approved due to rounding.

3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2012.

To approve the management carried out by the Board of Directors during the financial year closed as of 31 December 2012.

4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2013

To renew the appointment of Deloitte, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B79104469, registered with the Madrid Mercantile Registry, on sheet M-54414, folio 188, volume 13650, section 8ª, entry 96ª and registered with the R.O.A.C. under number S-0692, as the company's Accounts Auditors to carry out the audit of the Company's individual and consolidated accounts corresponding to the financial year ending on 31 December 2013.

5.- Re-election of Directors

5.1 Re-election of Dame Clara Furse as independent Director

To re-elect, as independent Director for an additional three-years term, Dame Clara Furse, whose personal data are recorded in the Commercial Registry.

Dame Clara Furse was appointed Director by resolution of the General Assembly of Shareholders held on 23 February 2010.

5.2 Re-election of Mr. Guillermo de la Dehesa Romero

To re-elect, as independent Director for an additional three-years term, Mr. Guillermo de la Dehesa Romero, whose personal data are recorded in the Commercial Registry.

Mr. Guillermo de la Dehesa Romero was appointed independent Director by resolution of the General Assembly of Shareholders held on 23 February 2010.

6.- Annual Report on Director's Remuneration, for an advisory vote thereon, as per article 61 ter of the Securities Market Act.

See Appendix I

7. Remuneration of directors in financial year 2013.

In accordance with the provisions of article 36 of the corporate Bylaws, to establish the remuneration of the Board of Directors for the financial year ending on 31 December 2013, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION THREE HUNDRED AND FIVE THOUSAND (€1,305,000).

The Board of Directors itself will determine the amount that will be allocated to each one of its members on the terms provided for in the said article of the Bylaws, as well as the periodicity of the interim payments to be made throughout the financial year.

8. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the group

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) Acquisition mode: 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 February 23, 2010, for the remaining shares not acquired under such authorization.

9.- Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.

Without prejudice to the powers laid down by Law and by the Bylaws, it is resolved to delegate, as broadly as may be required under law, to the Board of Directors and to the Secretary or the Vice Secretary, acting individually or jointly, the implementation of each and every one of the resolutions adopted at this General Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to obtain their filing with the Commercial Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are authorised in order that any of them, acting individually or jointly, may proceed to file the accounts of the Company and of its consolidated group corresponding to the financial year closed as of 31 December 2012 (as referred to by article 279 of the Spanish Capital Companies Act), explicitly authorising them to sign and execute any type of document, with authority to remedy, until achieving the effective filing of the accounts with the Commercial Registry.

The Board of Directors' Secretary and Vice Secretary are likewise authorised in order that, any of them, acting individually or jointly, may proceed to effect all such communications, notices and relevant arrangements as may be necessary vis-à-vis the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores) complying with the legislation in force, the Sociedades Rectoras of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organisations required for implementation of the resolutions of this Meeting.

APPENDIX I

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

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

COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR 2012

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

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

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

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

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

The following annual amounts were established:

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

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

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

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

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

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

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

REMUNERATION POLICY ENVISAGED FOR FUTURE YEARS

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

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

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

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

The 2013 Board remuneration would be as follows:

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

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

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

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

OVERVIEW OF APPLICATION OF THE REMUNERATION POLICY

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

Thus, the annual remuneration is as follows:

	<u>(2012)</u>
Board Chairman	1 x 180,000 = €180,000
Audit Committee Chairman	1 x 40,000 = €40,000
Nomination and Remuneration Committee Chairman	1 x 40,000 = €40,000
Audit Committee Directors	4 x 20,000 = €80,000
Nomination and Remuneration Committee Directors	4 x 20,000 = €80,000
Directors	10 x 80,000 = <u>€800,000</u>
Total	€1,220,000

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

BREAKDOWN OF INDIVIDUAL DIRECTOR REMUNERATION

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

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

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

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

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

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

Madrid, May 14, 2013.

Amadeus IT Holding, S.A.