



AMADEUS IT GROUP, S.A. - Amadeus o la Sociedad - de conformidad con lo previsto en el artículo 227 del Texto Refundido de la Ley del Mercado de Valores mediante el presente escrito comunica la siguiente

OTRA INFORMACIÓN RELEVANTE

La Sociedad anuncia su invitación a los titulares de sus bonos por importe de 500.000.000 euros, con cupón del 2,875% y vencimiento en mayo de 2027 (ISIN: XS2177555062), y por importe de 750.000.000 euros, con cupón del 1,875% y vencimiento en septiembre de 2028 (ISIN: XS2236363573) para que realicen una oferta de venta de los mismos a Amadeus, recibiendo efectivo en contraprestación, sujeta a ciertas condiciones.

Se adjunta a la presente la comunicación que Amadeus publicará en la Bolsa de Luxemburgo (solo disponible en inglés).

Madrid, 14 de septiembre de 2022

AMADEUS IT GROUP, S.A.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.

**AMADEUS IT GROUP, S.A. ANNOUNCES TENDER OFFER FOR ITS
€750,000,000 1.875 PER CENT. NOTES DUE SEPTEMBER 2028 (ISIN: XS2236363573)
AND €500,000,000 2.875 PER CENT. NOTES DUE MAY 2027 (ISIN: XS2177555062)**

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (THE “UNITED STATES”) OR TO ANY U.S. PERSON (AS DEFINED HEREIN) OR IN OR INTO OR TO ANY PERSON RESIDENT OR LOCATED IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.

This announcement does not constitute an invitation to participate in the Offer (as defined herein) in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws or otherwise. The distribution of this announcement in certain jurisdictions (including the United States, the United Kingdom, the Republic of Italy, Belgium, France and Spain) may be restricted by law. See “Offer and Distribution Restrictions” below. Persons into whose possession this document comes are required by the Offeror and the Dealer Manager (both terms as defined herein) to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Offeror, the Dealer Manager or the Tender Agent (as defined herein).

Madrid, 14 September 2022

Amadeus IT Group, S.A. (the “**Offeror**”) hereby announces its invitation to holders of its outstanding €750,000,000 1.875 per cent. Notes due September 2028 bearing ISIN XS2236363573 (the “**2028 Notes**” or the “**First Priority Notes**”) and the €500,000,000 2.875 per cent. Notes due May 2027 bearing ISIN XS2177555062 (the “**2027 Notes**” or the “**Second Priority Notes**”, and together with the 2028 Notes, the “**Notes**” and, each series of Notes, a “**Series**”) to tender their Notes for purchase by the Offeror for cash (the “**Offer**”).

The Offer is being made upon the terms and subject to the conditions contained in a tender offer memorandum dated 14 September 2022 (the “**Tender Offer Memorandum**”) prepared in connection with the Offer, and is subject to the offer restrictions set out below. Capitalised terms used in this announcement and not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

Overview of the Notes

Notes	ISIN	Aggregate Principal Amount Outstanding	Maturity Date	First Optional Call Date ⁽¹⁾	Reference Mid-Swap	Purchase Spread	Purchase Yield	Priority Acceptance Level	Amount subject to the Offer
2028 Notes	XS2236363573	€750,000,000	24/09/28	24/06/28	June 2028 Interpolated Mid-Swap Rate	90 bps	As determined on the Pricing Date	1	€150,000,000 in aggregate principal amount (the “ Maximum Acceptance Amount ”) ⁽²⁾
2027 Notes	XS2177555062	€500,000,000	20/05/27	20/02/27	February 2027 Interpolated Mid-Swap Rate	85 bps	As determined on the Pricing Date	2	

Notes:

(1) For the avoidance of doubt and in accordance with market convention, the Purchase Price for each of the Series will be calculated with reference to the relevant First Optional Call Date for such Series.

(2) Subject to the Priority Acceptance Levels and subject further to the Offeror’s right to modify such amount in its sole discretion for any reason.

The Offeror proposes to accept Notes for purchase up to a maximum aggregate principal amount of €150,000,000 (the “**Maximum Acceptance Amount**”), subject to the Offeror’s right to modify such amount in its sole discretion for any reason, and in accordance with the Priority Acceptance Levels as set out under “Priority Acceptance Level” in the table entitled “Overview of the Notes” on the first page of this announcement. If any Notes are accepted for purchase pursuant to the Offer, the First Priority Notes will be accepted before the Second Priority Notes. Tenders of Notes in the Offer may also be pro-rated and subject to rounding adjustments as further described in the Tender Offer Memorandum.

THE OFFER COMMENCES ON 14 SEPTEMBER 2022 AND WILL EXPIRE AT 17:00 HOURS (CEST) ON 21 SEPTEMBER 2022 (THE “EXPIRATION DEADLINE”), UNLESS EXTENDED, REOPENED, AMENDED, WITHDRAWN OR TERMINATED AT THE SOLE DISCRETION OF THE OFFEROR.

CUSTODIANS, DIRECT PARTICIPANTS AND CLEARING SYSTEMS WILL HAVE DEADLINES FOR RECEIVING INSTRUCTIONS PRIOR TO THE EXPIRATION DEADLINE AND HOLDERS SHOULD CONTACT THE INTERMEDIARY THROUGH WHICH THEY HOLD THEIR NOTES AS SOON AS POSSIBLE TO ENSURE PROPER AND TIMELY DELIVERY OF INSTRUCTIONS.

THE OFFER IS SUBJECT TO THE TERMS AND CONDITIONS SET OUT IN THE TENDER OFFER MEMORANDUM.

TENDER INSTRUCTIONS, ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THE TENDER OFFER MEMORANDUM IN THE SECTION ENTITLED “AMENDMENT AND TERMINATION”.

Purchase Price and Accrued Interest

If the Offeror decides to accept valid tenders of Notes pursuant to the Offer, the total amount that will be paid on the Settlement Date to each Noteholder for the Notes of the relevant Series accepted for purchase from such Noteholder will be an amount in cash equal to the sum of:

- (i) the relevant Purchase Price (expressed as a percentage and rounded to the nearest 0.001 per cent., with 0.0005 per cent. being rounded upwards) multiplied by the aggregate principal amount of the Notes of the relevant Series of such Noteholder accepted for purchase from such Noteholder; and
- (ii) an amount equal to the Accrued Interest on such Notes of the relevant Series of such Noteholder accepted for purchase from such Noteholder.

The Purchase Price in respect of the Notes of each Series accepted for purchase is intended to reflect a yield to the relevant First Optional Call Date on the Settlement Date equal to the relevant Purchase Yield, which is the sum of the relevant Reference Mid-Swap Rate and the relevant Purchase Spread. Specifically, the Purchase Price in respect of the Notes of each Series accepted for purchase will equal (a) the value of all remaining payments of principal and interest on such Notes up to and including the First Optional Call Date for the relevant Series (assuming all outstanding Notes of the relevant Series are redeemed at their principal amount on such date), discounted to the Settlement Date at a discount rate equal to the relevant Purchase Yield, minus (b) Accrued Interest on such Notes.

The Dealer Manager will calculate the Purchase Price for each Series of Notes accepted for purchase at or around the Pricing Time on the Pricing Date in accordance with the pricing formula set out in Annex A to the Tender Offer Memorandum.

Rationale for the Offer

The purpose of the Offer is to decrease the Offeror’s gross debt and is intended to optimise its balance sheet structure. Furthermore, the transaction will provide a degree of liquidity to those Noteholders whose Notes are accepted in the Offer. Notes repurchased by the Offeror pursuant to the Offer will be cancelled and will not be re-issued or re-sold.

Acceptance Date

Notes validly tendered pursuant to the Offer (and not validly withdrawn) may be accepted by the Offeror for purchase, if no extension of the Offer has occurred, on the “**Acceptance Date**” (expected to be 22 September 2022). Such acceptance is at the sole discretion of the Offeror and tenders may be rejected by the Offeror for any reason.

Notes that are not accepted for purchase pursuant to the Offer (including where such non-acceptance is as a result of pro-ration) will remain outstanding subject to the relevant Conditions of the Notes and will be unblocked in the respective Clearing System as soon as possible after the Settlement Date.

Priority Acceptance Levels and Pro-Ration

The Offeror intends to accept for purchase Notes of each of the Series in the following order:

- (i) an aggregate principal amount of First Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) of up to the Maximum Acceptance Amount will be accepted first. If the aggregate principal amount of First Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) is greater than the Maximum Acceptance Amount, then (A) the Offeror intends to accept such First Priority Notes tendered for purchase on a *pro rata* basis such that the aggregate principal amount of such First Priority Notes accepted for purchase is not greater than the Maximum Acceptance Amount, and (B) none of the Second Priority Notes will be accepted for purchase; and
- (ii) if the aggregate principal amount of First Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) and accepted for purchase by the Offeror is less than the Maximum Acceptance Amount, then the Offeror intends to accept an aggregate principal amount of Second Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) of up to an amount equal to (x) the Maximum Acceptance Amount less (y) the aggregate principal amount of First Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) and accepted for purchase (the “**Second Priority Notes Acceptance Amount**”), subject to possible pro-ration in the event that the aggregate principal amount of Second Priority Notes validly tendered pursuant to the Offer (and not validly withdrawn) is greater than the Second Priority Notes Acceptance Amount.

Procedures for Participating in the Offer

To tender Notes for purchase pursuant to the Offer, a Noteholder should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Tender Instruction that is received in each case by the Tender Agent by the Expiration Deadline. Tender Instructions must be submitted in respect of a principal amount of Notes of no less than the Minimum Denomination.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Tender Offer Memorandum. ***The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.***

If the Offeror decides to accept valid tenders of Notes pursuant to the Offer, the Offer, is expected to be settled on 26 September 2022 or, in the event of an extension of the Offer Period, on such later date as is notified to the Noteholders by the Offeror (the “**Settlement Date**”). All purchases pursuant to the Offer will settle through the normal procedures of the Clearing Systems.

Indicative Timetable

This is an indicative timetable showing one possible outcome for the timing of the Offer based on the dates in this announcement and the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Offeror in accordance with the terms and conditions of the Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Expected Date	Number of Business Days from and including Launch	Action
14 September 2022	Day 1	<i>Commencement of the Offer</i> Tender Offer Memorandum available from the Tender Agent and notice of the Offer published on the website of the Luxembourg Stock Exchange and delivered to the Clearing Systems for communication to Direct Participants.
21 September 2022 17:00 hours (CEST)	Day 6	<i>Expiration Deadline</i> Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offer.
22 September 2022 At or around 10:00 hours (CEST)	Day 7	<i>Acceptance Date / Pricing Date</i> An announcement of the non-binding indication by the Offeror of whether or not the Offeror intends to accept valid tenders of Notes pursuant to the Offer and, if it will accept such valid tenders, the indicative results of the Offer and indicative pro-ration factors (if any). Any adjustments to the indicative Maximum Acceptance Amount will be announced with the indicative results of the Offer.
At or around 13:00 hours (CEST)		<i>Pricing Time</i> Determination of the relevant Reference Mid-Swap Rate (for the purpose of calculating the relevant Purchase Yield and the relevant Purchase Price).
As soon as reasonably practicable following the Pricing Time		An announcement of the Offeror's decision whether or not the Offeror will accept valid tenders of Notes pursuant to the Offer and, if, at the sole and absolute discretion of the Offeror, valid tenders of the Notes are accepted pursuant to the Offer, details of: (i) the principal amount of each Series accepted for purchase; (ii) the Reference Mid-Swap Rate and the Purchase Yield for each Series accepted for purchase; (iii) the relevant Purchase Price and Accrued Interest for each Series accepted for purchase; and (iv) any pro-ration factor, if applicable.
26 September 2022	Day 9	<i>Settlement Date</i> Expected Settlement Date for the Offer. Payment to Noteholders of relevant Purchase Consideration and Accrued Interest Payment in respect of the Offer.

Announcements

Unless stated otherwise, announcements in connection with the Offer will be made (i) by delivery of the relevant notice to the Clearing Systems for communication by it to Direct Participants and (ii) via announcements on the website of the Luxembourg Stock Exchange. Announcements may also be made by publication via a Notifying News Service and/or through regulatory announcements with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). Copies of all such announcements, press releases and notices can also be obtained from the Tender Agent, the contact details for whom are set forth below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements relating to the Offer. In addition, Noteholders may contact the Dealer Manager for information using the contact details set forth below.

Further Information

A complete description of the terms and conditions of the Offer is set out in the Tender Offer Memorandum. BNP Paribas is the Dealer Manager for the Offer.

Requests for information in relation to the Offer should be directed to:

THE DEALER MANAGER

BNP PARIBAS

16, boulevard des Italiens
75009 Paris
France

Tel: +33 1 55 77 78 94
Attention: Liability Management Group
Email: liability.management@bnpparibas.com

Requests for information in relation to the procedures for participating in the Offer and the submission of Tender Instructions should be directed to:

THE TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880
Attention: David Shilson
Email: amadeus@is.kroll.com
Website: <https://deals.is.kroll.com/amadeus>

Further details relating to the contents of this announcement can be obtained from:

Amadeus IT Group, S.A.

Salvador de Madariaga, 1
28027 Madrid
Spain

Attention: Group Treasury & Corporate Finance – Debt Issues
Email: Ir@amadeus.com

A copy of the Tender Offer Memorandum is available to eligible persons upon request from the Tender Agent.

The Dealer Manager does not take responsibility for the contents of this announcement and none of the Offeror, the Dealer Manager or the Tender Agent or any of their respective bodies, affiliates, agents, directors, management or employees makes any recommendation in this announcement or otherwise as to whether or not Noteholders should submit Tender Instructions in respect of the Notes. This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any holder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser.

Offer and Distribution Restrictions

Neither this announcement nor the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those

jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

In addition to the representations referred to below in respect of the United States, each Noteholder participating in the Offer will be deemed to give certain other representations as set out in the Tender Offer Memorandum in the section entitled “*Procedures for Participating in the Offer*”. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Offeror, the Dealer Manager and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender or submission may be rejected.

United States

The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933 (the “**Securities Act**”), as amended (each a “**U.S. Person**”)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Notes cannot be tendered in the Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

This announcement and the Tender Offer Memorandum are not an offer to buy or sell, or a solicitation of an offer to sell or buy, any Notes, or other securities in the United States.

The Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and no Notes may be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons absent registration under, or an exemption from the registration requirements of, the Securities Act.

Each Noteholder participating in the Offer will represent that it is not a U.S. Person located in the United States and is not participating in such Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, “**United States**” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of this announcement or the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither this announcement nor the Tender Offer Memorandum or any other documents or materials relating to the Offer have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Italy

None of the Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”).

The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes and/or the Offer.

Belgium

Neither this announcement nor the Tender Offer Memorandum or any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (“*Autorité des services et marchés financiers / Autoriteit financiële diensten en markten*”) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the “**Belgian Takeover Law**”) as amended or replaced from time to time. Accordingly, the Offer may not be advertised and will not be extended, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to “qualified investors” in the sense of Article 10 of the Belgian Law of 16 June 2006 (the “**Belgian Law**”) on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account or (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law. This announcement and the Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

Spain

None of the Offer, this announcement or the Tender Offer Memorandum constitute an offer of securities or the solicitation of an offer of securities in Spain which require the approval and the publication of a prospectus under Regulation (EU) 2017/1129, the restated text of the Spanish Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*), as amended from time to time, and its ancillary and related regulations. Accordingly, this announcement and the Tender Offer Memorandum have not been and will not be submitted for approval nor approved by the Spanish Securities Market Regulator (*Comisión Nacional del Mercado de Valores*).