

**AMADEUS IT GROUP, S.A. - *Amadeus or the Company*** - (in accordance with the provisions of Article 227 of Restated Text of the Securities Exchange Act (Ley del Mercado de Valores) by this letter communicates the following

## OTHER RELEVANT INFORMATION

**CALLING THE ORDINARY GENERAL SHAREHOLDERS' MEETING. PROPOSAL OF RESOLUTIONS.**

### **1) CALLING THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

## **ORDINARY GENERAL SHAREHOLDERS' MEETING OF AMADEUS IT GROUP, S.A.**

The Board of Directors of AMADEUS IT GROUP, S.A., at the meeting held on 23 April 2020 and 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 17 June 2020, at 11:00 a.m., at **the social address, Salvador de Madariaga, 1, 28027 Madrid** or, on second call, on 18 June 2020, 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, all of them related to the financial year ended as of 31 December 2019.
- 2.- Examination and approval, if applicable, of the consolidated non-financial information report related to the financial year ended as of 31 December 2019, which forms part of the consolidated Directors' Report.
- 3.- Approval, if applicable, of the proposal on the allocation of 2019 results of the Company.
- 4.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended as of 31 December 2019.
- 5.- Appointment and re-election of Directors. The following proposals will be subject to separate votes:
  - 5.1 Appointment of Mrs. Xiaoqun Clever, as independent Director, for a term of three years.

- 5.2 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.
  - 5.3 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.
  - 5.4 Re-election of Mr. David Webster, as independent Director, for a term of one year.
  - 5.5 Re-election of Dame Clara Furse, as independent Director, for a term of one year.
  - 5.6 Re-election of Mr. Nicolas Huss, as independent Director, for a term of one year.
  - 5.7 Re-election of Mr. Pierre-Henri Gourgeon, as “other external” Director, for a term of one year.
  - 5.8 Re-election of Mr. Francesco Loredan, as “other external” Director, for a term of one year.
- 6.- Annual Report on Directors’ Remuneration, for an advisory vote thereon, as per article 541.4 of the Spanish Capital Companies Act.
  - 7.- Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2020.
  - 8.- Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude pre-emptive subscription rights, pursuant to articles 297.1.b) and 506 of the Spanish Capital Companies Act, leaving without effect the unused part of the delegation granted by the General Shareholders’ Meeting of 25 June 2015.
  - 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 IBERCLEAR. 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.

In order to confirm the identity of the shareholders, or their legal representative, attendees may be asked to show their attendance card, documentation confirming their representative's status (if necessary), and their National Identity Card or any other official document generally accepted for these purposes, at the entrance to the venue where the General Shareholders Meeting is taking place.

## 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 corporate website – [www.corporate.amadeus.com/ Información para Inversores/ Junta General de Accionistas/Servicio Electrónico](http://www.corporate.amadeus.com/Información%20para%20Inversores/Junta%20General%20de%20Accionistas/Servicio%20Electrónico) (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 16 June 2020. 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 CEO or the Secretary of the Board of Directors. 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 accordance with letter (b) above; (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 favour 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 favourable 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 HTITU02 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.

In accordance with article 524 of the Capital Companies Act, intermediate entities that have status as shareholders, by virtue of book entries, but which act on behalf of multiple persons may, in any event, divide votes and cast them in different directions, in compliance with differing voting instructions, if they have received them. These intermediary entities may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.

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 fourth, fifth, sixth and seventh of the Agenda.

## **SUPPLEMENT TO THE CALL NOTICE AND RIGHT OF INFORMATION**

Shareholders representing at least three 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.

The supplement to the call notice, if applicable, will be published at least fifteen (15) days before the date set for the General Meeting.

In accordance with the Capital Companies Act, until the fifth day before the scheduled General Meeting date, the shareholders may request from the Board of Directors such information or clarifications as they deem necessary, or formulate in writing the questions they deem fit, regarding the matters on the agenda. Also, during the holding of the General Meeting, the shareholders may request in writing or orally from the Directors the information or clarifications or formulate in writing the questions that they deem necessary regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting was held and regarding the audit report.

## **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 corporate website, [www.corporate.amadeus.com](http://www.corporate.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 corporate website.

The Forum does not constitute a channel of communication between AMADEUS and its shareholders, but it is exclusively enabled with the purpose of facilitating the communication between Amadeus' shareholders, with occasion of the celebration of the General Shareholders' Meeting.

## 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, and to obtain the delivery or remittance at no cost of a copy of the following documents:

- the stand-alone annual accounts and consolidated annual accounts for the financial year closed as of 31 December 2019 and the respective audit reports;
- the Directors' Report of the Company and its Group of companies (including non-financial information 2019, in accordance with Act 11/2018, of December 28, in relation to non-financial information and diversity and the Annual Corporate Governance Report 2019);
- Non-financial information report 2019;
- In accordance with article 40.6 bis of Royal Decree-Law 8/2020, of March 17, 2020, as amended by final provision one, thirteen, of Royal Decree-Law 11/2020 of March 31, 2020, (i) the justified replacement of the proposed distribution of the final dividend included in the financial statements for fiscal year 2019 prepared by the Board of Directors on February 27, 2020, with its proposed cancellation, pursuant to a resolution adopted by the Board of Directors on March 23, 2020; and (ii) a statement from the auditor of the Company and of its Group, in which the auditor confirms that it would not have changed its audit opinion if it had known the board's decision before issuing its audit report (stand alone and consolidated).
- Written justifying report from the Board of Directors on agenda item Eight (delegation to the Board of Directors to increase the share capital and exclusion of pre-emptive subscription right);
- Professional profile (with identity, professional profile and category) of the Directors whose appointment and/or re-election is proposed (Agenda Item Five);
- Proposals and justifying report from the Board of Directors on the competence, experience and merits of the proposed Directors and, if applicable, from the Nominations and Remuneration Committee (Agenda Item Five);
- Annual report on Directors' Remuneration (Agenda Item Six);
- Full text of the call notice for the General Meeting and of the proposed resolutions that the Board of Directors submits to the approval of the General Shareholders' Meeting and, if applicable, the supplement to the call notice and the proposed resolutions submitted by the shareholders with the documentation, if any, that is attached;

- Total number of shares and voting rights on the date of the call notice;
- Standard form or attendance card, proxy or vote;
- Global Report 2019;
- The procedure for casting votes at and granting proxies for the General Meeting by remote communication means approved by the Board;
- Rules on access to and functioning of the Shareholders' Electronic Forum.

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 corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) from the date of publication of this call notice until the date of the General Shareholders' Meeting, as per article 518 of the Spanish Capital Companies Act.

In accordance with the Good Governance Code of Listed Companies, the following documents are available on the Company's corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)):

- Annual report of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors.
- Annual report of the Nominations and Remuneration Committee of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors concerning the independence of the external auditors.

From the date of publication of the call notice and in accordance with Article 506,4 of the Spanish Capital Companies Act, the Report issued by the Board of Directors on April 2, 2020, in relation to the Company's share capital increase, excluding shareholders' pre-emptive rights, as well as the Report dated April 2, 2020 issued by Deloitte, S.L. in its capacity as independent expert different than the Company's auditor as appointed for this purpose by the Commercial Registry of Madrid, are also at the disposal of the shareholders.

In the same manner, in accordance with Article 511 of the Spanish Capital Companies Act, the Report issued by the Board of Directors on April 2, 2020, in connection with the agreement to issue convertible bonds excluding shareholders' pre-emptive rights, as well as the Report date April 2, 2020, issued by Deloitte, S.L. in its capacity as independent expert different than the Company's auditor as appointed for this purpose by the Commercial Registry of Madrid, are also at the disposal of the shareholders.

## 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 corporate website – [www.corporate.amadeus.com/ Información para Inversores/ Junta General de Accionistas/ Servicio Electrónico](http://www.corporate.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 HTITU02 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 16 June 2020. 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. Accordingly, proxies granted before casting his vote will be deemed revoked and those granted after casting his vote will be deemed as not done.

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.



## 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 corporate 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 17 May and shall be closed at 11:00 a.m. on 16 June 2020.

## 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 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.

It is placed on record that all or part of the proceedings of the Shareholders' Meeting may be recorded and made available to the public on the Company's corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)). By entering the venue where the Shareholders' Meeting is held, the attendee gives his/her consent to the capture and reproduction of the images of his/her person and to the processing of his/her personal data using such means.

Shareholders may exercise their rights of access, rectification, cancellation and objection, in accordance with the legislation in force, 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)-.

The shareholder must inform their representative of the contents of the preceding paragraphs, guaranteeing that they give their consent. As such, they must also comply with any other applicable requirements for the correct transfer of personal data to the Company, without the aforementioned Company having to carry out any further action in terms of information or consent.

## **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 50% of the subscribed capital with voting right, and on second call the attendance of 25% of the said capital will suffice. This notwithstanding, in order for resolution entailing delegation to the Board of Directors of the power to increase the share capital excluding subscription pre-emptive rights to be validly adopted on second call where a quorum of at least 50% of the subscribed capital with voting right has not been reached, the favourable vote of two thirds of the capital present or represented at the Meeting shall be required.

## **NOTICE RELATED TO THE CURRENT HEALTH ALERT SITUATION**

Notwithstanding what is stated above in this call notice and, in the event that on 17 or 18 June 2020, any measure adopted by the competent health or regulatory authority that prevents the physical presence of shareholders and/or their proxies at the Shareholders' Meeting, so that the shareholders and/or their proxies cannot physically attend the Company's Ordinary General Shareholders' Meeting, as well as the exceptional measures contained in Royal Decree-Law 8/2020, of March 17, 2020, on urgent extraordinary measures to face the economic and social impact of COVID-19, have been extended and therefore remain in force, the shareholders are hereby informed that:

a) Shareholders are recommended to use the different channels made available to them to grant their proxy and vote remotely at the Shareholders' Meeting, in accordance with the procedures set out in this call notice.

For these purposes, shareholders are reminded that they may do so online ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)), by sending the attendance, proxy and remote voting card to the Company by post to calle Salvador de Madariaga, 1, 28027 Madrid – Investor Relations Department –, or by delivering it to their custodian.

Shareholders are also reminded that the General Meeting will be broadcast on the above-mentioned corporate website.

b) Members of the Board of Directors must physically attend the Shareholders' Meeting on the terms set out in article 180 of the Capital Companies Act. If, as a result of the situation resulting from the declaration of state of emergency or from the measures adopted to avoid risks to health, some or all of the Directors are not able – or it is not recommended – to physically travel to the meeting venue, the Board of Directors will implement the necessary technical means so that they can connect electronically in real time and participate in the meeting by distance communication means.

c) The Chairman will only invite or authorize the attendance at the General Meeting of the internal or external collaborating personnel who are strictly necessary to be able to hold the General Meeting.

d) If the measures imposed by the public authorities make impossible to hold the General Meeting at the physical venue established in the call notice, the measures set out in article 41 of Royal Decree-Law 8/2020 of March 17, 2020 on urgent extraordinary measures to face the economic and social impact of COVID-19 may be adopted. In this regard, the Board of Directors will duly inform the shareholders and the markets in general of such measures as may be necessary according to the decisions and recommendations that may be issued by the competent authorities, on the corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) or by such means as may be necessary according to the scope of the measures.

e) If the restrictions preventing physical presence remain in place on the day of the General Meeting, attendance by electronic means will be permitted on the terms set out below, which will also be available on the corporate website. Shareholders will register in accordance with the procedure described below (Electronic Attendance), via the corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) regarding the 2020 General Shareholders' Meeting.

### Electronic Attendance

Shareholders wishing to attend in this way must register from the date of the call notice of the Ordinary General Shareholders' Meeting no later than 16 June 2020 before 11:59 a.m. Shareholders must register on the corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) evidencing their identity by one of the following means:

- (i) Electronic national identity card.
- (ii) A qualified, valid electronic user certificate in force in accordance with Electronic Signature Law 59/2003 and issued by the Spanish Public Certification Authority (CERES), attached to the Fábrica Nacional de Moneda y Timbre .

Shareholders who have registered to attend the General Meeting electronically will need to log on to the corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) on the day on which the General Meeting is held, i.e. 17 July 2020 or, as the case may be, 18 June 2020, depending on whether it is held on first or second call, respectively, between 10:00 a.m. and 10:45 a.m., and identify themselves as indicated in the application's instructions.

Only shareholders who have logged on before 10:45 a.m. on the day on which the meeting is held will be counted as attendees for quorum purposes. Registration of attendees outside this timeframe will not be permitted. The Company reserves the right to ask the shareholders for such additional means of identification as it may consider necessary to verify their status as shareholders and guarantee its authenticity.

In accordance with the provisions of the Capital Companies Act, any speeches and proposed resolutions or requests for information or clarification which, in accordance with such Act, are intended to be made by those who attend by electronic means, must be sent to the Company, in writing and in all cases, in the manner and under the terms and conditions established in the computer application of the Company's website, no later than 11:00 a.m. on 17 June 2020 or, as the case may be, on 18 June 2020, depending on whether the General Meeting is held on first or second call, respectively.

If a shareholder wishes to have his/her speech appear verbatim in the minutes of the meeting, the shareholder must expressly state such circumstance in the form for speeches, attaching the text of the speech.

Requests for information or clarification by shareholders who attend electronically will be answered orally during the General Meeting or in writing within seven days after the meeting is held.

Duly registered shareholders who attend electronically may cast their vote on proposals relating to items on or not on the agenda, via the computer application and according to the relevant voting form and its operating rules.

In any event, the process for voting electronically on all of the proposals submitted to the General Meeting will end when the period for voting on proposed resolutions is declared concluded.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the General Meeting electronically where technical or security reasons so require or stipulate. In such case, the Company will announce this circumstance in the proper manner and sufficiently in advance by such means as it may see fit, informing about any alternative mechanism that may be set up and, in any event, about the other distance communication means available to the shareholders for voting in person or by proxy. The Company will not be liable to third parties for any decisions, beyond the control of the Company, that may prevent the use of the electronic attendance application.

For the appropriate purposes, electronic attendance by the shareholder will be equivalent to physical attendance at the Ordinary General Shareholders' Meeting.

All of these measures are consistent with the fulfilment of the relevant corporate requirements and fully guarantee the shareholders' voting rights.

f) If restrictions preventing physical presence remain in place on the day of the General Meeting, the notary who has been asked to attend the General Meeting and to draw up its minutes may use distance communication means in real time that adequately ensure compliance with the notarial function.

The Company will continue to monitor the evolution of the effects of coronavirus COVID-19 and will update the information contained in this notice where necessary, seeking at all times to comply with the current legislation and ensure the protection of the health of our shareholders, employees, customers and suppliers.

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 18 June 2020, at 11:00 a.m. at the social address Salvador de Madariaga, 1, 28027 Madrid.

In Madrid, on 8 of May 2020

The Secretary  
of the Board of Directors  
Tomás López Fernebrand

## **2) PROPOSAL OF RESOLUTIONS**

### **PROPOSALS OF THE RESOLUTIONS THAT ARE SUBMITTED FOR APPROVAL BY THE SHAREHOLDERS OF AMADEUS IT GROUP, S.A., IN THE SESSION OF THE GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 17 JUNE 2020 ON FIRST CALL OR ON 18 JUNE 2020 ON SECOND CALL, PURSUANT TO THE 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, all of them related to the financial year closed as of 31 December 2019.**

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 Directors Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2019, as issued by the Company's Board of Directors in its meeting held on 27 February 2020 and subsequent amendment to the proposal on the allocation of 2019 results approved by resolution of the Board of Directors dated on 23 March 2020.

- 2.- Examination and approval, if applicable, of the consolidated non-financial information report related to the financial year ended as of 31 December 2019, which forms part of the consolidated Directors' Report.**

Approval of the consolidated non-financial information report related to the financial year ended as of December 31, 2019, which forms part of the consolidated Directors' report, as per Act 11/2018, of December 28, by which the Commercial Code, the Spanish Capital Companies Act and the Audit Law, in relation to non-financial information and diversity, are amended.

- 3.- Approval, if applicable, of the proposal on the allocation of 2019 results of the Company.**

Approval of the allocation of the Company's results corresponding to the financial year closed as of 31 December 2019, as per the proposal approved by the Board of Directors in the meeting held on March 23, 2020, that amends the proposal on the allocation of 2019 results drawn up by the Board of Directors in the meeting held on 27 February 2020.

As a result of the foregoing, the profits obtained by the Company for the year ended as of December 31, 2019, amounting to EUR 643,440,023.06, are distributed as follows:

- the distribution of a final fixed gross dividend of EUR 0.56 per share with the right to participate in such distribution on the payment date, which already was paid in full as an interim dividend on 17 January 2020 and, therefore, has become a final dividend; and
- the remaining profits to “other reserves”.

Based on the above, the proposed appropriation of the results for the year ended December 31, 2019, is as follows:

	EUR
<u>Distribution base:</u>	
Net profit for the year	643,440,023.06
	<b>643,440,023.06</b>
<u>Application:</u>	
Other reserves	401,929,698.90
Dividends	241,510,324.16
	<b>643,440,023.06</b>

#### **4.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2019.**

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2019.

#### **5.- Appointment and re-election of Directors. The following proposals will be subject to a separate vote:**

As per the drafting of Article 35 of the By-laws:

##### **5.1 Appointment of Mrs. Xiaoqun Clever, as independent Director, for a term of three years.**

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term, effective June 19, 2020, Mrs. Xiaoqun Clever, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

##### **5.2 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. José Antonio Tazón García, whose personal data are recorded in the Commercial Registry.

**5.3 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, as executive Director for an additional one-year term, Mr. Luis Maroto Camino, whose personal data are recorded in the Commercial Registry.

**5.4 Re-election of Mr. David Webster, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. David Webster, whose personal data are recorded in the Commercial Registry.

**5.5 Re-election of Dame Clara Furse, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Dame Clara Furse, whose personal data are recorded in the Commercial Registry.

**5.6 Re-election of Mr. Nicolas Huss, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Nicolas Huss, whose personal data are recorded in the Commercial Registry.

**5.7 Re-election of Mr. Pierre-Henri Gourgeon, under the category of “other external”, for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Pierre-Henri Gourgeon, whose personal data are recorded in the Commercial Registry.

**5.8 Re-election of Mr. Francesco Loredan, as Director, under the category of “other external” for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Francesco Loredan, whose personal data are recorded in the Commercial Registry.

**6.- Annual Report on Director’s Remuneration, for an advisory vote thereon as per article 541.4 of the Spanish Capital Companies Act.**

It is proposed to the General Shareholders’ Meeting to cast an advisory vote, in accordance with article 541.4 of the Capital Companies Act, on the Annual Report on Director’s Remuneration which has been at the disposal of the shareholders as part of



the documentation of this General Meeting, and which it is also available in the corporate web page of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com).

**7.- Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2020.**

In accordance with the provisions of article 36 of the corporate Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2020, 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 SIX HUNDRED AND FIFTY TWO THOUSAND FOUR HUNDRED EURO (€1,652,400).

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.- Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude pre-emptive subscription rights, pursuant to articles 297.1.b) and 506 of the Spanish Capital Companies Act, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of 25 June 2015.**

It is resolved to delegate to the Board of Directors, pursuant to the provisions of article 297.1.b) of the Spanish Capital Companies Act, the power to increase the share capital in accordance with the following terms:

A) Capital increases and term of validity of the delegation

The delegation may be exercised by the Board of Directors once for the full amount or by way or several partial and successive increases, at any time, within the period of five years counted from the date of adoption of the resolution.

B) Amount of the delegation

The maximum nominal amount by which the share capital may be increased pursuant to this delegation shall be ten percent (10%) of the Company's current share capital.

C) Rights of the new shares, type of issue and consideration for the increase

The new shares issued pursuant to the capital increase or increases that are agreed under this delegation will be ordinary shares, with equal rights to the existing ones, which will be issued at their nominal value or with the share premium that, if applicable, may be determined. The consideration for the new shares to be issued will necessarily consist of cash contributions.

D) Extent of the delegation

The delegation shall extend to establishing all the terms and conditions of the capital increase and it will include, in particular, the power to freely offer the new shares not subscribed in the preferential subscription period or periods, to establish, in the event of incomplete subscription, that the capital increase remains without effect or that the

capital be increased only by the amount of the subscriptions made, and to redraft the article of the corporate bylaws in relation to capital.

The Board of Directors may appoint from among its members the person or persons that will execute any of the resolutions it adopts in the use of the powers granted by the General Meeting, and in particular the closing of the capital increase.

E) Attribution of the power to exclude the preemptive subscription right

This delegation will include, in accordance with the provisions of articles 308 and 506 of the Spanish Capital Companies Act, the power to totally or partially exclude the shareholders' preemptive subscription right, when required by the corporate interest. In any case, if the Board of Directors decided to exclude the preemptive subscription right in relation to a specific capital increase that it may decide to carry out pursuant to this authority, it will issue, when approving the increase, a report detailing the specific corporate interest reasons justifying the said measure, as well as the type of issue of the shares, which shall in turn be the subject of the pertinent account auditor report referred to in articles 308.2 and 506.3 of the Spanish Capital Companies Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out the capital increase with exclusion of the preemptive subscription right, the Company's governing body may agree that priority be given in the allocation of the newly issued shares, on a preferential basis, to any investors and to those shareholders stating their irrevocable intention of subscribing to shares in the increase pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders in it.

F) Listing of the issued shares

The Company will apply for the official listing of the shares effectively issued pursuant to this delegation, delegating to the Board of Directors the authority to carry out such arrangements and actions vis-à-vis the relevant organisations as may be necessary to obtain the listing.

G) Substitution power

The Board of Directors is authorised (pursuant to the provisions of article 249 bis I) of the Spanish Capital Companies Act) to delegate, in turn, in favour of any of its members (including the Secretary and Vice-Secretary) the delegated powers referred to in this resolution.

H) Revocation

This authorisation revokes, replaces and leaves without effect, to the extent not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting held on 25 June 2015.

**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 any Director, the Secretary and the Vice Secretary, acting individually, the implementation of each and every one of the resolutions adopted at this General Shareholders' 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 2019 (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.

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Madrid, 13 May 2020

**Amadeus IT Group, S.A.**