

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.

Attached legal announcement calling the Ordinary General Shareholders' Meeting to be held on June 16, 2021, on first call or on June 17, 2021, on second call, in the social address, exclusively by electronic means.

Attached as well the proposed resolutions for the General Shareholders' Meeting.

Madrid, 12 May 2021

Amadeus IT Group, S.A.

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 29 April 2021 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 (the "**General Meeting**") to be held, on first call, on 16 June 2021, at 10:00 a.m., or, on second call, on 17 June 2021 at the same time. The General Meeting will be held exclusively by electronic means, that is, without the physical attendance or in person of the shareholders, who will only be able to take part remotely, by granting a proxy or casting their vote prior to the holding of the General Meeting or by attending the meeting by electronic means.

For these purposes, the General Meeting shall be understood to be held at the registered office, at calle Salvador de Madariaga, 1, 28027 Madrid.

The items submitted to the General Meeting for discussion and resolution are those included on 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 31 December 2020.
2. Examination and approval, if applicable, of the non-financial information statement related to the financial year ended 31 December 2020, which forms part of the consolidated Directors' Report.
3. Approval, if applicable, of the proposal on the allocation of 2020 results of the Company.
4. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2020.
5. Appointment and re-election of Directors. The following proposals will be subject to separate votes:
 - 5.1 Appointment of Ms. Jana Eggers, as independent Director, for a term of three years.
 - 5.2 Appointment of Ms. Amanda Mesler, as independent Director, for a term of three years.
 - 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. Stephan Gemkow, as independent Director, for a term of one year.
 - 5.8 Re-election of Mr. Peter Kuerpick, as independent Director, for a term of one year.

- 5.9 Re-election of Ms. Pilar García Ceballos-Zúñiga, as independent Director, for a term of one year.
- 5.10 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 2021.
8. Approval of the Directors’ Remuneration Policy for fiscal years 2022, 2023 and 2024, as per article 529 *novodecies* of the Spanish Capital Companies Act.
9. Approval of a Performance Share Plan (PSP) addressed to the executive Director/s and executives of the Amadeus Group, consisting of the delivery of shares of the Company linked to the share price. Delegation of powers.
10. Amendment of the following articles of the Corporate Bylaws of the Company, in accordance with the new Good Governance Code of Listed Companies of June 2020, and the amendments made to the Spanish Capital Companies Act, by Act 5/2021, of April 12th, as well as some technical or drafting improvements. The following proposals will be subject to separate votes:
 - 10.1 Amendment of Article 11 “Share Capital Increase”
 - 10.2 Amendment of Article 24 “Voting through remote communication means”
 - 10.3 New Article 24 bis “Exclusively Electronic General Meetings”
 - 10.4 Amendment of the following articles relating to the Board of Directors: Article 32 “Duties of the Board of Directors”, Article 36 “Remuneration of the Directors”, and Article 39 “Holding of meetings”
 - 10.5 Amendment of the following articles relating to the Committees of the Board of Directors: Article 42 “Audit Committee” and Article 43 “Nominations and Remuneration Committee”
11. Amendment of the following articles of the Regulations of the General Shareholders’ Meeting of the Company, in accordance with the new Good Governance Code of Listed Companies of June 2020, and the amendments made to the Spanish Capital Companies Act, by Act 5/2021, of April 12th, as well as some technical or drafting improvements. The following proposals will be subject to separate votes:
 - 11.1 Update of the corporate name and of Article 2 relating to the corporate website.
 - 11.2 Amendment of Article 7 “Shareholders’ information rights”.
 - 11.3 Amendment of the articles relating to the holding of the General Meeting: Article 8 “Right of attendance”, Article 10 “Proxy to attend the General Meeting”, Article 11 “Organization of the General Meeting” and Article 14 “Attendance list”
 - 11.4 Amendment of Article 15 “Convening and start of the meeting”.
12. Delegation of powers to the Board of Directors, with power of substitution, for the fullest formalization, interpretation, remedy and implementation of the resolutions adopted by the General Meeting.

SUPPLEMENT TO THE CALL NOTICE AND RIGHT OF INFORMATION

Shareholders representing at least three per cent of the share capital may request 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 items are accompanied by a justification or, if applicable, a justified proposed resolution, and may 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 at calle Salvador de Madariaga, 1, 28027 Madrid, within five (5) days of 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 Spanish 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 clarification as they deem necessary or formulate in writing the questions they see fit, regarding the matters on the agenda. Also, during the holding of the General Meeting, the shareholders may request from the Directors any information or clarification or formulate in writing any 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.

RIGHT OF ATTENDANCE AND REPRESENTATION

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 on the relevant register of book entries at least five (5) days before the date scheduled for the Meeting. 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 them 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. The card issued will be valid for the Meeting on either call. 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.

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.

ELECTRONIC ATTENDANCE

Given the current circumstances with respect to COVID-19 situation, in order to safeguard the health and safety of the shareholders, employees and other persons participating in the General Meeting, and in accordance with the provisions of Final Provision Eight of Royal Decree-Law 5/2021 of 12 March 2021, amending Royal Decree-Law 34/2020, of 7 November 2020, on urgent measures to support the solvency of businesses and to support the energy sector and in the tax field, the Board of Directors of the Company, at the meeting held on 29 April 2021, resolved to call the General Meeting to be held solely by electronic means.

In order to attend the General Meeting by electronic means, shareholders or their proxies must register from the date of the call notice of the General Meeting and no later than 15 June 2021 by 10:00 a.m. If the person attending by electronic means is a proxy holder acting by virtue of proxies conferred on them, the shareholder who granted the proxy must have informed the proxy holder of such proxy and must also have sent the documentation concerning such proxy to the Company by 10:00 a.m. on 15 June 2021, in the manner and in accordance with the rest of the terms indicated as regards *Grant of proxies using means of remote communication*.

Since electronic attendance must have the appropriate safeguards in place to guarantee the authenticity and identity of the attendee, shareholders (or proxies) wishing to attend in this manner must register on the corporate website (www.corporate.amadeus.com) and evidence their identity using one of the following means:

- i. Electronic national identity card.
- ii. A qualified or advanced electronic signature, based on 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 (or proxies) who have registered to attend the General Meeting electronically will need to log on to the corporate website (www.corporate.amadeus.com) on the day on which the General Meeting is held, i.e. 16 June 2021 or, as the case may be, 17 June 2021, depending on whether it is held on first or second call, respectively, between 8:45 a.m. and 9:45 a.m., and identify themselves as indicated in the application's instructions.

Once the shareholder (or their proxy) has duly registered and accessed the corporate website indicated, they may attend, participate and vote at the General Meeting using remote communication means in real time.

Only shareholders (or their proxies) who have logged on before 9:45 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 or their proxies for such additional means of identification as it may consider necessary to verify their status as shareholders or proxies and guarantee its authenticity.

In accordance with the provisions of the Spanish 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 attending 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 on the Company's website, no later than 9:00 a.m. on 16 June 2021 or, as the case may be, on 17 June 2021, depending on whether the General Meeting is held on first or second call, respectively.

If a shareholder or their proxy wishes to have their 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 or their proxies 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 (or their proxies) who attend electronically may cast their vote on proposals relating to items on the agenda from such time as the Chairman declares the General Meeting validly assembled, via the computer application and according to the relevant voting form and its operating rules.

With respect to proposed resolutions on matters that, by law, do not need to be included on the agenda, those attending electronically may cast their votes from such time as the proposals are read aloud for voting, using the same computer application. The procedure established in the Corporate Bylaws and the General Meeting Regulations will be followed when voting on proposed resolutions.

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.

Shareholders or proxies who have registered to attend electronically and who wish to leave the General Meeting and have their departure placed on record by the notary may do through the computer application.

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 remote 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 or their proxy will be equivalent to physical attendance at the General Meeting.

Notwithstanding the possibility of physical attendance at the General Meeting by the members of the Board of Directors on the terms established in article 180 of the Spanish Capital Companies Act, 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 remote communication means in the event that some or

all of the Directors are not able - or it is not recommended - to physically travel to the meeting venue, in order to avoid risks to health, or due to reasons that prevent them travelling.

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.

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

Notwithstanding his/her physical presence on the day of the General Meeting, the notary who has been asked to attend the General Meeting and to draw up the minutes may use remote communication means in real time that adequately ensure fulfilment of the notary's duties.

REPRESENTATION USING REMOTE COMMUNICATION MEANS PRIOR TO THE GENERAL MEETING

In accordance with the Corporate Bylaws and the General Meeting Regulations, and with what has been resolved by the Board of Directors, the right of representation must have been exercised prior to the General Meeting and must have been done in line with any of the following means of remote communication:

- **By post**

Shareholders may grant proxies by post, by 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 entities that grant a proxy to another shareholder using this means must 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 by law.

- **By electronic means**

Natural persons may grant proxies 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 an 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, attendance at the General Meeting of the person represented shall revoke 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 10:00 a.m. on 15 June 2021. 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 Meeting and the 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 proxy, for each one of the items on 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 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 granted in accordance with letter b) above; (ii) it refers to all the items on the Agenda included in the call notice for the General Meeting; (iii) the shareholder wishes to vote in favour of all the proposals put forward by the Board of Directors regarding the items on the Agenda included in the call notice; and (iv) regarding resolutions on any items not on the Agenda included in the call notice, it shall be understood that authorization is given for such items to be discussed at the General Meeting, provided that this is admissible by law, and that the proxy will vote as they deem most favourable in the interest of their principal.

For the proxy to be valid, the proxy holder shall accept the proxy by attending the General Meeting, unless they expressly state their intention otherwise at the Meeting itself, in which case the proxy shall be considered as revoked.

The Chairman of the General 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.

A 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 granting shareholder electronically 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 items 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 items, 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 Spanish 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 place on record that if 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 proposed resolutions not included on the Agenda when they refer to their revocation as Director or their accountability. Such conflict of interest may extend to the fourth, fifth, sixth, seventh, eighth and ninth item on the Agenda.

REMOTE VOTING PRIOR TO THE HOLDING OF THE GENERAL MEETING

The right to vote on the proposed resolutions corresponding to the items included on the Agenda prior to the General Meeting must be exercised in accordance with any of the following means of remote communication:

- **By post**

Shareholders may cast their votes by post, by 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 entities that cast their vote by this means must

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 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 -, following the instructions given to that effect, by using an 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 their 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 10:00 a.m. on 15 June 2021. Those received after this deadline shall be considered as not cast. Proxies granted before such vote is cast will be deemed revoked and those granted after such vote is cast will be deemed as not granted.

Votes cast by any remote communication means will be rendered ineffective by the shareholder's express revocation, made by the same means, by the shareholder having cast it attending the meeting electronically, or by the disposal of the shares by the shareholder having cast their vote, when the Company is aware of this disposal at least five (5) days before the date scheduled for holding the General Meeting on first call.

TECHNICAL FAILURES

The Company reserves the right to modify, suspend, cancel or restrict the electronic systems for delegation of representation 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 grant of proxies by electronic means shall be operational from 16 May and shall be closed at 10:00 a.m. on 15 June 2021.

SHAREHOLDERS' ELECTRONIC FORUM

In order to facilitate communication among the Company's shareholders prior to the holding of the General 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, 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 rather it is made available exclusively for the purpose of facilitating communication between Amadeus' shareholders, on the occasion of the General 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 2020 and the respective audit reports;
- the Directors' Report of the Company and its Group of companies (including 2020 non-financial information, in accordance with Act 11/2018, of 28 December, in relation to non-financial information and diversity and the 2020 Annual Corporate Governance Report);
- 2020 Non-financial information statement;
- Professional profile (with identity, professional profile and category) of the Directors whose appointment and/or re-election is proposed (Agenda Item Five);
- Proposals and explanatory 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);
- Explanatory reports from the Board of Directors on items Ten (Amendment of the Corporate Bylaws) and Eleven (Amendment of the Regulations of the General Shareholders' Meeting) on the Agenda;
- Specific report by the Nominations and Remuneration Committee explaining the Directors' Remuneration Policy (Agenda Item Eight);
- Directors' Remuneration Policy for fiscal years 2022, 2023 and 2024 (Agenda Item Eight);
- Call notice for the General Meeting and of the proposed resolutions that the Board of Directors submits for approval to the General 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;
- 2020 Global Report;

- Rules for representation and remote voting by electronic means at the General Meeting;
- Rules of the Electronic Forum for shareholders.

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

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

- 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.

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 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 General Meeting may be recorded and made available to the public on the Company's corporate website (www.corporate.amadeus.com). By entering the venue where the General Meeting is held, attendees give their consent to the capture and reproduction of images of their person and to the processing of their 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 voting capital, and on second call the attendance of 25% of said capital will suffice. This notwithstanding, in order for resolutions entailing the amendment of the Corporate Bylaws to be validly adopted on second call where a quorum of at least 50% of the subscribed voting capital has not been reached, the favourable vote of two thirds of the capital present or represented at the Meeting shall be required. The favourable vote of two thirds of the capital present or represented at the Meeting shall be required, on both first and second call, in order to validly adopt resolution 10.3 on the Agenda (New article 24 bis “General Meetings held exclusively by electronic means”).

Shareholders are notified that the General Meeting is expected to take place on **SECOND CALL**, on 17 June 2021, at 10:00 a.m., with the shareholders attending solely by electronic means.

In Madrid, on 29 April 2021

The Secretary of the Board of Directors

Tomás López Fernebrand

Proposed resolutions to be submitted to the Ordinary General Shareholders' Meeting to be held on first call on 16 June 2021, and on second call on 17 June 2021, for their approval, as set out in 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 ended 31 December 2020.

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 recognized 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 2020, as issued by the Company's Board of Directors in its meeting held on 25 February 2021.

2. Examination and approval, if applicable, of the non-financial information statement related to the financial year ended 31 December 2020, which forms part of the consolidated Directors' Report.

Approval of the consolidated non-financial information report related to the financial year ended as of 31 December 2020, 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 2020 results of the Company.

Approval of the allocation of the Company's results corresponding to the financial year ended as of 31 December 2020, as per the proposal approved by the Board of Directors in the meeting held on 25 February 2021.

As a result of the foregoing, the net loss obtained by the Company for the year ended as of 31 December 2020, amounting to 191,349,998.91 euros, will be allocated to retained earnings.

Based on the above, the proposed appropriation of results is as follows:

Amount for appropriation:	Euros
Net profit (loss) for the year	(191,349,998.91)
	(191,349,998.91)
Appropriation to:	
Retained earnings	(191,349,998.91)
	(191,349,998.91)

4. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2020.

To approve the management carried out by the Board of Directors of the Company during the financial year ended as of 31 December 2020.

5. Appointment and re-election of Directors. The following proposals will be subject to separate votes:

In accordance with article 35 of the Bylaws:

- 5.1 Appointment of Mrs. Jana Eggers, 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, with immediate effects, Mrs. Jana Eggers, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

- 5.2 Appointment of Mrs. Amanda Mesler, 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, with immediate effects, Mrs. Amanda Mesler, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

- 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. Stephan Gemkow, 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. Stephan Gemkow, whose personal data are recorded in the Commercial Registry.

5.8 Re-election of Mr. Peter Kuerpick, 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. Peter Kuerpick, whose personal data are recorded in the Commercial Registry.

5.9 Re-election of Ms. Pilar García Ceballos-Zúñiga, 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, Ms. Pilar García Ceballos-Zúñiga, whose personal data are recorded in the Commercial Registry.

5.10 Re-election of Mr. Francesco Loredan, as “other external” 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, 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 Directors’ 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 Spanish 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.

7. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2021.

In accordance with article 36 of the Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2021, 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 of ONE MILLION SIX HUNDRED AND FIFTY THREE THOUSAND EURO (€1,653,000).

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. Approval of the Directors' Remuneration Policy for fiscal years 2022, 2023 and 2024, as per article 529 novodecies of the Spanish Capital Companies Act.

In accordance with article 529 novodecies of the Spanish Capital Companies Act, it is proposed to the General Shareholders' Meeting the approval of the Directors' Remuneration Policy for fiscal years 2022, 2023 and 2024, which has been at the disposal of the shareholders with the rest of the documentation of this General Meeting, and which is also available in the Amadeus corporate website www.corporate.amadeus.com.

9. Approval of a Performance Share Plan (PSP) addressed to the executive Director/s and executives of the Amadeus Group, consisting of the delivery of shares of the Company linked to the share price. Delegation of powers.

It is proposed to the General Shareholders' Meeting the approval of the Performance Share Plan (PSP), consisting of the award of shares in Amadeus IT Group, S.A., addressed to senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee of the Amadeus Group, subject to the general terms and conditions described below.

Performance Share Plan (PSP)

- General background to Amadeus equity plans

From the first moment Amadeus went public, the participation of employees at all levels in the various share-based compensation plans has been a primary objective of the Board of Directors and the management team. And not only as a measure to align the interests of shareholders and other stakeholders with those of the Company and its management team, but also as a measure to ensure Amadeus remains an attractive employer and secures the best talent for the future.

To this effect, Amadeus not only maintains in force the different remuneration plans that it has had in the past, a Restricted Share Plan (RSP) and Share Match Plan, but will extend them for new cycles during 2022, 2023 and 2024. With the same objective the company is putting a lot of effort at expanding our equity programs to a much wider employee base than in the past. Consequently, the company is introducing a new Restricted Share Plan on top of the existing discretionary RSP disclosed in the past directed at our middle management population – around 1,500 managers in total – and also an extension to our Share Purchase Plan, the successful Share Match Plan, likewise disclosed in the past, providing free shares to an approx. additional 1,000 lower middle management employees.

This demonstrates the Amadeus investment into our employees and management levels even during these difficult times, as investing in our talent now for the future is key to Amadeus continued success in the years to come.

By way of general information and background: the total maximum number of shares that can be awarded between 2022 and 2024 will be the equivalent of dividing a maximum of €170 million by the reference share price, and in no case can the overall capital assigned to these plans exceed 2.0% of the Company's share capital at the date of approval of this resolution. The aforesaid € 170 million is the overall maximum the company can award under the PSP and other equity plans offered to a much broader employee base – middle management and staff - as Restricted Shares or Free Shares under a Share Purchase scheme or in exchange for a bonus otherwise received in cash.

Of all the share-based compensation plans, only the so-called Performance Share Plan (PSP) for executive directors and managers of the Amadeus Group, whose last cycle will end in 2021, as its name indicates, allows the participation of the Executive Director of the Amadeus Group.

In compliance with current legislation, the terms and conditions of the new PSP for Executive Director/s and executives of the Group for the three new cycles (2022, 2023 and 2024) are submitted to the General Shareholders' Meeting for approval.

TERMS AND CONDITIONS

General principles

- Description:

The PSP is designed as the key long-term incentive tool for management. It consists of the award to the chosen beneficiaries, upon fulfillment of the necessary requirements established in the Plan, of a certain number of shares in Amadeus IT Group S.A., as variable remuneration.

- Beneficiaries:

The beneficiaries of the PSP will be the senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee. The Board of Directors may include new beneficiaries in the Plan, without it entailing an increase in the total number of shares approved in this resolution.

Non-executive Directors will not be eligible to participate in the PSP.

- Duration:

The PSP comprises three independent three-year cycles, with a new cycle commencing every year. The first cycle of the Plan will commence in 2022, foreseeably in May.

- Requirements and conditions for the share award:

In order for a participant in the PSP to be entitled to receive shares in Amadeus IT Group, S.A. at the end of a certain PSP cycle, the following requirements, which will be defined at the beginning of the relevant cycle, must be met:

(a) the beneficiary must continue to be employed by any Amadeus Group company on the end date of the cycle, without prejudice to certain exceptions for the cases of termination of the employment relationship expressly provided for in the PSP regulations; and

(b) the Amadeus Group must meet specific performance objectives, to be set by the Board of Directors, linked to certain financial and value creation metrics, measured in absolute and/or relative terms, which may be internal (such as Earnings per Share, Adjusted Profit and Pre-tax Operating Cash Flow) or external (such as the Total Shareholder Return performance of the Company with respect to a group of reference entities. ESG and Non-financial objectives may be included, but the weight of such objectives will not exceed 30% of the target incentive opportunity under normal business circumstances.

Unless there are significant changes in the macroeconomic environment or relevant impact on the travel industry due to extraordinary events, for the 2022 cycle we plan to apply the metrics that have been historically used:

—Growth in Adjusted Earnings per Share (EPS) or Adjusted Profit, with a 50% weighting: Adjusted EPS, defined as the adjusted net income divided by adjusted weighted average shares outstanding during the year. Adjusted Profit, defined as adjusted net income as officially reported by the Company (net income excluding after-tax impact of accounting effects derived from PPA exercises and impairment losses, non-operating exchange gains (losses) and other non-operating and non-recurring effects).

— Growth in Pre-tax Operating Cash Flow (OCF), with a 30% weighting: Pre-tax OCF, defined as the EBITDA net of capital expenditure and changes in working capital, as officially reported by Amadeus.

— Total Shareholder Return (TSR) performance relative to a comparator group, with a 20% weighting: The TSR comparator group will consist of around 53 companies predominantly drawn from the Eurofirst 300 index with operations in similar sectors to Amadeus (travel and leisure, media, technology and telecommunications), as well as companies from the expanded IPO comparator group; as well as Sabre.

The grant of every cycle of the Performance Share Plan will be made in line with the Directors' Remuneration Policy submitted for approval as Agenda item number eight of the present General Shareholders' Meeting.

The Board retains the discretion, for any cycle, to review the performance metrics, weightings, targets and comparator groups (if applicable) to ensure continued alignment with the Company's strategy. The corresponding details will be included in the Directors Remuneration Reports.

The Nominations and Remuneration Committee may review performance against targets, using judgement to account for items such as (but not limited to) mergers, acquisitions, disposals, foreign exchange rate movements, changes in accounting treatment, material one-off tax settlements and significant changes in the macroeconomic environment or relevant impact on the travel industry due to extraordinary events.

- Maximum individual award (for the CEO):

The CEO (hereinafter, "executive Director") will be included among the beneficiaries of the PSP. In case of fulfilling all the requirements and conditions for the share award established in the Plan, he would have the right to receive the following number of shares at maximum as outlined below:

- The maximum number of shares that the executive Director could have the right to receive in under each cycle of the PSP, if the maximum level of performance is met or exceeded for all objectives, is equivalent to two (2) times his base salary at the beginning of each cycle, divided by the Reference Share Price (as determined in the section "Other relevant issues").
- Exceptionally, and as foreseen in the Remuneration Policy submitted for approval as item number 8 of the present General Shareholders' Meeting, the Board of Directors may increase the maximum amount of shares to up to four (4) times his base salary in exceptional circumstances that may include, but not limited to, retention or exceptional Company performance or significantly altered market conditions. If applied, the reason for any such

increases would be disclosed in the Annual Report on Directors' Remuneration for the relevant year.

- Share award date:

The shares will be delivered in the three months following the date on which the right to receive them arises. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

- Holding Requirements:

The Participants who form part of the Executive Committee (including the Executive Director) at the time of vesting, may not sell or transfer the net Shares received, after taxes and any applicable deductions, for a period of two years following the Vesting Date ("Holding Period"). Any other Participant, apart from the Executive Committee members at the time of vesting, may not sell or transfer the net Shares received, after taxes and any applicable deductions, for a period of one year following the Vesting Date ("Holding Period").

During this period, hedging of the shares received will be expressly prohibited.

Other relevant issues

- Reference Share Price

The reference share price at the beginning of each PSP, grant will be determined according to the average closing price of the shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges during the month preceding the month before the plan, its cycles or specific grants begin ("Reference Share Price").

- Maximum number of shares to be awarded

Within the context of the general background described above, the PSP plan would in any case consume no more than 0.34% of the Company's share capital at current share price during the years 2022, 2023, and 2024.

- Source of the shares

The shares in Amadeus IT Group, S.A. to be awarded to the participants may come from:

- (a) Treasury stock that has been or is acquired by Amadeus IT Group, S.A. or by any of its Group companies, upon the fulfilment of the statutory requirements established for that purpose.
- (b) Newly issued shares resulting from a capital increase carried out for that purpose at any given time.
- (c) Shares deriving from the exercise of an equity swap agreement entered into with a financial institution.
- (d) A combination of the foregoing.

If it were necessary or advisable for legal, regulatory or other similar reasons, the mechanisms for award of the shares established may be adapted in specific cases, without altering the maximum number of shares linked to the plans or the essential conditions applicable to the award described in the preceding sections.

Exceptionally, those adaptations may include replacement of the award of shares with payment of the equivalent value in cash.

Delegation of powers

To authorize the Board of Directors, on the broadest terms, and which authority may be delegated by the Board to the Nominations and Remuneration Committee, any member of the Executive Committee or to any other person expressly authorized by the Board for such purpose, to execute this resolution and implement, when and in the manner it deems appropriate, develop, formalize, execute and settle the aforementioned plan, adopting all such resolutions and signing as many public or private documents as may be necessary or advisable for the fullest implementation thereof, including the power to correct, rectify, amend or supplement this resolution. And, in general, to adopt all such resolutions and take all such steps as may be necessary or merely advisable for the successful outcome of this resolution and of the implementation, execution and settlement of the plan, including, purely for purposes of illustration and always in the context of the terms and conditions established in this resolution, the following powers:

(a) Implement and execute the plans when and in the specific manner that it deems appropriate.

(b) Develop and set the specific conditions of the plan in relation to all aspects not envisaged in this resolution, being able to approve and publish regulations on the functioning of the plans, including, purely for purposes of illustration:

- The beneficiaries of the plan.
- The individual number of shares to be awarded in each case, without this implying any change in the total maximum number of shares to be awarded authorized at each time.
- The period of permanence required in order to be entitled to receive the shares.
- The specific objectives of the plan.
- The reference price of the shares to be awarded under the plan.

(c) Where the legal regime applicable to some of the participants or to certain companies of the Amadeus Group so require or make it advisable, or if necessary or advisable for legal, regulatory, operative or other similar reasons, adapt the basic general or specific conditions indicated, including, for purposes of illustration and without limitation, adapt the share award mechanisms without altering the maximum number of shares linked to the plan, and provide for and make the total or partial settlement of the plan in cash.

(d) Decide not to execute or totally or partially invalidate the plan or any of its cycles, and exclude certain groups of potential participants or companies of the Amadeus Group where the circumstances so require.

(e) Draft, sign and file such communications and supplementary documents as may be necessary or advisable, before any public or private body in order to implement, execute or settle the plan, including, if necessary, the relevant prior communications and informative brochures.

(f) Perform any step, declaration or formality before any public or private body, entity or registry to obtain any authorization or verification necessary to implement, execute or settle the plan and the award of free shares in Amadeus IT Group, S.A.

(g) Negotiate, agree to and execute such contracts of any kind with financial or other types of institutions as it freely designates, on the terms and conditions deemed appropriate, as may be necessary or advisable for the successful implementation, execution or settlement of the plan, including, where necessary or advisable according to the legal regime applicable to any of the participants or to certain companies of the Amadeus Group, or if necessary or advisable for legal, regulatory, operative or other similar reasons, establish any legal concept (including trusts or other similar concepts) or reach agreements with institutions of any kind for the deposit, safekeeping, holding and/or administration of the shares and/or their subsequent award to the participants in the context of the plan.

(h) Draft and publish such announcements as may be necessary or advisable.

(i) Draft, sign, execute and, where necessary, certify any type of document relating to the plan.

(j) Adapt the content of the plans to the corporate circumstances and transactions arising during the term of the plans, relating both to Amadeus IT Group, S.A. and to the companies forming part of the group of reference at any given time, on the terms and conditions deemed necessary or advisable at any given time to maintain the aim of the plan.

(k) And, in general, perform any steps, take any decisions and execute any documents as may be necessary or merely advisable for the validity, enforceability, implementation, development, execution, settlement and successful outcome of the plan and of the resolutions adopted previously.

10. Amendment of the following articles of the Corporate Bylaws of the Company, in accordance with the new Good Governance Code of Listed Companies of June 2020 and the amendments made to the Spanish Capital Companies Act, by Act 5/2021, of April 12th, as well as some technical or drafting improvements. The following proposals will be subject to separate votes:

10.1 Amendment of Article 11 “Share Capital Increase”

In accordance with the Directors’ explanatory report on the amendments to the Bylaws, the Board of Directors proposes to amend Article 11 “Increase in capital” of the Bylaws, which, hereinafter, shall have the following restated text:

“Article 11.- Share capital increase

1. *The share capital may be increased in one or more occasions by resolution of the General Shareholders’ Meeting, adopted according to law and these Bylaws.*

2. *The agreement on the capital increase shall include the subscription terms, as well as, where applicable, the period of time during which shareholders may exercise their pre-emptive subscription rights over the new shares, which shall not be less than fourteen (14) days from the publication of the announcement of the offer of the new issue in the Commercial Registry Gazette (Boletín Oficial del*

Registro Mercantil) when the Company is listed on the stock exchange, or not less than one month in other cases.

3. *Pre-emptive subscription rights shall be transferable in the same terms as the shares they derive from. When the capital increase is charged to reserves, the same rule shall apply to the rights of free allocation of the new shares.*

4. *According to article 308 of the Spanish Capital Companies Act (Ley de Sociedades de Capital), the General Meeting, when deciding upon the capital increase, may agree to suppress the pre-emptive subscription rights totally or partially, where the Company's interests so require. To deem this agreement valid, the provisions of the Spanish Capital Companies Act (Ley de Sociedades de Capital) on the amendment of bylaws shall be respected, as well as any other applicable legal provisions."*

10.2 Amendment of Article 24 "Voting through remote communication means"

In accordance with the Directors' explanatory report on the amendments to the Bylaws, the Board of Directors proposes to amend Article 24 "Voting through remote communication means" of the Bylaws, which, hereinafter, shall have the following restated text:

"Article 24.- Attendance by electronic means and voting through remote communication means

1. *Attendance at the General Meeting by simultaneous electronic means may be admitted under the terms and conditions approved by the Board of Directors and/or provided for in the Regulations of the General Shareholders' Meeting. The Board of Directors shall be entitled to determine when, based on the state of the art, the appropriate conditions of security and simplicity permit, with the proper safeguards, attendance at the General Meeting by simultaneous electronic means, as well as the decision on the necessary procedural aspects, including, among other matters, the minimum period in advance that the connection must be established to consider the shareholder as present, the applicable procedure and rules for shareholders who attend by simultaneous electronic means to be able to exercise their rights, the identification requirements to be met by those attending electronically and their influence on the system of drawing up the list of attendees subject, where appropriate, to the provisions of the Regulations of the General Shareholders' Meeting and in accordance with the law.*

2. *Shareholders that are entitled to attend may vote on the motions concerning the items on the agenda of any General Meeting by post or e-mail/electronic communication, provided that the identity of the shareholder who exercises his right to vote and the security of any electronic communications are duly guaranteed.*

3. *A postal vote shall be cast by sending it to the Company in writing, indicating the direction of the vote, and complying with formalities determined by the Board of Directors through resolution and subsequent notification in the call announcement of the Meeting in question.*

4. *Voting via electronic communication with the Company will only be allowed when the appropriate conditions of security and unambiguousness have been assured, and the Board of Directors so decides in a resolution and then notifies it in the announcement of the call to the General Meeting in question. In this resolution, the Board of Directors will define the applicable conditions for issuing the remote vote by e-mail, necessarily including those that adequately guarantee the authenticity and identification of the voting shareholder.*

5. *In order to be counted as valid, a vote cast before the General Meeting is held through any of the remote means referred to in the previous sections must have been received by the Company at least five (5) days in advance of the date set for the General Meeting at the first call. The Board of Directors may reduce the required notice until the twenty-four (24) hours of the working day previous to the date set for the General Meeting at the first call, giving the same publicity to this as to the call announcement. Votes cast electronically while the General Meeting is being held through electronic attendance shall be regulated in accordance with the provisions of paragraph one.*

6. *The Board of Directors may develop and supplement the regulation on remote voting and delegation, by laying down the instructions, means, rules and procedures it deems appropriate to implement the casting of votes and appointment of proxies through means of remote communication. The developing rules that the Board of Directors approves within the scope of what it is stated in this section shall be included in the Regulations of the General Shareholders' Meeting and published on the Company's website.*

7. *Shareholders who cast their votes remotely in accordance with what this article sets forth, will be considered as present for the purposes of the quorum of the General Meeting in question. As a result of this, appointments of proxies carried out before such votes are issued will be considered revoked, and those appointed afterwards will be treated as if they had not existed.*

8. *A vote cast through remote communication means before the General Meeting is held will be voided or null with the attendance of the shareholder who casts its vote at the meeting, on the terms set out in the Regulations of the General Shareholders' Meeting, or as a result of the disposal of the shares, which the Company is aware of, at least five (5) days before the date set for the holding of the General Meeting on the first call."*

10.3 New Article 24 bis "Exclusively electronic General Meetings"

In accordance with the Directors' explanatory report on the amendments to the Bylaws, the Board of Directors proposes to add a new Article 24 bis "Exclusively electronic General Meetings" of the Bylaws, which, hereinafter, shall have the following text:

"Article 24bis.- Exclusively Electronic General Meetings

The Board of Directors may approve the calling of General Meetings to be exclusively electronic without the physical attendance of the shareholders or their proxies, provided that the law so permits and the circumstances advising it are met. In this case where the General Meeting is held exclusively by electronic means, the General Meeting shall be deemed to be held at the registered office of the Company, regardless of where the Chairman of the General Meeting is located. The Board of Directors shall establish in the call notice the means and conditions for electronic attendance, as well as the procedure for exercising the shareholders' rights at exclusively electronic General Meetings, in accordance with the provisions of the law and the Regulations of General Shareholders' Meetings."

10.4 Amendment of the following articles relating to the Board of Directors: Article 32 “Duties of the Board of Directors”, Article 36 “Remuneration of the Directors” and Article 39 “Holding of meetings”

In accordance with the Directors’ explanatory report on the amendments to the Bylaws, the Board of Directors proposes to amend Article 32 “Duties of the Board of Directors”, Article 36 “Remuneration of the Directors” and Article 39 “Holding of meetings” of the Bylaws, which, hereinafter, shall have the following restated text:

“Article 32.- Duties of the Board of Directors

1. *The Board of Directors has the broadest attributes for the administration of the Company and, except for matters reserved to the competence of the General Meeting, it is the highest decision-making body of the Company and may do and carry out anything that is included within its corporate object.*
2. *The Board of Directors is responsible for representing the Company in and out of court, acting collegiately. The Board may also empower non-board-members to represent the Company through powers of attorney, which shall include a detailed list of the powers granted.*
3. *In all cases, the Board shall assume on a non-delegable basis those faculties legally reserved to its direct attention and those necessary to the diligent supervision of affairs. In particular, by way of example and not limited thereto, the Board’s responsibilities that are not open to delegation include:*
 - (a) *the supervision of effective functioning of the committees it has constituted and the actions of the delegated bodies and Executives it has appointed;*
 - (b) *the approval of the general policies and strategies of the Company. In particular:*
 - (i) *The approval of the business or strategic plan, the management objectives and annual budget, the financing and investment policy, and the dividend policy.*
 - (ii) *The definition of the policy for management and control of risks, including tax risks, and supervision of the internal information and control systems.*
 - (iii) *The definition of the Company’s sustainability policy (relating to environmental, social and corporate governance matters, among others) and that of the Group; its organization and functioning and, in particular, the approval and amendment of its own regulations.*
 - (iv) *The definition of the Company’s tax strategy.*
 - (v) *The general policy regarding the communication of the Company’s economic-financial, non-financial and corporate to be made available to shareholders, investors, proxy advisors and other stakeholders.*
 - (vi) *The policy regarding communication and contact with shareholders, institutional investors and proxy advisors.*
 - (c) *the authorization or waiver of the obligations arising from the duty of loyalty pursuant to the provisions of article 230 of the Spanish Capital Companies Act;*
 - (d) *its own organization and functioning;*

- (e) compiling the annual accounts, the management report and the proposal for profit and loss distribution, and also, as the case may be, the consolidated annual accounts and management report;*
- (f) preparing any kind of report that the law requires of the managing body, where the transaction to which the report refers cannot be delegated; in particular, preparing the Annual Report on Corporate Governance to be submitted before the General Meeting and the Annual Report on Director Remuneration;*
- (g) appointing, renewing and removing the internal posts on the Board of Directors, including Chief Executive Officers and the conditions of their contracts, and the members of the Committees;*
- (h) appointing and removing executives who report directly to the Board or to any of its members, as well as establishing the basic terms of their contracts, including their compensation;*
- (i) decisions relating to Directors compensation, within the framework of the bylaws and, if applicable, the compensation policy approved by the General Meeting;*
- (j) calling the General Meeting, preparing the agenda and proposed resolutions, and issuing the corresponding public announcements;*
- (k) the Company's policy on the treasury stock, pursuant to the General Meeting's authorizations;*
- (l) the powers that the General Meeting has delegated to the Board of Directors, unless it has been expressly authorized by the General Meeting to subdelegate them;*
- (m) approving the financial information which, in its capacity as a listed company, the Company must periodically make public;*
- (n) defining the Group's structure;*
- (o) approving all kinds of investments and operations which, due to their high value or special characteristics, are strategic in nature or involve a special tax risk, unless their approval is the remit of the General Meeting;*
- (p) approving the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered to be zero or low tax jurisdictions, and any other transactions or operations of a comparable nature the complexity of which might impair the transparency of the Company or its Group;*
- (q) approving, after a report from the Audit Committee, and in accordance with the requirements and conditions set out in the Spanish Capital Companies Act, of the transactions that the Company or companies in its group enter into with Directors, on the terms of articles 229 and 230 of the Spanish Capital Companies Act, or with shareholders that individually or as a group hold a significant interest, including shareholders represented on the Board of Directors of the Company or other companies that are a part of the same group, or with persons related thereto.*
- (r) appointing Directors by co-optation and submitting proposals before the General Meeting regarding appointments, ratifications, re-elections or removals of Directors and also the acceptance of resignations of Directors;*
- (s) declaring upon any takeover bid formulated over the securities issued by the Company;*

- (t) *delegating faculties to any of its members in the terms established in law and the Bylaws, and their revocation;*
- (u) *approving and modifying the Regulations of the Board of Directors; and*
- (v) *any other matter that such Regulations reserve to the plenary body.*

When there are urgent circumstances, duly justified, and the Law so permits, the above decisions may be adopted by the delegated bodies or persons, which decisions must be ratified by the first Board of Directors meeting held after the decision is adopted.

4. *The Board shall perform its functions on an independent basis with respect to the management of the Company and guided by general interests of the Company.”*

“Article 36.- Remuneration of the Directors

1. *The Directors, in their capacity as such, shall have a remuneration system consisting of an annual fixed amount to be distributed among the Directors as remuneration, both monetary and/or in kind.*
2. *The General Meeting shall approve the Directors’ remuneration policy at least every three years as a separate item on the agenda. The Directors’ remuneration policy shall determine the Directors’ remuneration in their capacity as such and shall include the maximum amount of annual remuneration for the Directors as a whole in their capacity as such.*
3. *The determination of the remuneration of each Director, in his capacity as such, shall correspond to the Board of Directors, which for this purpose shall take account of the duties and responsibilities given to each Director, the Director's membership on board committees and the other objective circumstances deemed to be relevant. Accordingly, the Board shall determine within each financial year the specific amount to be received by each of its members, and may adjust the amount to be received by each of them, depending on their membership or otherwise of the delegated bodies of the Board, their posts held therein, or in general, on their dedication to the administrative duties or in the service of the Company. The Board may also rule that one or several Directors should not be remunerated in their capacity as such.*
4. *The members of the Board of Directors shall also receive, in each financial year, the corresponding expenses for attendance to the sessions of the Board of Directors and/or sessions of the Committees of the Board, as determined by the General Meeting, and also the payment of validated travel expenses incurred in attending such sessions of the Board of Directors or Committees of the Board.*
5. *The Directors may be paid in shares in the Company or in another company in the group to which it belongs, in options over them or in instruments linked to their share price and its application must be passed by the General Shareholders’ Meeting. Any such resolution must state the maximum number of shares that may be allotted in each year to this remuneration system, the exercise price or the system for calculating the exercise price of the option rights, the value of the shares taken as a reference and the term of the plan.*
6. *The Board shall ensure that remunerations are reasonable with respect to market demands. In particular, the Board shall adopt any available measures in order to ensure that the remuneration of*

the external Directors, including that received by them as members of Committees, follows the following guidelines:

- (a) external Directors shall be remunerated with respect to their effective dedication, qualification and responsibility;*
- (b) the amount of remuneration of external Directors shall be calculated so that it offers dedication incentives, but at the same time without constituting an impediment to their independence; and*
- (c) external Directors shall be excluded from remunerations consisting of deliveries of shares, share options or instruments linked to share price, and also welfare provision funds financed by the Company for events of cease of office, decease or any other. Notwithstanding this, the delivery of shares are excluded from this limitation when the external Directors are obliged to hold the shares until the end of their tenure.*

7. The Company is authorized to contract civil liability insurance for its Directors.

8. The remuneration system for Directors for the performance of executive duties shall consist of (i) a fixed cash amount, (ii) variable remuneration in cash, in the short and/or long term according to the indicators or parameters set out in the Directors' remuneration policy, (iii) incentive plans consisting of the award of Company shares or instruments linked to the share price, in accordance with the provisions of paragraph 5 above, (iv) remuneration in kind (such as life, medical and disability insurance, vehicles, advisory services and meal allowances), (v) indemnification for early removal or termination of the contractual relationship and exclusivity, post-contractual non-compete and minimum term or loyalty clauses, and (vi) contributions to pension funds and/or deferred surviving insurance or similar, all of them on the terms set forth by the Directors' remuneration policy approved by the General Meeting at any given time and in accordance with the contracts approved by the Board of Directors. The Board of Directors is responsible for setting forth the individual remuneration payable to the Directors for the performance of executive duties within the framework of the Directors' remuneration policy approved by the General Meeting and in accordance with the provisions of their contracts, following a prior report issued by the Nominations and Remuneration Committee."

"Article 39.- Holding of meetings

1. There shall be a valid quorum at Board meetings when half plus one of its members attend in person or represented by another Director. Representation by proxy shall be granted in writing and on a special basis for each meeting through letter sent to the Chairman. Non-executive Directors may only grant a proxy to another non-executive Director. Independent Directors may only grant a proxy to another independent Director.

2. The Chairman shall manage the debates, give the floor and direct the votes.

3. Resolutions shall be passed by an absolute majority of the Directors attending the meeting, in person or represented by proxy, except in cases in which the law or these Bylaws stipulate qualified majorities."

10.5 Amendment of the following articles relating to the Committees of the Board of Directors: article 42 “Audit Committee” and article 43 “Nominations and Remuneration Committee”

In accordance with the Directors’ explanatory report on the amendments to the Bylaws, the Board of Directors proposes to amend article 42 “Audit Committee” and article 43 “Nominations and Remuneration Committee” of the By-laws, which, hereinafter, shall have the following restated text:

“Article 42.- Audit Committee

1. *The Board of Directors shall create, from among its number, an Audit Committee made up of a minimum of three (3) and a maximum of five (5) members, and shall be composed exclusively by non-executive Directors, of whom at least the majority must be independent Directors and one of whom shall be appointed taking into account his knowledge and experience on the subject of accountancy, auditing or both. In any case, they shall be appointed by the Board of Directors.*

As a whole, members of the Committee shall have technical knowledge of the industry in which the Company operates.

2. *The Chairman of the Audit Committee shall be appointed from among the independent Directors and will be appointed for a period which shall not exceed three (3) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.*

3. *The number of members, the responsibilities and the operating rules of this Committee must encourage its independent operation. Notwithstanding the other duties that may be assigned to it under the law or the Board Regulations, its responsibilities shall include at least the following:*

a) *informing the Company’s Shareholders’ Meeting of any issues that may arise as regards affairs for which the Committee is responsible and, in particular, regarding the outcome of the audit, explaining how it has contributed to the integrity of financial information and the role that the Committee has played during this process;*

b) *supervising the efficiency of the company’s internal control, the internal audit, if applicable, and the risk management systems, including tax risks, as well as discussing with the account auditors or auditing firms any significant weaknesses in the internal control system identified in the performance of the audit, without compromising its independence;*

c) *supervising and evaluating the process of preparation and presentation of the financial and non-financial information, as well as the systems for controlling and managing financial and non-financial risks relating to the Company and its Group (including operational, technological, legal, social, environmental, political and reputational or corruption-related risks);*

d) *referring to the Board of Directors the proposals for selection, appointment, re-election and replacement of the external auditor, as well as the conditions of the engagement thereof, and regularly gather information from it regarding the audit plan and its implementation, in addition to preserving its independence in the exercise of its functions;*

e) *managing relations with the external auditor or auditing firms in order to receive information about matters that could jeopardize their independence, for its examination by the Committee, and any other matters related to the process of auditing the accounts, and when appropriate, authorize services other than those prohibited under the legislation in force, as well as the other notifications*

envisaged in auditing legislation and the technical auditing rules. In any case, they shall receive on an annual basis from the account auditors or auditing firms, the written confirmation as to their independence vis-à-vis the company or companies directly or indirectly linked to it, as well as detailed information on an individual basis on any type of additional services provided to, and the related fees received from, these entities by the external auditor or auditing firms, or by the persons or entities linked to the latter pursuant to the regulations on auditing activities;

f) issuing on an annual basis, prior to issuing the accounts audit report, a report stating an opinion regarding whether the independence of the account auditors or auditing firms has been compromised. This report shall, in any case, contain a detailed evaluation of the provision of each and every additional services as referred to in the preceding paragraph, taken individually and as a whole, other than the legal audit, as regards the scheme of independence of the auditors and regulations governing audit activities.

g) reporting, beforehand, to the Board of Directors on all matters contemplated in the law, the Bylaws and the Board Regulations, in particular regarding:

- 1. the financial information the company must periodically make public,*
- 2. the creation or acquisition of interests in special purpose entities or those domiciled in countries or territories that are treated as zero or low tax jurisdictions, and*
- 3. transactions with related parties.*

The Audit Committee shall not exercise the duties foreseen in this point g) when they are attributed through the by-laws to another Committee, and said Committee is composed solely of non-executive directors and at least two independent directors, one of whom must be the Chairman.”

“Article 43.- Nominations and Remuneration Committee

1. The Board of Directors shall create, from among its number, a Nominations and Remuneration Committee made up of a minimum of three (3) and a maximum of five (5) members, all of whom shall be non-executive Directors and the majority of whom shall be independent Directors. In all cases, they shall be appointed by the Board of Directors.

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

3. His responsibilities shall include, in addition to those legally established and those assigned in the Regulations of the Board, at least the following:

- (a) evaluating the competence, knowledge and experience necessary on the Board of Directors;*
- (b) submitting before the Board of Directors proposals for appointments, re-election or removal of independent Directors, and informing of the appointment, re-election or removal of the remaining Directors;*
- (c) proposing to the Board of Directors the remuneration policy for Directors and general managers or those performing senior management duties under the direct supervision of the board,*

executive committees or managing directors of the Company, the individual remuneration of executive Directors and the other terms of their contracts; and

(d) supervising the implementation of the remuneration policy established by the Company.”

11. Amendment of the following articles of the Regulations of the General Shareholders’ Meeting of the Company in accordance with the new Good Governance Code of Listed Companies of June 2020 and the amendments made to the Spanish Capital Companies Act, by Act 5/2021, of April 12th, as well as some technical or drafting improvements. The following proposals will be subject to separate votes:

11.1 Update of the corporate name and of Article 2 relating to the corporate website.

Preamble. Update of the legal name.

Update of the Company’s legal name, replacing the reference of “Amadeus IT Holding S.A.” in the Preamble, to the Company’s current legal name, “Amadeus IT Group S.A.”

In accordance with the Directors’ explanatory report on the amendments to the Regulations of the General Shareholders’ Meeting of the Company, the Board of Directors proposes to amend Article 2 “Effectiveness, Interpretation and Amendment. Website”, which hereinafter, shall have the following restated text:

“Article 2.- Effectiveness, interpretation and amendment. Website

1. *These Regulations shall be applicable to General Meetings called after they are approved.*
2. *These Regulations shall be construed in accordance with applicable legal and statutory rules, and in accordance with the principles and recommendations on the corporate governance of listed companies, taking into consideration the spirit and purpose thereof.*
3. *The Board of Directors may propose to the General Shareholders’ Meeting the amendment of these Regulations when, in its judgment, it deems it necessary or appropriate.*
4. *The Company has a corporate website (www.corporate.amadeus.com) approved by the General Shareholders’ Meeting. This website includes the information required by the securities market legislation and by the applicable companies legislation, and it constitutes the Company’s electronic site for the purposes of the Spanish Capital Companies Act.”*

11.2 Amendment of Article 7 “Shareholders’ information rights”.

In accordance with the Directors’ explanatory report on the amendments to the Regulations of the General Shareholders’ Meeting of the Company, the Board of Directors proposes to amend Article 7 “Shareholders’ information rights”, which hereinafter, shall have the following restated text:

“Article 7.- Shareholders’ information rights

1. *As from the date of publication of the call to the General Shareholders’ Meeting, whether Ordinary or Extraordinary, any shareholder shall be able to examine, at the registered address of the Company, the proposed resolutions, the reports and other documentation on issues included in the agenda and on the auditor’s report, whose availability is mandatory according to the applicable laws*

and the Bylaws. Such documentation will also be available to the shareholders on the Company's website, from the aforementioned date, all this without prejudice to the shareholders' entitlement to request free delivery or mailing of the whole text of the documents made available, in those cases where this is provided for by the applicable laws.

2. Moreover, from the date the notice of the call to the General Shareholders' Meeting is published, the Company must publish, at least the following information on its website, on an uninterrupted basis:

- The notice of the call.
- The total number of shares and voting rights on the date of the call, broken down by class of shares, if any.
- The documents to be presented to the General Meeting, in particular the reports of directors, auditors and independent experts, as well as a summary of the Audit Committee's opinion on the qualifications that the auditor may have included in the audit report, if any.
- The complete texts of the proposed resolutions on each and every one of the items on the agenda or, in relation to items that are merely for information purposes, a report of the competent bodies, commenting on each one of those items. Any resolutions proposed by shareholders will also be included, as and when they are received.
- In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, the curriculum vitae and the category to which each one belongs, as well as the proposal, the explanatory report from the Board which evaluates the competence, experience and merits of the proposed candidate, and a report from the Nomination and Remuneration Committee in cases of appointment or renewal of the term of non-independent Directors.
- The forms that must be used for proxy and remote voting, unless they are sent directly by the Company to each shareholder. If they cannot be published on the website, due to technical reasons, the Company must indicate on the website how to obtain paper versions of the forms, which it must send to all shareholders who request them.

3. In particular, as from the date of publication of the official notice of the General Meeting, which shall approve the annual accounts, any shareholder may obtain from the Company, immediately and free of charge, at the registered address, the annual accounts, the management report, and both individual and consolidated auditors' reports, as the case may be. Said documentation shall be made available to shareholders on the Company's website as from the date of publication of the official meeting notice, and at least up until the day of holding of the General Meeting which is to approve them.

4. Furthermore, until the fifth day prior to the date scheduled for holding the General Meeting, shareholders may request in writing to the Board of Directors, concerning the business included on the agenda, such information or clarifications as they deem necessary or ask those questions they deem pertinent. Likewise, and within the same period, they may request information or clarifications, or make questions in writing, concerning the information accessible to the public which has been furnished by the Company to the Spanish Securities Market Commission (Comisión Nacional del

Mercado de Valores) since the holding of the last General Meeting and concerning the auditor's report.

The Board of Directors shall furnish the requested information referred to in the preceding paragraph in writing up to the day the General Meeting is held.

5. *At the General Meeting, shareholders may verbally request such information or clarifications as they deem appropriate concerning the business included on the agenda and, in the event it is not possible to satisfy the shareholder's right at that time, the Board of Directors shall furnish such information, in writing, within seven (7) days following the end of the General Meeting.*

6. *It is the Board of Directors' obligation, which may be fulfilled through the Company's management personnel, and through any employee or expert on the subject matter during the General Meeting, to furnish the shareholders with the information requested in accordance with sections 3 and 4, supra, except in cases where such request is legally incorrect or such information is not necessary for the protection of the rights of the shareholder, or there are objective reasons to believe that it could be used other than for corporate purposes, or its publication would be damaging to the Company or related companies. This exception shall not apply when the request is supported by shareholders who represent, at least, one quarter (1/4) of the share capital.*

7. *Valid requests for information or clarification or questions made in writing, and the directors' answers provided in writing, shall be included on the company's website.*

8. *When, prior to the formulation of a specific question, the information requested is available in a clear, express and direct manner to all shareholders on the Company's website, in question and answer format, the Directors may limit their answer by referring to the information provided in that format.*

9. *The Company will, at all times, ensure equal treatment of all shareholders in the same position, as regards information, participation and exercise of the voting rights at the General Meeting."*

11.3 [Amendment of the articles relating to the holding of the General Meeting: Article 8 "Right of attendance", Article 10 "Proxy to attend the General Meeting", Article 11 "Organization of the General Meeting" and Article 14 "Attendance list".](#)

In accordance with the Directors' explanatory report on the amendments to the Regulations of the General Shareholders' Meeting of the Company, the Board of Directors proposes to amend Article 8 "Right of attendance", Article 10 "Proxy to attend the General Meeting", Article 11 "Organization of the General Meeting" and Article 14 "Attendance list", which hereinafter, shall have the following restated text:

"Article 8.- Right of attendance

1. *The following shareholders may attend the General Meeting: all shareholders who hold a minimum of THREE HUNDRED (300) shares, individually or grouped together with other shareholders, and have the shares representing the said capital recorded in the pertinent book-entry ledger at least five (5) days in advance of the date of the General Meeting. Each shareholder who, as provided above, may attend the General Meeting, shall be provided with a personal attendance card reflecting the number of shares held and the votes pertaining thereto, at the rate of one vote per share. The cards*

shall be issued by the Company itself, subject to verification of the ownership of the shares, or by the Spanish clearing-house entity: Management Entity for Registration Systems, Compensation and Liquidation of Securities (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. -Iberclear-) or corresponding participating entities. The absence of a card may only be remedied by having the pertinent certificate of legitimacy which verifies compliance with the attendance requisites.

2. The right to attend the General Meeting, whether by electronic means, through representation by postal or electronic correspondence or any other means of remote communication, as well as the rights to vote at the General Meeting, in accordance with the provisions of article 521.2 of the Spanish Capital Companies Act and of article 24 of the Bylaws, shall include any or all of the following forms:

- Real-time broadcast of the General Meeting.
- Two-way communication in real time to enable shareholders to address the General Meeting from a place other than that where it is being held.
- A mechanism for voting prior to or during the General Meeting with no need for appointment of a proxy to be physically present at the Meeting.

A vote cast through remote communication means before the General Meeting is held will be voided or null with the attendance of the shareholder who casts its vote at the meeting, whether the attendance is in person or by electronic means.

3. The General Meeting may be called by the Board of Directors to be held solely in person, with the possibility of attending by electronic means, or by electronic means exclusively, provided that the law so permits and the circumstances advising it are met. The Board of Directors shall determine in the call of the General Meeting all of the necessary points to enable the meeting to be held, establishing the procedure to be followed, as well as the procedure for exercising the shareholders' rights, in accordance with the provisions of the law.

4. The members of the Board of Directors shall attend the General Meetings, although the fact of any of them not attending for any reason shall in no case prevent the valid holding of the General Meeting."

"Article 10.- Proxy to attend the General Meeting

1. Notwithstanding the attendance of the shareholders through the appropriate legal proxy, any shareholder entitled to attend may have himself represented at the General Meeting by another person, even if the latter is not a shareholder.

2. Representation by proxy is always revocable. As a general rule, the latest action carried out by the shareholder prior to holding the General Meeting shall be deemed to be valid. In any case, attendance to the General Meeting by the grantor, in person or by electronic means, shall result in the revocation of the proxy.

3. The proxy must be granted on a special basis for each General Meeting, in writing, or through remote communication means that properly guarantee the power of representation conferred, and the identity of the representative and the grantor and the security of any electronic communications.

4. *In the case of representation granted through remote communication means, this shall be deemed valid only if via:*

(a) *postal correspondence, sending to the Company the attendance card issued by the entity in charge of book-entry registrations, duly signed and filled out by the shareholder, or other means in writing authorized by the Board of Directors by prior resolution adopted to those effects, which properly guarantees the conferred power of representation and the identity of the representative and the grantor; or*

(b) *electronic communication means which properly guarantee the conferred proxy and the identity of the representative and the grantor. The proxy thus granted shall be valid when the electronic document conferring the proxy includes the legally recognized electronic signature used by the grantor or another type of signature which, by previous agreement adopted to these effects, is authorized by the Board of Directors, provided that such type of signature properly guarantees the identity of the grantor.*

5. *In order for the proxy granted, through any of the remote communication means referred to in the previous sections (a) and (b), to be valid, the Company shall receive said proxy at least five (5) days in advance of the date of holding of the Meeting on first call. The Board of Directors may reduce such period of prior notice to the twenty-four hours of the working day preceding the date of holding of the Meeting on first call, giving it the same publicity as the call announcement.*

6. *Documents containing proxies for the General Meeting shall include at least the following mentions:*

(a) *Date of the General Meeting and its agenda.*

(b) *Identity of grantor and representative. In the event that these details are not specified, it shall be understood that the proxy has been granted, indistinctly, in favour of the Chairman of the Board of Directors, Chief Executive Officer or the Secretary of the Board of Directors, or in favor of any member of the administrative body who, to these effects, is determined on a special basis, for each meeting.*

(c) *Number of shares owned by the shareholder granting the proxy.*

(d) *Instructions as to the nature of the vote by the represented shareholder on each of the items on the agenda. Notwithstanding the above, if the proxy has been validly granted in accordance with the applicable legal provisions and pursuant to these Regulations, 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, pursuant to paragraph b) of this section and if it has not been specially determined in each call notice, 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 forward by the Board of Directors regarding the items on the agenda included in the notice of the call; and (iv) regarding resolutions on any items not included in the agenda of 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.*

7. *The Chairman of the General Meeting is empowered to determine the validity of proxies granted and the compliance with the General Meeting attendance requisites, having the power to delegate this duty to the Secretary.*
8. *In cases in which a public request for proxy has been made in accordance with the provisions of article 526 of the Spanish Capital Companies Act (Ley de Sociedades de Capital), the rules set forth in the Spanish Companies Act and its implementing regulations shall apply. In particular, the document containing the proxy shall indicate the way in which the representative will vote, in the event that precise instructions are not given, as well as the content mentioned in the previous sections. Furthermore, the restriction on the exercise of voting rights established under article 526 of the Spanish Capital Companies Act (Ley de Sociedades de Capital) shall apply to the Director who obtains the public proxy.*
9. *The power of representation is construed without prejudice to the provisions of the law for cases of family representation and granting of general powers of attorney.*
10. *The Company will establish the scheme for electronic notice of the appointment, with the formal requirements necessary and appropriate to guarantee identification of the shareholder and the proxy or proxies it appoints and the security of any electronic communications.*
11. *The proxy may represent more than one shareholder, with no limit on the number of shareholders represented. When a proxy represents multiple shareholders, it may cast conflicting votes based on the instructions given by each shareholder. In any event, the number of shares represented will be included when determining the valid constitution of the General Meeting.*
12. *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 (Ley de Sociedades de Capital). 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.*
13. *If the Company Directors, or another person on behalf or in the interest of any of them, make a public proxy solicitation, 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 6.d) above, in accordance with the provisions of article 526 of the Spanish Capital Companies Act (Ley de Sociedades de Capital).*
14. *A 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."*

“Article 11.- Organization of the General Meeting

1. *The General Meeting shall be held in the place indicated by the official meeting notice within the city limits in which the Company has its registered address. If the place for holding the meeting does not appear in the official meeting notice, it shall be understood that the meeting will be held at the registered address of the Company.*
2. *In order to guarantee the security of the attendees and the proper order in the development of the General Meeting, the Chairman shall establish adequate measures of surveillance and protection, including access control systems.*
3. *If the Board of Directors so establishes, means which allow the simultaneous translation of the discussions at the General Meeting may also be used when deemed appropriate.*
4. *The Chairman may order the audiovisual recording of the General Meeting, in whole or in part.*
5. *If for any reason it is necessary to hold the General Meeting in separate meeting halls or by electronic means, audiovisual means shall be used which allow intercommunication between them in real time, thereby enabling them to proceed in unison. In the event that the meeting halls or the attendees are located in different venues, the meeting shall be deemed to be held where the Officers’ Table is located, which shall be always be within the city limits of the registered address, without the ancillary locations needing to be located there. Attendees at any of the places indicated shall be deemed to be attendees of the General Meeting, to the extent to which the requisites established in these Regulations and the Bylaws are fulfilled.*
6. *In the meeting hall or halls where the General Meeting is carried out, the attendees may not use photographic, video or recording devices, cellphones or similar, except to the extent permitted by the Chairman. Control mechanisms may be established at the access point to facilitate compliance with this provision.”*

“Article 14. Attendance list

1. *The admission of attendance cards, proxies or remote votes, as applicable, shall take place, at least, one (1) hour in advance of the time announced for starting the meeting, unless otherwise specified in the official meeting notice, and it shall close immediately prior to forming the attendance list.*
2. *The registration of participating shareholders present and represented shall be carried out by the persons appointed for such purpose by the Secretary, using, as the case may be, the technical means deemed adequate.*
3. *The attendance list shall reflect the name of the shareholders who are present and the name of the shareholders who are represented and their proxyholders, as well as the number of their own or third party shares with which they are participating.*
4. *The attendance list shall include as shareholders present (i) individual shareholders who attend in person or by electronic means, where possible, (ii) legal entity shareholders which attend through the appropriate legal proxies, (iii) the Company, in relation to the shares in treasury stock and (iv) those shareholders who have exercised their vote by electronic means before the General Meeting is held, in accordance with the Company’s Bylaws and these Regulations.*

5. *At the end of the list the total number of shareholders present or represented shall be indicated, as well as the amount of share capital they represent, specifying that which pertains to shareholders with voting rights.*
6. *Matters which may arise in relation to attendance, representation and preparation of the attendance list shall be resolved by the Chairman, who may delegate this duty to the Secretary.*
7. *The attendance list may also be drawn up by automated file, or be incorporated in machine-readable media. In these cases, the minutes shall state the medium used, and the appropriate identification diligence signed by the Secretary, under the seal of approval of the Chairman, shall be included on the sealed cover of the automated file or machine-readable media.*
8. *In the act of the General Meeting, any shareholder entitled to attend may verify his inclusion in the attendance list, without this delaying or postponing the normal development thereof once its Chairman has declared it to be legally assembled. The Officers' Table of the General Meeting shall not be required to read the aforesaid list or to furnish a copy thereof during the development of the meeting.*
9. *The Chairman may order to postpone, for several minutes, the closing of the attendance list in order to be able to accommodate agglomerations of last minute shareholders, in which case, a provisional closing may be carried out for the purpose of confirming the necessary quorum in order to validly assemble the General Meeting. In any case, the definitive closure of the list and the determination of the definitive quorum shall be carried out prior to entering into a debate on the agenda items.*
10. *Once the admission of attendance cards, proxies or remote votes, as applicable, has been closed, the shareholders or, as the case may be, their proxyholders, who access late the place where the General Meeting is being held, shall be provided with an invitation in order that, if should they so desire, they may follow the development of the meeting (in the same meeting hall or, if deemed appropriate by the Company in order to avoid confusions during the General Meeting, in a contiguous meeting hall from which they may follow the meeting). However, neither the abovementioned shareholders and proxyholders (nor their grantors) shall be included in the attendance list."*

11.4 Amendment of Article 15 "Convening and start of the meeting".

In accordance with the Directors' explanatory report on the amendments to the Regulations of the General Shareholders' Meeting of the Company, the Board of Directors proposes to amend Article 15 "Convening and start of the meeting", which hereinafter, shall have the following restated text:

"Article 15.- Convening and start of the Meeting

1. *When the meeting starts, the Chairman or, by his delegation, the Secretary, shall make reference to the official notice of the General Meeting and shall read the details relating to the number of shareholders with voting rights attending the meeting (either directly, by proxy or by remote voting), indicating the number of shares pertaining to the former and the latter, and their stake in the share capital. If appropriate, the Chairman shall declare the General Meeting to be validly convened on first or second call, as applicable, and shall determine whether it may deliberate and adopt resolutions on all of the business included on the agenda or, on the contrary, whether it must limit itself with respect to any of them.*

2. *Should the circumstance regulated under section 9 of the preceding article occur, the details indicated above referring to the provisional closing of the list may be read initially, and the Chairman may declare the General Meeting validly convened and determination of the agenda items that may be addressed based on the abovementioned data. Once the attendance list has been closed definitively and prior to starting the debate and voting on the agenda items, the definitive data as per the said list shall be read, with the Chairman ratifying the declaration of valid convening of the meeting and determination of the agenda items that may be addressed. For all purposes, the data to be considered shall be the definitive data.*

3. *Once the General Assembly has been declared as validly convened, the participating shareholders may make reservations or protests concerning the valid convening of the meeting, with the Chairman determining the procedure to manage them, in such a manner that it does not interfere with the normal development of the Meeting.*

4. *All or part of the General Meeting may be recorded and may be broadcasted, with public access, on the Company's website (www.corporate.amadeus.com), which shall be stated in the call notice of the General Meeting."*

12. *Delegation of powers to the Board of Directors, with power of substitution, for the fullest formalization, interpretation, remedy and implementation of the resolutions adopted by the General Meeting.*

Without prejudice to the powers given by the Law and by the Bylaws of the Company, it is agreed to delegate, as broadly as in law is required, to any Director, or to 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 favor of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are empowered to carry out, acting individually or jointly, the deposit of accounts of the Company and its consolidated group for the financial year closed on 31 December 2020 (in accordance to article 279 of the Spanish Capital Companies Act), expressly empowering them to sign and execute any type of document, with authority to remedy, until the effective filing of the accounts with the Commercial Registry.

The Board of Directors' Secretary and Vice Secretary are also empowered to carry out, acting individually or jointly, all necessary communications, notifications and relevant procedures before the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores) in compliance with the current legislation, the Sociedades Rectoras of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organizations required for the implementation of the resolutions of this Meeting.
