

**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**

**Resolutions adopted by the Ordinary General Shareholders' Meeting**

The Ordinary General Shareholders' Meeting has been held today in Madrid and, in accordance with the Agenda, all the proposals submitted by the Board of Directors have been approved, as per the attached Annex.

Madrid, 18 June 2020

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

## ANNEX

### RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING OF AMADEUS IT GROUP, S.A. HELD ON 18 JUNE 2020

- 1.- Examination and approval, if applicable, of the annual accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors Report of the Company, consolidated annual accounts and consolidated Directors Report of its Group of companies, all of them related to the financial year closed as of 31 December 2019.**

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognised in equity, and the annual report) (iii) the Directors Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2019, as issued by the Company's Board of Directors in its meeting held on 27 February 2020 and subsequent amendment to the proposal on the allocation of 2019 results approved by resolution of the Board of Directors dated on 23 March 2020.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

It is proposed to the General Shareholders’ Meeting to cast an advisory vote, in accordance with article 541.4 of the Capital Companies Act, on the Annual Report on Director’s Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, and which it is also available in the corporate web page of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com).

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

In accordance with the provisions of article 36 of the corporate Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2020, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION SIX HUNDRED AND FIFTY TWO THOUSAND FOUR HUNDRED EURO (€1,652,400).

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

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

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

A) Capital increases and term of validity of the delegation

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

B) Amount of the delegation

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

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

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

D) Extent of the delegation

The delegation shall extend to establishing all the terms and conditions of the capital increase and it will include, in particular, the power to freely offer the new shares not subscribed in the preferential subscription period or periods, to establish, in the event of incomplete subscription, that the capital increase remains without effect or that the capital be increased only by the amount of the subscriptions made, and to redraft the article of the corporate bylaws in relation to capital.

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

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

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

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

F) Listing of the issued shares

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

G) Substitution power

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

H) Revocation

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

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

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

The Board of Directors' Secretary and Vice Secretary are authorised in order that any of them, acting individually or jointly, may proceed to file the accounts of the Company and of its consolidated group corresponding to the financial year closed as of 31 December 2019 (as referred to by article 279 of the Spanish Capital Companies Act), explicitly authorising them to sign and execute any type of document, with authority to remedy, until achieving the effective filing of the accounts with the Commercial Registry.

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

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