

AMADEUS IT GROUP, S.A. - *Amadeus or the Company*- (in accordance with the provisions of Article 227 of the Securities Market and Investment Service Act (Ley de los Mercados de Valores y de los Servicios de Inversión) 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, 6 June 2024

Amadeus IT Group, S.A.

## ANNEX

### RESOLUTIONS PASSED BY THE ORDINARY GENERAL SHAREHOLDERS MEETING HELD ON 6 JUNE 2024

1. Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity during the period, cash flow statement and annual report – and Directors’ Report of the Company, consolidated Annual Accounts and consolidated Directors’ Report of its Group of companies, for the financial year ended 31 December 2023.

To approve (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 2023, as issued by the Company’s Board of Directors in its meeting held on 27 February 2024.

2. Examination and approval, if applicable, of the non-financial information statement related to the financial year ended 31 December 2023, which forms part of the consolidated Directors’ Report.

To approve the consolidated non-financial information report related to the financial year ended as of 31 December 2023, 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. Directors’ Remuneration Report 2023, for an advisory vote, pursuant to article 541.4 of the Spanish Capital Companies Act, which form part of the stand-alone and consolidated Directors’ Report.

To approve, with an advisory vote, in accordance with article 541.4 of the Spanish Capital Companies Act, the Annual Report on Directors’ Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, which is also available in the corporate website of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com) and which is included in the stand-alone and consolidated Directors’ Report.

#### 4. Approval, if applicable, of the proposal on the appropriation of 2023 results and other Company reserves.

To approve the allocation of the Company's results corresponding to the financial year ended as of 31 December 2023, as per the proposal approved by the Board of Directors in the meeting held on 27 February 2024.

As a result of the foregoing, the profits obtained by the Company for the year ended as of 31 December 2023, amounting to 576,333,180.98 euros, are distributed as follows:

- the distribution of a final gross dividend of EUR 1.24 euros per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.44 per share was paid in full on January 18, 2024, being therefore still pending of payment a complementary dividend of 0.8 euros per share.
- Retained earnings.

Based on the above, the appropriation of results and other reserves is as follows:

#### Amount for appropriation:

Net profit for the year	576,333,180.98
	576,333,180.98
Appropriation to:	
Retained earnings	17,714,166.78
Dividends	558,619,014.20
	576,333,180.98

The appropriation of other reserves has the purpose of reclassifying special reserves to retained earnings, as follows:

#### Amount for appropriation:

	Euros
Special reserves	138,823,055.04
	138,823,055.04
Appropriation to:	
Retained earnings	138,823,055.04
	138,823,055.04

The payment of the dividend will be effective on July 4, 2024, through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

5. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2023.

To approve the management carried out by the Board of Directors of the Company during the financial year ended as of 31 December 2023.

6. Re-election of Directors. The following proposals will be subject to separate votes:

In accordance with article 35 of the Bylaws:

- 6.1. Re-election of Mr. William Connelly, 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. William Connelly, whose personal data is recorded in the Commercial Registry.

- 6.2. 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 is recorded in the Commercial Registry.

- 6.3. Re-election of Mrs. 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, Mrs. Pilar García Ceballos-Zúñiga, whose personal data is recorded in the Commercial Registry.

- 6.4. 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 is recorded in the Commercial Registry.

- 6.5. Re-election of Mr. Peter Kürpick, 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 Kürpick, whose personal data is recorded in the Commercial Registry.

- 6.6. Re-election of Mrs. Xiaoqun Clever-Steg, 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,

Mrs. Xiaoqun Clever-Steg (formerly known as Mrs. Xiaoqun Clever), whose personal data will be recorded in the Minutes of the General Shareholders Meeting.

6.7. Re-election of Mrs. Amanda Mesler, 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, Mrs. Amanda Mesler, whose personal data is recorded in the Commercial Registry.

6.8. Re-election of Mrs. Jana Eggers, 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, Mrs. Jana Eggers, whose personal data is recorded in the Commercial Registry.

7. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for the financial year 2024.

To approve, in accordance with article 36 of the Bylaws, the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2024, 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 FIVE HUNDRED AND EIGHTY THREE THOUSAND EUROS (€1,583,000).

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 (2025-2027).

To approve, in accordance with article 529 novodecies of the Spanish Capital Companies Act, the Directors' Remuneration Policy for fiscal years 2025, 2026 and 2027, which has been at the disposal of the shareholders along with the rest of the documentation for this General Meeting, and which is also available on the Amadeus corporate website [www.corporate.amadeus.com](http://www.corporate.amadeus.com)

9. Approval of the participation of the Executive Directors in the Amadeus Executive Share Plan (AESP), in accordance with Article 219 of the Spanish Capital Companies Act. Delegation of faculties.

To approve, in accordance with Article 219 of the Spanish Capital Companies Act, the participation of Executives Directors in the Amadeus Executive Share Plan (AESP) consisting of the award and delivery of Amadeus shares or remuneration indexed to the value of Amadeus shares as proposed by the Board of Directors of Amadeus IT Group, S.A. (the "Company" or "Amadeus"), under the following primary terms and conditions:

## **- Eligible participants:**

- a) The Amadeus Executive Share Plan is open to Executive Directors and employees of the Group, as determined by the Board of Directors, and awards to Executive Directors will be compliant with the Directors' Remuneration Policy effective at the time of award.
- b) The Board of Directors has the authority to determine the specific eligibility criteria, vesting design, and participation levels for each group of participants.
- c) Non-executive Directors will not be eligible to participate in the AESP.

## **- Duration:**

The AESP will have a duration of 10 years from its approval by the Annual Shareholder Meeting. Therefore, no awards under the Amadeus Executive Share Plan can be granted more than 10 years after its approval by the Shareholders' Meeting.

## **- Grant of awards:**

The Amadeus Executive Share Plan allows for the issuance of conditional rights to receive shares in the Company which are not subject to performance conditions (RSUs), conditional rights to receive shares in the Company which are subject to performance conditions (PSUs) and conditional rights to receive remuneration linked to the value of a number of notional shares of the Company, which may or may not be subject to performance conditions.

When performance conditions are used, the Board retains the discretion to set the performance metrics, weightings, targets and comparator groups (if applicable) to ensure continued alignment with the Company's strategy.

The Board may adjust (including reducing to zero) the extent an award vests when considering a number of factors as described in the Plan Rules, such as underlying financial performance.

## **- Awards to Executive Directors:**

The Executive Director and any other executive director will be included among the beneficiaries of the AESP.

Awards to executive directors will be in the form of PSUs so that vesting will normally be subject to continued employment and the achievement of the performance conditions, which may include financial or non-financial conditions, determined by the Board over a period of three financial years starting with the year in which the award is made.

The Board retains the discretion 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.

Awards to Executive Directors will be subject to the limit set out in the applicable Directors' Remuneration Policy. Currently the Executive Director may receive a maximum amount of shares in a grant within the calendar year of 350% of salary, measured by the salary on the day of grant and a reference value of the share calculated as the average closing stock price of at least 20 market days during a window within the two months before the month of the award.

## **- Share award and vesting date:**

Awards may be granted at any time subject to relevant securities laws applicable to Amadeus. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

The awards will vest to the extent that any performance conditions and/or other conditions are satisfied. If an award vests, the Company will arrange for the delivery of shares to the participant as soon as practicable after vesting.

**- Holding Requirements:**

Awards can be granted on the basis that some or all of the shares in respect of which it vests (net of any shares sold to cover tax liabilities on vesting) must be held for a further period. In the case of Executive Directors, awards will normally be subject to a holding period of two years from vest subject to the terms of shareholding requirements and holding periods in the relevant Directors' Remuneration Policy.

**- Malus and Clawback:**

Awards granted to Executive Directors will be subject to the Malus and Clawback Policy referenced in the applicable Directors' Remuneration Policy.

**- Leaving employment:**

If a participant leaves employment prior to vesting, their award will normally lapse and any shares will be forfeited.

But if the participant leaves (after 12 months from grant) for reasons such as: disability, death, or in other circumstances if the Committee allows, their award will continue in effect and vest on the original vesting date.

Alternatively, if the Board so decides using its discretion, the award will vest, or the shares will be released, on leaving.

An award will normally only vest on or after leaving to the extent of any underpin or if relevant any performance condition is satisfied at the date of vesting and unless the Board decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that they left early.

**- Corporate events/change of control:**

If any Corporate Event occurs, the Board may decide that the awards will have an accelerated vesting. The Award will Vest:

- to the extent that the Board decides any performance conditions or any other conditions have been satisfied, unless the Board decides otherwise; and
- pro-rata to reflect the period from the award date until the date of vesting.

In case of merger or reorganization, awards will not vest but will instead be exchanged for new awards, unless the Board decides otherwise.

**- Maximum number of shares to be awarded:**

Measured by a rolling three year basis, starting with the 36-month look back period on December 31, 2026, not more than 2% of the issued ordinary share capital of the Company may be issued or be issuable under awards made pursuant to the Amadeus Executive Share Plan.

In any case, the total maximum number of shares that can be issued or issuable under the AESP between 2024 through 2026 will in no case exceed 2.0% of the Company's share capital at the date of approval of this resolution. Reference value of shares granted through the AESP will be based on an

average closing stock price of at least 20 market days during a window within the two months before the month of the award.

Without prejudice to the foregoing, from time to time the Annual Shareholder Meeting may approve a different maximum number of shares (expressed in absolute or percent of issued share capital terms) that may be assigned each relevant period under the AESP (including the relevant sub-limit for executive directors).

## **- 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 faculties**

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 plans 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 plans.
  - The conditions for grant of the awards.
  - 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.
  - The leaving and corporate events provisions and conditions.
- 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 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. 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 achieve 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 empowered to carry out, acting individually or jointly, the deposit of the accounts of the Company and of its consolidated group for the financial year closed on 31 December 2023 (in accordance with 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 General Meeting.

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