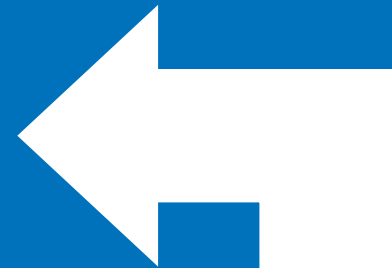


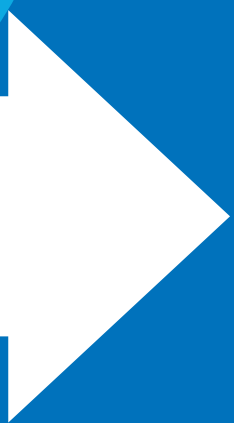


**6 Board**  
meetings held  
in 2014





# Corporate governance: transparency and integrity



CEO appointed

**Executive Director**

in 2014

## Corporate governance: transparency and integrity

The corporate governance policies and procedures that we use are designed to help Amadeus achieve its general objectives and to protect the interests of shareholders.

The legal norms specific to the Group regarding corporate governance were drawn up on the occasion of the company's flotation on the Spanish stock market in April 2010, and some of them were adapted to the new mercantile framework in the year 2012 (a new revision is in progress due to the new amendment to the Spanish Company Capital Act that came into force on 1 January 2015). They are the following:

[\\_Company bylaws](#)

(updated in 2012 with a minor amendment in 2014)

[\\_Regulations of the Board of Directors](#)

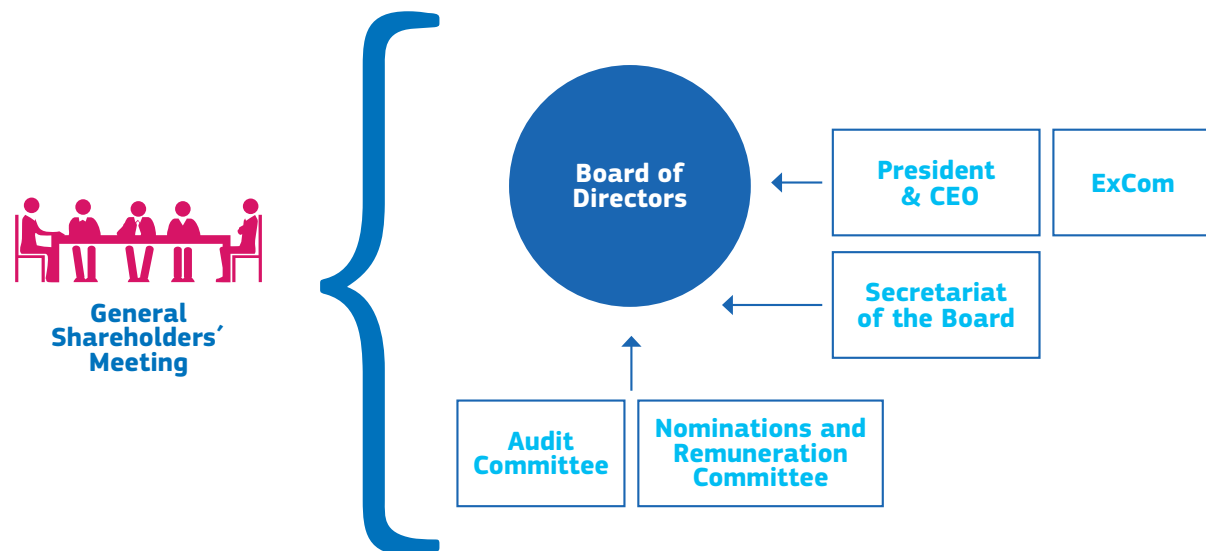
(updated in 2012 with a minor amendment in 2014)

[\\_Regulations of the General Shareholders' Meeting](#)

(updated in 2012)

[\\_Internal rules of conduct](#) relating to the securities market

### Amadeus corporate governance structure



#### General Shareholders' Meeting

The General Shareholders' Meeting is the highest body representing Amadeus Group's share capital, and exercises the power reserved to it exclusively in corporate law and in the company's bylaws. According to these laws, shareholders must meet at least once a year, within the first six months of each year, to debate and adopt agreements concerning its exclusive duties, which are the most economically and legally relevant. Among these are the appointment of Board members,

the review and approval of the annual accounts, applying results, appointing external auditors, treasury stock, and supervising the Board's activity. Both the law and the company's bylaws reserve the exclusive power of adopting other important agreements to the General Shareholders' Meeting such as: bylaw modifications, bond issues, mergers, etc.

## Board of Directors

The Board of Directors is the highest body of representation, administration, direction, management, and control of the company; it sets out the general guidelines and economic objectives. The Board carries

out the company's strategy (steering and implementing company policies), supervision activities (controlling management), and communication functions (serving as a link to shareholders).

Directors were re-elected for an additional one year term:

\_Mr José Antonio Tazón  
\_Mr David Webster  
\_Mr Francesco Loredan  
\_Mr Pierre-Henri Gourgeon  
\_Mr Stuart McAlpine

Following new drafting of the aforementioned Article 35 of the Bylaws, Dr Roland Busch and Mr Marc Verspyck were also each appointed for three year terms. The existing vacant seat on the Board of Directors was created by Mr Dupuy's resignation (proprietary Director) and will be covered in due time by the General assembly of Shareholders, upon a proposal from the Nominations and Remuneration Committee to the Board.

The financial expertise, broad management skills and dedication of the independent Directors as well as the industry knowledge of the other external Directors have contributed significantly towards the quality and efficiency of the operations of the Board and its committees. As a result, our company benefits from an appropriate balance in the Board composition with quality and efficient performance.

The incorporation of the first executive of the company to the Board as Executive Director reinforces the channel of information between the Board of Directors and the company's management team, which is very convenient in order to achieve greater efficiency in the Board's discussion and decision-making process.

### Composition of the Board of Directors

Name or corporate name of Director	Position on the Board	Date of first appointment	Nature
Mr José Antonio Tazón	Chairman	02/12/2008	Independent
Mr Guillermo de la Dehesa	Vice Chairman	29/04/2010	Independent
Mr Luis Maroto	CEO	26/06/2014	Executive
Mr Marc Verspyck	Director	26/06/2014	Other external
Dame Clara Furse	Director	29/04/2010	Independent
Mr David Webster	Director	06/05/2010	Independent
Mr Francesco Loredan	Director	21/02/2005	Independent
Mr Pierre-Henri Gourgeon	Director	29/12/2005	Other external
Dr Roland Busch	Director	01/07/2013	Other external
Mr Stuart McAlpine	Director	21/02/2005	Independent
Open vacancy	Director		
Mr Tomas López Fernebrand	Secretary (non director)	18/01/2006	
Mr Jacinto Esclapés	Vice Secretary (non director)	18/01/2006	

The independent Directors Dame Clara Furse and Mr Guillermo de la Dehesa were re-elected for an additional period of three years by decision of the General Assembly of Shareholders of 20 June 2013, upon proposal by the Board of Directors with the prior favourable endorsement from the Nominations and

Remuneration Committee about their classification as 'independent'.

As a result of the amendment to Article 35 of the Bylaws of the company (term of office) in the last Ordinary General Assembly of Shareholders of 26 June 2014, the following

## 9. Corporate governance: transparency and integrity

### Remuneration policy

With respect to remuneration for the Chairman and non-executive directors, we offer competitive fees commensurate with the required time commitment and responsibilities. Every two years, the committee reviews the non-executive director fee data from comparable companies in the main European indices including the IBEX 35. For 2015, it was agreed to continue with the remuneration policy based on a fixed amount for membership of the Board and of the various Board committees, as well as not to implement any other complementary remuneration formula.

The policy on remuneration of the Board in their condition as such does not contemplate variable remuneration based on profits nor attendance fees. Nor does it contemplate contributions to pension plans or severance agreed upon in case of termination of functions. No provision is made for remunerating external Directors through stock awards, stock options, or instruments linked to share value.

The Executive Director receives an annual base salary, payable monthly, for the performance of executive duties at the company. The purpose of this element is to reflect the market value of the role, attract talent and reward skills and experience. The total remuneration of the Executive Director (CEO) is made up of various components, primarily consisting of: (i) base salary; (ii) short-term variable remuneration; (iii) long-term variable remuneration; and (iv) other remuneration (board fees, benefits and pension).

During the fiscal year of 2014, six Board meetings were held, all of them with attendance in person, although attendance through telematic means was permitted.

All Board meetings were attended by the Chairman of the Board of Directors, Mr José Antonio Tazón, and the Amadeus Group CEO, Mr Luis Maroto Camino (Executive Director since June 2014).

None of the different agenda items discussed by the Board represented a conflict of interest for any of the directors.

### Audit Committee

The Audit Committee is currently made up of five external Board Members:

Member	Position
Mr Guillermo de la Dehesa*	Chairman
Mr Pierre-Henri Gourgeon**	Member
Dame Clara Furse	Member
Mr David Webster	Member
Mr Marc Verspyck***	Member

\* Mr de la Dehesa replaced Mr Webster as Chairman of the Committee on 30 July 2014.

\*\* Mr Gourgeon replaced Mr Dupuy in the Committee following the resignation of the latter.

\*\*\* Mr Verspyck replaced Mr Boireau in the Committee once the term of office of the latter expired.

The Audit Committee is an advisory body to the Board of Directors, whose main function is to provide support to the Board in its oversight duties by, among other actions, periodic review of financial statements, internal control, and risk management framework so that main risks are identified, managed and disclosed properly.

The Audit Committee meets periodically, as called by its Chairman. For this purpose, the Board Secretariat prepares an agenda for approval by the Committee Chairman, which is sent to all participants with the

necessary advance notice prior to holding the meeting, together with the relevant documentation for each of the agenda items. Apart from the Audit Committee members, some members of the Amadeus management team attend the meetings. The external auditors, Deloitte, represented by the partners in charge of the company's audit, attend the meetings twice a year, unless their ad-hoc attendance is required by the Committee Chairman. Minutes are drawn up by the Secretary of the Board (acting as Secretary of the Committee) on the conclusions reached at each meeting, which are included as an agenda item in the next Board of Directors' meeting, at which the Committee Chairman reports to the full Board on the most relevant points addressed and recommendations, as the case may be. Three recurrent sections form part of the agenda throughout the year, irrespective of others which, depending on the matter at hand, are also included for discussion, analysis and recommendation, as the case may be. The three recurrent sections are: External Audit (for the annual and half-year financial statements), Internal Audit and Risk Management – apart from other generic matters pooled together under the heading of Other Issues.

In 2014, the Audit Committee prepared the mandatory annual report for the fiscal year of 2013 on its operation, covering the following areas:

- Competency and duties of the Audit Committee.
- Composition of the Audit Committee.
- Operation.
- Items discussed by the Audit Committee during fiscal year 2013 (External Audit, Internal Audit, Risk Management and Other items).
- Incidents and proposals for improving the company's rules of governance.

## Nominations and Remuneration Committee

This Committee is made up of five external Board members, and evaluates the competence, knowledge and experience necessary in the members of the Board of Directors. It also proposes for appointment Independent Directors; reports to the Board on matters of gender diversity; proposes to the Board of Directors the system and amount of the annual remuneration of Directors, as well as the remuneration policy of the Members of the Executive Committee; formulates and reviews the remuneration programmes; monitors observance of the remuneration policies and assists the Board in the compilation of the report on the remuneration policy of the Directors; and submits to the Board any other reports on retributions established in these Regulations.

### Members of the Nominations and Remuneration Committee

Dame Clara Furse*	Chairman
Mr Francesco Loredan	Member
Mr Guillermo de la Dehesa	Member
Mr David Webster**	Member
Dr Roland Busch	Member

\* Dame Clara Furse replaced Mr Guillermo de la Dehesa as Chairman of the Committee on 4 November 2014.

\*\* Mr Webster replaced Mr Bourigeaud in the Committee following the resignation of the latter.

The Nominations and Remuneration Committee meets periodically, as convoked by its Chairman. For this purpose, the Board Secretariat prepares an agenda for approval by the Committee Chairman, which is sent to all participants in advance prior to the meeting, together with the relevant documentation for each one of the agenda items. Apart from the Nominations and Remuneration Committee members, some members of the Amadeus management team regularly attend the meetings.

In 2014, the Nominations and Remuneration Committee prepared the mandatory annual report for the fiscal year of 2013 on its operations, covering the following areas:

- \_Competencies and functions of the Nominations and Remuneration Committee
- \_Composition of the Nominations and Remuneration Committee
- \_Operation
- \_Matters dealt with in fiscal year 2013
- \_Nature of the directors (independent, proprietary and others)
- \_Composition of the Board of Directors
- \_Directors' remuneration (remuneration policy, remunerations 2012, proposal for fiscal year 2013, future policy)

Minutes are drawn up by the Secretary of the Board (acting as Secretary of the Committee) on the conclusions obtained at each meeting and included as an agenda item for the next Board of Directors' meeting, at which the Committee Chairman reports to the full Board on the most relevant points addressed and recommendations, if applicable, for approval.



## Amadeus Executive Committee



\* Eberhard Haag, EVP, Technology, retired in July 2014. His responsibilities have been taken over by Wolfgang Krips.  
 \*\* Also responsible for Risk & Compliance, CISO and Industry Affairs.

Within Amadeus' governance structure, the Board of Directors has the highest management authority. The principal role of the Board of Directors is to oversee the functioning of the organisation and to ensure that it continues to operate in the best interests of all stakeholders. On 26 June 2014, Mr Luis Maroto joined the Board of Directors as Executive Director and he was appointed CEO (Consejero Delegado) on 16 October 2014.

On the other hand, the Amadeus Executive Committee (ExCom) is led by the company's CEO (Consejero Delegado), and made up of the top management leaders within the organisation in different areas, with broad company experience and an extensive mix of different backgrounds and expertise.

This governance structure assures direct communication between the business and the governance bodies, and therefore effective decision-making processes.

## Transparency and integrity

Amadeus' commitment to integrity and transparency begins with our own staff. Amadeus employees adhere to ethical standards, as set forth in the Amadeus Code of Professional Behaviour. We do not see this code as purely a 'rule book'. Instead we view it as a mutual agreement across the organisation worldwide in order to promote a series of positive behaviours that will add value to our business and ensure the highest standards of integrity at all times. The areas of professional behaviour covered in our code are:

- \_Our commitment to the environment
- \_Avoiding conflicts of interest
- \_Protecting personal data and confidentiality
- \_Handling relations with third parties and the media
- \_Handling of company property, equipment and installations

Amadeus strives to ensure that staff behave ethically, and in 2014 we reinforced training and awareness of several policies to prevent and control specific unethical practices such as fraud, bribery and corruption. We also have reinforced awareness of a policy on gifts and entertainment, and additionally have implemented a 'Whistleblowing Policy'.

Additionally, the Risk & Compliance Office has defined a Compliance Framework that makes it possible to establish the main behavioural principles and which provides training and awareness in the organisation in coordination with Human Resources.

The Compliance Committee is the body in charge of the oversight of behaviour and compliance matters. This committee also addresses any concerns that our employees may have and simultaneously assists in the implementation of the Code of Professional Behaviour throughout the Group. We attach great importance to promoting integrity, transparency, and ethical conduct in all our operations, and we are publicly committed to applying a zero tolerance approach regarding prohibited practices, both in our internal affairs and external operations.

Amadeus firmly believes that this approach creates a level playing field and helps foster good corporate governance.

In line with the above, we also respect and promote international human rights, and expect all of our suppliers to uphold internationally recognised standards regarding working conditions and the dignified treatment of employees. These policies are supported by processes that, as any other process at Amadeus, undergo regular internal and external quality reviews to ensure regulatory compliance and application of best practices.

## Risk management

In connection with all of the above, transparency and integrity is also achieved through our assessment of both risks and opportunities at Amadeus. We continually monitor the most significant risks that could affect the organisation and the companies that make up the Group, as well as its activities and objectives.

The Group's general policy regarding managing and monitoring risk is intended to allow the Group to:

- \_Achieve its long-term objectives as per its established strategic plan
- \_Contribute the maximum level of guarantees to shareholders and defend their interests
- \_Protect the Group's earnings
- \_Protect the Group's image and reputation
- \_Contribute the maximum level of guarantees to customers and defend their interests
- \_Guarantee corporate stability and financial strength sustained over time

The general policy for managing and monitoring risk is carried out through procedures, methodologies and tools such as the Corporate Risk Map, which permits Amadeus to achieve the following objectives:

- \_Identify the most significant risks that affect our strategy, operations, information, and compliance, following the COSO (Committee of Sponsoring Organisations of the Treadway Commission) methodology, a widely-used framework in not only the



## 9. Corporate governance: transparency and integrity

US but around the world. According to COSO, the three primary objectives of an internal control system are to ensure efficient and effective operations, accurate financial reporting, and compliance with laws and regulations.

Analyse, measure and evaluate these risks in terms of their probability/impact following uniform procedures and standards that are common to the entire Group in order to determine their relevance. Impact is determined by both the financial and the reputational aspect.

Prioritise these risks according to their level of probability/impact and according to how they might affect the business or operations of the Group and its objectives.

Monitor and manage the most relevant risks with action plans and mitigation measures following appropriate procedures, including the contingency plans that are necessary to mitigate the impact of the materialisation of these risks. This is achieved in a more concrete way by designating 'risk owners' and formulating action plans.

The ultimate goal is to have a report of the most significant risks that could compromise the achievement of the goals set out in our strategic plan. This risk analysis is a fundamental element of our Group's decision-making processes, both within the governing bodies and in the management of the business as a whole.

The Corporate Risk Map is the main exercise performed to identify the most critical risks in terms of probability and impact, in two aspects: financial and reputational. Individual interviews and workshops are conducted in such a way that all functions are included in the exercise, and with a top-down and bottom-up approach, as these interviews and workshops are made from the senior management level to the next management level, as well as to the level of the experts in the field. Also, central, regional, and some local people, as well our auditors, participate in this risk assessment. This provides us with a unique global view of the organisation's risks, and this helps us to verify the alignment of the organisation at all levels with the achievement of strategic objectives.

The latest Corporate Risk Map at Group level made in 2014 defines the 15 most critical risks related to the Group's operations and to the achievement of its objectives, among which the following are highlighted: global risks such as the macro-economic and geopolitical environment, trends in our industry, technological risks, operational risks that could affect the efficiency of business processes and services, commercial risks that could affect customer satisfaction, reputational risks, security and compliance risks. Some of these risks have evolved from the previous Corporate Risk Map and a few others have arisen as newly identified.

These top risks are assigned to Risk Owners at the highest level of the organisation who have the duty to decide the risk response for each of those risks or sub-risks (avoid, share, mitigate, or accept). They put in place actions towards the application of the risk response and provide

regular updates that are closely followed up by the Risk Management function.

Due to its universal and dynamic character, the system allows the inclusion of new risks affecting the Group as a result of changes in the environment, or revisions of objectives and strategies.

In the current business environment, which is characterised by increasing stakeholder demand for transparency, ethics and social responsibility, reputational risk management has become one of the greatest opportunities for value creation. At Amadeus we value our reputation, and have thus carried out our first Reputational Risk Map exercise, which has been fully integrated with the overall Corporate Risk Map of the company.

This allows us to have a comprehensive overview of the most relevant reputational risks that the company is facing, in order to facilitate the achievement of our strategic priorities as well as our key stakeholders' needs and expectations. Moreover, the exercise improves our capacity to provide corporate governance bodies and stakeholders with the optimal comfort level regarding risk management.

Finally, a Risk Map on criminal risks was made in 2014 in order to have an assessment of probability and impact for Amadeus as a company with respect to recent developments in Spanish Criminal Law.

The following bodies are responsible for working on or supervising the risk management model of Amadeus:

### Audit Committee

The Audit Committee is an advisory body to the Board of Directors, whose main function is to provide support to the Board in its oversight duties by, among other actions, periodic review of financial statements, internal control and risk management framework, so that main risks are identified, managed and disclosed properly.

### Risk Steering Committee

During 2014, the Risk Steering Committee was formed as a decision-making body empowered by the Executive Committee to provide oversight and guidance on risk management activities and issues across the Amadeus Group, including risk assessment and prioritisation, risk mitigation strategies and crisis responses.

### Risk & Compliance Office

The Risk & Compliance Office develops the Risk Map, establishes the control procedures for each of the identified risks in conjunction with the owner responsible for each designated risk, and monitors them. The risks resulting from analysis as well as controls are reported periodically to the Executive Committee and the Audit Committee.

### Group Internal Audit

The Group Internal Audit provides independent, objective assurance and consulting services designed to add value and improve the organisation's operations. It helps the organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

## Compliance with regulations and internal processes

In order to ensure compliance with regulations affecting the Group, the Audit Committee provides support to the Board of Directors in its oversight duties, ensuring compliance with all laws and internal rules relating to Amadeus. The Committee monitors compliance with the applicable rules at the national and international level, and also supervises the preparation and integrity of the company's financial information, reviewing compliance with regulatory requirements and proper application of accounting principles.

In addition, our Group Internal Audit team carries out its own review exercises internally and externally, as explained below:

Amadeus Group Internal Audit has under its scope all the Amadeus Group companies. Activities in three main sites (Madrid, Nice, and Erding) are, each year, included in internal audit reviews. For the rest of the Group companies, internal audit engagements are performed on a discretionary basis, according to the materiality, business cycle and priorities agreed with top management and the Audit Committee.

The reviews performed by the Group Internal Audit are intended to evaluate the efficiency of the whole internal control environment and, by doing so, the

efficiency of internal controls against fraud and corruption. The legal entities included in Group Internal Audit reviews during 2014 represented more than 50% of the total of Amadeus IT Group's employees.

Moreover, internal audits are continuously coordinated with other assurance functions (e.g. Risk & Compliance) in order to ensure an optimum complement of assurance activities.

