



02

Corporate Responsibility



2.1 Corporate Social Responsibility at Amadeus

AMADEUS CSR MISSION

To enable economic, social and environmental advancement in sustainable tourism and travel through the intelligent application of technology and innovation.

Corporate Social Responsibility (CSR) at Amadeus is the activity we carry out to live up to our social and environmental responsibility in society, beyond our contractual or legal obligations as a company and individual staff members.

Our CSR framework, Travel Further, was born from an aspiration to deliver over and above what is required, encompassing our commitment to delivering further than simple commercial growth to ensure a positive contribution to our industry and society in general.

In 2011, our CSR department has been integrated into the Industry Affairs Group, and this will result, among other things, in a more efficient organisation, able to take advantage of the synergies formed by the two groups working in coordination.

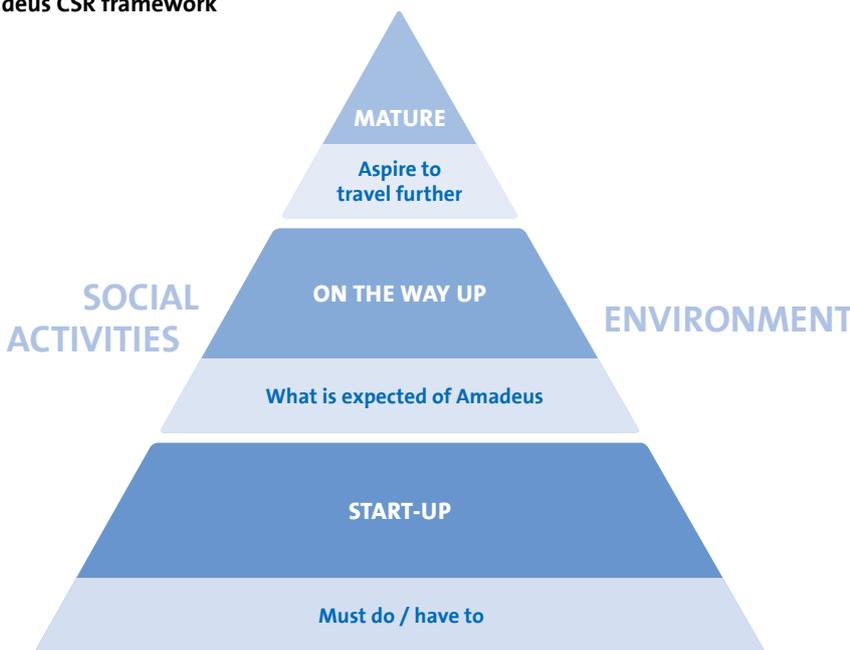
From an environmental perspective, Amadeus CSR activity aims to optimise the environmental performance of our operations, provide our customers with solutions that help them achieve their environmental objectives and cooperate with other industry stakeholders in common environmental projects.

Amadeus CSR Framework

The CSR scope of action is immense, for this reason it is fundamental to establish a clear strategy, priorities, and analysis of our strengths in order to maximise the positive outcomes of our CSR actions.

- First, there are certain projects that we must accomplish due to legal requirements or to comply with ethical standards. Some examples would include the mandatory training for Amadeus employees on the code of professional behaviour or compliance with environmental regulations in all our offices worldwide.
- The next step on our road to excellence in CSR would then be to listen to the stakeholders with whom we interact: employees, shareholders, customers, partners, etc. and respond to their expectations and requirements regarding our CSR activities. These initiatives would include, for example, the logistic arrangements necessary to send computers for education purposes in various parts of the world, or the inclusion of emissions displays on our distribution platforms, so that our customers can evaluate greenhouse gas emissions released as a consequence of the trips booked through the Amadeus platforms.
- Finally, we aspire to reach a point in which CSR is fully integrated into the company strategy and day-to-day operations, forming part of the company culture.

Amadeus CSR framework

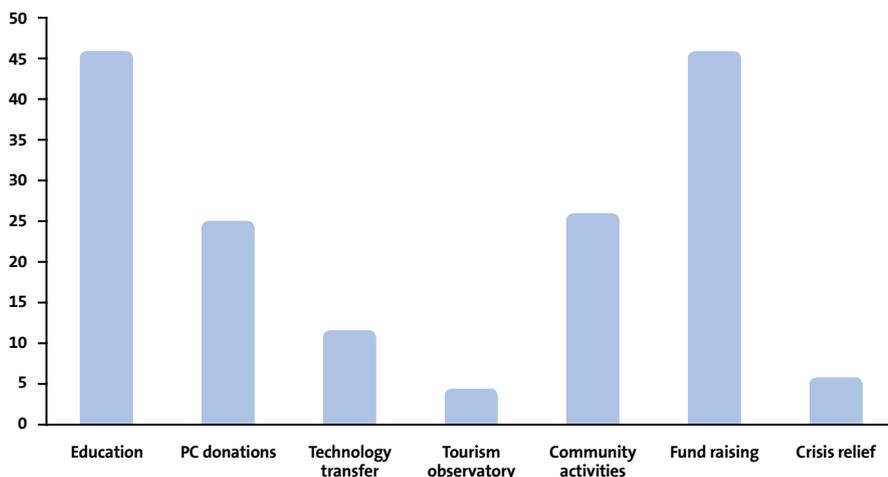


Areas of activity

Through our social initiatives we support social and economic development in the local communities where Amadeus is present. We enable projects that contribute to social welfare, working jointly with the beneficiary communities. Our social commitment also involves a contribution towards humanitarian initiatives, in partnership with others.

In 2011 Amadeus carried out 165 projects in 45 countries. The graph below illustrates the number of projects per category. As can be seen, both education and technology transfer projects represent 53% of the 165 social activities carried out by Amadeus worldwide in 2011.

Number of Amadeus CSR projects per category in 2011



Coordination with other industry players

In Amadeus, we recognise we would not be able to achieve much if we were not working together with other stakeholders. Although we believe our technology and expertise can add a lot of value to CSR projects, we would not be able to accomplish the task on our own and we also need the help, expertise, coordination and participation of other industry players. This is a principal reason for our membership, participation or presence in various organisations and industry associations, some of which are reflected in the list below:

- › **GBTA Foundation (Global Business Travel Association Foundation).** The GBTA Foundation provides on-going financial resources to conduct research initiatives beneficial to the entire business travel industry; to support educational and research offerings for business travel industry professionals and to provide scholarship opportunities for business travel professionals.
- › **GSTC (Global Sustainable Tourism Council).** GSTC is a global initiative dedicated to promoting sustainable tourism practices around the world. Representing a diverse and global membership – including UN agencies, leading travel companies, hotels, country tourism boards and tour operators - the GSTC serves as the international body for promoting the increased knowledge, understanding and adoption of sustainable tourism practices.
- › **GTTP (Global Travel & Tourism Partnership).** GTTP is a multi-country educational program to introduce students to career opportunities in travel and tourism.
- › **UNWTO (United Nations World Tourism Organisation).** UNWTO is the agency responsible for the promotion of responsible, sustainable and universally accessible tourism.
- › **ACTE (Association of Corporate Travel Executives).** ACTE is a non-profit association which serves more than 6,000 executives in over 80 countries and where corporate travel buyers and suppliers work together in a mutual partnership, developing a unique and valuable educational resource for business travel professionals.

Corporate Responsibility Report

For further information about Corporate Responsibility at Amadeus, you should refer to the Corporate Responsibility Report (www.amadeus.com/travelfurther) that has been prepared in accordance with the Global Reporting Initiatives (GRI) G3.1 guidelines and which has received GRI's Application Level A+.

This report provides an overview of how we view Corporate Responsibility at Amadeus. It contains information about:

- › Our Corporate Responsibility model and structure.
- › Our various stakeholders and how we engage with them, in particular, our commitment to our shareholders, employees, customers and suppliers.
- › Our approach to society and communities through CSR, as well as our commitment to the environment.

2.2 Corporate Governance

The Corporate Governance policies and procedures we use are designed to help the Company achieve its general objectives and to protect shareholders' interests. The legal norms specific to the Group regarding Corporate Governance were drawn up and/or adapted to the applicable legislation on the occasion of the company's flotation on the Spanish stock market in April 2010. They are the following:

- › Company bylaws (*).
- › Regulations of the Board of Directors (*).
- › Regulations of the Shareholders' General Meeting (*).
- › Internal rules of conduct relating to the securities market.

(*). These corporate documents are in process of being updated to the new Spanish Mercantile legislation and the appropriate changes will be submitted for the resolutions of the Board of Directors and/or the Shareholders' General Meeting to be held in June 2012.

The main bodies governing the Company are the following:

The Shareholders' General Meeting is the highest body representing Amadeus's share capital and exercises the power reserved to it exclusively in Corporate Law and in the company's bylaws. According to these laws, the 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.



The Board of Directors is the highest body of representation, administration, direction, management and control of the company and sets out the general guidelines and economic objectives. The Board assumes and carries out the Company's strategy (steering and implementing company policies), supervision (controlling management) and communication (serving as a link with shareholders).

Board of Directors as of December 31, 2011		
José Antonio Tazón García	Chairman	Others ⁽¹⁾
Guillermo de la Dehesa Romero	Vice-Chairman ⁽²⁾	Independent
Dame Clara Furse	Board member	Independent
Bernard Bourigeaud	Board member	Independent
David Webster	Board member	Independent
Pierre Henri Gourgeon	Board member	Proprietary (Air France) ⁽³⁾
Christian Boireau	Board member	Proprietary (Air France)
Stephan Gemkow	Board member	Proprietary (Lufthansa)
Enrique Dupuy de Lôme Chavarri	Board member	Proprietary (Iberia)
Francesco Loredan	Board member	Others ⁽⁴⁾
Stuart McAlpine	Board member	Others ⁽⁴⁾
Tomás López Fernebrand	Secretary (non-Director)	
Jacinto Esclapés Díaz	Vice-Secretary (non-Director)	

(1) Following the recommendation from the Compensation and Nomination Committee, based upon its verification of the fulfillment of the conditions required by the Regulations of the Board and Spanish corporate governance legislation and recommendations, in the meeting held on February 23, 2012 the Board of Directors of the Company classified the Chairman of the Board Mr. José Antonio Tazón García under the category of "Independent Director". Mr José Antonio Tazón García was the General Manager (CEO) of the Executive Committee of the Amadeus Group until December 31, 2008, and subsequently joined the Board of Directors under the category of "Others".

(2) Mr. de la Dehesa replaced Mr. Dupuy as Vice-Chairman effective February 26, 2011.

(3) In the meeting held on April 19, 2012, the Board of Directors of the Company classified Mr. Gourgeon under the category of "Other".

(4) In the meeting held on April 19, 2012, the Board of Directors of the Company classified Mr. Loredan and Mr. McAlpine under the category of "Independent Director".

On April 8, 2011, our shareholders Amadecin S.à.r.l. and Idomeneo S.à.r.l. sold shares representing 10% of the company’s share capital, and in accordance with the Relationship Agreement of April 29, 2010, the company’s Board of Directors meeting held on April 14, 2011 accepted Mr. Benoît Valentin and Mr. Denis Villafranca’s resignation from the Board, as proprietary Directors of Amadecin S.à.r.l and Idomeneo S.à.r.l, respectively.

On July 6, 2011 Amadecin, S.à.r.l. and Idomeneo, S.à.r.l. each sold shares representing 4.58% of the company’s share capital, reducing their respective holdings to a 3.42% stake. Pursuant to this sale, the aforementioned entities exercised the right to terminate their participation in the Relationship Agreement, and Mr. Francesco Loredan and Mr. Stuart Anderson McAlpine (former Proprietary Directors representing Idomeneo SarL and Amadecin S.à.r.l, respectively) were subsequently classified under the category of “Others”.

On October 19, 2011, Amadecin S.à.r.l. and Idomeneo S.à.r.l sold down their remaining stakes in the company and are therefore no longer shareholders of Amadeus.

Our Board of Directors met six times during 2011, with the Chairman being present at all times.

According to the bylaws, the Board of Directors has created specialised committees to ensure compliance with its duties of advising the Board of Directors. These committees are:

Audit Committee: The Audit Committee is currently made up of five external Board Members. The Audit Committee advises the Board especially in the knowledge and analysis of the annual balance sheet and the regular reports developed for the financial markets which are disseminated through the Comisión Nacional del Mercado de Valores (CNMV), the regulator of the Spanish Stock Exchanges. It also regularly supervises the operations between the company and the more significant shareholders and receives direct and regular information about this activity from both internal and external company auditors.

Our Audit Committee met four times during 2011.

Audit Committee	
Chairman	Guillermo de la Dehesa Romero
Members	Christian Boireau
	Dame Clara Furse
	David Webster
	Stuart McAlpine*

* Mr. McAlpine was replaced by Mr. Dupuy as per the resolution of the Board of Directors of April 19, 2012.

Nomination and Remuneration Committee

Committee: This Committee is made up of five external Board members. This Committee evaluates the competence, knowledge and experience necessary in the members of the Board of Directors; 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 and remuneration policy of the Members of the Management Team; 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 under these Regulations.

Our Nomination and Remuneration Committee met three times during 2011.

Nomination and Remuneration Committee	
Chairman	Dame Clara Furse
Members	Bernard Bourigeaud
	Francesco Loredan
	Guillermo de la Dehesa Romero
	Enrique Dupuy de Lôme*

* Mr. Dupuy was replaced by Mr. Gemkow following Mr. Dupuy's appointment to the Audit Committee, as per the resolution of the Board of Directors of April 19, 2012.

Relationship Agreement

As of December 31, 2011, there was a Relationship Agreement in place. The Relationship Agreement was originally signed by Société Air France, Amadelux Investments, S.à.r.l (subsequently split into Amadecin S.à.r.l and Idomeneo S.à.r.l), Iberia Líneas Aéreas de España, S.A., Lufthansa Commercial Holding GmbH, Deutsche Lufthansa AG and Amadeus IT Holding, S.A. on April 8, 2010 (effective April 29, 2010, the date of admission to trading of the shares of Amadeus IT Holding, S.A.). In 2011, Amadecin, S.à.r.l and Idomeneo, S.à.r.l sold shares in the company in a number of placements to institutional investors. As a result of these placements, and once their respective holdings in the company's share capital fell below 3.5%, the aforementioned entities exercised the right to terminate their participation in the Relationship Agreement and as of December 31, 2011 they were no longer part of it.

The object of this agreement is (i) to regulate the composition of the Board and Board Committees in line with percentage shareholdings, (ii) to regulate the scheme applicable to the transfer of the Company's shares as regards lock-up periods as well as for an orderly sale procedure, inter alia, and (iii) covenants not to compete and other related matters.