IMPORTANT NOTICE

IMPORTANT: You must read the following before continuing. The following applies to the Offering Memorandum following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Memorandum. In accessing the Offering Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the Company or the Managers (each as defined in the Offering Memorandum) as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OF THE US OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORIZED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of your Representation: In order to be eligible to view this Offering Memorandum or make an investment decision with respect to the securities, investors must be either (1) Qualified Institutional Buyers ("**QIBs**") (within the meaning of Rule 144A under the Securities Act) or (2) outside the United States transacting in an offshore-transaction (in accordance with Regulation S under the Securities Act). By accepting the e-mail or accessing this Offering Memorandum, you shall be deemed to have represented to the Company and the Managers that (1) you and any customers you represent are either (a) QIBs or (b) a person outside the US, (2) if you have received this by e-mail, the electronic mail address that you gave to the Company or the Managers and to which this e-mail has been delivered is not located in the US and (3) you consent to delivery of such Offering Memorandum by electronic transmission.

You are reminded that this Offering Memorandum has been delivered to you or accessed by you on the basis that you are a person into whose possession this Offering Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorized to, deliver or disclose the contents of this Offering Memorandum to any other person. The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Managers or any affiliate of the Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Managers or such affiliate on behalf of the Company in such jurisdiction.

This Offering Memorandum has been sent to you or accessed by you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently, none of the Company or the Managers nor any person who controls any of them nor any director, officer, employee nor agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Memorandum distributed to you in electronic format and the hard copy version available to you on request from the Managers. Please ensure that your copy is complete.

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amadeus

119,684,662 ordinary shares of

AMADEUS IT HOLDING, S.A.

Offering price of €11.00 per share

This is a global initial public offering by us and the selling shareholders to institutional investors of ordinary shares with a nominal value of €0.001 each of Amadeus IT Holding, S.A., a Spanish company. The offering price is €11.00 per share.

We are offering 82,727,280 new shares (or 22.67% of our existing share capital) in the offering to provide our company with gross sale proceeds of €910.0 million and the selling shareholders are offering an aggregate of 36,957,382 existing shares in the offering.

In addition, certain selling shareholders have granted the managers an option to purchase additional shares representing up to 10% of the total number of shares offered by us and the selling shareholders in the offering to cover over-allotments, if any. We will not receive any of the proceeds from the sale of shares by the selling shareholders in the offering.

This offering memorandum relates to the global offering. In addition, a separate Spanish language prospectus ("Folleto Informativo") has been registered with the *Comisión Nacional del Mercado de Valores* ("CNMV"). Prior to this offering, there has been no public market for our shares. We have applied to have our shares listed on the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the "Spanish Stock Exchanges") and to have our shares quoted on the Automated Quotation System ("AQS") of the Spanish Stock Exchanges. We expect our shares to be listed on the Spanish Stock Exchanges and quoted on the AQS on or about April 29, 2010 under the symbol "AMS". The managers expect to deliver the shares through the book-entry facilities of Iberclear on or about May 3, 2010.

Investing in our shares involves certain risks. See "Risk Factors" beginning on page 19.

Our shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and are being offered or sold within the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and outside the United States in reliance on Regulation S under the Securities Act. See "Transfer and Selling Restrictions" for additional information about eligible offerees and transfer restrictions.

Joint Global Coordinators and Joint Bookrunners

Goldman Sachs International **J.P. Morgan** **Morgan Stanley**

Joint Lead Managers

Banco Santander **BofA Merrill Lynch** **BNP PARIBAS** **HSBC**

Financial Advisor to the Company

Rothschild

This offering memorandum is dated April 27, 2010

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THIS CONFIDENTIAL OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY, ANY SHARES OFFERED HEREBY BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS OFFERING MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY OR THAT THE INFORMATION SET FORTH HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

This offering memorandum is highly confidential and has been prepared by us solely for use in the proposed placement through the offering of our shares. We, the selling shareholders and the managers listed under "Plan of Distribution" (the "managers") reserve the right to reject any offer to purchase the shares, in whole or in part, for any reason, or to sell less than all of the shares being offered in the proposed offering. This offering memorandum is personal to the offeree to whom it has been delivered by the managers and does not constitute an offer to any person or to the public in general to subscribe for or otherwise acquire the shares. Distribution of this offering memorandum to any person other than the offeree and those persons, if any, retained to advise such offeree with respect thereto is unauthorized, and any disclosure of any of its contents, without our prior written consent, is prohibited.

Each person receiving this offering memorandum acknowledges that (i) such person has not relied on the managers or any person affiliated with the managers in connection with any investigation of the accuracy of the information contained herein or its investment decision and (ii) no person has been authorized to give any information or to make any representation concerning us or the shares (other than as contained herein and information given by our duly authorized officers and employees in connection with investors' examination of us and the terms of this offering) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us, the selling shareholders or the managers.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SHARES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

Investors should exclusively rely on the information contained in this offering memorandum. Neither we, nor the selling shareholders, nor any of the managers have authorized anyone to provide potential investors with information different from that contained in this offering memorandum. The managers make no representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this offering memorandum, and nothing contained in this offering memorandum is, or shall be relied upon as, a promise or representation by the managers or their affiliates or advisors. The information contained in this offering memorandum is accurate only as of the date of this offering memorandum, regardless of the time of delivery of this offering memorandum or any offering or sale of the shares.

In connection with the offering, any manager and any of its respective affiliates acting as an investor for its or their own account(s) may subscribe for or purchase shares and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account(s) in such securities, any other securities of the Company or other related investments in connection with the offering or otherwise. Accordingly, references in this offering memorandum to the shares being issued, offered, subscribed or otherwise dealt with should be read as including any issue or offer to, or subscription or dealing by, the managers or any of them and any of their affiliates acting as an investor for its or their own account(s). The managers do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

The distribution of this offering memorandum and the offering of shares is restricted by law in certain jurisdictions, and this offering memorandum may not be used in connection with any offer or solicitation in any such jurisdiction or to any person to whom it is unlawful to make such offer or solicitation. Other than in Spain, no action has been or will be taken in any jurisdiction by us, the selling shareholders or the managers that would permit a public offering of the shares or possession or distribution of an offering memorandum in any jurisdiction where action for that purpose would be required. This offering memorandum may not be used for, or in connection with, and does not constitute an offer to, or solicitation by, anyone in any jurisdiction in which it is unlawful to make such an offer or solicitation. Persons into whose possession this offering memorandum may come are required by us, the selling shareholders and the managers to inform themselves about and to observe these restrictions. Neither we, the selling shareholders nor any of the managers accept any responsibility for any violation by any person, whether or not such person is a prospective purchaser of our shares, of any of these restrictions.

Each manager that is regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Amadeus IT Holding, S.A., and no one else in connection with the offering and will not be responsible to anyone other than Amadeus IT Holding S.A., for providing the protections afforded to its clients or for providing advice in connection with the offering or any other matters referred to in this offering memorandum.

This offering memorandum has been prepared on the basis that all offers of shares using this offering memorandum will be made pursuant to an exemption under the EU Directive 2003/71 EC (the "Prospectus Directive"), as implemented in member states of the European Economic Area ("EEA"), from the requirements to produce a prospectus for offers of shares. Accordingly, any person making or intending to make an offer within the EEA of shares which are the subject of the offering contemplated in this offering memorandum should only do so in circumstances in which no obligation arises for us, the selling shareholders or any of the managers to produce a prospectus for such offer. None of us, the selling shareholders or the managers has authorized, and none of us authorizes, the making of any offer of shares through any financial intermediary, other than offers made by the managers that constitute the final placement of shares contemplated in this offering memorandum. This offering memorandum is an advertisement, is not a prospectus for the purposes of the Prospectus Directive and has not been registered with the CNMV. A *Folleto Informativo* in the Spanish language that complies with the requirements of the Prospectus Directive and includes certain other information required by the CNMV has been registered with the CNMV on April 13, 2010. Copies of the *Folleto Informativo* are available for inspection at the offices of the Spanish Stock Exchanges, at the offices of the managers and at our principal executive offices.

STABILIZATION

J.P. MORGAN SECURITIES LTD. ACTING ON BEHALF OF THE MANAGERS, OR ITS AGENT, MAY, TO THE EXTENT PERMITTED BY APPLICABLE LAW, AT ITS DISCRETION, ENGAGE IN TRANSACTIONS THAT STABILIZE, SUPPORT, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE SHARES FOR A PERIOD OF 30 CALENDAR DAYS FROM THE DATE OUR SHARES ARE LISTED ON THE SPANISH STOCK EXCHANGES. THE STABILIZATION PERIOD IS EXPECTED TO COMMENCE ON APRIL 29, 2010 AND TO END ON MAY 29, 2010. SPECIFICALLY, J.P. MORGAN SECURITIES LTD. OR ITS AGENT MAY, FOR A LIMITED PERIOD, OVER-ALLOT IN CONNECTION WITH THE OFFERING OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SHARES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. HOWEVER, THERE IS NO OBLIGATION ON J.P. MORGAN SECURITIES LTD. OR ITS AGENT TO DO THIS, AND THERE CAN BE NO ASSURANCE THAT ANY SUCH ACTIVITIES WILL BE UNDERTAKEN. TO THE EXTENT PERMITTED BY APPLICABLE LAW, SUCH TRANSACTIONS MAY BE EFFECTED ON ANY SECURITIES MARKET, OVER-THE-COUNTER MARKET, STOCK EXCHANGE OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME OR END AFTER A LIMITED PERIOD. EXCEPT AS REQUIRED BY LAW OR REGULATION, NONE OF J.P. MORGAN SECURITIES LTD., ANY OF ITS AGENTS OR THE MANAGERS INTENDS TO DISCLOSE THE EXTENT OF ANY STABILIZATION AND/OR OVER-ALLOTMENT TRANSACTIONS IN CONNECTION WITH THE OFFERING.

NOTICE TO US INVESTORS

Our shares have not been and will not be registered under the Securities Act, or with any securities authority of any state of the United States, and may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Our shares are being offered (i) in the United States only to qualified institutional buyers (as defined in Rule 144A under the Securities Act ("Rule 144A")) in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (ii) outside the United States only in offshore transactions (as defined in, and in accordance with, Regulation S under the Securities Act ("Regulation S")). **Prospective purchasers are hereby notified that sellers of the shares may be relying on the exemption from the registration provisions of Section 5 of the Securities Act provided by Rule 144A**. For certain restrictions on resales, see "Transfer and Selling Restrictions".

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT, ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

This offering memorandum is being distributed only to and directed only at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), (ii) persons falling within Article 49(2)(a) to (d) of the Order, and (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). This offering memorandum must not be acted on or relied on by any person who is not a relevant person. Any investment or investment activity to which this offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

Our shares may not be offered or sold to any person in the United Kingdom, other than to “qualified investors” (as defined in Section 86(7) of the Financial Services and Markets Act 2000 (as amended) (“FSMA”)) or otherwise in circumstances that do not require an approved prospectus to be made available to the public, as set out in Section 86 of the FSMA.

INFORMATION FOR INVESTORS IN CERTAIN COUNTRIES

For information for investors in certain countries, see “Transfer and Selling Restrictions”.

CERTAIN TERMS AND CONVENTIONS

As used in this offering memorandum:

"Abacus" refers to Abacus International Pte Ltd, an international GDS provider to the travel industry.

"ACO" refers to the Amadeus Commercial Organization.

"Air France" refers to our shareholder Société Air France.

"air TA bookings" refers to air bookings processed and billed using our GDS platform, for which we receive revenue in the form of booking fees.

"Altéa Departure Control" refers to our Altéa Departure Control IT solution, which forms part of our Altéa PSS suite of airline IT solutions and can only be implemented if our Altéa Inventory IT solution has been implemented.

"Altéa e-Commerce" refers to our Altéa e-Commerce IT solution, which forms part of our Altéa PSS suite of airline IT solutions and can be used on a stand-alone basis.

"Altéa Inventory" refers to our Altéa Inventory IT solution, which forms part of our Altéa PSS suite of airline IT solutions and can only be implemented if our Altéa Reservation IT solution has been implemented.

"Altéa Reservation" refers to the Altéa Reservation IT solution, which forms part of our Altéa PSS suite of airline IT solutions, used on a stand-alone basis.

"Amadelux" refers to our principal shareholder Amadelux Investments, S.àr.l., which is owned and controlled by funds advised by the private equity firms BC Partners and Cinven.

"Amadelux International" refers to Amadelux International S.àr.l., a subsidiary of Amadelux as of the date of this offering memorandum that is to be transferred, prior to admission, to a company incorporated in Luxembourg that does not form part of the Amadelux group. See "Principal and Selling Shareholders—Amadelux" below.

"Amadeus IT Group" refers to our subsidiary Amadeus IT Group, S.A.

"Amadeus", the "Company", "our company", "we", "us", "our", "the group" and "our group" refer to Amadeus IT Holding, S.A. (which, prior to February 23, 2010, operated under the name WAM Acquisition, S.A.) and its consolidated subsidiaries as a whole after its acquisition of Amadeus GTD on July 4, 2005 or to Amadeus GTD and its consolidated subsidiaries as a whole prior to such acquisition, as the context requires.

"Amadeus GTD" refers to Amadeus Global Travel Distribution, S.A., the parent company of our group prior to its acquisition by WAM Acquisition, S.A. in 2005.

"APAC" refers to the Asia-Pacific region, comprising Australia, Bangladesh, Bhutan, Cambodia Riel, China, the Cook Islands, Fiji, French Polynesia, Hong Kong, India, Indonesia, Japan, the Republic of Korea (South Korea), the Lao People's Democratic Republic, Macau, Malaysia, the Republic of Maldives, Mongolia, Myanmar, Nepal, New Caledonia, New Zealand, Niue, Norfolk Island, North Korea, the Republic of the Philippines, the Independent State of Samoa, Singapore, Sri Lanka, Taiwan, Thailand, Tonga, Vietnam and the Wallis and Futuna Islands. We do not have operations in North Korea.

"AQS" refers to the Automated Quotation System of the Spanish Stock Exchanges.

"Audited Consolidated Financial Statements" refers to the audited consolidated financial statements of Amadeus IT Holding, S.A. and its consolidated subsidiaries as of and for the years ended December 31, 2007, 2008 and 2009, prepared in accordance with IFRS-EU and included elsewhere in this offering memorandum.

"Axess" refers to Axess International Network Inc., a local CRS provider to the travel industry operating in Japan.

"BC Partners" refers to BC Partners Limited.

"the Board of Directors", "the Board", "our Board of Directors" and "our Board" refers to the board of directors of Amadeus IT Holding, S.A., unless the context indicates otherwise.

"business area" refers to one of our three operating segments, being Distribution, IT Solutions and Opodo, as described in Note 19 to our Audited Consolidated Financial Statements.

"CAGR" refers to compound annual growth rate.

"Central and South America" refers to Central and South America, comprising Anguilla, Antigua and Barbuda, Argentina, Aruba, The Bahamas, Barbados, Belize, Bolivia, Brazil, Chile, Colombia, Costa Rica, Dominica, The Dominican Republic, Ecuador, El Salvador, Grenada, Guatemala, Guyana, Haiti, Honduras, Jamaica, Montserrat, The Netherlands Antilles, Nicaragua, Panama, Paraguay, Peru, Puerto Rico, St. Kitts and Nevis, St. Lucia, St. Vincent, Trinidad and Tobago, the United States Virgin Islands, Uruguay and Venezuela.

"CESE" refers to Central, Eastern and Southern Europe, comprising Albania, Armenia, Azerbaijan, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Cyprus, The Czech Republic, Estonia, Georgia, Greece, Hungary, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Macedonia, Malta, Moldova, Montenegro, Poland, Romania, Russia, Serbia, Slovakia, Slovenia, Tajikistan, Turkey, Turkmenistan, Ukraine and Uzbekistan.

"Cinven" refers to Cinven Limited.

"CIS" refers to the Commonwealth of Independent States, comprising Armenia, Azerbaijan, Belarus, Kazakhstan, Kyrgyzstan, Moldova, Russia, Tajikistan, Turkmenistan, Ukraine and Uzbekistan.

"CNMV" refers to the *Comisión Nacional del Mercado de Valores*, the regulator of the Spanish Stock Exchanges.

"CRS" refers to a computerized reservation system, which carries out similar functions to a GDS.

"direct distribution" refers to the distribution of travel content by travel providers directly to end consumers through direct sales channels, such as the travel provider's own website, call centers or ticketing offices.

"Directors" refers to the directors of Amadeus IT Holding, S.A., unless the context indicates otherwise.

"euro" or "€" refers to the currency of the member states of the European Union, including Spain, which participated or participate at the relevant time in the Economic and Monetary Union.

"full-time equivalent" or "FTE" refers to the equivalent of one person working eight hours a day, five days a week. For example, a part-time employee working four hours a day, five days a week would represent 0.5 FTEs and a part-time employee working eight hours a day, two days a week would represent 0.4 FTEs.

"GDS" refers to a global distribution system, a worldwide computerized reservation network used as a single point of access for reserving airline seats, hotel rooms, rental cars and other travel-related items by online and offline travel agencies and large corporations.

"GDS-processed air bookings" refers to air travel agency bookings processed by the GDS providers operating on a global scale, being Abacus, Sabre, Travelport and our company, and includes all air bookings processed by these GDS providers, excluding cancelled air travel agency bookings. GDS-processed air bookings do not include air bookings processed by single country operators, primarily in China, Japan, South Korea and Russia. See "Market Share Data" below.

"global booking" refers to those air TA bookings made through our GDS platform for which we charge our highest booking fees under our value-based pricing model on the basis of the added value provided by our GDS platform to the airline by accessing points of sale that the airline is not able to reach cost-effectively through direct distribution. A typical example of a global booking would be a flight on a UK airline booked through a travel agent in Hong Kong.

"IATA" refers to the International Air Transportation Association.

"Iberia" refers to our shareholder Iberia Líneas Aéreas de España, S.A.

"IFRS-EU" refers to the International Financial Reporting Standards, as adopted by the European Union.

"indirect distribution" refers to the distribution of the travel content of travel providers to end consumers through indirect sales channels, such as online and offline travel agencies and other intermediaries.

"Infini" refers to INFINI Travel Information, Inc., a local CRS provider to the travel industry operating in Japan.

"joint global coordinators" refers to Goldman Sachs International, J.P. Morgan Securities Ltd. and Morgan Stanley & Co. International plc.

"key billed transactions" refers to the principal transactions for which we bill our customers, comprising air TA bookings and non-air bookings, PBs and PNRs.

"local ACOs" refers to our local offices and organizations representing the ACO worldwide.

"local booking" refers to those air TA bookings made through our GDS platform for which we charge our lowest booking fees under our value-based pricing model on the basis that the airline is able to access the point of sale cost-effectively via its direct distribution channels. A typical example of a local booking would be a flight on a UK airline booked through a travel agent in London.

"Lufthansa" refers to Deutsche Lufthansa AG, the parent company of Lufthansa Commercial Holding, one of our principal shareholders.

"Lufthansa Commercial Holding" refers to our shareholder Lufthansa Commercial Holding GmbH.

"managers" refers to the joint global coordinators and the other managers listed under "Plan of Distribution" in this offering memorandum.

"MEA" refers to the Middle East and Africa, comprising Afghanistan, Algeria, Angola, Bahrain, Benin, Botswana, Burkina Faso, Burundi, Cameroon, Cape Verde, the Central African Republic, Chad, Comoros, Congo Brazzaville, the Democratic Republic of Congo, Cote d'Ivoire, Djibouti, Egypt, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea Bissau, Iraq, Iran, Israel, Jordan, Kenya, Kuwait, Lebanon, Lesotho, Liberia, Libyan Arab Jamahiriya, Madagascar, Malawi, Mali, Mauritania, Mauritius, Morocco, Mozambique, Namibia, Niger, Nigeria, Oman, Pakistan, Palestine, Qatar, Rwanda, Sao Tome and Principe Islands, Saudi Arabia, Senegal, Seychelles Islands, Sierra Leone, Somalia, South Africa, Sudan, Swaziland, Syrian Arab Republic, Tanzania, Togo, Tunisia, Uganda, United Arab Emirates, Yemen Arab Republic, Zambia and Zimbabwe. We do not have operations in Afghanistan, Ethiopia, Iraq or Somalia.

"North America" refers to North America, comprising Bermuda, Canada, Guam, Kiribati, the Marshall Islands, Mexico, Micronesia, the Northern Mariana Islands, Palau, Tuvalu and the United States.

"Opodo" refers to Opodo Limited, our European online travel agency.

"PB" or "passengers boarded" refers to actual passengers boarded onto flights operated by airlines using our Altéa Inventory or Altéa Departure Control solutions.

"PNRs" or "passenger name records" refers to the reference code for a booking recorded in an airline's reservation system, and a single PNR may refer to one or more passengers traveling on one or more air segments, although they most frequently relate to a single passenger booked on two air segments (i.e., the outbound and inbound flights). We use PNRs as a measure to invoice our Altéa e-Commerce customers.

"principal shareholders" refers to our principal shareholders, Amadelux, Air France, Iberia and Lufthansa Commercial Holding. See "Principal and Selling Shareholders".

"product development" or "product cycle" refers to all of the efforts made by our company, comprising all of our development functions and a part of our marketing function, to develop, maintain and enhance the products and services provided through our GDS platform and our IT solutions. It covers the entire product cycle from the commencement of a new project, the definition of the product through to its implementation in a market or with a specific customer and the subsequent maintenance and upgrading of such product. Product development also covers product and project management and quality assurance services provided to our customers, as well as consultancy services for certain of our customers.

"profit participating loan" refers to the profit participating loan we entered into (as borrower) on April 23, 2007 with Amadelux International (as lender) in a principal amount of €910.0 million.

"PSS" refers to passenger service systems.

"recurring revenue" refers to transactional or subscription revenue pursuant to contractual arrangements, including revenue derived from GDS bookings, travel agency IT solutions, Altéa PSS offering, Altéa e-Commerce solution, stand-alone IT solutions, rail IT, airport IT and hosting services but excluding revenue derived from implementation services, consulting services, hotel IT or Opodo.

"regional booking" refers to the intermediate category of air TA bookings for which we charge a booking fee that is higher than the fee charged for local bookings but lower than the fee charged for global bookings. A typical example of a regional booking would be a flight on a UK airline booked through a travel agent in Germany.

"research and development" or "R&D" refers to the sum of (i) capitalized research and development, comprising expenses incurred in software development relating to the design and testing of new or improved products, which we capitalize when the success of the project is probable, taking into account its commercial and technological feasibility, and its cost can be measured reliably, and (ii) expensed research and development (mainly relating to research in connection with the evaluation and adoption of new technology), which we recognize as an expense as incurred, in accordance with IFRS-EU criteria.

"Sabre" refers to Sabre Inc., an international GDS provider to the travel industry.

"selling shareholders" refers to Amadelux, Air France, Lufthansa Commercial Holding and certain members of our management who are selling our shares as part of the offering. See "Principal and Selling Shareholders" below.

"Senior Credit Agreement" refers to the senior credit agreement we entered into on April 8, 2005 with Barclays Capital, Credit Suisse International (formerly Credit Suisse First Boston International), J.P. Morgan plc, Merrill Lynch International and The Royal Bank of Scotland plc, as amended.

"single country operators" or "local CRS providers" refers to the following CRS providers: TravelSky (operating in China), Axess and Infini (Japan), Topas (South Korea) and Sirena (mainly Russia and the CIS).

"Sirena" refers to Sirena-Travel (operated by TAIS, a wholly-owned subsidiary of Ultitek, Ltd.), a local CRS provider operating mainly in Russia and the CIS.

"Spanish Stock Exchanges" refers to the Madrid, Barcelona, Bilbao and Valencia stock exchanges, collectively.

"TMC" refers to a travel management company.

"Topas" refers to Topas Co., Ltd., a local CRS provider to the travel industry operating in South Korea.

"TPF" refers to a Transaction Processing Facility.

"transactional revenue" refers to revenue linked directly to transaction volumes, including booking revenue, certain non-booking revenue (such as the sale of data products, revenue from our subsidiary TravelTainment, ticketing solutions for non-air travel providers and fare solutions), transactional revenue from our IT Solutions business area, including revenue from our Altéa PSS offering, our Altéa e-Commerce solution, our stand-alone IT solutions and certain other IT solutions targeting airports and rail operators, and revenue from Opodo.

"Travelport" refers to Travelport Limited, an international GDS provider to the travel industry.

"TravelSky" refers to TravelSky Technology Limited, a local CRS provider to the travel industry operating in China.

"TravelTainment" refers to our subsidiary TravelTainment AG.

"Western Europe" refers to Western Europe, comprising Andorra, Austria, Belgium, Denmark, the Faroe Islands, Finland, France, French Guiana, Germany, Greenland, Guadeloupe, Iceland, the Republic of Ireland, Italy, Luxembourg, Martinique, Mayotte, The Netherlands, Norway, Portugal, La Réunion, Spain, Sweden, Switzerland and the United Kingdom.

PRESENTATION OF FINANCIAL INFORMATION

Audited Consolidated Financial Statements

The financial information presented in this offering memorandum is provided for information purposes only and is not necessarily indicative of our future results of operations.

This offering memorandum contains the audited consolidated financial statements of Amadeus IT Holding, S.A. (formerly known as WAM Acquisition, S.A.) ("the parent company") and its subsidiaries as of and for the years ended December 31, 2007, 2008 and 2009. These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS-EU") solely for the purpose of complying with the requirement to include historical financial information covering at least three financial years in the *Folleto Informativo* prepared by us in connection with the offering, as required by item 20.1 of Annex I to Commission Regulation (EC) No. 809/2004 of 29 April 2004, which implements the Prospectus Directive. We refer to these financial statements as the "Audited Consolidated Financial Statements" in this offering memorandum.

Our Audited Consolidated Financial Statements include within the scope of consolidation the parent company and the subsidiaries over which we or one of our other subsidiaries has control, which we define as the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. See the Appendix to our Audited Consolidated Financial Statements for a list of our consolidated subsidiaries. Investments in associates, which are those entities over which the group has significant influence but which are not subsidiaries, and investments in joint ventures, which are investments jointly controlled with third parties, are accounted for using the equity method. If the group's share of the losses of an entity accounted for under the equity method exceeds its interest in the entity, the group ceases to recognize its share of further losses. The interest in an entity accounted for under the equity method is the carrying amount of the investment in the entity together with any long-term interests that, in substance, form part of the group's net investment in the entity. Profits and losses arising from transactions between (i) group members, and (ii) associates and joint ventures have been eliminated to the extent of our shareholding in the relevant entity. In preparing the Audited Consolidated Financial Statements, we eliminate in full all intra-group balances, transactions, income and expenses between companies within the group.

The stand-alone reported financial statements of all our subsidiaries are prepared as of the same financial year-end as that of the parent company using IFRS-EU applied on a consistent basis and the stand-alone financial statements of our associates and joint ventures are adjusted to IFRS-EU where required. The stand-alone reported financial statements of our subsidiaries, associates and joint ventures are denominated in the local currency of the country in which the relevant entity is incorporated. As the Audited Consolidated Financial Statements are presented using the euro, the assets and liabilities for each subsidiary are translated into euro at year-end closing rates, income and expenses for each subsidiary are translated at average exchange rates for the relevant year and share capital, additional paid-in capital and reserves are translated at historical rates. Any exchange differences arising as a result of this translation for subsidiaries and investments in associates and joint ventures are shown together as "cumulative translation adjustments", a separate component within the caption "equity attributable to the owners of the parent". In the case of translation differences related to minority interests, these are included in the "minority interests" caption within equity.

Management Measures

In addition to the financial information presented in this offering memorandum prepared under IFRS-EU, we have included in this offering memorandum certain management accounting measures, which have been extracted from the accounting records of our company used to prepare the Audited Consolidated Financial Statements, such as: "adjusted EBITDA", "adjusted net financial debt", "adjusted total financial debt", "contribution margin", "costs", "direct capitalizations", "EBITDA", "indirect capitalizations and research incentives", "indirect fixed costs", "operating costs" and "total net covenant debt". We have presented these management measures, certain of which are unaudited, because we believe they may contribute to a fuller understanding of our results of operations by providing additional information on what we consider to be some of the drivers of our financial performance.

Certain of these measures are not defined under IFRS-EU and may be presented on a different basis than the financial information included in our Audited Consolidated Financial Statements. Accordingly, they may differ significantly from similarly titled information reported by other companies, and may not be comparable. Investors are cautioned not to place undue reliance on these management accounting measures, which should be considered supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein and in our Audited Consolidated Financial Statements included elsewhere in this offering memorandum.

For a description of how we define these management measures, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below.

General

We prepare our financial statements in euro. The euro is the currency of the member states of the European Union, including Spain, which participated or participate at the relevant time in the Economic and Monetary Union.

Certain monetary amounts and other figures included in this offering memorandum have been subject to rounding adjustments. Any discrepancies in any tables between the totals and the sums of the amounts listed are due to rounding.

The financial information included in this offering memorandum is not intended to comply with the reporting requirements of the US Securities and Exchange Commission, or SEC. Compliance with such requirements would require the presentation of US GAAP financial information, the modification or exclusion of certain information presented in this offering memorandum and the presentation of certain other information not included in this offering memorandum.

PRESENTATION OF SHARE DATA

As of the date of this offering memorandum, the share capital of our company is €2,923,403.50, represented by two classes of shares: (i) 364,854,670 Class A shares with a nominal value of €0.001 per share (the "Class A shares"), and (ii) 255,854,883 Class B shares with a nominal value of €0.01 per share (the "Class B shares"). All of the Class A shares and Class B shares are registered by way of book entries (*anotaciones en cuenta*) and are fully subscribed and paid up. For a description of the preferential rights attaching to the Class B shares, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Class B shares" below.

On February 23, 2010, our general shareholders' meeting approved the repurchase and subsequent cancellation of all of the Class B shares and, to this end, approved a reduction of capital in the amount of €255.9 million. Given that, at the date of approval, the net equity of our company was less than its share capital (by virtue of our company having negative equity for accounting purposes), the effectiveness of the reduction of capital, and the repurchase and subsequent cancellation of the Class B shares, was made conditional on (i) a share capital increase by our company in the amount of €910.0 million, as contemplated pursuant to the offering, and (ii) receipt by our company of an extraordinary dividend from Amadeus IT Group in the amount of €512.6 million. It is anticipated that the repurchase of the Class B shares and their subsequent cancellation will take place immediately following the execution of the capital increase in connection with the offering and receipt of the extraordinary dividend from Amadeus IT Group. For a description of the impact of these and certain other transactions on our net equity, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity" below.

Given that the shares to be offered and sold in the offering are Class A shares and that all of the Class B shares are expected to be repurchased and cancelled prior to admission, all references to "shares" and to the percentage ownership of our share capital (before and after the offering) in this offering memorandum are references to the Class A shares only, unless expressly indicated otherwise.

The presentation of all share data included herein assumes no exercise of the over-allotment option, unless otherwise indicated. See "Plan of Distribution".

MARKET AND INDUSTRY DATA

Certain market and industry data used in this offering memorandum has been taken or derives from internal surveys, reports and studies, where appropriate, as well as from industry publications and research conducted by third parties, including PhoCusWright Inc. ("PhoCusWright"), Travel Technology Research Ltd. ("T2R"—information sourced to T2R is property of T2R, whose website is www.t2rl.net), Euromonitor International PLC ("Euromonitor"), the International Air Transportation Association, or IATA (copyright: International Air Transport Association 2009), the International Monetary Fund ("IMF"), the International Civil Aviation Organization ("ICAO"), the Union Internationale des Chemins de Fer ("UIC"), SITA and the World Travel and Tourism Council ("WTTC"). While such market and industry publications generally state that the information they contain has been obtained from sources believed to be reliable, the accuracy and completeness of such information is not guaranteed. Although we consider such data to be reliable and to have been accurately reproduced by us for the purposes of this offering memorandum, we have not independently verified such data.

MARKET SHARE DATA

In this offering memorandum, the total volumes for the GDS industry and the market share figures given for our company and our principal competitors, on both a global and regional basis, are based on GDS-processed air bookings and therefore exclude air bookings processed by the single country operators (primarily in China, Japan, South Korea and Russia) and GDS-processed bookings of other types of travel products, such as hotel rooms, car rentals and train tickets by GDS providers operating on a global scale and by single country operators. For a description of how we define "GDS-processed air bookings" and "single country operators", see "Certain Terms and Conventions" above.

The data referenced in this offering memorandum relating to the size of the GDS industry and the market shares within such industry, at a global level, for the period from 2000 through 2009 has been estimated by us on the basis of both the actual number of our total GDS-processed air bookings, as described below, in each of those years and publicly available information from other GDS providers, including Sabre, Worldspan and Galileo (prior to the merger with Travelport in 2007), Travelport and Abacus.

The data referenced in this offering memorandum relating to the size of the GDS industry and the market shares within such industry, at a regional level, is based on the number of GDS-processed air bookings in each of the six regions defined by us (being Western Europe, CESE, MEA, APAC, North America and Central and South America), with each booking being assigned to the region in which the travel agency through which the booking was made is located. The total number of GDS-processed air bookings in each region has been estimated based on:

(i) the total number of airline passengers by region (sourced from T2R);

(ii) the application of an indirect distribution ratio to reflect the proportion of total air bookings that are made via indirect sales channels (sourced from T2R and verified against internal statistics derived from our Altéa Reservation solution, which records direct bookings); and

(iii) the application of a passengers-to-booking ratio on account of the fact that booking figures are typically higher than passenger figures due, for example, to passengers who make a flight reservation but do not take the flight ("no-shows").

We have calculated our market share by dividing our GDS-processed air bookings by region by our estimate of the total GDS-processed air bookings in such region.

In all cases, the GDS-processed air bookings used to calculate GDS market shares reflect total air bookings processed by our GDS platform, excluding cancelled bookings, or reported publicly by the other international GDS providers. These totals do not necessarily correspond to the number of bookings billed by each GDS provider as not all processed bookings are billed, with each GDS provider having a different policy (often varying by region) as to which transactions processed through its GDS platform are billed. Unless otherwise expressly indicated, all references to "bookings" by our company (other than to "GDS-processed air bookings") in this offering memorandum are to bookings processed and billed through our GDS platform.

We estimate that in 2009, the APAC and CESE single country operators accounted for approximately 25% and 1%, respectively, of total global air travel agency bookings. We also estimate that, in 2009, the aggregate market share of these local CRS providers accounted for approximately 65% to 70% of the total air travel agency bookings in the APAC region and approximately 20% of the total air travel agency bookings in the CESE region. **If such market shares were taken into account in presenting our market share data on a global basis and in respect of CESE and the APAC region, our market shares on a global basis and in respect of such regions would be lower.**

FORWARD-LOOKING STATEMENTS

This offering memorandum includes forward-looking statements that reflect our intentions, beliefs or current expectations and projections about our future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans, opportunities, trends and the market in which we operate. We have tried to identify these and other forward-looking statements by using the words “may”, “will”, “would”, “should”, “expect”, “intend”, “estimate”, “anticipate”, “project”, “future”, “potential”, “believe”, “seek”, “plan”, “aim”, “objective”, “goal”, “strategy”, “target”, “continue” and similar expressions or their negatives. These forward-looking statements are based on numerous assumptions regarding our present and future business and the environment in which we expect to operate in the future. Forward-looking statements may be found in the sections of this offering memorandum entitled “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business” and elsewhere in this offering memorandum.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions and other factors that could cause our actual results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or suggested by, these forward-looking statements. Important factors that could cause those differences include, but are not limited to:

- negative developments, including economic conditions, affecting the worldwide travel and tourism industry, in particular the airline industry;
- the pricing environment for travel technology;
- increased direct distribution by airlines and other providers;
- competitive pressure within the GDS market;
- competitive pressure among new and existing providers of travel technology;
- failure to maintain existing or attract new travel agency customers on competitive terms for our Distribution business area;
- failure to capture new IT solutions business or to successfully implement our IT solutions given long lead times;
- termination of our contracts with customers or failure to replace those contracts on competitive terms;
- failure or consolidation of our key airline customers;
- failure to detect and correct defects or errors before the final implementation of our distribution and IT solutions;
- failure to maintain and improve the efficiency, reliability and integrity of our technologies and systems and the occurrence of system disruptions;
- disruptions or interruptions in our customer relationships;
- failure to maintain effective relationships with our third-party technology and service suppliers;
- failure to develop or otherwise acquire, market and license new functionality, or to deliver updates and upgrades that meet changing industry standards and customer demands;
- risks specific to the operation of our online travel agency business;
- fluctuations in interest rates;
- fluctuations in the exchange rate of the euro to the US dollar and other currencies;
- industrial action by our employees or employees of our suppliers and any failure to identify, attract, train, retain and motivate key executives, senior management, consultants and skilled personnel, and to maintain good relations with our employees;
- unauthorized use of our intellectual property due to our failure to adequately protect such intellectual property;
- failure to maintain or enhance awareness of our brands among our existing and target customers;
- risks associated with our operations outside Western Europe;
- risks that have a particularly detrimental effect in Western Europe;
- claims, with or without merit, that we have infringed the intellectual property rights of third parties;

- changes in applicable laws or regulations (or the interpretation thereof), or failure to comply with such laws and regulations, including the laws and regulations governing computerized travel reservation systems;
- an actual or perceived failure to comply with data protection regulations, in particular any actual or perceived failure to ensure secure transmission of personal data over the Internet;
- actions of the Spanish, EU and other governments and their respective regulatory agencies, including adverse competition law rulings;
- the terms and amount of our financial indebtedness and any failure to generate sufficient cash to service such indebtedness;
- our relationship with our principal shareholders, whose interests may conflict with those of our other shareholders and/or our company;
- any loss or substantial reduction in our revenue from our commercial and contractual relationships with our airline shareholders;
- our failure to develop, implement and protect new technology or to capture new business;
- the impact of negative publicity; and
- changing relationships and/or disputes with travel providers, travel agencies, our other commercial partners or other third parties.

Additional factors that could cause our actual results, financial condition, liquidity, performance, prospects, opportunities, achievements or industry results to differ include, but are not limited to, those discussed under "Risk Factors". In light of these risks, uncertainties and assumptions, the forward-looking events described in this offering memorandum may not occur. Additional risks that we may currently deem immaterial or that are not presently known to us could also cause the forward-looking events discussed in this offering memorandum not to occur. Except as otherwise required by Spanish, US federal and other applicable securities law and regulations and by any applicable stock exchange regulations, we undertake no obligation to update publicly or revise publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this offering memorandum. Given the uncertainty inherent in forward-looking statements, we caution prospective investors not to place undue reliance on these statements.

The managers assume no responsibility or liability for, and make no representation, warranty or assurance whatsoever in respect of, any of the forward-looking statements contained in this offering memorandum.

AVAILABLE INFORMATION

We are currently neither subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act. For as long as this remains the case, we will furnish, upon written request, to any shareholder, any owner of any beneficial interest in any of our shares or any prospective purchaser designated by such a shareholder or such an owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act, if at the time of such request any of our shares remain outstanding as "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act. We do not currently intend to make an application for an exemption under Rule 12g3-2(b) under the Exchange Act.

EXCHANGE RATES

The following table sets forth, for the periods indicated, information concerning the noon buying rate for euro, expressed in US dollars per €1.00. The rates set forth below are provided solely for your convenience and were not used by us in the preparation of our financial statements included elsewhere in this offering memorandum. The "noon buying rate" is the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. No representation is made that euro could have been, or could be, converted into US dollars at that rate or at any other rate.

	Noon Buying Rate			
Exchange rates	**Period End**	**Average(1)**	**High**	**Low**
	(US dollars per €1.00)			
Year:				
2005	1.1842	1.2400	1.3476	1.1667
2006	1.3197	1.2661	1.3327	1.1860
2007	1.4603	1.3793	1.4862	1.2904
2008	1.3919	1.4218	1.6010	1.2446
2009	1.4332	1.3936	1.5100	1.2547
2010 (through April 23)	1.3360	1.3685	1.4536	1.3298
Month:				
October 2009	1.4755	1.4821	1.5029	1.4532
November 2009	1.4994	1.4908	1.5085	1.4658
December 2009	1.4332	1.4579	1.5100	1.4243
January 2010	1.3870	1.4266	1.4536	1.3870
February 2010	1.3660	1.3860	1.3955	1.3476
March 2010	1.3526	1.3570	1.3758	1.3344
April 2010 (through April 23)	1.3360	1.3466	1.3666	1.3298

Note:

(1) The average of the noon buying rate for euro on the last day of each full month during the relevant year or each business day during the relevant month.

SUMMARY

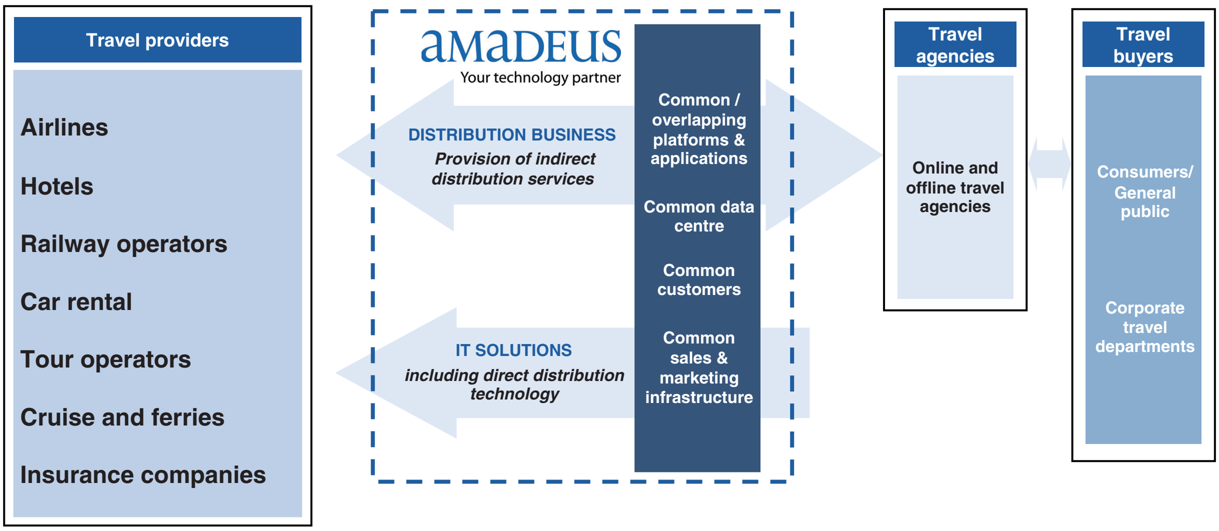
Potential investors should read the following summary together with the more detailed information (including the information set forth under "Risk Factors") and the Audited Consolidated Financial Statements (including the notes thereto) included elsewhere in this offering memorandum.

Overview

We are a leading transaction processor for the global travel and tourism industry, providing advanced technology solutions to our travel provider and travel agency customers worldwide. We act as an international network providing comprehensive real-time search, pricing, booking, ticketing and other processing solutions to travel providers and travel agencies through our Distribution business area, and we offer travel providers (today, principally airlines) an extensive portfolio of technology solutions which automate certain mission-critical business processes, such as reservations, inventory management and other operational processes, through our IT Solutions business area. Our transaction-based pricing model allows our customers to convert certain of their fixed technology costs into variable costs that vary with passenger volumes and links our revenue to global travel volumes rather than travel spending, thus reducing the volatility of our results of operations.

We believe we are the largest GDS provider serving the worldwide travel and tourism industry, with an estimated market share of 37% in 2009 (see "Market Share Data" above for details of how we calculate our market shares). According to T2R, we are also the market leader in the provision of mission-critical Passenger Service Systems, or PSS, solutions (including e-commerce) to airlines, which comprise a substantial part of our IT Solutions business area, with an estimated market share (in terms of revenue) of 28% in 2008. In 2009, we generated revenue of €2,461.4 million, adjusted EBITDA of €897.2 million and pre-tax cash flow from operating activities after capital expenditure and working capital requirements ("pre-tax adjusted operating cash flow") of €781.9 million.

We have two key categories of customers: (i) travel providers, including airlines, hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, and (ii) travel agencies, including online and offline travel agencies (including travel management companies, or TMCs). To a much more limited extent, we also provide certain products and services to travel buyers, including corporate travel departments and to end consumers. The diagram below illustrates our central position in the global travel and tourism industry as a provider of real-time distribution and IT solutions.



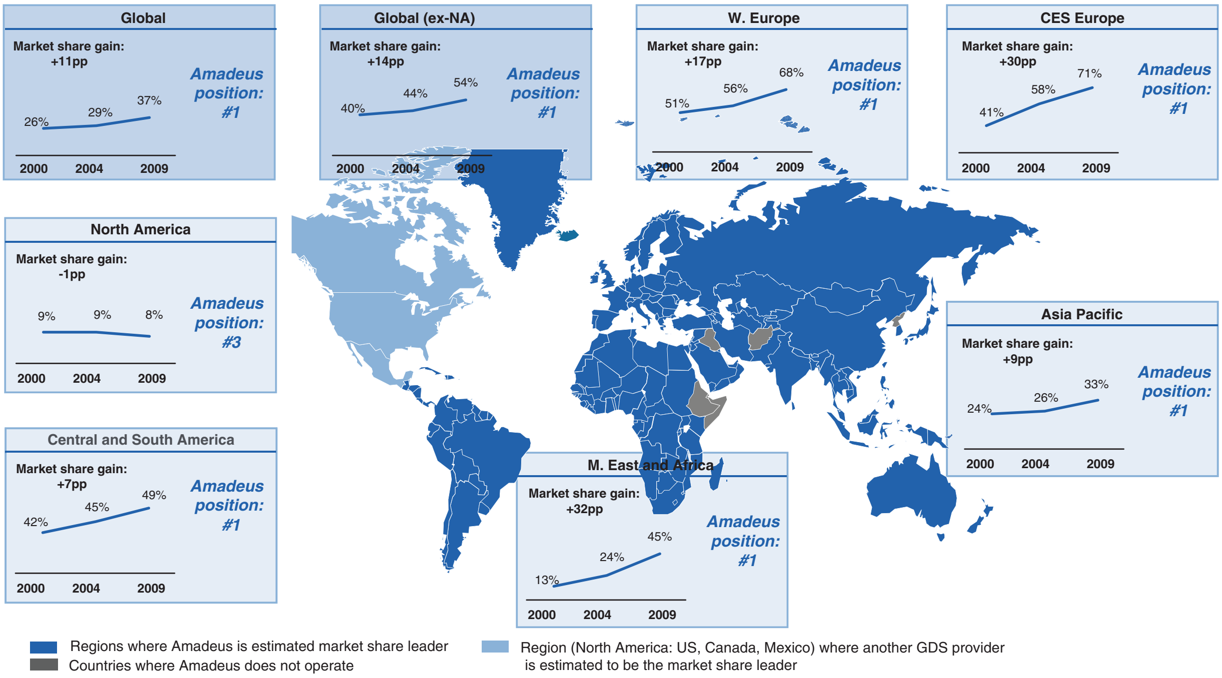
We are a major player within the global travel and tourism industry, which we estimate spends approximately €60 billion per year on travel technology. In 2009, we estimate that around one billion GDS-processed air bookings were made, and there were around 2.68 billion passengers boarded, or PBs, in that year, according to T2R. We serve this large marketplace through our extensive global network of central and regional offices and over 70 local ACOs. During the year ended December 31, 2009, our skilled and culturally diverse workforce, comprising an average of 9,081 FTEs (including contractors) of more than 120 nationalities, served over 190 countries worldwide.

The primary component of our Distribution business area is our GDS platform, which connects travel providers including more than 700 airlines (of which more than 460 are bookable, including over 40 low-cost carriers) and over 85,000 hotel properties to more than 103,000 travel agency locations worldwide. In 2009, we processed and billed 413.2 million air and non-air bookings through our GDS platform, compared with 428.1 million in 2007 and 364.4 million in 2004. We have achieved strong global market share growth in terms of GDS-processed air bookings in our Distribution business area from 2000, when we had an estimated market share of 26%, through 2009, when our estimated market share reached 37%.

The table below sets forth the evolution, on a global basis, of our GDS-processed air bookings market share and that of our primary competitors for the years ended December 31, 2000 through 2009 (see "Market Share Data" above for details of how we calculate our market shares and those of our competitors).

<table>
<tr><th></th><th>2000</th><th>2001</th><th>2002</th><th>2003</th><th>2004</th><th>2005</th><th>2006</th><th>2007</th><th>2008</th><th>2009</th></tr>
<tr><td>Amadeus</td><td>26%</td><td>26%</td><td>27%</td><td>28%</td><td>29%</td><td>29%</td><td>31%</td><td>34%</td><td>36%</td><td>37%</td></tr>
<tr><td>Competitor 1</td><td>13%</td><td>16%</td><td>16%</td><td>17%</td><td>17%</td><td>17%</td><td>15%</td><td rowspan="2">32%</td><td rowspan="2">30%</td><td rowspan="2">29%</td></tr>
<tr><td>Competitor 2</td><td>27%</td><td>25%</td><td>24%</td><td>24%</td><td>23%</td><td>23%</td><td>22%</td></tr>
<tr><td>Competitor 3</td><td>30%</td><td>29%</td><td>28%</td><td>26%</td><td>26%</td><td>27%</td><td>28%</td><td>29%</td><td>29%</td><td>30%</td></tr>
<tr><td>Competitor 4</td><td>4%</td><td>4%</td><td>5%</td><td>5%</td><td>5%</td><td>4%</td><td>4%</td><td>5%</td><td>5%</td><td>4%</td></tr>
</table>

In addition, we believe we have successfully grown our market share to become the market leader in each of the regions in which we operate except North America. The map below shows our estimated regional market share (as a percentage of total GDS-processed air bookings in each region) as of December 31, 2000, 2004 and 2009.



Note: See "Market Share Data" above for important information regarding (i) our definitions of the global market and GDS-processed air bookings, and (ii) the sources and methodology (including the exclusion of certain single country operators, primarily in China, Japan, South Korea and Russia) used to estimate our market share.

We have also leveraged our GDS platform to grow our IT Solutions business area rapidly, particularly in the area of airline IT. A significant component of our IT Solutions business area is our Altéa suite of airline IT solutions, which automate reservation, inventory, departure control and e-commerce functionalities for our airline customers.

We serve over 160 airlines globally through our IT Solutions business area and, as of December 31, 2009, 67 airline customers were using our Altéa Inventory solution (of which 20 were also using our Altéa Departure Control solution). In 2009, we processed 237.5 million PBs, representing an increase of 92% on the 123.8 million PBs processed in 2007 and of 208% on the 77.1 million PBs processed in 2004. At the end of 2009, over 100 airlines were using our Altéa e-Commerce solution and passenger name records, or PNRs, recorded for our Altéa e-Commerce customers have increased to 25.9 million PNRs in 2009 from 18.7 million in 2007 (an increase of 39%) and from 7.5 million PNRs in 2004 (an increase of 246%). Notably, our IT Solutions business area achieved this performance during a period of contraction in worldwide air passenger numbers in the latter half of 2008 and in 2009 (resulting from the global economic recession), primarily by increasing the number of customers we serve. Additionally, we have started to expand our IT Solutions business area to include offerings for non-air travel providers, such as hotel and rail operators.

We also operate an online travel agency, Opodo, which we estimate to be the second-largest online travel agency (in terms of 2009 GDS-processed air bookings) in the aggregated European markets in which it operates.

Key Financial Metrics

We have consistently improved our financial performance since the former parent company of our group, Amadeus GTD, was acquired by our company in 2005. In 2004, the last full financial year before our acquisition of Amadeus GTD, it had revenue of €1,816.6 million. In 2009, we had revenue of €2,461.4 million. Similarly, in 2004, the adjusted EBITDA of Amadeus GTD was €553.2 million. In 2009, our adjusted EBITDA was €897.2 million. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below for an explanation of how we define adjusted EBITDA.

The table below presents the revenue, adjusted EBITDA and pre-tax adjusted operating cash flow of Amadeus GTD for 2004 and our revenue, adjusted EBITDA and pre-tax adjusted operating cash flow for each of the five years ended December 31, 2009.

	Year Ended December 31,					
Key financial metrics	**2004(1)**	**2005(2)**	**2006(2)**	**2007**	**2008**	**2009**
			(€ in millions)			
Revenue(3)	1,816.6	2,115.4	2,322.4	2,578.1	2,505.1	2,461.4
Adjusted EBITDA(4)	553.2	615.7	678.7	872.8	881.5	897.2
Pre-tax adjusted operating cash flow(5)	374.4	503.9	623.7	770.3	705.4	781.9

Notes:

(1) The financial information presented above for the year ended December 31, 2004 relates to Amadeus GTD and its consolidated subsidiaries. All subsequent years relate to our company and our consolidated subsidiaries.

(2) In 2005 and 2006, our financial year ended on July 31, 2005 and July 31, 2006, respectively. Accordingly, the financial information presented above for 2005 and 2006 reflects an aggregation of the revenue, adjusted EBITDA and pre-tax adjusted operating cash flow for each of the 12 months ended December 31, 2005 and 2006, respectively, and is unaudited.

(3) The revenue figures recorded in our audited consolidated statement of comprehensive income for 2004, 2005 and 2006 differ from the corresponding revenue figures stated above. As explained in detail in Note 2 to the Audited Consolidated Financial Statements for the financial year ended December 31, 2009, we have voluntarily implemented a change in our accounting policy in relation to the presentation of payments made to certain customers. To allow a direct comparison, we have retrospectively applied the same accounting criteria to the revenue figures for the years ended December 31, 2004, 2005 and 2006, and such figures are therefore unaudited. The audited gross revenue figure reported in each of 2004, 2005 and 2006, was €2,056.7 million, €2,418.3 million and €2,683.2 million, respectively. See also Notes 1 and 2 above.

(4) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below for an explanation of how we calculate adjusted EBITDA.

(5) We define our pre-tax adjusted operating cash flow as adjusted EBITDA less capital expenditure (derived from our cash flow statement) plus changes in our operating working capital. Capital expenditure in 2008 excludes the extraordinary acquisition of a Transaction Processing Facility, or TPF, software license from IBM for an amount of €80 million.

Competitive Strengths

In our view, the following factors contribute to our leading market position and the strength of our comprehensive offering across a wide range of segments and geographies:

Global Sector Leadership

We believe we are the global market leader in the provision of global distribution services, in terms of GDS-processed air bookings, and IT solutions, in terms of PSS (including e-commerce) revenue, to the travel and tourism industry. In both areas we have achieved consistent market share gains over the past decade and have strong exposure to growth areas.

Our Distribution business area has consistently and profitably increased its market share of GDS-processed air bookings from an estimated 26% in 2000 to an estimated 37% in 2009. Over this period, we have improved our competitive position from being four percentage points (in terms of our share of GDS-processed air bookings) behind the market leader in 2000 to having an estimated seven percentage point lead over our nearest rival in 2009 (see "Market Share Data" above for details of how we calculate our market shares). We consider that we have delivered these market share gains through a combination of the strength of our offering, our innovative technology, service and content, the partnership approach we adopt with our airline and travel agency customers and our strategic expansion in higher growth markets, such as CESE, Central and South America and the MEA and APAC regions. For a description of how we define each of these regions, see "Certain Terms and Conventions" above.

We believe we have also developed the leading PSS solution for airlines. Since British Airways became our first contracted Altéa PSS customer in 2000, we have implemented our Altéa Inventory module for more than 60 additional airline customers, with a further 23 airlines, such as Air France, KLM and Singapore Airlines, under contract to implement this module. This rapid growth has driven our estimated market share of this segment to approximately 28% in 2008 (measured in terms of 2008 revenue), over three times the estimated market share of the nearest competitor, according to T2R. We believe we have achieved this growth through our innovative product offering based on our sophisticated community-based technology platform by leveraging our broad customer base and our proven expertise in large system upgrades and customer migrations.

We believe we are well positioned to increase our global market share in both our Distribution and IT Solutions business areas in the future (see "—Well Positioned for Future Growth" below).

Advanced Technology and Scalable Platform for Future Growth

Through our consistent focus on, and sustained investment in, product development, we have developed a unique community-based technology platform to serve distribution and IT needs of participants in the travel and tourism industry. We believe that the combination of this highly scalable platform, together with our expertise and continued investment in technology, strongly positions us to deliver further growth and increase our margins.

Our strength in this area is underpinned by the following key factors:

- *Consistent Track Record of Innovation and Evolution.* Technological innovation will continue to be one of the key drivers of our success as competition intensifies to offer superior customer solutions and technological excellence. We have a strong track record of innovation within the industry, with milestone product launches such as Altéa, which was the first fully integrated modular IT platform dedicated to the airline industry. In addition, having completed approximately 85% of our internal migration to open systems architecture, we believe we are at the forefront of the decommissioning of legacy systems by the international GDS providers. This migration to open systems architecture provides us with cost efficiencies and enhances the flexibility and scalability of our core systems, while allowing us to maintain high levels of service and reliability.
- *Committed and Sustained Investment in Development, Operations and Services.* In the six years ended December 31, 2009, we continuously increased our annual investment in product development and R&D. Over the period, we invested a total of over 16,000 man-years in product development, and spent €1.28 billion on R&D. In the year 2009, we invested over 3,300 man-years in product development, and spent €257 million on R&D. This commitment to product innovation and technological excellence

has, in our view, given us a first-mover advantage in areas such as airline e-commerce technologies and has enabled us to build a powerful processing platform, which we continuously seek to enhance through functionality and efficiency improvements. In 2009, our central data center processed over 9,000 user queries per second on average, with an average system uptime of 99.99%. Our quality of service has been widely recognized, and our GDS was the first to be awarded ISO 9000 certification (in 2000).

- *Highly Scalable Platform.* While our systems required significant up-front investment, new customers of our Distribution and IT Solutions business areas can be connected at low marginal cost, enhancing our economies of scale. During the six years ended December 31, 2009, our key billed transactions (see "Certain Terms and Conventions") have grown at a CAGR of 8.5%, while over the same period we estimate we have reduced the running costs associated with the operation of our data center by around 20%, with costs per key billed transaction having declined by almost 50%. We believe this demonstrates our ability to increase processing capacity at low incremental cost.

Synergetic Businesses with a Broad and Loyal Customer Base

We have two highly synergetic core businesses:

- *Strong Technological Synergies.* Our core Distribution and IT Solutions business areas exhibit strong technological synergies. In addition to the sharing of technology and product development across our Distribution and IT Solutions business areas, which gives our customers the benefit of common IT and software applications and platforms, both business areas also benefit from sharing a data center and communications network. This common technology platform and data center gives us, we believe, a long-term competitive advantage in terms of both costs and solutions offering.

- *Extensive Commercial Synergies.* Our Distribution and IT Solutions business areas primarily target the same customer groups – air and non-air travel providers and travel agencies – and we are able to share knowledge in real-time between our main business areas and use a combined global sales force to leverage the customer base of one business area in order to expand the other. We seek to cross-sell our Altéa solutions to our existing airline Distribution customers and anticipate that a strong portfolio of IT solutions for travel providers and travel agencies will indirectly encourage further growth in our Distribution business area by providing travel agencies with more immediate, accurate and reliable access to travel content. For example, following the migration of KLM's reservation system to our Altéa platform in 2007, we estimate that our market share of GDS-processed air bookings in The Netherlands grew from a little over a third in January 2007 to around 50% in November 2009. Additionally, we believe that we will be able to capitalize on our relationships with hotel chains, rail companies and other non-air travel providers that distribute their products through our GDS platform to accelerate the growth of our non-air IT businesses, building on the knowledge and expertise we have developed through our airline IT solutions and on our significant investment in our shared open systems IT platform.

- *Shared Organizational Structure*. In addition to sharing technological and commercial synergies, we are able to leverage our organizational structure to support both business areas. Our global network of local ACOs supports both business areas on the ground, providing local knowledge and improved access to our customers, while we also benefit from economies of scale through a shared customer support infrastructure. Being present in two closely linked businesses allows us to use deep industry knowledge gained in one area of business to benefit the other.

- *Broad Geographic Reach.* Our volumes and revenue also benefit from a geographically diversified mix of bookings. Our international expansion into higher growth markets has resulted in 51% of our air TA bookings being generated outside Western Europe in 2009, with the remainder geographically diversified, with no region outside of Western Europe accounting for more than 14% of air TA bookings in 2009. Additionally, our booking mix has evolved favorably in recent years, with the number of "global" and "regional" bookings, which generate a higher booking fee, processed through our GDS platform having increased steadily as a percentage of our total air TA bookings since we introduced value-based pricing in 2004, reaching 52% of our air TA bookings in 2009 (see "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below). This reflects, in part, our stronger relative growth in high-growth markets, such as the APAC and MEA regions, which have produced a higher ratio of "global" and "regional" bookings.

- *Diversified and Loyal Customer Base.* As of December 31, 2009, more than 700 airlines (of which over 460 were bookable, including over 40 low-cost carriers), over 85,000 hotel properties, over 100 rail operators (including eight major railways) over 25 car rental companies, more than 50 ferry and cruise companies, over 115 insurance companies and over 190 tour operators were connected via our GDS platform to more than 103,000 travel agency locations. This customer base is also diversified, with our top ten customers (based on contribution to total group revenues) accounting for 35.7% of our group revenue in 2009 and for 34.1% and 46.0% of our Distribution and IT Solutions revenue, respectively. Furthermore, our customer base is loyal, as demonstrated by high customer retention rates exceeding 95% during the three years ended December 31, 2009 across all customer categories. We believe this is due to (i) our partnership approach through which we seek to establish and nurture long-term relationships with our customers (the top ten airline and top ten travel agency customers of our Distribution business area have been customers for between 15 and 20 years (excluding some more recently established online travel agencies which became top customers within the last five to ten years)), (ii) the value-adding nature of our products and services, and (iii) our customers' willingness to enter into long-term contracts (for example, ten- to 15-year contracts for airline IT solutions and three- to ten-year distribution contracts with key airlines and travel agencies).

Transaction-Based, Resilient Business Model

We use a transaction-based revenue model for our Distribution and IT Solutions business areas, with transactional revenue and recurring revenue (see "Certain Terms and Conventions" above), accounting for 88% and 93%, respectively, of our revenue (before intercompany adjustments) in 2009. Our business has historically shown strong resilience because our revenue is linked to travel volumes rather than price, which tends to prove more resilient during economic downturns, when travel providers generally reduce prices to maintain passenger volumes. Accordingly, we have historically experienced more stable financial performance than the end travel market. In addition, by processing bookings made through direct channels for certain airlines and increasing our e-Commerce offering, we have been able partially to protect our revenue against the increase of competition from other distribution channels.

Additionally, we believe we benefit from a level of security and visibility in respect of our business going forward. Our Altéa PSS contracts with airlines are typically for a duration of between ten and 15 years and include agreed unit pricing, while in our Distribution business area around 80% of our air TA bookings in 2009 were made under content agreements with airlines, which also include agreed unit pricing and are typically for a term of between three and five years. Additionally, our major centrally-held agreements with global travel agencies (including online travel agencies and TMCs), which accounted for between 25% and 30% of our air TA bookings in 2009, are for terms of between three and ten years, while the balance of our bookings are made via locally-held travel agency contracts with terms of between one and three years.

Strong Financial Performance

Our revenue and adjusted EBITDA have exhibited resilience through several global economic downturns and strong growth in expansionary economic periods. Except for declines of 2.8% in 2008 and 1.7% in 2009 (when we estimate GDS industry volumes declined by 5.7% and 5.5%, respectively, as a result of the severe economic downturn), we have increased our revenue year-on-year from €1,816.6 million in 2004 to €2,461.4 million in 2009. This reflects the growth of our IT Solutions business area and the ongoing market share gains in our Distribution business area.

Over the same period, despite increasing our commitment to research and development from €156 million, or 8.6% of our revenue in 2004, to €257 million, or 10.4% of our revenue in 2009, the running costs related to the operation of our data center decreased in aggregate and on a per unit basis, largely due to our migration to open, scalable IT systems architecture, the expansion of our use of IP network technology and an improved use of capacity and resources. As a result of this and other factors, we have achieved adjusted EBITDA growth over the six years ended December 31, 2009, at a rate above that of our revenue growth. While our revenue grew by 35% between 2004 and 2009, our adjusted EBITDA increased by 62% in the same period, from €553.2 million in 2004 to €897.2 million in 2009.

Committed, Proven and Highly Experienced Management Team and Staff

Our committed, proven and highly experienced executive management team is comprised of eight individuals with an average of approximately 12 years of experience with our company. Our top management team has overseen all of the key stages of our evolution and has driven our ongoing growth throughout several economic cycles. Their combined vision has driven continued innovation over the past 20 years, enabling us to consistently gain market share in the complex travel technology market.

While our senior management has been instrumental in establishing a corporate culture of operational excellence, the dedication and depth of expertise of our management team extends beyond the top executives. The 125 individuals forming our Top Management Forum, comprising all of our managers at the level of director and above, have exhibited high levels of continuity with an average of over 14 years of experience with our company and an annual turnover of 3.0% on average in the five years ended December 31, 2009. This continuity and vision have contributed strongly to our successful development from being the newest and smallest GDS competitor in 1992 to our current position as the leading global travel technology company in terms of GDS-processed air bookings and PSS revenue.

In addition, our top executives and management team are supported by a highly educated, skilled, diverse and motivated workforce. During the year ended December 31, 2009, we employed an average of 9,081 FTEs (including an average of 1,571 contractors) from over 120 different countries, with approximately 89% of our permanent workforce holding a technical or vocational degree or higher qualification. We recruit from top universities and continuously invest in our people through a systematic approach to training. We also seek to incentivize our employees through variable remuneration schemes linked to individual and company performance. We believe this comprehensive approach to employee investment and reward reinforces our strong corporate culture and helps us maintain our sector leadership.

Well Positioned for Future Growth

Since 1970, there has been a steady relationship between world GDP growth and air traffic passenger growth, with the latter having grown at a multiple of between 1.3 and 1.6 times real GDP growth on average over the period, based on ICAO air traffic data and IMF GDP data. We expect this trend to continue and believe that we are well positioned to benefit from increases in airline passenger volumes as the world economy recovers. While the recent adverse global economic conditions negatively affected the global travel and tourism industry, there are now strong signs of improvement, with IATA reporting increases in international air traffic volumes of 4.5%, 6.4% and 9.5% for the months of December 2009, January 2010 and February 2010, respectively (in each case compared with the same month of the prior year). The recovery in the MEA and APAC regions has been particularly strong, with each region exhibiting growth of 25.8% and 13.5%, respectively, in the month of February 2010, compared with February 2009 (sources: IATA press releases, January 27, March 2 and March 30, 2010). In addition to the general market recovery, we believe we are well placed to further improve the competitive position of our Distribution and IT Solutions business areas with market share increases.

- *Distribution.* Our estimated leading global market position (in terms of GDS-processed air bookings) and the breadth of content of our platform provides us with a strong base for growth within the two-sided, network-driven Distribution business area. We estimate that we were the market leader in terms of GDS-processed air bookings in 2009 in all regions except North America, and believe we are well positioned to capitalize on the virtuous cycle created by this network effect to promote further organic growth. In particular, we have a 44% market share (in terms of GDS-processed air bookings) in high-growth regions (CESE, Central and South America and the MEA and APAC regions), where air traffic volumes are expected to continue to grow at a more rapid pace than in the more developed markets.

  Our competitive position in high-growth regions is reinforced by our strong market share in three of the four "BRIC" countries: in Brazil, we have a growing market share (estimated at around one third in 2009) and have recently migrated TAM, the largest airline in the Brazilian market to our Altéa PSS solutions; in Russia, we are the market leader with an estimated market share of 75% in terms of GDS-processed air bookings (excluding the Sirena CRS); and in India we estimate that our market share in 2009 in terms of GDS-processed air bookings was around 50%, with our market position supported by distribution contracts with two major local suppliers, Air India and Jet Airways.

- *IT Solutions.* Near- to medium-term growth of our Altéa airline IT business is, we believe, secured through agreements we have signed with 23 airlines to implement our Altéa Inventory solution. We estimate that these contracted airlines, when combined with customers already migrated to this module, represent approximately 573 million PBs on an annualized basis (based on the 2009 passenger numbers for these airlines published by T2R). We also have contracts in place with 40 airlines using or contracted to use our Altéa Inventory solution for the implementation of our Altéa Departure Control solution. Moreover, we have a strong sales pipeline for all our Altéa solutions, reflecting the interest among airlines to replace obsolete and inflexible in-house legacy systems with sophisticated technology solutions to drive revenue and reduce costs (and convert fixed costs into variable costs in the face of continued strong competitive and cost pressures. We believe that this makes our next-generation Altéa platform commercially appealing to airlines. This is particularly evident among airline alliances, where demand for common IT platforms is high and where we have made significant in-roads, with 15 of the 26 Star Alliance airlines (including Lufthansa and South African Airways), eight of the 11 Oneworld airlines (including British Airways and Qantas) and five of the 11 SkyTeam airlines (including Air France and KLM) having already migrated or contracted to use one or more of our Altéa PSS solutions.

Strategy

Our mission is to be the leading provider of transaction-based distribution and IT solutions to the global travel and tourism industry. To fulfill this vision, we have defined our corporate strategy around the six strategic pillars set forth below.

Expand Our Business Reach in a Highly Synergetic Manner

We intend to further expand our offering across all our business areas to capture as many technology-related transactions as possible across all stages of a trip, from the initial planning process (for example, information searches and reservation) and the journey itself (for example, travel and changes to existing reservations) through to post-trip activities (for example, expense claims and reporting). In so doing, we will seek to apply our fees on a unit transaction basis and to ensure that synergies across our business are maximized.

Continue to Develop and Grow Our Distribution Business

Our Distribution business area has defined three strategic objectives, all of which focus on continuing to achieve sustained and profitable growth.

- *Increase Our Market Share.* We intend to secure ongoing global market share growth by consolidating our businesses in Western Europe and CESE and expanding our operations in key growth areas, such as the APAC and MEA regions. In the MEA region, in particular, we expect to achieve considerable growth as a result of the ten-year exclusive distribution agreement we signed in 2008 with the Arab Air Carriers Organization, or AACO, and 13 of its 24 members. Pursuant to this agreement, we have established jointly-owned companies in many countries in the MEA region with the intention of migrating the majority of the travel agency air bookings market in that region to our GDS platform with the support of our partner airlines. We also plan to pursue strategic market segments, such as the online travel agency and TMC segments in North America. Additionally, we will seek to ensure the continued competitiveness of our GDS platform globally relative to other GDS providers and alternative distribution channels by continuing to offer a wide and comprehensive range of travel provider content (including from full service and low-cost airlines and non-air travel providers) and functionalities equivalent to those available through direct channels (for example, functionalities that allow "up-selling" at pricing and the management of ancillary services).
- *Continue to Enhance Value for Our Customers.* We aim to continue to enhance value for our customers by (i) promoting our value-based pricing model, (ii) enabling chargeable ancillary services, such as checked-in baggage and upgrades, within our GDS platform for airlines across all of their sales channels, (iii) continuing to improve the travel content of our GDS platform through the use of long-term content agreements with travel providers, (iv) enhancing our offering to online travel agencies through additional products, such as innovative technology for online shopping, (v) "up-selling" our value-adding products, such as mid- and back-office solutions and self-booking tools, to travel agencies and corporate travel departments, and (vi) enhancing and developing interfaces that allow end consumers to access itinerary and other information through mobile and other evolving technologies.

- *Diversify Our Sources of Revenue.* We will aim to further diversify and grow the revenue base of our Distribution business area by targeting an expanded portfolio of GDS solutions at a wider range of participants in the travel industry. In particular, we aim to improve our offering to (i) full services airlines through our new retailing platform, (ii) low-cost airlines through improved connectivity and functionality, (iii) key rail operators (such as SNCF, Deutsche Bahn and RENFE) by enhancing our current platform to cover all channels, and (iv) hotel companies through additional distribution functionalities.

Expand Our IT Solutions Business

We intend to continue to profitably grow our IT Solutions business area, particularly our Altéa airline IT business, while building upon the significant investments we have made in our IT platform. We also aim to expand our IT Solutions business area into adjacent business areas where we identify synergies with our existing technologies and/or customer base.

- *Expand Our Altéa Airline IT Customer Base.* The medium-term growth of our Altéa airline IT business will, we believe, be secured through the successful implementation of Altéa PSS modules by the 23 airlines that had, as of December 31, 2009, contracted for our Altéa Inventory module to be implemented and through further market share gains beyond this from our current pipeline of potential additional Altéa customers. In the long term, our aim is to leverage our technology base, shared-community IT platform and extensive airline customer base to continue the growth of our Altéa airline IT business. Ensuring high levels of customer satisfaction will also be important, in our view, to ensure long-term customer relationships and attract new business.
- *"Up-Sell" Altéa Modules to Existing Airline IT Customers.* Additionally, we expect revenue growth for our IT Solutions business area to be driven by the "up-selling" of additional Altéa modules to existing airline IT customers. We intend to build on the strong relationships we establish with our airline IT customers, and to capitalize on the significant operational leverage afforded by the addition of new Altéa modules to an existing Altéa platform. As of December 31, 2009, we had 40 Altéa Inventory customers contracted to implement our Altéa Departure Control solution (of which 26 were already implemented on our Altéa Inventory module and 14 were to be implemented on both our Altéa Inventory and Altéa Departure Control modules). In addition, by focusing on technological excellence and leveraging our existing position as a provider of core systems and data processing solutions for airlines, we intend to develop new solutions targeting a wide range of other IT services for airlines. Development work and customer contact has already begun for many of these portfolio expansion activities, and our intention is to "up-sell" these new IT solutions to Altéa users when they are brought to market.
- *Grow Our Non-Air IT Solutions Business.* We also intend to leverage our technology base, shared-community IT platform and non-air travel provider customer base to promote the growth of our hotel and rail IT businesses and to diversify into other markets where we identify synergies and a market opportunity, such as airport IT. In particular, we believe the expected deregulation in the European rail market will offer a strong opportunity for our rail IT solutions, as the outsourcing and standardization of systems becomes more prevalent in the unregulated environment.

Focus on Technology Leadership

The potential for growth that we have identified in our Distribution and IT Solutions business areas is predicated upon our continuing development of advanced technology on a competitive basis. We intend to continue our strong commitment to product innovation and technological excellence to stay at the forefront of advances in the travel technology industry and to preserve the first-mover advantage we believe we have established over our key competitors in terms of the quality of our technology platform and the comprehensiveness of our offering.

Maximize Our Operational Efficiency

Central to the success of each of our strategic statements outlined above is the continued refinement of our internal processes and the active management of the running costs involved in the development, marketing and implementation of our distribution and IT solutions. Accordingly, one of our key strategic objectives is to maximize the flexibility and operational efficiency of our organization through (i) active cost management, (ii) the optimization of our organizational and governance models and systems infrastructure at central, regional and local levels to improve efficiencies, customer service and accountability, (iii) further functionality and efficiency improvements at our central data processing facility, and (iv) the nurturing of a culturally diverse, motivated and highly skilled workforce. This strategy represents a continuation of our “Amazon” program of savings and efficiency initiatives, which we commenced in 2003 (see “Business—Our Business—Our Organizational and Commercial Structure—Amazon Efficiency Program” below for further information on our current savings and efficiency initiatives).

Support Our Growth Through Selective Acquisitions

As a public company with better access to the debt and equity capital markets, we intend to pursue an acquisition strategy targeted at selected businesses in order to obtain additional competencies, technologies and/or customers and to enter new markets and business segments in pursuit of our strategic objectives set out above.

Recent Trading

Performance in the first two months of 2010 has been strong and in line with the continued recovery in the global travel industry we have seen since the second half of 2009. During the first two months of 2010, we experienced double-digit year-on-year revenue growth driven primarily by strong air TA bookings and PB volumes, which recovered from the low levels experienced in the first two months of 2009. Adjusted EBITDA growth was stronger than revenue growth, mainly due to the operating leverage of our business and the increased weight of our IT Solutions business area, which benefits from high contribution margins. Overall, our adjusted EBITDA margin during the first two months of 2010 was meaningfully above the 2009 adjusted EBITDA margin for the same period.

Growth rates in terms of industry air traffic and GDS-processed air booking volumes during the first two months of 2010 recovered significantly and were ahead of management’s expectations, benefiting both our Distribution and IT Solutions business areas. Air TA bookings for our Distribution business area increased at around 9% year-on-year when adjusted for differences in working days (actual reported growth without such adjustment was 7.5%), driven primarily by strong volume growth in emerging markets such as CESE and the MEA and APAC regions. PB volumes for our IT Solutions business area increased by approximately 42% year-on-year, driven primarily by migrations completed in the last twelve months, in addition to moderate traffic growth of approximately 3% for those airlines using our Altéa suite during both periods. Execution of the schedule of contracted migrations to our Altéa platform remains on track with the migration of TAP-Air Portugal and Aegean Airlines having been successfully completed. In addition, further significant airline migrations, including Air France, KLM and Saudi Arabian Airlines, which represent around 95 million PBs on an annualized and combined basis (based on the 2009 passenger numbers for these airlines published by T2R), remain on schedule for the next few months.

Our principal executive offices and our telephone and facsimile numbers are:

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Salvador de Madariaga, 1
28027 Madrid
Spain

Telephone: +34 91 582 0100
Facsimile: +34 91 582 1129

Our web address is www.amadeus.com. Neither the content of our website nor the content of any website accessible from hyperlinks on our website is incorporated into, or forms part of, this offering memorandum.

The Offering

The Company	Amadeus IT Holding, S.A.
The selling shareholders	Amadelux Investments, S.àr.l. Société Air France Lufthansa Commercial Holding GmbH and others. See "Principal and Selling Shareholders" below.
The global offering	The shares will be offered (i) in the United States to qualified institutional buyers (as defined in Rule 144A under the Securities Act) ("QIBs") in reliance on Rule 144A under the Securities Act and (ii) outside the United States in compliance with Regulation S under the Securities Act.
Total number of shares offered in the offering	119,684,662 shares. We are offering 82,727,280 new shares (or 22.67% of our existing share capital) in the offering to provide our company with gross sale proceeds of €910.0 million (see "Use of Proceeds") and the selling shareholders are offering an aggregate of 36,957,382 existing shares in the offering. In addition, certain selling shareholders have granted the managers an option to purchase additional shares representing up to 10% of the total number of shares offered by us and the selling shareholders in the offering to cover over-allotments, if any. We will not receive any of the proceeds from the sale of shares by the selling shareholders in the offering.
Number of issued and outstanding shares before and after the offering	Information relating to the shares issued and outstanding immediately before and after the offering is set forth below. Such information is based on the offering price of €11.00 per share and assumes that the over-allotment option is not exercised.

	Before offering		After offering	
	No. of shares	**Percentage of shares**	**No. of shares**	**Percentage of shares**
Shares held by our principal shareholders	344,770,450	94.50%	309,499,405	69.15%
Shares held by minority shareholders	19,486,970	5.34%	17,800,633	3.98%
Treasury shares	597,250	0.16%	597,250	0.13%
Public	—	—	119,684,662	26.74%
Total shares	**364,854,670**	**100.00%**	**447,581,950**	**100.00%**

Assuming that the over-allotment option is exercised in full, the number of shares held by our principal shareholders and the number of shares publicly held after the offering will be 297,530,939 and 131,653,128, respectively, representing 66.48% and 29.41%, respectively, of our total issued share capital.

See "Principal and Selling Shareholders" below for further information on our share capital structure.

Over-allotment option	Amadelux Investments, S.àr.l., Société Air France and Lufthansa Commercial Holding GmbH have granted an option to the managers, which is exercisable within 30 calendar days from the date on which our shares are listed on the Spanish Stock Exchanges, to purchase additional shares representing up to 10% of the total number of shares initially offered in the offering, to cover over-allotments, if any. Any such additional shares will be sold by such shareholders *pro rata* to the number of shares to be sold by them in the offering. See "Plan of Distribution" below.
Pricing of the offering	The offering price in the offering is €11.00 per share.
Listings and quotation	We have applied to list the shares on the Spanish Stock Exchanges and to have them quoted on the AQS. We expect the shares to be admitted to listing on the Spanish Stock Exchanges on or about April 29, 2010 under the symbol "AMS". If the shares are not listed on the Spanish Stock Exchanges and quoted on the AQS before July 31, 2010, the offering will terminate, the shares will be returned to us and the selling shareholders and the purchase price will be returned to the purchasers, together with accrued interest. See "Plan of Distribution" below.
Dividends and dividend policy	The shares offered hereby will be eligible for any dividends paid or declared after the offering, including in respect of the year ending December 31, 2010 and thereafter. See "Dividends and Dividend Policy" below for a summary of our dividend policy and for important information regarding certain limitations placed by our financing arrangements on our ability to pay dividends and make other distributions to our shareholders.
Voting rights	Each share entitles the holder to one vote. See "Description of Capital Stock—Shareholders' Meetings and Voting Rights".
Use of proceeds	We expect to obtain gross sale proceeds from the offering of €910.0 million (€900.9 million net of issuance taxes and before the payment of underwriting commissions). We intend to use the net proceeds received by us to reduce our indebtedness. See "Use of Proceeds" below. We will not receive any of the proceeds from the sale of shares by the selling shareholders.
Lock-up agreements:	
Company lock-up	We have agreed that, without the prior written consent of the joint global coordinators (such consent not to be unreasonably withheld or delayed), we will not, during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges, (i) directly or indirectly, issue, offer, pledge, sell, announce an intention to or contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any of our shares or other securities convertible into, or exercisable or exchangeable for, our shares or file any registration statement under the Securities Act

	with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of our shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of our shares or any securities convertible into or exercisable or exchangeable for our shares, in cash or otherwise. The foregoing restrictions shall not, however, apply to (A) the issuance and sale of our shares pursuant to the offering, (B) any shares issued or options to purchase shares granted pursuant to any employee benefit plans of the group in the terms described in this offering memorandum, or (C) any shares issued or transferred for the purpose of executing strategic transactions we may effect in the future, provided, however, that in the case of (C) above only, the subscriber or transferee shall agree to be bound by the lock-up obligations described in this paragraph. See "Plan of Distribution" below.
Principal shareholders' lock-up	Our principal shareholders have agreed to abide by similar restrictions during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges, subject to certain exceptions described in "Plan of Distribution" below.
Senior management lock-up	The members of our senior management team (comprising our Executive Committee and Management Committee) have agreed to abide by similar restrictions during the period commencing on the date the purchase agreement is signed and ending 360 days after the listing of the shares on the Spanish Stock Exchanges, subject to certain exceptions described in "Plan of Distribution" below. In accordance with contractual arrangements in place since 2008, 976,510 shares (representing 0.27% of our existing share capital) held by the Chairman of our Board of Directors, Mr. José Antonio Tazón, and 520,000 shares (representing 0.14% of our existing share capital) held by our Chief Executive Officer, Mr. David V. Jones, may, however, be sold to our company during the 30 days immediately following admission and are not therefore subject to these lock-up arrangements (see "Management and Board of Directors—Shareholdings of Directors and Senior Management Team—Agreements to Acquire Shares" below). In addition, a further 580,255 shares (representing 0.16% of our existing share capital) held by our Chairman, Mr. José Antonio Tazón, are excluded from the lock-up arrangements described above and may be sold by Mr. Tazón at any time. See "Plan of Distribution" below.
Management lock-up	Other management and former management shareholders (who are not members of our Executive Committee or Management Committee) and other individuals holding an aggregate of 12,980,400 shares (representing 3.56% of our existing share capital) are not subject to the lock-up arrangements described above. Certain of such shareholders are offering an aggregate of 1,686,337 shares in the offering and all of such shareholders may sell their shares at any time. In this regard, we have entered into an agreement with Banco Bilbao Vizcaya Argentaria, S.A. (the "Agent Bank") pursuant to which those of our management shareholders who wish to sell some or all of their shares (and are not subject to the lock-up arrangements described

	above) may do so via the Agent Bank at the prevailing market price during the 15 stock exchange working days following the admission to trading of our shares on the Spanish Stock Exchanges. Any management shareholder who sells shares in this manner must pay to the Agent Bank an intermediation commission, which is lower than the underwriting and management commissions to be paid by our company and our principal shareholders described in "Plan of Distribution" below. Such shareholders may sell some or all of their shares after the period of 15 stock exchange working days but the brokerage facility offered by the Agent Bank would not then be available.
	See "Plan of Distribution" below.
Payment and settlement	We expect the shares to be delivered against payment of the offering price on the settlement date, which is anticipated to be on or about May 3, 2010, to the accounts of purchasers through the book-entry facilities of Iberclear.

Summary of Selected Financial Information and Other Data

The summary selected audited financial information as of and for the years ended December 31, 2007, 2008 and 2009 prepared in accordance with IFRS-EU and presented below has been derived from, and should be read together with, our Audited Consolidated Financial Statements included elsewhere in this offering memorandum. See “Presentation of Financial Information” for further information on our Audited Consolidated Financial Statements.

Summary Consolidated Statement of Comprehensive Income

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions)		
Revenue	2,578.1	2,505.1	2,461.4
Cost of revenue	(669.8)	(626.8)	(592.0)
Personnel and related expenses	(583.4)	(598.2)	(605.6)
Depreciation and amortization	(401.5)	(318.0)	(346.5)
Other operating expenses	(455.6)	(405.0)	(367.8)
Operating income	**467.6**	**557.1**	**549.5**
Interest expense, net	(286.6)	(355.1)	(183.9)
Exchange gains (losses)	0.7	(19.7)	7.2
Other income	36.7	54.4	(1.0)
Profit before income taxes	**218.4**	**236.7**	**371.8**
Income taxes	(26.1)	(59.9)	(102.1)
Profit after taxes	192.3	176.8	269.7
Share in profit from associates and joint ventures accounted for using the equity method	9.7	7.3	2.4
Profit for the year	**202.0**	**184.1**	**272.1**
Profit (loss) for the year attributable to:			
Minority Interest	(0.2)	0.6	(0.4)
Owners of the parent	**202.2**	**183.5**	**272.5**

Adjusted EBITDA and Profit

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions, except percentages)		
Adjusted EBITDA[(1)]	872.8	881.5	897.2
Adjusted EBITDA margin[(2)]	33.9%	35.2%	36.5%
Adjusted profit for the year[(3)]	280.9	322.6	335.9

Notes:

(1) See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Management Measures” below for an explanation of how we calculate our adjusted EBITDA.

(2) Represents our adjusted EBITDA for the period expressed as a percentage of our consolidated revenue for the same period.

(3) Our adjusted profit for the year excludes the impact of the following: (i) amortization of the intangible assets identified in the purchase price allocation exercise undertaken following our acquisition of Amadeus GTD in 2005, (ii) changes in fair value from derivative instruments and exchange gains (losses) for the period, (iii) impairment losses in respect of tangible and intangible assets for the period, and (iv) other extraordinary items, including gains (losses) resulting from the sale of assets and equity investments and extraordinary items related to our acquisition of Amadeus GTD and this offering.

Summary Consolidated Statement of Financial Position

	As of December 31,		
	2007	2008	2009
	(€ in millions)		
ASSETS			
Tangible assets	281.3	345.7	313.8
Intangible assets	1,915.9	1,802.4	1,681.3
Goodwill	2,219.2	2,239.7	2,238.7
Total other non-current assets	162.2	107.3	103.1
Total non-current assets	4,578.6	4,495.1	4,336.9
Total current assets	946.9	992.9	1,208.4
Non-current assets classified as held for sale	2.4	17.1	16.6
Total assets	**5,527.9**	**5,505.1**	**5,561.9**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total equity	(634.9)	(539.2)	(277.6)
Total non-current liabilities	5,122.7	5,023.3	4,816.1
Total current liabilities	1,040.1	1,017.6	1,020.5
Liabilities associated with non-current assets classified as held for sale	—	3.4	2.9
Total equity and liabilities	**5,527.9**	**5,505.1**	**5,561.9**

Summary Consolidated Statement of Cash Flows

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions)		
Net cash provided from operating activities	890.4	785.1	836.6
Net cash used in investing activities	(65.2)	(190.7)	(188.9)
Net cash used in financing activities	(450.3)	(548.4)	(451.7)
Effect of exchange rate changes on cash and cash equivalents	(0.9)	(0.6)	(0.8)
Net increase in cash and cash equivalents	**374.0**	**45.4**	**195.2**
Cash and cash equivalents net at beginning of period	196.1	570.1	615.5
Cash and cash equivalents net at end of period	570.1	615.5	810.7

Additional Consolidated Cash Flow Data

	Year Ended December 31,		
	2007	2008[1]	2009
	(€ in millions, except percentages)		
Cash conversion			
Adjusted EBITDA[2]	872.8	881.5	897.2
Capital expenditure[3]	(178.2)	(185.6)	(175.8)
Change in operating working capital	75.7	9.5	60.5
Pre-tax adjusted operating cash flow[4]	**770.3**	**705.4**	**781.9**
Adjusted EBITDA margin[5]	33.9%	35.2%	36.5%
Cash conversion ratio[6]	88.3%	80.0%	87.1%

Notes:

(1) Capital expenditure in 2008 excludes the extraordinary acquisition of a TPF software license from IBM for an amount of €80 million.

(2) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below for an explanation of how we calculate our adjusted EBITDA.

(3) We define capital expenditure as the sum of the following captions from our consolidated statement of cash flows: "Additions to tangible assets", "Additions to intangible assets" and "Intangible assets incentives (Research Tax Credit—RTC)". See our Audited Consolidated Financial Statements included elsewhere in this offering memorandum for further information on these captions.

(4) We define our pre-tax adjusted operating cash flow as adjusted EBITDA less capital expenditure plus changes in our operating working capital.

(5) Represents our adjusted EBITDA for the period expressed as a percentage of our consolidated revenue for that same period.

(6) Represents our pre-tax adjusted operating cash flow for the period expressed as a percentage of our adjusted EBITDA for that same period.

Key Operating Data

	Year Ended December 31,				
	2007	**2008**	**% change 2007-2008**	**2009**	**% change 2008-2009**
Air TA bookings[1] (in millions)	362.2	364.2	0.6	352.4	(3.3)
of which local[2]	181.5	175.4	(3.4)	170.0	(3.1)
of which regional and global[3]	180.6	188.8	4.5	182.4	(3.4)
Non-air bookings (in millions)[1]	65.9	66.8	1.4	60.8	(8.9)
Total GDS bookings (in millions)	**428.1**	**431.0**	**0.7**	**413.2**	**(4.1)**
Global market share of GDS-processed air bookings[4]	34%	36%	2 p.p.[5]	37%	1 p.p.[5]
PBs (in millions)[6]	123.8	193.0	55.9	237.5	23.1
PNRs (in millions)[7]	18.7	21.6	16.0	25.9	19.6
Employees[8]	7,332	7,412	1.1	7,510	1.3
Airlines contracted to use Altéa PSS (as of December 31)[9]	52	66	26.9	90	36.4
Airlines migrated to Altéa PSS (as of December 31)[10]	34	52	52.9	67	28.9

Notes:

(1) Represents the number of bookings processed and billed using our GDS platform for which we receive revenue in the form of booking fees.

(2) Represents the number of our local bookings, which are typically bookings made in the airline's home country and to which we apply "local" (lowest) pricing under our value-based pricing model. See "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below.

(3) Represents the number of our regional and global bookings, which are typically bookings made through geographical points of sale that the airline cannot access cost-effectively and to which we apply "regional" or "global" (highest) pricing, as applicable, under our value-based pricing model. See "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below.

(4) Estimated global market share of GDS-processed air bookings, excluding single country operators primarily in China, Japan, South Korea and Russia, during the year indicated. See "Market Share Data" above for further information on our market share calculations.

(5) Percentage points.

(6) Represents the number of PBs boarded onto flights operated by airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules during the year indicated. If an airline uses more than one module, each PB is counted only once as it passes through the various stages of our Altéa PSS.

(7) Represents the number of PNRs processed by airlines using our Altéa e-Commerce solutions during the year indicated.

(8) Represents the average number of FTEs during the year indicated, excluding contractors.

(9) Represents the number of airlines that have entered into contractual arrangements to use our Altéa Inventory and, in some cases, Altéa Departure Control modules as of December 31 of the year indicated.

(10) Represents the number of airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules as of December 31 of the year indicated.

RISK FACTORS

You should carefully consider the following risk factors and the other information contained in this offering memorandum before making an investment decision. The risks described below are not the only ones we face. Additional risks not presently known to us that we currently believe to be immaterial may also adversely affect our business. If any of the following risks actually occur, our business, financial condition and results of operations could be materially adversely affected. The trading price of our shares could decline due to any of these risks and, as a result, you may lose all or part of your investment. This offering memorandum also contains forward-looking statements that involve risks and uncertainties. The actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this offering memorandum.

Risks Related to Our Industry

Substantially all of our revenue is derived from the worldwide travel and tourism industry and factors that negatively impact that industry, particularly the airline industry, could have a material adverse effect on our business, prospects, financial condition and results of operations.

The worldwide travel and tourism industry, particularly the airline industry, is highly sensitive to general economic conditions and trends, including, but not limited to, trends in consumer and business confidence, the availability and cost of consumer finance, interest and exchange rates, fuel prices, unemployment levels and the cost of travel. The global economy and financial system have recently experienced a period of volatility and uncertainty, contributing towards a global recession affecting all of our markets and resulting in a fall in demand for travel worldwide.

In addition to general economic conditions, the global travel and tourism industry is highly susceptible to other factors that are entirely outside our control, including:

- global security issues, political instability, acts or threats of terrorism, hostilities or war and other political issues;
- increased security measures at ports of travel that reduce the convenience of certain modes of transport;
- world energy prices, particularly fuel price escalations;
- prolonged work stoppages or labor unrest;
- changes in attitudes towards the environmental impact of carbon emissions caused by air travel;
- changes in the laws and regulations governing or otherwise affecting the travel and tourism industry;
- epidemics or pandemics, such as the outbreak of the H1N1 influenza virus;
- natural disasters, such as hurricanes and earthquakes; and
- aircraft, train and other travel-related accidents,

as well as other factors that increase the cost of travel, hotel accommodation and travel-related services or that otherwise adversely affect airline passenger numbers, hotel occupancy rates or domestic, regional and international travel patterns or volumes. The overall impact on the travel and tourism industry of the above and similar factors can also be influenced by travelers' perception of, and reaction to, the scope, severity and timing of such factors.

Substantially all of our revenue is derived from the worldwide travel and tourism industry and because a significant portion of our revenue is derived from fees generated by airline bookings, our earnings are particularly sensitive to factors affecting the volume of air travel. The recent global economic crisis has impacted the airline industry. In March 2010, IATA reported that airline passenger traffic fell by 2.9% for the airline industry as a whole in the year ended December 31, 2009 compared with the year ended December 31, 2008. Although there are preliminary indications that parts of the global economy are starting to experience a gradual recovery, there can be no assurance as to the extent or speed of any such recovery, that any such recovery will be sustained in the short to medium term or that any such recovery will result in a corresponding increase in the volume of air travel.

If air and non-air travel volumes remain depressed for a sustained period or decline further, as a result of any of the factors described above or otherwise, it could have a material adverse effect on our business, prospects, financial condition and results of operations.

Trends in pricing between airlines, competing GDS providers and travel agencies have reduced, and could, in the future, further reduce, our revenue and margins.

We derive a significant majority of our revenue from the booking fees we charge airlines for reservations made through our GDS platform. As a result of the emergence and growth of low-cost airlines, consolidation in the airline industry and the recent economic downturn, among other factors, airlines are seeking to reduce operating costs, including distribution costs.

Faced with this need to reduce distribution costs, airlines have launched diverse initiatives to reduce the booking fees they pay to GDS providers. Such initiatives include withholding part of their content (fares and associated economic terms) for distribution exclusively through their direct distribution channels (for example, the relevant airline's website) or offering travelers more attractive terms for content available through those direct channels. As a result, new economic models for distribution through GDS providers have arisen in recent years. The acceptance and implementation of such models by GDS providers has been influenced by the specific competitive conditions faced by the airlines in the markets where the GDS providers operate, regulatory changes and the relationships between airlines, GDS providers and travel agencies.

The emergence of these new economic models has led to increased pricing competition among GDS providers in the markets where such models have been widely adopted. Any intensification in the pricing competition in the markets in which we operate could have a material adverse effect on our business, prospects, financial condition and results of operations.

Travel providers, particularly low-cost airlines, have sought, and continue to seek, alternative distribution models, including direct distribution models, which may adversely affect our business, prospects, financial condition and results of operations.

Many airlines and other travel providers have sought, and continue to seek, to decrease their reliance on the indirect distribution channel, such as GDS providers. This trend has been particularly evident among low-cost airlines, some of which sell their tickets exclusively through direct distribution channels, such as their websites. Low-cost airlines have significantly increased their market share over the past decade and their tendency to rely on direct distribution methods has been one of the key factors that has contributed towards an increase, in recent years, in the number of airline bookings made through direct channels.

Travel providers may seek to reduce their reliance on GDS providers and other third-party distributors by:

- establishing or improving their own travel distribution websites, some of which may offer benefits to customers, such as bonus miles or loyalty points, lower or zero transaction and processing fees, priority waitlist clearance, e-ticketing and/or discounted prices for sales through these channels, which benefits may not always be available through GDS platforms;
- forming joint ventures and alliances to create multi-supplier travel distribution websites, such as Orbitz in the United States;
- electing to make all or part of their inventory unavailable to GDS providers or available only in exchange for agreed reductions in the booking fees charged by GDS providers, whether through direct reductions, surcharges on travel agencies or otherwise;
- applying alternative global distribution methods developed by new entrants to the marketplace which incorporate new technologies that are purported to be more cost-effective to travel providers because they avoid or reduce the incentive fees paid to travel agencies; and
- creating commercial relationships with online and offline travel agencies to increase travel booked with those providers directly, rather than through a GDS platform.

The Internet has become a major distribution channel for the global travel and tourism industry. From 2006 to 2009, the share of global air sales (in value) made through online channels (online direct distribution and online travel agencies) increased from 30% to 39% in Europe, and from 40% to 46% in the United States (source: PhoCusWright). This trend is expected to continue going forward, although a higher percentage of airline bookings growth is expected to be processed through online travel agencies rather than through airlines' own websites, according to PhoCusWright. If direct distribution were to account for an increasing proportion of the total number of air bookings made worldwide in the coming years, it could limit our ability to take advantage of organic growth in the worldwide market for air travel and/or cause fewer air TA bookings to be made through our GDS platform, either of which could have a material adverse effect on our business, prospects, financial condition and results of operations.

Risks Related to Our Business

The GDS market is highly competitive, and we are subject to competition from traditional participants in the GDS market, direct distribution by travel providers and new technologies that may challenge the GDS business model.

The evolution of the global travel and tourism industry, the introduction of new technologies and standards and the expansion of existing technologies in key markets could, among other factors, contribute to an intensification of competition in the business areas and regions in which we operate. Any such increase could require us to increase spending on marketing activities or product development, to decrease our booking or transaction fees and other charges (or defer planned increases in such fees and charges), to increase incentive or full content payments and/or to take other actions that could have a material adverse effect on our business, prospects, financial condition and results of operations.

A GDS provider has two broad categories of customers: (i) travel providers, such as full service and low-cost airlines, hotels, rail operators, cruise and ferry operators, car rental companies and tour operators, and (ii) travel agencies (both online and offline). The competitive positioning of a GDS provider depends on the success it achieves with both customer categories. Other factors that may affect the competitive success of a GDS provider include the timeliness and accuracy of the travel inventory and related information offered, the reliability and ease of use of the technology, the incentives paid to travel agencies, the transaction fees charged to travel providers and the range of products and services available to travel providers and travel agencies. Our existing GDS provider rivals could seek to capture market share by offering more competitive terms to travel providers or increasing the incentive fees paid to travel agencies, which would have a material adverse effect on our business, prospects, financial condition and results of operations to the extent they gain market share from us or oblige us to respond by lowering our prices or increasing the incentives we pay.

Our Distribution business area principally faces competition from:

- our existing international GDS provider rivals, principally Travelport, owner of the Galileo, Apollo and Worldspan GDS platforms, and Sabre, owner of the Sabre GDS, at an international level, and Abacus in the APAC region;
- a number of local CRSs (primarily in China, Japan, South Korea and Russia), which are mainly owned by airlines and which tend to operate exclusively in their home markets (see “Certain Terms and Conventions” above for further details on these single country operators);
- direct distribution and other alternative forms of distribution by travel providers;
- new participants that seek to enter the GDS market, particularly as new channels for travel distribution develop (such as aggregator or “meta-search” sites); and
- software developments, in particular possible multi-GDS software solutions that allow travel agencies to compare the results of some or all GDS providers simultaneously.

We can provide no assurance that we will be able to compete successfully against our current and future competitors in the GDS market, some of whom may, in the future, achieve greater brand recognition than we enjoy, have greater financial, marketing, personnel and other resources than we have or be able to secure services and products from travel providers on more favorable terms than we are. If we fail to overcome these competitive pressures, we may lose market share, which could, in turn, have a material adverse effect on our business, prospects, financial condition and results of operations.

Our ability to maintain and grow our IT Solutions business area may be negatively affected by competition from existing third-party IT providers, new participants that seek to enter the IT solutions market and by a reluctance on the part of customers to concentrate mission-critical IT solutions with a single supplier.

Our IT Solutions business area, particularly our Altéa product offering for airlines, principally faces competition from existing third-party IT providers, such as Sabre Airline Solutions (a division within the Sabre group), SITA and other vendors, such as Unisys Corporation, ITA Software, Inc., Lufthansa Systems (a subsidiary of Lufthansa), PROS Holdings, Inc. and Datalex (Ireland) Ltd. We may also face competition from new participants that seek to enter the airline IT solutions market, such as Hewlett-Packard, which, in August 2009, signed a letter of intent with American Airlines to develop a computerized system for reservations, pricing and ticketing. Factors that may affect the competitive success of our IT Solutions business area generally, and our Altéa product offering specifically, include our pricing structure, our ability to keep pace with technological developments, the effectiveness and reliability of our implementation and system-migration processes, our ability to tailor our Altéa modules for larger airlines and to offer a fully integrated "one-stop" solution for small- and mid-sized airlines, the effectiveness and reliability of our systems, the range of additional "bolt-on" modules offered within our Altéa suite of IT solutions, the cost and efficiency of our system upgrades and our customer support services. Our failure to compete effectively on price, efficiency, reliability, customer support or other factors upon which our competitors seek to gain market share could have a material adverse effect on our business, prospects, financial condition and results of operations.

Due to competition from third-party providers and the fact that many of the solutions we offer through our Altéa suite are deemed critical to the operations of our customers, we may have difficulty selling additional IT products and services, such as additional Altéa modules, to such customers if they view the concentration of IT products and services with a single supplier unfavorably. This may inhibit our cross-selling and up-selling efforts. If we fail to attract new business for our IT Solutions business area, it would have a material adverse effect on our business, prospects, financial condition and results of operations.

Travel agencies are the primary channel of distribution for the services offered through our GDS platform, and if we are unable to maintain our current base of travel agency customers, attract new customers or if the bargaining position of travel agency customers improves through consolidation within the industry or otherwise, it could have a material adverse effect on our business, prospects, financial condition and results of operations.

Travel agencies (both online and offline) are the primary channel of distribution for our GDS platform. While our relationships with most travel agencies are managed on a day-to-day basis by our local ACOs, our relationships with certain large multinational travel agency groups and TMCs, such as Carlson Wagonlit Travel, AMT American Express Travel and BCD Travel B.V., are managed centrally by a specialized team dedicated to the management of large client accounts, which is based in Madrid and supported by local units. The agreements between Amadeus (or the relevant local ACO) and our travel agency customers are generally for a term of three to five years, with a minimum guaranteed term of one year, commencing at the time of connection of the relevant travel agent's systems to our GDS platform. In certain of the countries and regions in which we operate, including the European Union, we are required to include early termination rights in our agreements with smaller travel agencies and/or are limited in prescribing the penalties to be imposed in the event of early termination. There can be no assurance that we will be able to maintain our current base of travel agencies and other customers (such as TMCs and other corporate travel departments), or that we will be able to continue to attract new travel agencies and other customers. Any failure to do so could have a material adverse effect on our business, prospects, financial condition and results of operations.

In recent years, travel agencies have been consolidating and forming consortia, thus improving their bargaining position with respect to GDS providers, including our company, and allowing them to negotiate for improved incentive arrangements, such as reduced subscription fees and the provision of on-site computer equipment. Any significant increase in the incentive arrangements we are required to provide to maintain our existing travel agency customers and to attract new travel agency customers would also have a negative impact on our business, prospects, financial condition and results of operations.

The sales cycle for our IT solutions is between 12 months and several years and may not result in the capture of new business, and our implementation of IT solutions for new and upgrading customers is subject to long lead times and significant risks, the materialization of which could harm our reputation, business, prospects, financial condition and results of operations.

The sales cycle for our IT solutions can take between 12 months and several years. During this extended sales cycle, we expend resources with a view to obtaining new customers and/or increased sales with no assurance that a sale will be made. The length of the sales cycle for a particular IT product or service depends on a number of factors, many of which are customer specific. These factors include the customer's product and technical requirements and the level of competition we face for that customer's business. Any lengthening of the sales cycle could delay our recognition of revenue and could cause us to expend more resources than anticipated. If we are unsuccessful in closing sales or if we experience significant delays in closing such sales, it could have an adverse effect on our business, prospects, financial condition and results of operations.

Where we are successful in capturing new business, the implementation of our IT solutions can involve complex, large-scale projects that require substantial support operations, significant resources and reliance on certain factors that may not be under our control. For example, the success of our implementation projects is heavily dependent upon the stability, functionality, interconnection and scalability of the customer's pre-existing information technology infrastructure, which may involve significant up-front investment of time and financial resources from that customer. If weaknesses or problems in such infrastructure exist, we may not always be able to correct or compensate for such weaknesses. In addition, implementation of our IT solutions can be highly complex and can require substantial efforts and cooperation on the part of our customers and our company. If we are unable to manage the implementation of our IT solutions successfully, such that they do not meet customer needs or expectations, our reputation, business, prospects, financial condition and results of operations could be negatively impacted. Moreover, if an implementation project for a large customer were to be substantially delayed or canceled, we may be subject to penalties under the relevant contract and lose revenue, any of which could, in turn, adversely affect our business, prospects, financial condition and results of operations.

In addition, the implementation of our Altéa IT solutions can be lengthy. The length of an airline migration depends on the modules being implemented and the size and complexity of the airline customer. On average, the migration to our Altéa Inventory module takes less than one year from when activities are initiated in the case of small- and medium-sized airlines, and between one and three years in the case of large airlines. The migration to our Altéa Departure Control module, which also requires implementation at the airports from which the airline operates, usually takes between nine and 18 months. The financial condition of an airline may change, sometimes significantly, between the date on which they contract for our Altéa solutions and completion of the implementation phase and, as a consequence, an airline may notify us that it is no longer able to complete the migration. Although we would normally be entitled to recover significant compensation in such circumstances, our inability to complete a contracted migration could adversely affect our business, prospects, financial condition and results of operations.

Our business depends on contracts with travel providers for the provision of distribution services and/or IT solutions and agreements with travel agencies, non-wholly-owned local ACOs and other local third-party distributors, and the termination of any of these contractual arrangements could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our business relies on contracts with travel providers for the provision of distribution services and/or IT solutions, agreements with travel agencies and, in some markets, with non-wholly-owned local ACOs, or other local third-party distributors.

In our Distribution business area, for example, we typically enter into participating carrier agreements, or PCAs, with airlines for a one-year term subject to automatic renewal at the end of each year until one party terminates giving the requisite notice. In addition, we enter into content agreements with selected airlines, typically for a term of three to five years. As of December 31, 2009, content agreements had been established with 130 airlines, which generated 80% of our total air TA bookings in that year. Of the content agreements we have with our top ten airline customers, only one is to be renewed prior to 2013. Similarly, our IT Solutions business area is based on IT contracts with a typical duration of between ten and 15 years. As of December 31, 2009, we had established contracts with 90 airlines for the provision of one or more of our Altéa IT solutions, and our contracts with the top ten customers of our IT Solutions business area are scheduled for renewal between 2014 and 2020. We also enter into commercial agreements with travel agencies, for a duration of between three and ten years in the case of centrally-held contracts with major travel agency customers, and of between one and five years in the case of contracts with local travel agency offices. Our rate of retention of customers has been historically high, reaching 95% or more among Distribution, IT Solutions and travel agency customers in 2009.

Additionally, we use over 70 local ACOs to establish and maintain commercial and customer service relationships with travel agencies and other customers and to provide customer support and training in the markets they serve. As of December 31, 2009, we held minority interests in 19 local ACOs. The termination of our contractual arrangements with such local ACOs could impact our ability to market our distribution and IT solutions in the relevant markets.

If we are unable to renew or replace on competitive terms any of our agreements with travel providers for the provision of distribution services and/or IT solutions, with travel agencies or with local ACOs on expiry or early termination, it could have a material adverse effect on our business, prospects, financial condition and results of operations. Moreover, if, on any such expiry or termination, we were to lose an existing customer to one of our competitors, it would result in a loss of market share which could, in turn, have a material adverse effect on our business, prospects, financial condition and results of operations.

We depend on a relatively small number of airlines for a significant portion of our revenue and may be adversely affected by changes in the financial condition of, by further consolidation of, or by the strengthening of alliances between, one or more of these airlines.

Adverse economic conditions have in the past contributed towards the financial problems suffered by several major airlines such as Delta Air Lines, Inc. ("Delta Airlines"), Northwest Airlines, Inc. ("Northwest Airlines"), Swiss Air AG ("Swiss Air") and Alitalia–Compagnia Aerea Italia S.p.A. ("Alitalia"), and other major airlines may face similar difficulties in the future. IATA forecasted that industry revenue for 2009 would fall by US$85 billion (15%) to US$479 billion compared with 2008 levels, resulting in net airline losses totaling US$9.4 billion for the year. European carriers were expected to post the largest losses (US$3.8 billion), with APAC (US$2.7 billion) and North American carriers (US$3.1 billion) also sustaining significant reductions. IATA expects losses to continue into 2010, with the industry expected to report a US$2.8 billion net loss (source: IATA Financial Forecast, March 2010).

In part as a defensive measure, airlines have in recent years been consolidating and/or strengthening their alliance activities, thus improving their bargaining position with respect to GDS providers and providers of IT solutions, including our company. Recent examples of airline consolidation include the merger between Air France and KLM in May 2004, the merger between Delta Airlines and Northwest Airlines in October 2008, which created the world's largest airline, and the business combination of British Airways Plc ("British Airways") and Iberia agreed in April 2010. This improved bargaining position has affected the negotiation of the contractual terms governing the relationship between these airlines and their GDS providers. While the recent consolidation in the industry has either benefited or had no material negative impact on our company, we can provide no assurance that further consolidation between airlines would not adversely affect our business.

As we obtain a significant portion of our Distribution and IT Solutions business areas' revenue from a relatively small number of airlines, if one or more of our airline travel providers were to suffer a business failure, be acquired by or merged with another airline, significantly strengthen its or their alliance activities, or enter into financial difficulties, it could result in the loss of an existing customer and/or an increase in the concentration and bargaining power of the key players in the airline industry, either of which could have a material adverse effect on our business, prospects, financial condition and results of operations. In 2009 our top ten airline customers, in terms of contribution to total group revenue, accounted for 35.7% of our group revenue, 34.1% of our Distribution business area's revenue and 46.0% of our IT Solutions business area's revenue. In the same year, our top ten travel agency customers, in terms of air TA bookings, accounted for 19.0% of our air TA bookings.

Any sustained and significant reduction in, or complete withdrawal of, our major air travel suppliers' inventory from our GDS platform or termination or failure to renew significant IT service contracts by such major air travel suppliers could have a material adverse effect on our business, prospects, financial condition and results of operations.

Defects or errors in our distribution and/or IT solutions, particularly our Altéa IT offering for the airline industry, could harm our reputation, impair our ability to sell our products and result in significant costs to us, and our insurance coverage may not sufficiently cover such costs.

Our distribution and IT solutions, particularly our Altéa IT offering for the airline industry, are complex and may contain undetected defects or errors, particularly where the product or product enhancement has been more recently developed, as is the case for a number of our Altéa solutions. We have not suffered significant harm from any defects or errors to date, but we have found defects in certain of our solutions from time to time, which have been corrected as appropriate. We, or our customers, may discover additional defects in the future, and such defects could be material. We may not be able to detect and correct defects or errors before the final implementation of our distribution and IT solutions. Consequently, we or our customers may discover defects or errors after our distribution and IT solutions have been implemented. We may in the future need to issue corrective releases of our products to correct such defects and errors. The occurrence of any defects or errors, even if discovered and resolved by us in a timely manner, could result in:

- lost or delayed market acceptance and reduced sales of our solutions;
- delays in payments to us by customers;
- customer losses and contract cancelations;
- harm to our reputation;
- diversion of our resources;

- legal claims, including product liability claims, against us;
- increased maintenance and support expenses; and
- increased insurance costs.

The agreements with our airline customers pursuant to which we provide IT solutions or systems typically contain provisions designed to limit our liability for defects and errors and damages relating to such defects and errors, but these provisions may not be enforced by a court or otherwise effectively protect us from legal claims. In the event that we are required to satisfy a legal claim, our IT liability insurance may not be adequate to cover all of the costs resulting from such legal claims. Moreover, we can provide no assurance that our current IT liability insurance coverage will continue to be available on commercially acceptable terms, and the insurer may, in any event, deny coverage on any future claim. The successful assertion against us of one or more large claims that exceed available insurance coverage or that result in changes to our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements) could have a material adverse effect on our business, prospects, financial condition and results of operations.

System and technology disruptions or under-performance may cause us to lose customers or business opportunities and to incur liabilities.

Substantially all of our data and transaction processing services are centralized in our data processing facility located in Erding (near Munich, Germany) and we operate a disaster recovery center located approximately 30 kilometers from this core facility, which is designed to ensure the continuity of the relevant services and the recovery of data in the event of a complete systems failure at our Erding facility for those of our customers that have subscribed to use this back-up facility.

Our inability to maintain and improve the efficiency, reliability and integrity of our technologies and systems at our Erding facility and elsewhere may result in system disruptions. Delayed response times, unreliable service levels, insufficient system capacity, prolonged or frequent service outages or our inability to retain qualified staff or to avoid system interruptions may inhibit our provision of distribution and/or IT solutions to customers in a timely and cost-effective manner, which could, in turn, result in our losing customers or incurring liabilities, which would have a negative impact on our business, prospects, financial condition and results of operations.

In addition to the risks from inadequate maintenance or upgrading, our information technologies and systems (including our disaster recovery center) are vulnerable to damage or disruption resulting from various causes, including:

- natural disasters, wars and acts of terrorism;
- power losses, computer systems failure, Internet, telecommunications and data network failures, operator error, loss and corruption of data and other similar events;
- sabotage, computer viruses, unauthorized access by individuals seeking to disrupt operations or misappropriate information and other physical or electronic breaches of security; and
- failure of third-party systems, software or services that we rely on to maintain our own operations.

Any disaster, calamity or other event, whether natural or man-made, that causes significant damage to, or materially disrupts the functioning of, our data processing facility, disaster recovery center or other IT infrastructure could significantly curtail our ability to conduct our distribution and IT solutions activities and could have a material adverse effect on our business, prospects, financial condition and results of operations.

Moreover, in our IT Solutions business area, the contracts we enter into with our customers typically stipulate minimum service level commitments, with a generally higher degree of specificity regarding systems performance in our IT contracts with airline customers. If, as a result of a system interruption at our data processing facility or disaster recovery center, we were to breach one of these minimum service level commitments and fail to remedy that breach within the defined cure period, if any, the relevant counterparty may have the right to terminate the contract under which we provide such services, and we would be required to make penalty payments to the relevant counterparty. While we seek to cap our maximum potential liability under each contract, our minimum service level commitments are set at similar levels across our portfolio of contractual arrangements and it is therefore likely that, in the event of a system disruption that is sufficiently severe to cause a breach of service level commitments, we would be required to make penalty payments under a significant number of our IT Solutions contracts. If these penalty payments were to result in the loss of a significant customer or group of customers or to exceed our available liability insurance coverage materially, or were to result in material changes to our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), it would have a material adverse effect on our business, prospects, financial condition and results of operations.

Any adverse change in, or disruption or interruption to, our relationships with non-air travel providers, such as hotels, could adversely affect our access to travel offerings, reduce the revenue generated by our Distribution business area and adversely affect our growth plans.

Our Distribution business area relies on the relationships we develop and maintain with non-air travel providers, such as hotels, rail companies, cruise and ferry operators, car rental companies and tour operators. We depend on these travel providers to enable us to realize our objective of offering our customers comprehensive access to a wide range of travel services and products. We can provide no assurance that we will be able to maintain our existing relationships with non-air travel providers on their current terms (or similar terms) or that we will be able to build new relationships with additional non-air travel suppliers, particularly in the highly fragmented hotel industry and any failure to do so could have a material adverse effect on our business, prospects, financial condition and results of operations.

We are dependent upon third-party systems and service providers and rely on several communications companies internationally to provide network connections between our data processing facility and our customers.

Our businesses are dependent on certain third-party computer systems, service providers and software companies, such as IBM, HP, Microsoft, Oracle, among others, and our group relies on several communications companies internationally, such as Telefónica, SITA, British Telecom and T-Systems (Deutsche Telekom) to provide network connections between our data processing facility in Erding and our customers.

Our success is dependent on our ability to maintain effective relationships with our third-party technology and service suppliers. If our arrangements with any such third party were to be terminated or impaired, we may not be able to find an alternative source of technology or systems support on commercially reasonable terms or on a timely basis or at all, which could result in significant additional cost and/or business disruption. In addition, some of our agreements with third-party technology and service providers are terminable on short notice and, in many cases, provide limited recourse for service interruptions. The occurrence of any of the foregoing could have a material adverse effect on our business, prospects, financial condition and results of operations.

We are reliant upon information technology and innovation to operate our businesses and maintain our competitiveness, and any inability to adapt to technological developments or industry trends could harm our business.

We develop and sell sophisticated distribution and IT solutions, including those utilized for reservations, passenger management, communications, procurement, administrative systems, hardware platforms and operating systems. We continuously need to improve and upgrade the systems and infrastructure underlying our products and services to remain competitive and to offer customers of our distribution and IT solutions new products and services, while maintaining the efficiency, reliability and integrity of our systems and infrastructure.

The industry in which we operate is characterized by rapid technological development and changing customer requirements. We must introduce new functionality that enhances our existing distribution products and services, through our GDS platform, and our IT solutions, particularly through our Altéa suite of airline IT solutions, in order to maintain or improve our competitive position, keep pace with technological developments, satisfy the requirements of each customer and to continue promoting brand awareness for our product line. The success of new products is dependent on several factors, including proper identification of the needs of users of our GDS platform and IT solutions, the cost of developing new products, timely completion and implementation of new products, differentiation of new products from those of our competitors and market acceptance of new products. Any technologies and systems we do develop may not achieve acceptance in the marketplace sufficient to generate material revenue or may be rendered obsolete or non-competitive by products introduced by our competitors. Our competitors may be investing heavily in product development, and they may develop and market new products and services that will compete with, and may reduce the demand for, our distribution and IT solutions.

We can provide no assurance that we will be successful in developing or otherwise acquiring, marketing and licensing new functionality, or in delivering updates and upgrades that meet changing industry standards and customer demands. In addition, we may experience difficulties that could delay or prevent the successful development, marketing and licensing of such functionality. If we are unable to develop or acquire new functionality, enhance our existing GDS platform and IT solutions, particularly our Altéa suite of airline IT solutions, or to adapt to changing industry requirements to meet market demand, our business, prospects, financial condition and results of operations could be adversely affected.

In addition, because certain of our products are intended to operate on a variety of technology platforms, we must continue to modify and enhance such products to keep pace with changes affecting these platforms. Any inability to operate effectively with existing or future platforms could reduce the demand for these products or result in customer dissatisfaction, either of which could have a material adverse effect on our business, prospects, financial condition and results of operations.

Due to the different nature of its business, our online travel agency is subject to additional risks that are specific to its activities and do not affect our other business areas to the same extent or at all.

Due to the different nature of its business, our online travel agency, Opodo, is subject to additional risks that are specific to its activities and do not directly affect our other business areas to the same extent or at all. These risks include, but are not limited to, the following:

- *Competition.* Our online travel agency, Opodo, faces competition from (i) offline travel agencies, (ii) other online travel agencies, such as Expedia and Hotels.com (owned by Expedia, Inc.), Travelocity and lastminute.com (owned by Sabre), Rumbo (owned by Telefónica, S.A. and Orizonia Corporación), Go Voyages and eDreams, and (iii) direct distribution by travel providers, such as full service and low-cost airlines, hotels and car rental companies. Opodo also faces potential competition from large Internet companies, such as Google, AOL and Yahoo!, and aggregator or "meta-search" sites, such as Kayak.com, Sidestep, Inc. and Yahoo!/Farechase. Factors affecting the competitive success of online travel agencies include price, the availability and range of their travel inventory, brand recognition, search engine rankings, ease of use and accessibility, the fees charged to travelers, customer service and reliability. We can provide no assurance that our Opodo business will be able to compete successfully against its current and future competitors.
- *Pricing Pressures.* Opodo usually charges end customers a service fee each time they book airline reservations or hotel rooms or purchase certain other travel products and services through its websites. Although most of our online travel agency competitors in Europe generally charge service fees, several travel provider websites do not and this could discourage customers from using our online travel agencies to purchase their travel products and services. In the United States, for example, there has been a trend towards eliminating service fees, with Orbitz, Expedia and Priceline all currently offering zero-fee bookings and in Europe this trend to eliminate service fees has been partially implemented. If we have to reduce or eliminate the service fee charged by Opodo, our revenue could decline as a result.
- *Search Engine Rankings.* We utilize Internet search engines, principally through the purchase of travel-related keywords, inclusion in "meta-search" results and the use of search engine optimization strategies, to generate traffic to our Opodo websites. Search engines frequently update and change the logic which determines the placement and display of results of a user's search, such that the placement of links to our websites can be negatively affected. If a major search engine were to change its algorithms in a manner that negatively affects the search engine ranking of our Opodo websites or changes its pricing, operating or competitive dynamics in a negative manner, it could have a material adverse effect on our Opodo business and its results of operations.
- *License Requirements.* In some of the jurisdictions where we provide travel agency services through Opodo, we are required to obtain certain licenses and approvals awarded by the relevant regulatory authorities, for example, in jurisdictions where we are required to register as a "seller of travel". These regulatory authorities generally have a broad discretion to grant, renew and revoke, or to interpret the terms and conditions applicable to, such licenses and approvals. Any of these regulatory authorities could permanently or temporarily suspend necessary licenses and approvals in respect of some or all of our travel agency and related activities in such jurisdictions or otherwise penalize us if our practices are found not to comply with the terms and conditions of such licenses or approvals (or the regulatory authority's interpretation thereof).
- *Exposure to the Air Segment.* In 2009, air travel bookings accounted for around 80% of total bookings made through our Opodo websites. Accordingly, the results of operations of Opodo are highly sensitive

to factors affecting the global airline industry and, in particular, European air travel. These factors include, but are not limited to, general economic conditions, trends in consumer and business confidence, fuel prices, unemployment levels and other factors that affect the cost of travel and/or airline passenger numbers.

Were these or other risks affecting our online travel agency and related businesses to materialize, it could have a material adverse effect on the business, prospects, financial condition and results of operations of our online travel agency and related businesses.

Interest rate fluctuations may adversely impact our results of operations.

Fluctuations in interest rates modify the fair value of our assets and liabilities that accrue at a fixed interest rate and the cash flows from assets and liabilities pegged to a variable interest rate, and accordingly affect our equity and profitability, respectively. As of December 31, 2009, our total adjusted financial debt amounted to €4,099.5 million, 97.1% of which was subject to a variable rate (see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures—Indebtedness" below for an explanation of how we define our total adjusted financial debt). Our objective with respect to interest rate exposure is to enhance the predictability of the net interest flows payable by our group.

In order to hedge our exposure to interest rate movements and fix the amount of interest to be paid by us in the coming years, we typically enter into derivative agreements with financial institutions. Our outstanding interest rate hedges mature at the end of June and beginning of July 2011. By fixing the spread on our debt in this manner, however, its fair value is sensitive to changes in interest rates. For instance, a 100 basis points, or bps, drop in the level of the interest rates applicable under our secured financing arrangements would cause a loss in the fair value of the debt and the derivatives hedging such debt of €111.2 million, €72.5 million and €48.3 million for the years ended December 31, 2007, 2008 and 2009, respectively. However, given that changes in the fair value of the derivatives that qualify for hedge accounting are recognized directly in equity and the hedge item (in this case, the underlying debt) is measured at amortized cost, the impact on our consolidated statement of comprehensive income of such a 100 bps drop would imply a loss of €10.5 million, €40.7 million and €4.2 million in the years ended December 31, 2007, 2008 and 2009, respectively, that would have been recognized under the "interest expense, net" caption in our Audited Consolidated Financial Statements.

Interest rates are sensitive to numerous factors outside of our control, including, but not limited to, government and central bank monetary policy in the jurisdictions in which we operate. An increase in interest rates could have an adverse effect on our business, prospects, financial condition and results of operations.

While we seek to manage our exposure to interest rate risk, we can provide no assurance that our current or future hedging will sufficiently protect us from the adverse effects of interest rate movements. Moreover, the success of our hedging is highly dependent on the accuracy of our assumptions and forecasts. Any errors affecting such assumptions and forecasts, and therefore our interest hedging strategy, could have a material adverse effect on our business, prospects, financial condition and results of operations.

Fluctuations in the exchange rate of the euro, the US dollar and other foreign currencies may adversely impact our results of operations.

We face exposure to adverse movements in currency exchange rates as a result of both transaction risk and translation risk.

Transaction risk arises on net cash flows denominated in currencies other than the euro, our functional currency. Although most of our revenue is denominated in euros, we are exposed to movements in currency exchange rates due to the fact that a significant portion of our revenue is denominated in currencies other than the euro, with most of our revenue derived from countries in Central and South America, North America and the APAC region being denominated in US dollars. In the years ended December 31, 2007, 2008 and 2009, 15.5%, 14.1% and 14.1%, respectively, of our revenue was denominated in US dollars. A significant portion of our expenses is also denominated in currencies other than the euro, such as the US dollar-denominated incentive fees we pay to certain travel agencies and part of our personnel and social security costs, including our personnel costs for employees in North America. We are also exposed, to a more limited extent, to movements in currency exchange rates of other currencies relative to the euro, the most significant being British pounds sterling, Australian dollars and Swedish krona.

The euro and the US dollar are our two most significant surplus currencies, insofar as our net operating cash flows in these currencies are typically positive, with the revenue generated in each currency typically exceeding our operating expenses denominated in such currency. The British pound sterling, Australian dollar and Swedish krona tend to be deficit currencies for our group meaning that our operating costs exceed our revenue in these currencies, with British pounds sterling generally representing our most significant deficit currency. Changes in the exchange rates of these currencies against the euro could result in an increase in our consolidated operating expenses or a reduction in our revenue.

We seek to manage our operating exposure to the US dollar through the use of a natural hedge by matching future US dollar-denominated net operating cash inflows with our payments of principal on our US dollar-denominated debt. Notwithstanding this natural hedge of our cash flows, our operating profit is exposed to fluctuations in the US dollar-euro exchange rate; either positive (when the US dollar appreciates against the euro) or negative (when the US dollar depreciates against the euro). Additionally, in each of the years ended December 31, 2008 and 2009 (and future financial periods), our consolidated statement of comprehensive income was (and will be) impacted by fluctuations in the US dollar-euro exchange rate below our operating profit line because, in 2008, we reduced the amount of our US dollar natural hedge and ceased to designate the US dollar-denominated tranche of our Senior A facility under the Senior Credit Agreement (of which the principal amount outstanding was US$164.1 million as of December 31, 2009) as a hedge from an accounting perspective. For our deficit cash flow exposures denominated in British pounds sterling, Australian dollars and Swedish krona, we seek to cover a significant portion of our exposure by contracting currency derivatives, including foreign exchange forwards and currency options with a hedging horizon of up to three years.

While we seek to manage our foreign exchange risk, we can provide no assurance that our current or future hedging will sufficiently protect us from the adverse effects of currency exchange rate movements. Moreover, the success of our hedging is highly dependent on the accuracy of our assumptions and forecasts. Any errors affecting such assumptions and forecasts, and therefore our hedging strategy, could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our ability to identify, attract, train, retain and motivate key executives, senior management, consultants and skilled personnel, and to maintain good relations with our employees, is crucial to our profitability and future growth.

We have significant dependence on the continued services and performance of our key executives, senior management, consultants and skilled personnel, and we can provide no assurance that we will be successful in retaining these individuals in our employment. The specialized skills needed by our businesses are difficult and time-consuming to acquire. In our experience, competition for professional staff, particularly those with the requisite educational background and significant industry experience, is intense, and a lengthy period of time is required to hire and train replacement employees when skilled personnel depart the company. Our inability to identify, hire, train and retain a sufficient number of qualified employees could materially hinder our business by, for example, delaying our ability to bring new products and services to market, and the commitment of resources to attract and retain our key employees could adversely affect our business, prospects, financial condition and results of operations.

Additionally, we are dependent on good relations with our employees for our future success. The degree of unionization of our workforce varies from country to country (although it is only a feature of our employee relationships in Europe). Collective bargaining with members of the unions that represent our employees in Europe takes place on a regular basis and a breakdown in these bargaining processes or other negotiations with our employees could disrupt our operations and adversely affect our business performance, particularly if any of our central sites in Madrid (Spain), Sophia Antipolis (France) or Erding (Germany) were to be significantly impacted. While we have not experienced any strikes in our central sites and believe we maintain good relations with our employees worldwide, we can provide no assurance that we will be able to avoid industrial action by our employees. Any widespread or drawn out industrial action or dispute could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our intellectual property rights may not be protected effectively, which could allow our competitors to duplicate our products and services, which could, in turn, make it more difficult for us to compete with them effectively.

Our ability to compete successfully depends, in part, upon our technology and other intellectual property, including our brands. Among our significant assets are our software and other proprietary information and intellectual property rights. We rely on a combination of copyright, trademark and patent laws, trade secrets, confidentiality procedures and contractual provisions to protect these assets. Our software and related documentation, however, are protected principally under trade secret and copyright laws which afford only limited protection. We may, from time to time, need to take legal action to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others, and such enforcement actions could result in the invalidation or impairment of intellectual property rights we assert.

Unauthorized use of our intellectual property due to our failure to adequately protect such intellectual property or otherwise could result in harm to our reputation or in our competitors offering similar products and services to our own without the investment in product development that we have made over the years. In addition, we can provide no assurance that any legal remedies available to us would adequately compensate us for the damage caused by such unauthorized use. The unauthorized use of our intellectual property could have a material adverse impact on our business, prospects, financial condition and results of operations.

We rely on the value of our brands and we may not be successful in maintaining and enhancing awareness of our brands among our existing and target customers.

We believe that maintaining and expanding our portfolio of product and service brands are important aspects of our efforts to attract and expand our customer base. Our brands may be negatively impacted by, among other things, unreliable service levels, poor customer support, the loss or unauthorized disclosure of personal data or other bad publicity relating to our business. If we were to be unable to maintain or enhance awareness of our brands among our existing and target customers, it could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our international operations may expose us to additional risks not encountered when doing business in Western Europe, our primary market.

Outside of Western Europe, our home and primary market, we currently operate in over 170 countries in CESE and the MEA and APAC regions, Central and South America and North America and we intend to continue to expand our presence outside of Western Europe in future years. We are subject to certain risks as a result of having international operations that are not generally encountered when doing business in Western Europe and which could adversely affect our business, financial condition and results of operations. These risks include:

- preference of local populations for local providers;
- differences in business practices, such as potentially longer payment cycles and differing accounting practices;
- lack of appropriate infrastructure, or delays in the development of such infrastructure, to support our technology, including the Internet as a broadcast, advertising and commerce medium;
- difficulties in staffing and managing operations due to distance, time zones, language and cultural differences, including issues associated with establishing management, distribution and support systems and infrastructure;
- differences in general employment conditions and the degree of employee unionization and activism;
- increased risk of piracy and limits on our ability to enforce our intellectual property and other contractual rights in foreign jurisdictions;
- differences in, and unexpected changes to, legal or regulatory requirements, including laws on taxation, consumer protection, pricing and discounts;
- restrictive government policies, such as trade protection measures and restrictions on travel generally, more burdensome visa requirements and restrictions and other requirements affecting inward investment;
- currency exchange and other restrictions on the withdrawal of our international investments and earnings, including potentially substantial withholding tax and other tax liabilities or other restrictions on the repatriation of cash generated by our international operations;
- exposure to international diplomatic relations and local economic and political conditions, epidemics, natural disasters or security issues (including terrorism, political instability and war); and
- the risk of nationalization or expropriation of assets in certain of the countries in which we operate.

The occurrence of any of the risks discussed in this offering memorandum, or any other risks, that have a particularly detrimental effect in Western Europe, could result in our company being more adversely affected than our competitors that are less dependent on the Western European market.

In the year ended December 31, 2007, 2008 and 2009, we generated 50.2%, 50.4% and 49.0%, respectively, of our air TA bookings in Western Europe, making it the largest market for our Distribution business area. Additionally, as of December 31, 2009, approximately 6,800 FTEs (including contractors), around 75% of our total number of FTEs as of that date, were located in Western Europe, and our corporate headquarters is located in Madrid (Spain). Our principal product development center is located in Sophia Antipolis (near Nice, France) and our core data processing center and back-up facility is located in Erding (near Munich, Germany). Due to this concentration of our revenue, employees and central business operations in Western Europe, the occurrence of any of the risks discussed in this offering memorandum, or any other risks, that have a particularly detrimental effect in Western Europe compared with other regions, could result in our business, prospects, financial condition and results of operations being more adversely affected than those of our competitors that are less dependent on the Western European market.

Third parties may claim, with or without merit, that we have infringed their intellectual property rights, which could expose us to substantial damages and restrict our operations.

While we do not believe that any of our products or services infringe the proprietary rights of third parties in any material respect, there can be no assurance that we will not face intellectual property claims from third parties with respect to current or future products. Any claims against us, with or without merit, could require us to spend significant time and money in litigation, to divert management resources, to delay or cancel the development or release of new products or services, to pay damages, to develop new intellectual property or to acquire licenses to intellectual property that is the subject of infringement claims, and successful claims could potentially block our ability to use or license products in the EU and elsewhere. The resolution of these matters could result in a loss of intellectual property protections that relate to certain parts of our business. Any of the foregoing could have a material adverse effect on our business, prospects, financial condition and results of operations.

Risks Related to our Regulatory Environment

Our businesses are regulated in several jurisdictions in which we operate and any failure to comply with such regulations or material changes to such regulations could have a material adverse effect on our business, prospects, financial condition and results of operations.

We operate in a regulated industry, both in Spain and internationally. We are subject to laws and regulations that significantly affect our activities, including EU and national laws governing (i) specific regulations for the provision of GDS services, (ii) fair competition in the provision of GDS services, (iii) consumer protection, (iv) privacy and data protection, (v) tax matters, and (vi) the sale of "packaged" travel products and services directly to consumers.

Given the international scope of our operations and the nature of the products and services we provide, the various regulatory regimes to which we are subject may conflict with one another. Differences between the regulatory requirements in the jurisdictions in which we operate can present a significant challenge in operational terms, requiring our group to tailor its products, services and business practices to different, and sometimes conflicting, regulatory regimes. It may not be possible for us, in all circumstances, to ensure full compliance with conflicting regulatory requirements in different jurisdictions. Furthermore, while certain jurisdictions, such as the EU, have opted to continue to regulate the GDS industry, other jurisdictions, such as the United States, have largely deregulated the sector. We cannot guarantee that we will be successful in adapting our business policies and practices to all regulated and deregulated environments. Also, while we do not, at present, consider that we have a "parent carrier" for the purposes of EU regulation, we can provide no assurance that this will remain the case following any future investigation by the EU competition authorities based on our shareholder structure at the time of any such investigation (see "Regulation" below).

While we believe that we comply in all material respects with applicable regulations in the EU and the other jurisdictions in which we operate, we may nevertheless be the subject of legal challenges alleging a failure by our company to comply with such requirements (as interpreted by the relevant regulatory authorities). Any such failure to comply may subject us to fines, penalties and potential criminal sanctions, any of which could, in turn, have a material adverse effect on our business, prospects, financial condition and results of operations.

Regulatory changes in the jurisdictions in which we operate could have a material adverse effect on our business, prospects, financial condition and results of operations.

Regulatory changes in the jurisdictions in which we operate could have a negative impact on our business and limit our ability to compete by restricting our flexibility to respond to competitive conditions, which could result in a loss of market share.

In a number of the jurisdictions in which we operate, regulations governing CRSs, such as our GDS platform, are, or have recently been, subject to comprehensive review, and in some instances this has resulted in a substantial overhaul of the previous regime. In the EU, for example, the Regulation of the European Parliament and of the Council on a Code of Conduct for CRSs came into force on March 29, 2009, repealing and replacing the prior CRS Code of Conduct established under Council Regulation (EEC) No. 2299/89 (see "Regulation—Global Distribution—Global Distribution Systems Regulation—GDS Regulation in the European Union" below for a summary of the EU regime governing CRSs).

Additionally, there are, and it is likely that there will continue to be, an increasing number of laws and regulations pertaining to the Internet and e-commerce, which may relate to liability for information retrieved from, or transmitted over, the Internet, user privacy, taxation and the quality of products and services. Furthermore, the growth and development of e-commerce may prompt calls for more stringent customer protection laws that may impose additional burdens on online business generally.

Any unfavorable amendment to, or withdrawal or change in the interpretation of, existing law and regulations applicable to our company, or any enactment of new law and regulations applicable to our company, could, among other things, decrease demand for our products and services; increase our costs; subject us to additional liabilities; limit our ability to establish relationships with new customers; impair the enforceability of agreements with our existing customers; prohibit or limit us from offering services or products or establishing or changing our fees; reduce the value of marketing information that we sell to airlines; subject us to rules that do not apply to our competitors or otherwise generally inhibit our ability to operate our business effectively. Any of the foregoing could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our processing, storage, use and disclosure of personal data is regulated and any unauthorized access to, or disclosure of, such data or any failure to comply with industry standards relating to the processing of credit card payments, could adversely affect our business, prospects, financial condition and results of operations.

In the processing of our transactions, we receive and store a large volume of personally identifiable information, which is increasingly subject to regulation in numerous jurisdictions around the world. Such regulations are typically intended to protect the privacy and security of personal information, including credit card information, that is collected, processed and transmitted in or from the governing jurisdiction. We could be adversely affected if we are unable to comply with such regulations, if such regulations were to be expanded to require changes in our business practices or if governing jurisdictions interpret or implement such regulations in a manner that negatively affects our business, prospects, financial condition and results of operations.

The secure transmission of confidential and personally identifiable information over the Internet is essential in maintaining customer and supplier confidence in our Distribution and IT Solutions business areas and our online travel agency, Opodo. We receive and handle a large volume of personally identifiable information in the course of our ordinary activities and we rely on licensed encryption and authentication technology to effect the secure transmission of this confidential information. It is possible that advances in computer capabilities, new innovations or other developments could result in a compromise or breach of the technology used by us to protect customer transaction data. We incur substantial expense to protect against and remedy security breaches and their consequences. However, businesses that handle personal data have been subject to investigations, lawsuits and adverse publicity due to allegedly improper disclosure of personally identifiable information, and we cannot guarantee that our security measures will prevent all attempted security breaches. A party (whether internal, external, an affiliate or an unrelated third party) that is able to circumvent our security systems could steal proprietary information or cause significant interruptions in our operations. Substantial or ongoing data breaches, whether instigated internally or externally, on our system or other Internet-based systems, could significantly harm our business, damage our reputation, expose us to potential litigation, losses and liability and/or cause existing customers and prospective customers to lose confidence in our security measures, which would have a negative effect on the value of our brands. These concerns and other privacy and security developments that are difficult to anticipate could adversely affect our business, prospects, financial condition and results of operations.

Finally, participants in the payment card industry have proposed standards related to the processing of credit card payments, as well as target dates by which they require vendors to be compliant. The participants have stated that they may take actions against vendors who are not compliant by the target date, including imposing cash penalties for violations or prohibiting them from processing transactions on participant cards. To the extent any of our businesses are not compliant by the industry-proposed target dates, our business, prospects, financial condition and results of operations could be materially adversely affected.

Adverse competition law rulings could restrict our ability to expand or to operate our business as we wish and could expose us to fines or other penalties.

In its review of the merger of Travelport and Worldspan, L.P., the European Commission (the "Commission") held that there were separate national product markets downstream between GDS providers and travel agencies and a separate Europe-wide product market upstream, between GDS providers and airlines. However, in its decision, the Commission specifically noted that the GDS markets were dynamic and evolving and the decision is not, in any event, binding on any future decisions by the Commission, the national authorities of its member states or any other competition authority. In addition, since that decision, the importance of the direct distribution channel in the travel and tourism industry has continued to grow. That notwithstanding, if the GDS business in the EU were to continue to be considered in this way, we would be deemed the largest player in terms of GDS-processed air bookings in a significant number of EU member states in the theoretical national markets between GDS providers and travel agents, and the largest player in terms of GDS-processed air bookings in the theoretical Europe-wide market between GDS providers and airlines. Likewise, based on this analysis, we could be deemed the largest player in terms of GDS-processed air bookings in one or both theoretical markets in a number of other jurisdictions outside the EU.

As a consequence, under EU competition law and the competition laws in other jurisdictions (to the extent such laws exist), we run the risk of being deemed to be a dominant undertaking in those theoretical markets and, therefore, theoretically capable of abusing a dominant position. While we are prudent in our competitive behavior and seek, at all times, to comply with applicable competition law, we have in the past been subject to, and cannot exclude the possibility of, future litigation and/or investigations by competition authorities or the Commission into our behavior in any market where we could be considered to hold a dominant position. We believe we have strong grounds on which to challenge any finding of dominance or allegation of abuse. Were any finding to be made against us, however, we could be required to pay damages and fines, which could be substantial, and/or required to alter any behavior determined to be abusive or anti-competitive, all of which could have a material adverse effect on our business, prospects, financial condition and results of operations.

Risks Related to our Secured Financing

Our leverage could adversely affect our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or our industry.

As of December 31, 2007, 2008 and 2009, our adjusted financial debt was €4,462.9 million, €4,304.5 million and €4,099.5 million, respectively, and our adjusted net financial debt was €3,901.8 million, €3,687.2 million and €3,288.5 million, respectively. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" for an explanation of how we define our adjusted net financial debt. For a pro forma illustration of our total financial debt after giving effect to the offering, see "Capitalization" and "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Indebtedness" below. For details of our intended repayment of part of our current indebtedness, see "Use of Proceeds" below.

Our level of indebtedness could have important consequences for our group, including the following:

- our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes may be impaired;
- the requirement to use a substantial portion of our cash flow from operations to make debt service payments on our secured debt, which will reduce the funds available to us to fund working capital, capital expenditures, dividend payments and future business opportunities and activities;
- restrictions on the making of strategic acquisitions or the entry into strategic agreements;
- exposure to increased hedging costs as our hedging products are rolled over;
- reduced flexibility in planning for, or responding to, changing conditions in our industry, including increased competition; and
- vulnerability to general economic downturns and adverse developments affecting our industry or our business.

If we incur additional indebtedness, it could make it more difficult for us to satisfy our debt service and other payment obligations, which could, in turn, increase the severity of these risks.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations in respect of such indebtedness, which actions may be costly and may not succeed.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which are both subject to prevailing economic and competitive conditions and certain financial, business and other factors, some of which are beyond our control. Accordingly, we can provide no assurance that we will maintain a level of cash flows from operating activities sufficient to permit us to make scheduled payments of interest.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may be costly, may not be successful and may not permit us to satisfy all of our scheduled debt service obligations. If our operating performance and capital resources prove insufficient, we could face substantial liquidity problems and might be required to dispose of material assets or businesses to meet our debt service and other payment obligations. In such circumstances, there can be no guarantee that the net proceeds from any such disposals would be sufficient to meet any debt service and other payment obligations then due.

Any failure to pay amounts due and payable under the secured credit documentation would give rise to an event of default, with the same consequences for breach of covenant described below.

Our secured credit documentation contains restrictions that limit our flexibility in operating our business.

The terms of our secured credit documentation include various covenants that limit our ability to engage in specified types of transactions. Among other things, they limit our ability to:

- incur additional indebtedness or issue shares in certain circumstances;
- pay dividends on, or repurchase or make distributions in respect of, our shares or make certain other restricted payments (see "Dividends and Dividend Policy" below for further details of our current dividend policy);
- make material changes to the nature of the business of the group;
- make certain investments, divest of certain assets or create security interests over our assets to secure other debt obligations;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- enter into certain types of transactions with affiliates.

In addition, under the terms of our secured credit documentation we are required to satisfy and maintain or improve, as the case may be, certain financial ratios, including a maximum total leverage ratio. Our ability to satisfy these ratios can be affected by factors and events beyond our control, and we can provide no assurance that we will satisfy each of these ratios on all of the relevant testing dates.

A breach of any of these financial or general covenants could result in a default under the terms of our secured credit documentation, the occurrence of which could entitle the lenders to declare all amounts outstanding under the secured credit documentation to be immediately due and payable and to terminate all commitments to extend further credit. If we were to be unable to repay those amounts, the lenders under the secured credit documentation could proceed against the collateral provided by us to secure our obligations under such documentation. If our lenders were to accelerate the repayment of borrowings under the scenario described above, we can provide no assurance that we would be capable of raising funds in the debt or equity markets to refinance such amounts or have sufficient assets to repay all such amounts or that we would be able to remain solvent following any such acceleration.

Additionally, certain of our financing agreements contain change of control provisions. If any person or entity (or group of persons or entities acting in concert), excluding the funds and investors advised by BC Partners, CIE Management Luxembourg or Cinven, were to gain control of our company through the acquisition of more than

30% of the voting rights exercisable at our general shareholders' meeting or through effective control of our Board of Directors, it would also give rise to a mandatory prepayment event under the terms of our secured credit documentation, with the possible consequences described above.

Risks Related to Our Ongoing Relationship with Our Principal Shareholders

Below we have set forth certain risks related to our ongoing relationship with our principal shareholders, namely private equity funds advised by BC Partners and Cinven (which are currently invested in our share capital through a Luxembourg company, Amadelux), Air France, Iberia and Lufthansa Commercial Holding. Prior to the offering, the ownership interests of our principal shareholders in our shares are as follows: Amadelux (50.34% of our shares), Air France (22.08% of our shares), Iberia (11.04% of our shares) and Lufthansa Commercial Holding (11.04% of our shares), while 5.34% of our shares are held by minority shareholders and the remaining 0.16% is held by our company as treasury shares. See "Principal and Selling Shareholders" below for information regarding the number of shares that will be owned and controlled by Amadelux, Air France, Iberia and Lufthansa Commercial Holding following the offering.

In addition, following the offering, Amadelux (or its successor entities), Air France, Iberia and Lufthansa Commercial Holding will, under the terms of the Relationship Agreement, be entitled to appoint four directors, two directors, one director and one director, respectively, to our Board of Directors, which will comprise 13 directors in total. See "Related Party Transactions—Relationship Agreement" below.

The strategic interests of the funds advised by BC Partners and Cinven and our other principal shareholders may, from time to time, differ from, and conflict with, the interests of our company and our other shareholders and, after completion of the offering, Amadelux or its successor entities will continue to be able to exert significant influence over decisions of our shareholder meetings and, through its nominee directors, decisions of our Board of Directors.

Although specific measures have been taken to help ensure that conflicts of interest will be dealt with in accordance with Spanish law, the strategic interests of the funds advised by BC Partners and Cinven and our other principal shareholders may differ from, and conflict with, the interests of our company and our other shareholders in material respects. For example, the funds advised by BC Partners and Cinven are in the business of making investments in companies and may, from time to time, acquire interests in businesses that directly or indirectly compete with certain areas of our business or that are suppliers or customers of our group. In addition, the funds advised by BC Partners and Cinven may pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. So long as Amadelux, or its successor entities, continues to own and control, directly or indirectly, a substantial portion of our voting share capital, even if such portion represents less than half of our total voting share capital, it will continue to be able to exert significant influence over decisions at both shareholder and board level of our group.

Any loss or substantial reduction in our revenue from our commercial and contractual relationships with Air France, Iberia and Lufthansa could have a material adverse effect on our business, prospects, financial condition and results of operations.

Each of Air France, Iberia and Lufthansa has important commercial relations with our group and, during the year ended December 31, 2007, 2008 and 2009, these three airlines in the aggregate accounted for 18.4%, 19.7% and 19.7%, respectively, of our total revenue for the period. In April 2010, Iberia entered into a merger agreement with another of our top airline customers, British Airways. If the merger is completed and the combined entity remains one of our principal shareholders, this revenue concentration among our principal shareholders could increase. Commercial relations between these airlines and our group are conducted on an arms-length basis and include PCAs with each airline, an Altéa Reservation Agreement with Iberia and contracts for the implementation of the Altéa Departure Control solution with Air France and Lufthansa (see "Business—Our Business—Material Contracts" and "Related Party Transactions" below). The interests of any of these airlines may conflict with the interests of our company or our other shareholders, and once such airlines reduce their stake in our company, they may increase their dealings with our competitors for the provision of IT solutions. The loss or substantial reduction of revenue from these sources could have a material adverse effect on our business, prospects, financial condition and results of operations.

Risks Related to the Offering

There can be no assurance that the offer price will correspond to the price at which trading in the shares will develop and continue after the global offering.

If you purchase our shares in this offering, you will pay a price that was not established in the public trading markets. The offering price per share indicated on the cover of this offering memorandum has been discussed and agreed by the managers and us, and no independent experts were consulted in determining the offering price. Among the factors considered in determining the offering price were our future prospects and the prospects of our industry in general, our revenue and certain other financial and operating information in recent periods, and the financial ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to ours. There can be no assurance that the prices at which our shares will trade in the public market after the offering will not be lower than the offering price or that an active trading market in our shares will develop and continue after the offering.

The market price of our shares may be volatile and may decline regardless of our actual operating performance.

The market price of our shares may be volatile and significantly affected by the following factors, amongst others:

- investor perception of the success and impact of the offering and the strategy described in this offering memorandum;
- our actual or anticipated financial condition and results of operations;
- new services or products offered by us or our competitors;
- negative publicity;
- the results of operations of our competitors;
- changes in the market valuations of our competitors, customers or travel providers;
- changes in securities analysts' recommendations regarding us, the sector in which we operate, or the travel and tourism industry generally;
- announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures;
- announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us;
- developments affecting the regulation of one or more of the various sectors of the travel and tourism industry in the countries in which we operate or may in the future operate;
- capital commitments;
- changes among our key personnel;
- sales of our shares, including sales of our shares by our principal shareholders, directors and senior management;
- short-selling or other similar trading activities in respect of our shares or securities or other instruments linked to our shares; and
- conditions in the financial and securities markets generally and other factors beyond our control.

During recent years, the securities markets in Spain and worldwide have experienced significant volatility in prices and trading volumes. This volatility could have a material adverse effect on the market price of our shares, irrespective of our financial condition and results of operations and the other factors referred to above.

The market price of our shares may be adversely affected if our principal shareholders, or other shareholders, sell substantial amounts of our shares, or if we issue additional shares, or by the perception that such sales or issuances could occur.

Sales of a substantial number of our shares in the public market following this offering, or the perception that such sales will or might occur, could adversely affect the market price of our shares and/or our ability to raise capital through a future public offering of our shares.

We have agreed that, without the prior written consent of the joint global coordinators (such consent not to be unreasonably withheld or delayed), we will not, during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges, (i) directly or indirectly, issue, offer, pledge, sell, announce an intention to or contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any of our shares or other securities convertible into, or exercisable or exchangeable for, our shares or file any registration statement under the Securities Act with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of our shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of our shares or any securities convertible into or exercisable or exchangeable for our shares, in cash or otherwise. The foregoing restrictions shall not, however, apply to (A) the issuance and sale of our shares pursuant to the offering, (B) any shares issued or options to purchase shares granted pursuant to any employee benefit plans of the group in the terms described in this offering memorandum, or (C) any shares issued or transferred for the purpose of executing strategic transactions we may effect in the future, provided, however, that in the case of (C) above only, the subscriber or transferee shall agree to be bound by the lock-up obligations described in this paragraph.

Our principal shareholders (Amadelux, Air France, Iberia and Lufthansa Commercial Holding) have each agreed that during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges, they will not, without the prior written consent of the joint global coordinators (such consent not to be unreasonably withheld or delayed), (i) directly or indirectly, offer, pledge, sell, announce an intention to or contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any of our shares or other securities convertible into, or exercisable or exchangeable for, our shares or file any registration statement under the Securities Act with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of our shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of our shares or any securities convertible into or exercisable or exchangeable for our shares, in cash or otherwise. These restrictions shall not apply to (A) the sale of our shares pursuant to the offering (including transfers pursuant to the exercise of the over-allotment option), (B) the loan of our shares by the selling shareholders to the managers in connection with the offering, (C) transfers of shares by a selling shareholder in favor of a company within such selling shareholder's control or to one or more persons, whether natural or legal, who exercise ultimate control, whether individually or jointly, over such selling shareholder, subject to the transferee of such shares agreeing to be bound by the lock-up obligations described in this paragraph, (D) transfers by way of acceptance of a public takeover offer (*oferta pública de adquisición*) for all of our share capital, and (E) in the case of Amadelux only, transfers of shares to any of its shareholders or to any company, fund, body corporate, partnership or person, whether natural or legal, in whom any such shareholder (or any body corporate, partnership or person, whether natural or legal, on whose behalf such shareholder holds the shares in Amadelux) is, directly or indirectly, interested, subject to the transferee of such shares agreeing to be bound by the lock-up obligations described in this paragraph.

The members of our senior management team (comprising our Executive Committee and Management Committee) have agreed to abide by similar restrictions during the period commencing on the date the purchase agreement is signed and ending 360 days after the listing of the shares on the Spanish Stock Exchanges, subject to certain exceptions described in "Plan of Distribution" below. In accordance with contractual arrangements in place since 2008, 976,510 shares (representing 0.27% of our existing share capital) held by the Chairman of our Board of Directors, Mr. José Antonio Tazón, and 520,000 shares (representing 0.14% of our existing share capital) held by our Chief Executive Officer, Mr. David V. Jones, may, however, be sold to our company during the 30 days immediately following admission and are not, therefore, subject to these lock-up arrangements (see "Management and Board of Directors—Shareholdings of Directors and Senior Management Team—Agreements to Acquire Shares" below). In addition, a further 580,255 shares (representing 0.16% of our existing share capital) held by our Chairman, Mr. José Antonio Tazón, are excluded from the lock-up arrangements described above and may be sold by Mr. Tazón at any time. Other management and former management shareholders (who are not members of our Executive Committee or Management Committee) holding an aggregate of 12,980,400 shares (representing 3.56% of our shares as of the date of this offering memorandum) are not subject to the lock-up arrangements described above. Certain of such shareholders are offering an aggregate of 1,686,337 shares in the offering and all of such shareholders may sell their shares at any time.

Furthermore, after the expiry of the specified lock-up periods, our principal and management shareholders could sell their holdings of our shares in whole or in part (subject to certain limitations for the orderly sale of shares by our principal shareholders contained in the relationship agreement, which could be waived by the parties to that agreement, see "Related Party Transactions—Relationship Agreement" below) and we could offer to sell new shares in public or private transactions. Any such future sales by us could dilute the ownership interests of our then-existing shareholders, and sales by our principal or management shareholders or by us could materially and adversely affect the trading price of our shares.

Shareholders in countries with currencies other than the euro may face additional investment risk from exchange rate fluctuations in connection with their holdings of our shares.

Shareholders in countries with currencies other than the euro face additional investment risk from currency exchange rate fluctuations in connection with their holdings of our shares. Our shares will be quoted only in euro, and any future payments of dividends on our shares will be denominated in euro. Accordingly, any dividends paid on our shares or received in connection with any sale of our shares could be adversely affected by the fluctuation of the euro against the US dollar or other currencies.

There is no established trading market for our shares, and there can be no assurance that any active trading market will develop.

This offering constitutes our initial public offering of shares, and no public market for our shares currently exists. We have applied to list our shares on the Spanish Stock Exchanges, and we expect our shares to be quoted on the Automated Quotation System, or AQS, of the Spanish Stock Exchanges on or about April 29, 2010, subject to completion of customary procedures in Spain. Any delay in the commencement of trading of our shares would impair the liquidity of the market for our shares and make it more difficult for holders to sell our shares.

There can be no assurance that an active trading market for our shares will develop or be sustained if our shares are listed on the Spanish Stock Exchanges. Moreover, the shares to be sold in the United States have not been listed on a US exchange or registered under the Securities Act. Accordingly, there will not be a trading market for the shares in the United States and resales of such shares in the United States will be restricted.

Shareholders in certain jurisdictions other than Spain may not be able to exercise their preemptive rights to acquire further shares.

Under Spanish corporate law, holders of our shares generally have the right to subscribe and pay for a sufficient number of shares to maintain their relative ownership percentages prior to the issuance of any new shares. Holders of our shares in certain jurisdictions other than Spain may not be able to exercise preemptive rights unless applicable securities law requirements are complied with or exemptions are available. We may determine it is not in our best interests to comply with such formalities, and there can be no assurance that such exemptions will be available. Accordingly, the preemptive rights of any such affected shareholders may lapse and their proportionate interests may be reduced. In particular, holders of our shares resident in the United States may not be able to exercise any future preferential subscription rights in respect of our shares they hold unless a registration statement under the Securities Act is effective or an exemption from the registration requirements is available. No assurance can be given that we would file or have declared effective any such registration statement or that any exemption from such registration requirements would be available to allow for the exercise of the preferential rights of US holders, or that we would utilize an exemption if one were available.

The offering may be terminated.

This offering will terminate if our shares are not listed on the Spanish Stock Exchanges before July 31, 2010 and in certain other limited circumstances. In the event of any such termination, the shares will be returned to us for redemption and the purchase price will be paid to the purchasers, together with accrued interest.

Neither our company, our existing shareholders nor the managers shall be in any way responsible for, or liable to purchasers as a result of, any such termination of the offering.

USE OF PROCEEDS

We will sell newly-issued shares in the offering and the selling shareholders will sell existing shares in the offering. We will not receive any proceeds from the sale of shares by the selling shareholders in the offering.

We expect to obtain gross sale proceeds from the offering of €910.0 million (€900.9 million net of issuance taxes and before the payment of underwriting commissions). We intend to use the net proceeds received by us, plus cash on hand, towards the repayment in full of the profit participating loan we entered into (as borrower) on April 23, 2007 with Amadelux International (as lender) in the principal amount of €910.0 million (see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Profit Participating Loan" below).

At its board meeting held on February 11, 2010, Amadelux International agreed to provide, immediately following receipt of such repayment, a loan in the amount of €910.0 million tranched to reflect our Senior B3 loan (as to €455.0 million) and our Senior C3 loan (as to €455.0 million) under the Senior Credit Agreement (more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" below) to our direct subsidiary, Amadeus IT Group. This company and its subsidiary, Amadeus Verwaltungs GmbH, will, in turn, apply substantially all of the amount borrowed from Amadelux International in a partial prepayment of the Senior A, Senior B, Senior C and Acquisition facilities under the Senior Credit Agreement borrowed by them, such prepayment to be made *pro rata* to the amounts outstanding as of March 31, 2010 under each loan.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" below for further details on the amounts outstanding under our senior credit facilities following the intended debt restructuring and see "Capitalization" below for a pro forma illustration of our total financial debt after giving effect to the offering.

DIVIDENDS AND DIVIDEND POLICY

Dividend Policy

It is our current intention to target a total dividend payout amounting to approximately 30% to 40% of our reported consolidated net income for a given financial year. The amount of future dividends we decide to pay, if any, and our future dividend policy will, however, depend upon a number of factors, including, but not limited to, our earnings, financial condition, debt service obligations, cash requirements (including capital expenditure and investment plans), prospects, market conditions and such other factors as we may deem relevant at the time. The amount of dividends will be proposed by our Board of Directors and determined by our shareholders at general shareholders' meetings.

Any dividends paid in the future will be subject to tax under Spanish law. See "Taxation—Spanish Tax Considerations—Taxation of Dividends" below.

Limitations on Dividend Payments and Other Distributions

Senior Credit Agreement

Our Senior Credit Agreement, as amended, contains certain customary provisions limiting our ability to pay dividends and make other distributions to our shareholders (such as by way of a capital reduction or the purchase by our company of its own shares).

If the ratio of our total net covenant debt (adjusted to include the dividend or distribution to be made) to Covenant EBITDA (see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below) is equal to or greater than 2.5:1, the Senior Credit Agreement limits dividends and other distributions paid from profits for the year to 75% of the reported or forecast consolidated net income of our group for such year. For so long as the ratio is less than 2.5:1, this limitation on dividend and other distributions is suspended. As of December 31, 2007, 2008 and 2009, the ratio of our total net covenant debt to Covenant EBITDA was 4.56:1, 4.21:1 and 3.64:1. For the year ended December 31, 2010, we have agreed with our lenders that both our reported consolidated net income and our Covenant EBITDA for these purposes shall be adjusted to add back (i) payments made by our group under our historic employee performance reward schemes (see "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below), and (ii) the costs and expenses incurred by our group in connection with the offering and the amendments made to the Senior Credit Agreement, both of which are considered extraordinary items.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Indebtedness" below for further details regarding the Senior Credit Agreement and our anticipated indebtedness following the offering.

Spanish Law

The conditions under which we may declare dividends based on Spanish law and our bylaws are described under "Description of Capital Stock—Dividend and Liquidation Rights" below.

DILUTION

Our net equity book value at December 31, 2009 was a negative amount of €277.6 million, or a negative amount of €0.762 per share. Our net equity book value per share is determined by dividing our net equity book value at December 31, 2009 by 364,257,420 shares, which is the number of Class A shares (excluding treasury shares) outstanding on such date (adjusted for the subsequent share split for comparative purposes) and immediately before the offering. Net equity book value, which represents total assets minus total liabilities, has been calculated based upon our audited consolidated statement of financial position as of December 31, 2009 prepared in accordance with IFRS-EU included elsewhere in this offering memorandum.

Based on the initial offering price of €11.00 per share and after:

- giving effect to our sale of 82,727,280 newly-issued shares in the offering; and
- deducting taxes, underwriting discounts and commissions and other estimated expenses payable by us in connection with the offering in an aggregate amount of €258.8 million (on an after-tax basis),

our as adjusted net equity book value at December 31, 2009 would have been €373.5 million, or €0.8357 per share. This represents an immediate increase in as adjusted net equity book value to existing shareholders of €1.4568 per share and an immediate dilution to new investors of €10.1643 per share. Dilution is determined by subtracting as adjusted net equity book value per share immediately after this offering from the initial offering price per share.

The following table illustrates dilution on a per share basis after the offering based on the offering price. Our as adjusted net equity book value is not affected by the sale of shares by the selling shareholders in the offering.

	As of December 31, 2009
	Per ordinary share
	(in €)
Initial offering price	11.00
Net equity book value at December 31, 2009	(0.762)
Increase in net equity book value attributable to new investors	1.4568
As adjusted net equity book value immediately after the offering	0.8357
Dilution to new investors	10.1643

CAPITALIZATION

The following table sets forth our capitalization on (i) an actual basis as of December 31, 2009 derived from our audited consolidated statement of financial position as of December 31, 2009 prepared under IFRS-EU and included elsewhere in this offering memorandum, and (ii) on an as adjusted basis at such date to reflect:

- the sale by us of newly-issued shares in the offering for total gross proceeds of €910.0 million (€900.9 million, net of issuance taxes and before underwriting commissions);
- the repayment in full of the profit participating loan we entered into (as borrower) on April 23, 2007 with Amadelux International (as lender) (see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Profit Participating Loan" below) in the principal amount of €910.0 million;
- the granting of a loan by Amadelux International to our direct subsidiary Amadeus IT Group in the amount of €910.0 million, tranched to reflect our Senior B3 loan (as to €455.0 million) and our Senior C3 loan (as to €455.0 million) under the Senior Credit Agreement (more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" below);
- the partial prepayment in the amount of €877.2 million (calculated on the basis of a euro-US dollar exchange rate of 1.4406 US dollars to the euro as of December 31, 2009) by Amadeus IT Group and its subsidiary Amadeus Verwaltungs GmbH of the Senior A, Senior B, Senior C and Acquisition facilities under the Senior Credit Agreement, such prepayment to be made *pro rata* to the amounts outstanding under each loan as of March 31, 2010;
- the payment of costs in an aggregate amount of €370.8 million related to the offering, such as underwriting discounts and commissions, costs related to the amendments made to our Senior Credit Agreement and other estimated expenses, including payouts to employees under certain historic employee performance reward schemes that will be triggered by the offering (see "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below); and
- the repurchase and cancellation of the Class B shares at or about the time of the offering in the amount of €255.9 million.

	As of December 31, 2009						
		Adjustments					
	Actual	Net proceeds(1)	Profit participating loan(2)	New debt Amadelux(3)	Offering costs(4)	Class B shares(5)	As adjusted
	(€ in millions)						
Debt:							
Non-current debt	2,849.8	—	—	32.9	—	—	2,882.7
Non-current debt—related parties	1,155.5	—	(900.7)	—	—	(254.9)	—
Debt payable within one year	239.6	—	—	—	—	—	239.6
Debt payable within one year—related parties	2.0	—	—	—	—	—	2.0
Obligations under finance leases	81.7	—	—	—	—	—	81.7
Total financial debt	**4,328.6**						**3,206.0**
Cash:							
Cash and cash equivalents	811.0	900.9	(911.1)	32.9	(370.8)	(255.9)	207.0
Total net debt	**3,517.6**						**2,999.0**
Equity:							
Share capital	0.4	0.1	—	—	—	—	0.5(1)
Additional paid-in capital	(36.0)	903.5	—	—	(17.2)	—	850.3(1)
Treasury shares	(1.7)	—	—	—	—	—	(1.7)
Retained earnings and other reserves	(222.9)	—	(7.3)	—	(227.3)	(0.7)	(458.2)
Cumulative translation adjustments	(20.8)	—	—	—	—	—	(20.8)
Minority interests	3.4	—	—	—	—	—	3.4
Total equity	**(277.6)**	**903.6**	**(7.3)**		**(244.5)**	**(0.7)**	**373.5**
Total capitalization	**4,051.0**						**3,579.5**

Notes:

(1) The increase in cash and cash equivalents of €900.9 million is the net result of a capital increase in the gross amount of €910.0 million less a payment in the amount of €9.1 million in respect of issuance taxes and is presented prior to the deduction of underwriting commissions, which are included within "offering costs". The increase in share capital is equal to the aggregate nominal value of €82,727.28 (based on the number of shares being issued to obtain gross proceeds of €910.0 million based on the offering price) and the increase in our additional paid-in capital is equal to the aggregate share premium paid on such shares less an amount equal to the after-tax impact of the taxes paid in respect of the capital increase (€9.1 million less 30% corporate income tax).

(2) The reduction of €900.7 million in non-current debt-related parties represents the elimination of the profit participating loan from our consolidated statement of financial position, which loan was, in accordance with IFRS-EU, recorded at its amortized cost (that is, the total amount outstanding less deferred financing fees of €10.4 million). The decrease in cash and cash equivalents of €911.1 million represents the prepayment, in full and in cash, of the profit participating loan in a nominal amount of €910.0 million, together with accrued interest in an amount of €1.1 million, which is to be paid before admission. The decrease of €7.3 million in retained earnings and other reserves within equity represents the after-tax impact of such deferred financing fees (€10.4 million less 30% corporate income tax).

(3) The increase in non current debt-related parties reflects the difference between the principal amount of the new loan granted by Amadelux International in the amount of €910.0 million and the calculated amortized amount of the Senior Credit Agreement of €877.2 million (calculated on the basis of a euro-US dollar exchange rate of 1.4406 US dollars to the euro as of December 31, 2009).

(4) The decrease of €17.2 million and €227.3 million in additional paid-in capital and in retained earnings and other reserves, respectively, within equity represents the after-tax impact of the costs (including underwriting commissions) related to the offering (€370.8 million less the corresponding corporate income tax). Certain costs associated with this debt are, in accordance with IFRS-EU, amortized through our profit and loss over the life of such debt.

(5) The decrease in cash and cash equivalents of €255.9 million represents the cancellation, in full and in cash, of all of our Class B shares. The reduction of €254.9 million in non-current debt-related parties represents the elimination of the debt represented by such Class B shares from our consolidated statement of financial position, which debt was, in accordance with IFRS-EU, recorded at its amortized cost (that is, the total amount outstanding less deferred financing fees of €1.0 million). The decrease of €0.7 million in retained earnings and other reserves within equity represents the after-tax impact of such deferred financing fees (€1.0 million less 30% corporate income tax).

SELECTED FINANCIAL INFORMATION AND OTHER DATA

The selected audited financial information as of and for the years ended December 31, 2007, 2008 and 2009 prepared in accordance with IFRS-EU and presented below have been derived from, and should be read together with, our Audited Consolidated Financial Statements included elsewhere in this offering memorandum. See "Presentation of Financial Information" for further information on our Audited Financial Statements.

Consolidated Statement of Comprehensive Income

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions)		
Revenue	2,578.1	2,505.1	2,461.4
Cost of revenue	(669.8)	(626.8)	(592.0)
Personnel and related expenses	(583.4)	(598.2)	(605.6)
Depreciation and amortization	(401.5)	(318.0)	(346.5)
Other operating expenses	(455.6)	(405.0)	(367.8)
Operating income	**467.6**	**557.1**	**549.5**
Interest expense, net	(286.6)	(355.1)	(183.9)
Exchange gains (losses)	0.7	(19.7)	7.2
Other income	36.7	54.4	(1.0)
Profit before income taxes	**218.4**	**236.7**	**371.8**
Income taxes	(26.1)	(59.9)	(102.1)
Profit after taxes	192.3	176.8	269.7
Share in profit from associates and joint ventures accounted for using the equity method	9.7	7.3	2.4
Profit for the year	**202.0**	**184.1**	**272.1**
Profit (loss) for the year attributable to:			
Minority Interest	(0.2)	0.6	(0.4)
Owners of the parent	**202.2**	**183.5**	**272.5**
Actuarial gains and losses	1.3	0.1	(6.6)
Cash flow hedges	42.6	(78.0)	(8.9)
Available-for-sale financial assets	0.9	4.2	4.7
Changes in tax rate	(11.9)	—	—
Exchange differences on translation of foreign operations	(10.7)	(4.2)	(0.2)
Other comprehensive income for the year, net of tax	22.2	(86.2)	(11.0)
Total comprehensive income for the year	224.3	97.9	261.1

Adjusted EBITDA and Profit

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions, except percentages)		
Adjusted EBITDA[(1)]	872.8	881.5	897.2
Adjusted EBITDA margin[(2)]	33.9%	35.2%	36.5%
Adjusted profit for the year[(3)]	280.9	322.6	335.9

Notes:

(1) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below for an explanation of how we calculate our adjusted EBITDA.

(2) Represents our adjusted EBITDA for the period expressed as a percentage of our consolidated revenue for the same period.

(3) Our adjusted profit for the year excludes the impact of the following: (i) amortization of the intangible assets identified in the purchase price allocation exercise undertaken following our acquisition of Amadeus GTD in 2005, (ii) changes in fair value from derivative instruments and exchange gains (losses) for the period, (iii) impairment losses in respect of tangible and intangible assets for the period, and (iv) other extraordinary items, including gains (losses) resulting from the sale of assets and equity investments and extraordinary items related to our acquisition of Amadeus GTD and this offering.

Consolidated Statement of Financial Position

	As of December 31,		
	2007	2008	2009
	(€ in millions)		
ASSETS			
Tangible assets	281.3	345.7	313.8
Intangible assets	1,915.9	1,802.4	1,681.3
Goodwill	2,219.2	2,239.7	2,238.7
Total other non-current assets	162.2	107.3	103.1
Total non-current assets	4,578.6	4,495.1	4,336.9
Total current assets	946.9	992.9	1,208.4
Non-current assets classified as held for sale	2.4	17.1	16.6
Total assets	**5,527.9**	**5,505.1**	**5,561.9**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total equity	(634.9)	(539.2)	(277.6)
Total non-current liabilities	5,122.7	5,023.3	4,816.1
Total current liabilities	1,040.1	1,017.6	1,020.5
Liabilities associated with non-current assets classified as held for sale	—	3.4	2.9
Total equity and liabilities	**5,527.9**	**5,505.1**	**5,561.9**

Consolidated Statement of Cash Flows

	Year Ended December 31,		
	2007	2008	2009
	(€ in millions)		
Net cash provided from operating activities	890.4	785.1	836.6
Net cash used in investing activities	(65.2)	(190.7)	(188.9)
Net cash used in financing activities	(450.3)	(548.4)	(451.7)
Effect of exchange rate changes on cash and cash equivalents	(0.9)	(0.6)	(0.8)
Net increase in cash and cash equivalents	**374.0**	**45.4**	**195.2**
Cash and cash equivalents net at beginning of period	196.1	570.1	615.5
Cash and cash equivalents net at end of period	570.1	615.5	810.7

Additional Consolidated Cash Flow Data

	Year Ended December 31,		
	2007	2008[1]	2009
	(€ in millions, except percentages)		
Cash conversion			
Adjusted EBITDA[2]	872.8	881.5	897.2
Capital expenditure[3]	(178.2)	(185.6)	(175.8)
Change in operating working capital	75.7	9.5	60.5
Pre-tax adjusted operating cash flow[4]	770.3	705.4	781.9
Adjusted EBITDA margin[5]	33.9%	35.2%	36.5%
Cash conversion ratio[6]	88.3%	80.0%	87.1%

Notes:

(1) Capital expenditure in 2008 excludes the extraordinary acquisition of a TPF software license from IBM for an amount of €80 million.

(2) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" below for an explanation of how we calculate our adjusted EBITDA.

(3) We define capital expenditure as the sum of the following captions from our consolidated statement of cash flows: "Additions to tangible assets", "Additions to intangible assets" and "Intangible assets incentives (Research Tax Credit—RTC)". See our Audited Consolidated Financial Statements included elsewhere in this offering memorandum for further information on these captions.

(4) We define our pre-tax adjusted operating cash flow as adjusted EBITDA less capital expenditure plus changes in our operating working capital.

(5) Represents our adjusted EBITDA for the period expressed as a percentage of our consolidated revenue for that same period.

(6) Represents our pre-tax adjusted operating cash flow for the period expressed as a percentage of our adjusted EBITDA for that same period.

Key Operating Data

	Year Ended December 31,				
	2007	2008	% change 2007-2008	2009	% change 2008-2009
Air TA bookings[1] (in millions)	362.2	364.2	0.6	352.4	(3.3)
of which local[2]	181.5	175.4	(3.4)	170.0	(3.1)
of which regional and global[3]	180.6	188.8	4.5	182.4	(3.4)
Non-air bookings (in millions)[1]	65.9	66.8	1.4	60.8	(8.9)
Total GDS bookings (in millions)	**428.1**	**431.0**	**0.7**	**413.2**	**(4.1)**
Global market share of GDS-processed air bookings[4]	34%	36%	2 p.p.[5]	37%	1 p.p.[5]
PBs (in millions)[6]	123.8	193.0	55.9	237.5	23.1
PNRs (in millions)[7]	18.7	21.6	16.0	25.9	19.6
Employees[8]	7,332	7,412	1.1	7,510	1.3
Airlines contracted to use Altéa PSS (as of December 31)[9]	52	66	26.9	90	36.4
Airlines migrated to Altéa PSS (as of December 31)[10]	34	52	52.9	67	28.9

Notes:

(1) Represents the number of bookings processed and billed using our GDS platform for which we receive revenue in the form of booking fees.

(2) Represents the number of our local bookings, which are typically bookings made in the airline's home country and to which we apply "local" (lowest) pricing under our value-based pricing model. See "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below.

(3) Represents the number of our regional and global bookings, which are typically bookings made through geographical points of sale that the airline cannot access cost-effectively and to which we apply "regional" or "global" (highest) pricing, as applicable, under our value-based pricing model. See "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below.

(4) Estimated global market share of GDS-processed air bookings, excluding single country operators primarily in China, Japan, South Korea and Russia, during the year indicated. See "Market Share Data" above for further information on our market share calculations.

(5) Percentage points.

(6) Represents the number of PBs boarded onto flights operated by airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules during the year indicated. If an airline uses more than one module, each PB is counted only once as it passes through the various stages of our Altéa PSS.

(7) Represents the number of PNRs processed by airlines using our Altéa e-Commerce solutions during the year indicated.

(8) Represents the average number of FTEs during the year indicated, excluding contractors.

(9) Represents the number of airlines that have entered into contractual arrangements to use our Altéa Inventory and, in some cases, Altéa Departure Control modules as of December 31 of the year indicated.

(10) Represents the number of airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules as of December 31 of the year indicated.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the information set forth in "Selected Financial Information" and the consolidated financial statements and accompanying notes included elsewhere in this offering memorandum. The following discussion contains certain forward-looking statements that involve risks and uncertainties. Our future results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, without limitation, those discussed in the sections entitled "Risk Factors", "Forward-Looking Statements" and "Business" and elsewhere in this offering memorandum.

Overview

We are a leading transaction processor for the global travel and tourism industry, providing advanced technology solutions to our travel provider and travel agency customers worldwide. We act as an international network providing comprehensive real-time search, pricing, booking, ticketing and other processing solutions to travel providers and travel agencies through our Distribution business area, and we offer travel providers (today, principally airlines) an extensive portfolio of technology solutions which automate certain mission-critical business processes, such as reservations, inventory management and other operational processes, through our IT Solutions business area. Our transaction-based pricing model allows our customers to convert certain of their fixed technology costs into variable costs that vary with passenger volumes and links our revenue to global travel volumes rather than travel spending, thus reducing the volatility of our results of operations.

We believe we are the largest GDS provider serving the worldwide travel and tourism industry, with an estimated market share of 37% in 2009 (see "Market Share Data" for details of how we calculate our market shares). According to T2R, we are also the market leader in the provision of mission-critical Passenger Service Systems, or PSS, solutions (including e-commerce), which comprise a substantial part of our IT Solutions business area, with an estimated market share (in terms of revenue) of 28% in 2008. In 2009, we generated revenue of €2,461.4 million, adjusted EBITDA of €897.2 million and pre-tax adjusted operating cash flow of €781.9 million.

The primary component of our Distribution business area is our GDS platform, which connects travel providers including more than 700 airlines (of which more than 460 are bookable, including over 40 low-cost carriers) and over 85,000 hotel properties to more than 103,000 travel agency locations worldwide. In 2009, we processed and billed 413.2 million air TA and non-air bookings through our GDS platform, compared with 428.1 million in 2007 and 364.4 million in 2004. We have achieved strong global market share growth in terms of GDS-processed air bookings in our Distribution business area from 2000, when we had an estimated market share of 26%, through 2009, when our estimated market share reached 37%.

We have also leveraged our GDS platform to grow our IT Solutions business area rapidly, particularly in the area of airline IT. A significant component of our IT Solutions business area is our Altéa suite of airline IT solutions, which automate reservation, inventory, departure control and e-commerce functionalities for our airline customers. We serve over 160 airlines globally through our IT Solutions business area and, as of December 31, 2009, 67 airline customers were using our Altéa Inventory solution (of which 20 were also using our Altéa Departure Control solution). In 2009, we processed 237.5 million PBs, representing an increase of 92% on the 123.8 million PBs processed in 2007 and of 208% on the 77.1 million PBs processed in 2004. At the end of 2009, over 100 airlines were using our Altéa e-Commerce solution and passenger name records, or PNRs, recorded for our Altéa e-Commerce customers have increased to 25.9 million PNRs in 2009 from 18.7 million in 2007 (an increase of 39%) and from 7.5 million PNRs in 2004 (an increase of 246%). Notably, our airline IT Solutions business area achieved this performance (primarily by increasing the number of customers we serve) during a period of contraction in worldwide air passenger numbers in the latter half of 2008 and in 2009 as a result of the global economic recession. Additionally, we have started to expand our IT Solutions business area to include offerings for non-air travel providers, such as hotel and rail operators.

We also operate an online travel agency, Opodo, which we estimate to be the second-largest online travel agency (in terms of 2009 GDS-processed air bookings) in the aggregated European markets in which it operates.

Presentation of Financial Information

The financial information presented in this offering memorandum is provided for information purposes only and is not necessarily indicative of our future results of operations.

Audited Consolidated Financial Statements

This offering memorandum contains the audited consolidated financial statements of Amadeus IT Holding, S.A. (formerly known as WAM Acquisition, S.A.) (the "parent company") and its subsidiaries as of and for the years ended December 31, 2007, 2008 and 2009. These financial statements have been prepared in accordance with IFRS-EU (the "Audited Consolidated Financial Statements").

Our Audited Consolidated Financial Statements include within the scope of consolidation the parent company and the subsidiaries over which we or one of our other subsidiaries has control, which we define as the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. See the Appendix to our Audited Consolidated Financial Statements for a list of our consolidated subsidiaries. Investments in associates, which are those entities over which the group has significant influence but which are not subsidiaries, and investments in joint ventures, which are investments jointly controlled with third parties, are accounted for using the equity method. If the group's share of the losses of an entity accounted for under the equity method exceeds its interest in the entity, the group ceases to recognize its share of further losses. The interest in an entity accounted for under the equity method is the carrying amount of the investment in the entity together with any long-term interests that, in substance, form part of the group's net investment in the entity. Profits and losses arising from transactions between (i) group members, and (ii) associates and joint ventures have been eliminated to the extent of our shareholding in the relevant entity. In preparing the Audited Consolidated Financial Statements, we eliminate in full all intra-group balances, transactions, income and expenses between companies within the group.

The stand-alone reported financial statements of all our subsidiaries are prepared as of the same financial year-end as that of the parent company using IFRS-EU applied on a consistent basis and the stand-alone reported financial statements of our associates and joint ventures are adjusted to IFRS-EU where required. The stand-alone financial statements of our subsidiaries, associates and joint ventures are denominated in the local currency of the country in which the relevant entity is incorporated. As the Audited Consolidated Financial Statements are presented using the euro, the assets and liabilities for each subsidiary are translated into euro at year-end closing rates, income and expenses for each subsidiary are translated at average exchange rates for the relevant year and share capital, additional paid-in capital and reserves are translated at historical rates. Any exchange differences arising as a result of this translation for subsidiaries and investments in associates and joint ventures are shown together as "cumulative translation adjustments", a separate component within the caption "equity attributable to the owners of the parent". In the case of translation differences related to minority interests, these are included in the "minority interests" caption within equity.

Segment Reporting

Business Areas

As explained in Note 19 to our Audited Consolidated Financial Statements, we began to present our historical financial information by business area in respect of our financial year commencing January 1, 2009, which was the effective date for IFRS-EU Standard 8 "Operating Segments". In prior years, we reported our historical financial information without segmentation. For the purposes of the offering, however, we have included in our Audited Consolidated Financial Statements information on each business area for each of the years ended December 31, 2007, 2008 and 2009 to allow a comparison of the operating performance of each of our business areas during the financial periods under discussion in this offering memorandum.

Over the past decade, we have evolved our core GDS offering into two highly synergetic businesses, Distribution and IT Solutions, through which we principally generate revenue by charging our customers fees on a per transaction basis. We also own and operate a leading European online travel agency, Opodo.

Our group is divided into three business areas:

- Distribution;
- IT Solutions; and
- Opodo.

Distribution

The core offering of our Distribution business area is our GDS platform. It provides a global network that connects travel providers, such as full service and low-cost airlines, hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, with online and offline travel agencies, facilitating the distribution of travel products and services through a digital marketplace (sometimes referred to as the "indirect channel"). We also offer technology solutions, such as desktop and e-commerce platforms and mid- and back-office systems to certain of our travel agency customers.

Our Distribution business area generates revenue primarily from: (i) booking fees we charge to travel providers (including air, hotel, rail, cruise, ferry, car rental, tour operator and insurance bookings) for bookings made through our GDS platform, and (ii) charges to airlines for complementary functionalities that are closely related to the booking process, including: ticketing (paper and electronic ticketing), revenue maximization products (automatic updates of flight schedules, availability, etc.) and optional products (value-adding ancillary functionalities that allow airlines to improve customer service).

Additionally, our Distribution business area generates revenue from non-booking related activities including: (i) fees charged to travel agencies and subscribers for the provision of IT products and services, such as front-, mid- and back-office applications, corporate online booking tools and user-friendly interfaces for pricing display and comparison, (ii) sale of data and advertising products, such as booking statistics or provider advertising on our terminals, (iii) revenue from certain of our subsidiaries, including TravelTainment, (iv) certain other non-booking sources of revenue, including, for example, a product that processes authorizations for credit cards, and (v) the exchange gains (losses) related to our foreign currency denominated revenue and operating expenses. Through TravelTainment, which we acquired in 2006, we offer sales solutions, such as smart Internet booking engines and extensive advice and price comparison systems, to online portals, travel agencies and tour operators active in the leisure travel industry.

The transactional revenue, which includes booking revenue and certain other non-booking revenue (such as revenue from the sale of data products, fares solutions, products for corporations and revenue from our subsidiary TravelTainment, among others) of our Distribution business area accounted for 89.1%, 90.0% and 90.6% of our Distribution revenue during the years ended December 31, 2007, 2008 and 2009, respectively. See "Results of Operations—Results of Operations by Business Area—Distribution" below for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

IT Solutions

Through our IT Solutions business area we provide a comprehensive portfolio of technology solutions that automate certain mission-critical business processes, such as reservations, inventory management, departure control and other operational processes, for travel providers. We break down our IT Solutions business area revenue as follows:

Transactional revenue: comprises IT transactional revenue and direct distribution revenue.

- *IT transactional revenue.* Under this category, we include revenues derived from:
  - (i) our Altéa offering of next-generation PSS for airlines, which provides inventory and departure control capabilities, in addition to integrated reservation solutions, delivered in a modular format on a fully-hosted, community-based platform;
  - (ii) our Altéa e-Commerce solutions, which provide multi-currency online shopping and booking engines for airline websites, along with related functionalities, including online award redemptions, online ticket changes and e-vouchers;
  - (iii) our range of stand-alone IT solutions, which are complementary to, and fully compatible with, our Altéa solutions and support airlines in certain critical customer-related processes (such as revenue optimization, customer loyalty programs, ticketing management and credit card payment security); and
  - (iv) certain other IT solutions for airports and rail operators.
- *Direct distribution revenue.* Under this category, we include revenue derived from: (i) fees charged for bookings made through the direct sales channels of an airline using our Altéa Reservation solution and for certain types of air bookings made through the direct sales channels of Altéa customers for which we charge a booking fee, not a PB fee, and (ii) fees charged to airlines using our Altéa Reservation solution for complementary functionalities that are closely related to the booking process, including: ticketing (paper and electronic ticketing), revenue maximization products (automatic updates of flight schedules, availability, etc.) and a solution which permits connection to other GDS platforms for the management of bookings processed by them.

Non-transactional revenue: comprises revenue derived from: (i) the customization and implementation of our Altéa PSS solutions, (ii) the provision of consulting, system integration, application hosting and training and other customer support services to airlines, and (iii) our custom-built hotel management systems.

Our IT Solutions business area revenue is predominantly transaction-based with transactional revenue accounting for 84.7%, 83.3% and 78.7% of the revenue of our IT Solutions business area during the years ended December 31, 2007, 2008 and 2009, respectively. This slight decrease in the proportion of transactional revenue as a percentage of our IT Solutions business area's revenue is a consequence of the growth in our revenue from the customization and implementation of IT solutions for airlines (recorded within non-transactional revenue), which more than doubled over the period. See "Results of Operations—Results of Operations by Business Area—IT Solutions" below for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

Opodo

Our third business area comprises Opodo, our online travel agency business, which generates transaction-based revenue principally through commissions charged to travel providers, service fees charged to end users and intra-group travel agency incentives paid by our Distribution business area to Opodo. Our other business areas enter into agreements with Opodo on an arm's-length basis, and we manage Opodo as a stand-alone business, sharing resources and costs with our other two business areas to a very limited extent only, and the presentation of the financial information for our Opodo business area differs from the financial information presented for our Distribution and IT Solutions business areas.

See "Results of Operations—Results of Operations by Business Area—Opodo" below for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

Geographical Segments

We do not present our historical financial information by geographical segment. Although our revenue is generated throughout the world, our operating subsidiary incorporated in Spain, Amadeus IT Group is, with only certain limited exceptions, the Amadeus counterparty to all of our key contractual arrangements with airlines and other travel providers and with travel agencies and TMCs for both our Distribution and IT Solutions business areas.

To provide an indication of the geographical exposure of our Distribution business area, we do, however, closely monitor our total number of air TA bookings by geography in six regions: Western Europe, CESE, MEA, APAC, Central and South America and North America. For a description of how we define each of these regions and how we calculate our air TA bookings, see "Certain Terms and Conventions" above.

The table below sets forth a breakdown, by these regions, of our total air TA bookings processed and billed to travel providers for each of the years ended December 31, 2007, 2008 and 2009. Air TA bookings are allocated to a region based on the location of the travel agency through which the booking was made.

	2007		2008		2009	
Air TA bookings by region	**Number of air TA bookings**	**% of air TA bookings**	**Number of air TA bookings**	**% of air TA bookings**	**Number of air TA bookings**	**% of air TA bookings**
			(in millions, except percentages)			
Western Europe	181.9	50.2%	183.6	50.4%	172.8	49.0%
CESE	34.2	9.4%	37.2	10.2%	34.2	9.7%
MEA	31.2	8.6%	34.1	9.3%	42.1	12.0%
APAC	50.4	13.9%	47.8	13.1%	47.9	13.6%
Central and South America	27.6	7.6%	26.6	7.3%	23.5	6.7%
North America	37.0	10.2%	35.1	9.6%	31.9	9.0%
Total	**362.2**	**100.0%**	**364.2**	**100.0%**	**352.4**	**100.0%**

Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations

As a result of the following factors, our financial condition and results of operations as of and for certain of the financial periods discussed in this offering memorandum may not be directly comparable with our financial condition and results of operations as of and for other financial periods discussed herein or future financial periods.

Use of Proceeds

We expect to obtain gross sale proceeds from the offering of €910.0 million (€900.9 million net of issuance taxes and before the payment of underwriting commissions). We intend to use the net proceeds received by us plus cash on hand towards repayment in full of the profit participating loan we entered into (as borrower) on April 23, 2007 with Amadelux International (as lender) (see "Use of Proceeds" above and "—Net Equity—Profit Participating Loan" below). At its board meeting held on February 11, 2010, Amadelux International agreed to provide, immediately following receipt of such repayment, a loan in the amount of €910.0 million tranched to reflect our Senior B3 loan (as to €455.0 million) and our Senior C3 loan (as to €455.0 million) under the Senior Credit Agreement (more fully described under "—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" below) to our direct subsidiary Amadeus IT Group. This company and its subsidiary Amadeus Verwaltungs GmbH will, in turn, apply substantially all of the amount borrowed from Amadelux International in a partial prepayment of the amounts borrowed by them under the Senior A, Senior B, Senior C and Acquisition facilities of the Senior Credit Agreement, such prepayment to be made *pro rata* to the amounts outstanding under each loan as of March 31, 2010. See "—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" below for further details of the Senior Credit Agreement.

We estimate that the aggregate amount outstanding under our senior credit facilities will decrease by €925.6 million (calculated on the basis of a euro-US dollar exchange rate of 1.3479 US dollars to the euro, being the official exchange rate published by the European Central Bank on March 31, 2010), or 30.3%, from €3,055.0 million as of December 31, 2009 to €2,129.4 million as a result of our scheduled debt repayment on March 31, 2010 (€78.6 million), our debt prepayment of substantially all of the amount borrowed by Amadeus IT Group from Amadelux International (€889.2 million) and the negative impact on our US dollar-denominated debt of €42.2 million (calculated on the basis of a euro-US dollar exchange rate of 1.4406 US dollars to the euro as of December 31, 2009 compared with 1.3479 US dollars to the euro as of March 31, 2010). See "—Liquidity and Capital Resources—Indebtedness—Senior Credit Agreement" for further information on the status of the Senior Credit Agreement as of December 31, 2009 and March 31, 2010.

As regards our consolidated statement of comprehensive income, we anticipate that the debt restructuring described above will result in a small increase in our interest expense as a result of the combination of a reduction in our current and non-current debt and the overall increase in our financing costs under our senior credit facilities as a result of the amendments we agreed with our lenders as a precursor to the offering. See "—Indebtedness—Senior Credit Agreement" below for further details on the amounts outstanding under our senior credit facilities following the debt restructuring.

As a result of the above transactions, our results of operations for the financial periods discussed in this offering memorandum may not be directly comparable with future financial periods.

Employee Performance Reward Schemes

Our group operates a number of variable remuneration schemes for its employees (including members of senior management), pursuant to which eligible employees are entitled to a cash payment on the occurrence of certain trigger events, including a future sale or public offering of the shares of the company, such as the offering. The payments due under such schemes are, in the case of a public offering, calculated with reference to the final offering price of our shares subject to certain conditions, including the admission to trading of our shares. At present, 7,172 beneficiaries, including certain former employees, participate in these schemes. The offering and listing contemplated by this offering memorandum would result in such incentives becoming due and payable, and we estimate the total aggregate payout to eligible employees in such event to amount to €294.8 million (including social security contributions, see "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below), based on the offering price of €11.00 per share. The trigger event in the case of the offering would be the date our shares are admitted to listing on the Spanish Stock Exchanges. Any payments to eligible employees under these schemes as a result of the offering would accrue on the date our shares are admitted to listing on the Spanish Stock Exchanges. These incentive expenses would be recorded on the date on which our shares are admitted to listing on the Spanish Stock Exchanges as an additional extraordinary personnel expense within the personnel and related expenses caption, and would have a negative impact on our 2010 operating profit. See "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below for further details of our historic employee performance reward schemes.

Furthermore, we intend to implement two equity-settled share-based incentive plans for our group management that will become effective upon the admission of our shares to trading on the Spanish Stock Exchanges: (i) a performance shares plan, awards under which will be conditional on the employee remaining with our group for a specified period of time and on the achievement of certain performance targets, such as specific objectives to be defined prior to the commencement of each two- or three-year cycle, and (ii) a restricted shares plan, awards under which are conditional on the employee remaining with our group for a specified period. Additionally, we intend to adopt a non-recurring incentive scheme with a duration of two years for all the employees of our group that do not participate in the restricted shares plan referred to above. Awards under this scheme would be payable in cash and will be linked to the evolution of our share price over that two-year period. Implementation of our non-recurring incentive scheme is similarly conditional on our shares being admitted to trading on the Spanish Stock Exchanges. If the performance shares plan and the restricted shares plan were to be implemented, we estimate that our personnel and related expenses would increase by approximately €10 million in 2010 and that the additional annual costs associated with these incentive arrangements would be in the region of €15 million in subsequent financial years. In addition, if the non-recurring incentive scheme were to be implemented, we estimate that our personnel and related expenses would increase by approximately €30 million to be accrued over the two years following its implementation. See "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below for further details of our proposed employee performance reward schemes.

As a result of the foregoing, personnel and related expenses and operating profit for the financial periods discussed in this offering memorandum may not be directly comparable with future financial periods.

IFRIC 18 "Transfers of Assets from Customers"

On November 27, 2009, the European Union endorsed the interpretation issued by the International Financial Reporting Interpretations Committee, or IFRIC, on January 29, 2009. We will apply this new interpretation, IFRIC 18 "Transfers of Assets from Customers", to our financial statements commencing as of January 1, 2010. IFRIC 18 clarifies the accounting treatment under IFRS-EU for agreements in which an entity receives from a customer an item of property, plant, and equipment, or PPE, that the entity must then use either to connect the customer to a network or to provide the customer with ongoing access to a supply of goods or services or both. In some cases, the entity may receive cash from a customer that must be used only to acquire or construct the item of PPE in order to connect the customer to a network or provide the customer with ongoing access to a supply of goods or services (or to do both). The basic principle of IFRIC 18 is that when the item of PPE transferred from a customer meets the definition of an asset under the Framework of the International Accounting Standards Board, or IASB, from the perspective of the recipient, the recipient must recognize the asset in its financial statements. If the recipient's customer continues to control the transferred item, this asset definition would not be met even if ownership of the asset were to have been transferred to the recipient.

When an entity receiving the asset determines that it does control the asset received (for the purposes of the IASB Framework), the asset is recognized as PPE in its statement of financial position at its fair value on the date of transfer or at cost in the case of a cash transfer to construct or to acquire PPE. The entity determines the separable identifiable services that are to be provided to the customer in exchange for the asset received, and revenue is then recognized over the period in which those services are performed. Total revenue is measured based on the fair value of the asset at the date of transfer or the cash amount received, as applicable.

Our group, through our IT Solutions business area, receives cash from customers (airlines) to develop certain software that will be used by those customers, and, at present, the right we obtain to receive cash from customers is recorded as non-transactional revenue in the period in which it is received and development costs are expensed as incurred. Applying IFRIC 18, we would defer the revenue and it would be recognized when the services are rendered over the duration of our agreement with the customer or the useful life of the asset developed, if the agreement does not stipulate a fixed term. If we had applied IFRIC 18 during the year ended December 31, 2009, we estimate that our revenue for that year would had been reduced by €36.4 million, our operating costs (excluding amortization) would have been reduced by €28.2 million and our intangible fixed assets would have been increased by €28.2 million. These changes would have resulted in a three percentage point increase in the contribution margin of our IT Solutions business area from 63.8% to 66.8% (see "—Management Measures" below). The impact of IFRIC 18 would, however, have been neutral from an operating cash flow perspective as the reduction in our operating profit and the increase in capital expenditure would have been offset by an improvement in our operating working capital position.

As a result of this future change in our accounting policies, our results of operations for the financial periods discussed in this offering memorandum may not be directly comparable with future financial periods.

Amortization of Intangible Assets

Following our acquisition of Amadeus IT Group in 2005, the excess purchase price derived from the business combination between the parent company and Amadeus IT Group was partially allocated to certain intangible assets, principally patents, trademarks and licenses, technology and content and contractual relationships, in an aggregate amount of €1,636.4 million. We recorded the remaining unallocated amount of €2,238.7 million as goodwill on our consolidated statement of financial position.

The intangible assets identified for the purposes of our purchase price allocation exercise in 2005 are amortized on a straight-line basis over the useful life of each asset and we record the total amortization charge for each financial period on our consolidated statement of comprehensive income under the caption "Depreciation and amortization". During the years ended December 31, 2007, 2008 and 2009, our total amortization charge was €300.7 million, €235.9 million and €230.3 million, respectively, of which the amortization expense attributable to the apportionment of the excess purchase price allocation referred to above and certain related adjustments amounted to €220.8 million, €156.0 million and €142.2 million, respectively.

As the useful lives of these intangible assets vary significantly among different types of asset, our amortization charge can change materially over time and, as a result, our results of operations may differ between financial periods. By way of illustration, in 2008, our amortization charge for these intangible assets decreased significantly from €220.8 million to €156.0 million, principally due to the full amortization of certain contractual relationships in the amount of €61.2 million in 2007. As a result of these variations in our total amortization charge, our results of operations for the financial periods discussed in this offering memorandum may not be directly comparable with each other or with future financial periods.

Sale of the Karavel Group of Companies

Our results of operations for the year ended December 31, 2007 include the income and expenses of Karavel, S.A. ("Karavel") and its consolidated subsidiaries (together, the "Karavel Group"), which were then subsidiaries of Opodo, for the period commencing January 1, 2007 and ending on September 24, 2007, when we sold the Karavel Group. In that year, the Karavel Group contributed revenue of €111.2 million, total expenses of €102.7 million and EBITDA of €8.5 million. Following our sale of the Karavel Group, we ceased to consolidate those companies and our results of operations for the year ended December 31, 2008 and subsequent financial years do not reflect the income and expenses of the Karavel Group. Consequently, our results of operations for the year ended December 31, 2007 may not be directly comparable with the financial information presented in this offering memorandum for 2008 and 2009 or with later financial periods.

Change in the Fair Value of Certain Derivatives

While all of the derivatives that we enter into are contracted for hedging purposes to provide protection, in economic terms, against interest rate or exchange rate movements, certain of our derivatives may not, in a given financial year, qualify for hedge accounting under IFRS-EU. In the year ended December 31, 2007, we recorded a gain of €3.5 million on our consolidated statement of comprehensive income for changes in the fair value of those of our derivatives that did not qualify for hedge accounting, whereas, in 2008, we recorded a loss of €89.9 million due to the change in the fair value of certain interest rate derivatives that we use for hedging purposes but that did not qualify for hedge accounting under IFRS-EU in that year, meaning that we had to account for the changes in fair value of these derivatives directly in our consolidated statement of comprehensive income (rather than accounting for such changes under the "retained earnings and other reserves" caption within equity). This loss was principally attributable to the very significant decline in interest rates during that year as a result of the global economic recession. In 2009, certain derivatives were re-designated as hedges from an accounting perspective and, as a consequence, changes in their fair value were recorded directly in the "retained earnings and other reserves" caption within equity and the loss recorded in the year ended December 31, 2008 will be reversed over the useful life of the derivatives, which mature in June and July of 2011. As a consequence, in the year ended December 31, 2009, we recorded a gain on our consolidated statement of comprehensive income of €58.5 million for changes in the fair value of our derivatives that did not qualify for hedge accounting.

As a result of these changes in the fair value of certain of our derivatives, our results of operations for the financial periods discussed in this offering memorandum may not be directly comparable with each other or with future financial periods. In economic terms, however, the gains and losses that result from changes in the fair market value of our derivatives are fully offset by the performance of the underlying. For example, the variable interest rate of our financing arrangements (in the case of an interest rate derivative) or the value of our operating net cash inflows denominated in the relevant foreign currency (in the case of an exchange rate derivative).

Reclassification of Our Natural Hedge

We seek to manage our operating exposure to the US dollar through the use of a natural hedge by matching future US dollar-denominated operating gross cash inflows with our payments of principal on our US dollar-denominated debt. In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2007, we designated the principal amounts outstanding under the US dollar-denominated tranche of the Senior A, B and C facilities of our Senior Credit Agreement as hedging instruments of future US dollar-denominated operating gross cash inflows, and therefore recorded changes in their fair value directly in the "retained earnings and other reserves" caption within equity. In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2008, we reduced the amount of our US dollar-denominated debt hedging US dollar-denominated operating gross cash inflows and ceased to designate the US dollar-denominated tranche of our Senior A facility (of which the principal amount outstanding was US$164.1 million as of December 31, 2009) as a hedge from an accounting perspective. As a result, we accounted for the foreign exchange differences on the US dollar-denominated tranche of the Senior A facility of our Senior Credit Agreement in the amount of €18.7 million in losses and €4.2 million in gains directly on our consolidated statement of comprehensive income under the caption "exchange gains (losses)" in our Audited Consolidated Financial Statements for the years ended December 31, 2008 and 2009, respectively. As a consequence, our results of operations for the financial periods discussed in this offering memorandum may not be directly comparable with each other.

Key Factors Affecting Our Results of Operations

Our results of operations have been and will continue to be affected by a number of factors, including the following:

Volumes in the Air and Non-Air Travel Industries

Our business model is transaction-based. A significant portion of our Distribution business area's revenue is transactional in nature, including booking revenue and certain other non-booking related revenue (such as revenue from the sale of data products, fares solutions, products for corporations and revenue from our subsidiary TravelTainment), while our IT Solutions business area generates a significant portion of its revenue from transaction fees charged to (i) our Altéa PSS and e-Commerce customers for each PB, and PNR, respectively, processed using our systems and (ii) airlines and other travel providers for the provision of additional IT solutions, including our stand-alone IT solutions and rail IT offerings. While this transaction-based business model seeks to mitigate the negative effects of downward pricing pressures in the travel industry, our Distribution, IT Solutions and Opodo business areas exhibit a strong correlation with changes in airline passenger numbers and, to a lesser degree, traveler volumes in the non-air travel and tourism industry.

Our results of operations can be indirectly impacted by diverse factors that can affect airline passenger numbers and, to a lesser degree, traveler volumes in the non-air travel and tourism industry. These factors include the rate of growth in GDP, the availability and cost of consumer finance, interest and exchange rates, unemployment levels, fuel prices, terrorism, as well as other factors that may affect the travel and tourism industry. The overall impact on the travel and tourism industry of these and other factors can also be influenced by travelers' perception of, and reaction to, the scope, severity and timing of such factors.

Competition in Our Distribution Business Area

Our Distribution business area is subject to competition, both from existing GDS operators and from the use of direct distribution channels and other technologies.

Competition from Other GDS Providers

The international GDS marketplace is large and relatively concentrated. At a global level, our Distribution business area competes primarily with Sabre and Travelport (which emerged following the merger of Galileo and Worldspan), which we estimate together with our group accounted for approximately 95% of the total number of GDS-processed air bookings worldwide in each of 2007, 2008 and 2009. Our ability to maintain or gain market share relative to these key competitors therefore has a corresponding impact on the revenue of our Distribution business area in any financial period. We estimate that our Distribution business area has consistently and profitably increased its global market share of GDS-processed air bookings from approximately 26% in 2000, when we were approximately four percentage points behind our nearest competitor, to approximately 37% in 2009, when we enjoyed an approximate seven percentage point lead over our nearest competitor. See "Market Share Data" above for a description of the methodology we use to estimate our global market share.

We consider that we have delivered these market share gains through a combination of the strength of our offering, our innovative technology, service and content, the partnership approach we adopt with our airline and travel agency customers and our strategic expansion in higher growth markets, such as CESE, Central and South America and the MEA and APAC regions. In addition, in each of the years ended December 31, 2007, 2008 and 2009, our market share gains have, we believe, proven critical to our operating performance, as they have helped to mitigate the general deterioration that the GDS industry has experienced as a result of the global economic downturn.

In order to continue to grow our market share and maintain the financial performance of our Distribution business area, however, we must continue to offer a value-added product on competitive terms to travel providers, maintaining a comprehensive travel content to provide a compelling product offering to travel agencies. At the same time, we must maintain a sufficient number of travel agency customers so as to provide a comprehensive offering of sales channels to our travel providers.

Competition from Direct Distribution Channels and Other Technologies

In recent years, full service airlines have encouraged consumers to make bookings directly through their own websites, call centers and office locations to reduce distribution costs. As a result, the market share of direct distribution channels of global air bookings has increased gradually, reaching approximately 50% penetration in 2008 (source: T2R). The rate of growth of air direct distribution is, however, expected to slow. T2R estimates that only a further 2% of all airline bookings will move away from GDS platforms between 2008 and 2013, while PhoCusWright expects the shift from direct to indirect channels to reverse marginally in the more mature markets of North America and Europe in 2010. We seek to mitigate this risk by entering into content agreements with airlines to ensure that our GDS platform has access to the same content and pricing that is available through the direct distribution channels of these travel providers.

As the direct channels are, we believe, more concentrated on flights that we would classify as "local" under our value-based pricing model (see "Business—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below), our results of operations have been less affected than they might otherwise have been had we maintained a flat pricing structure. Moreover, we anticipate that the continued expected growth of our IT Solutions business area, in which our fees, for our Altéa PSS solutions, are based on the number of PBs processed, regardless of the distribution channel through which the bookings were made, may help mitigate the adverse impact on our group of an increase in bookings made through an airline's direct channels.

Pricing Trends for Air Travel Distribution

As a result of increased competition from low-cost airlines, increased fuel and other operating costs and lower air traffic volumes, among other factors, full service airlines have been and remain under significant competitive and cost pressures to reduce overheads, including distribution costs. One manner in which they have done so is to differentiate the fares and inventory, also known as content, that they provide to GDS providers from the content they provide directly to travelers through their websites, sales offices and call centers. In these cases, airlines provide most of their content to GDS providers, but withhold specific content, such as lower revenue "web" fares. However, we typically seek to enter into content agreements with many airlines pursuant to which, to secure enhanced content, we are required to pay the airline a content fee or other commercial rebates on a per booking basis for bookings made with that airline through our GDS platform.

As we consider that securing the content of the world's leading airlines is value-enhancing for our GDS platform, we have entered into content agreements with an increasing number of airlines over recent years. As of December 31, 2009, we were party to content agreements with 130 airlines, which accounted for approximately 80% of the total number of air TA bookings processed and billed through our GDS platform that year. In some cases, these agreements, which typically have a term of between three to five years, also include marketing arrangements aimed at developing a closer relationship between both parties in specified markets or geographies. While we have seen a general increase in the level of our content fees in the three years ended December 31, 2009, our value-based pricing model has helped sustain our average revenue per booking over that period.

In addition, the profitability of our Distribution business area is also affected by the amount of incentive fees we pay to certain of our travel agency customers for bookings made through our GDS platform, which may be driven by competition from other GDS providers or by the commercial need to reimburse travel agencies for surcharges charged by travel providers for use of a particular GDS platform. In recent years, there has been a trend towards an increase in the level of incentive fees GDS providers pay to travel agencies. We believe, however, that we have largely been successful in mitigating that trend, by offering value-adding products and enhanced content to our travel agency customers in exchange for their agreement to maintain or, in some cases, reduce the level of incentive fees paid within the Distribution business area. See Note 19 to our Audited Consolidated Financial Statements for further information on the revenue and operating costs of our Distribution business area.

Customer Concentration

We believe we have a relatively diversified revenue base. As of December 31, 2009, over 460 bookable airlines (including over 40 low-cost carriers), over 85,000 hotel properties, over 100 rail operators, including eight major railways, over 25 car rental companies, more than 50 ferry and cruise companies, over 115 insurance companies and over 190 tour operators were connected via our GDS platform to more than 103,000 travel agency locations, with no travel agency accounting for more than 3.3% of our total air TA bookings in the year ended December 31, 2009. Our Altéa PSS, including our e-Commerce solution, similarly have a balanced and diversified customer base, including over 160 airlines of different sizes (ranging from more than 70 million passengers a year to fewer than one million passengers a year). Additionally, customer retention is very high in both our Distribution and IT Solutions business areas due to our medium- to long-term contracts and partnership approach, as well as the mission-critical nature of the products and services we offer. In our Distribution business area, we typically enter into contracts with a duration of between three and five years with travel providers and of between three and ten years with travel agencies, while customers of our IT Solutions business area typically enter into contracts for a period of ten to 15 years, with the complexities and costs associated with system migrations for airline IT solutions enhancing customer loyalty among Altéa users. From 2000 to the date of this offering memorandum, only four of the 94 airlines who signed Altéa PSS contracts for the implementation of our Altéa Inventory module (of which 60 have also contracted for our Altéa Departure Control module) are no longer Altéa PSS customers (as a result of the bankruptcy or dissolution through merger of such customers in 2009). Our Distribution business area also enjoys high renewal rates, on average exceeding 95% annually among travel agencies. Similarly, the retention rate among our airline customers is high, with only a few minor airlines ceasing to use our GDS services in recent years due to business failure.

Despite the diversification of our revenue base, we have a certain degree of revenue concentration in a small number of airlines, including our airline shareholders. Our top five airline customers (counting Air France-KLM as one customer for these purposes) accounted for 27.2%, 28.2% and 27.6% of our total revenue for each of the years ended December 31, 2007, 2008 and 2009, respectively, while our top ten customers accounted for 34.8%, 35.7% and 35.7%, respectively, of our group revenue in each year, respectively. In each of the years ended December 31, 2007, 2008 and 2009, these top five airline customers accounted for 27.1%, 26.6% and 26.2%, respectively, of our Distribution business area’s revenue and these top ten airline customers accounted for 35.2%, 34.2%, and 34.1% of our Distribution business area’s revenue, respectively. In the years ended December 31, 2007, 2008 and 2009, these top five airline customers accounted for 38.6%, 38.5% and 36.5%, respectively, of our IT Solutions business area’s revenue, while these top ten airline customers accounted for 46.8%, 47.0% and 46.0%, respectively, of our IT Solutions business area’s revenue. The top five travel agency customers of our group accounted for 14.7%, 14.1% and 13.2% of our air TA bookings, respectively, and the top ten travel agency customers of our group accounted for 20.9%, 20.2% and 19.0%, respectively, of our air TA bookings.

The airline industry is experiencing a period of consolidation, with several leading international airlines having merged or announced their intention to merge in the last decade. Recent examples include the merger between Air France and KLM in May 2004, the merger between Delta Airlines and Northwest Airlines in October 2008, which created the world’s largest airline company, and the business combination of British Airways and Iberia agreed in April 2010. The concentration amounts above treat Iberia and British Airways as separate entities. Further consolidation among airlines could potentially increase our customer concentration.

Geographic Mix

During the year ended December 31, 2009, 49.0% of our total air TA bookings were made by travel agencies located in Western Europe (compared with 50.4% and 50.2% during 2008 and 2007, respectively), making it the largest single market for our Distribution business area. In the year ended December 31, 2009, 52.4% of the PBs within our IT Solutions business area were from Altéa customers based in Western Europe (compared with

46.2% and 46.8% during 2007 and 2008, respectively), making it also the largest single market for our IT Solutions business area. Due to this concentration of our revenue in that region, our results of operations are particularly sensitive to factors affecting Western Europe. As we continue to grow our business internationally, however, we expect the dependence of our revenue on Western Europe to decrease in proportionate terms.

Seasonality

The revenue of our businesses may be subject to seasonal fluctuations. These fluctuations tend to cause our booking volumes to be higher in the first quarter of each calendar year (due to increased business travel volumes in this quarter) and then gradually to decrease quarter by quarter through to the end of the year. In those years in which Easter falls in March (instead of April), the concentration of bookings in the second quarter can, however, be greater than the first quarter due to reduced business activity over Easter. The passenger volumes of our IT Solutions business area also follow a similar pattern, although the passenger volumes and revenue are recognized at a later stage (Altéa revenue is recognized when a passenger boards a flight, whereas our Distribution business area revenue is recognized when a passenger books the flight). We estimate that the gap between a travel agency booking made through our GDS platform and the corresponding flight is around one month on average.

Increase in Outsourcing of Airline IT Solutions

In recent years, airlines have increasingly sought to outsource technology systems and certain non-core activities, such as payroll functions and call centers. This move towards outsourced IT systems has, in our view, principally been driven by rising costs, competitive pressures and increased operational complexity, resulting in a business need to replace inflexible and costly legacy systems with more reliable, flexible and cost-effective IT systems. The outsourcing of core and mission-critical technology systems, such as inventory and revenue management systems, can, in our view, deliver significant benefits to airlines. The SITA Airline IT Trends Survey 2009 found that 86% of respondents classified “Passenger Processing and Services” as a high priority area for investment, more than for any other area. In the years ended December 31, 2007, 2008 and 2009, revenue from our IT Solutions business area was €455.9 million, €499.6 million and €547.5 million, respectively, showing a CAGR over the 2007-2009 period of 9.6%, and represented 17.7%, 19.9% and 22.2% of our group revenue in 2007, 2008 and 2009, respectively. We expect this trend towards outsourcing of airline IT solutions to continue for the reasons we describe above and, accordingly, we expect revenue growth in our IT Solutions business area to outperform the revenue growth of our Distribution business area in the medium- to long term.

Foreign Exchange Fluctuations

We are exposed to movements in currency exchange rates due to the fact that a significant portion of our revenue is denominated in currencies other than the euro, our functional currency, with most of our revenue derived from countries in Central and South America, North America and the APAC region being denominated in US dollars. A significant portion of our expenses is also denominated in currencies other than the euro, such as US dollar-denominated incentive fees we pay to certain travel agencies and part of our personnel and social security costs, including our personnel costs for employees in North America. We are also exposed, to a more limited extent, to movements in currency exchange rates of other currencies relative to the euro, the most significant being British pounds sterling, Australian dollars and Swedish krona.

The euro and the US dollar are our two most significant surplus currencies, insofar as our net operating cash flows in these currencies are typically positive, with the revenue generated in each currency typically exceeding our operating expenses denominated in such currency. In the years ended December 31, 2007, 2008 and 2009, 15.5%, 14.1% and 14.1%, respectively, of our revenue was billed in US dollars. We seek to manage our operating exposure to the US dollar through the use of a natural hedge by matching future US dollar-denominated gross operating cash inflows with our payments of principal on our US dollar-denominated debt. Notwithstanding this natural hedge of our cash flows, our operating profit is exposed to fluctuations in the US dollar-euro exchange rate; either positive (when the US dollar appreciates against the euro) or negative (when the US dollar depreciates against the euro). Additionally, in the two years ended December 31, 2008 and 2009 (and future financial periods), our consolidated statement of comprehensive income was (and will be) impacted by fluctuations in the US dollar-euro exchange rate below our operating profit line because, in 2008, we reduced the amount of our US dollar natural hedge and ceased to designate the US dollar-denominated tranche of our Senior A facility (of which the principal amount outstanding was US$164.1 million as of December 31, 2009) as a hedge from an accounting perspective. See “—Factors Affecting the Comparability of Our Financial Condition and Results of Operations—Reclassification of our Natural Hedge” above. Accordingly, exchange gains or losses generated from depreciation or appreciation of the US dollar against the euro are recorded in full in our consolidated statement of comprehensive income for the six-month period ended December 31, 2008 and for the year ended December 31, 2009 (and will be so recorded in future financial periods). The resulting exchange differences in respect of the US dollar-denominated tranche of our Senior A facility were losses of €18.7 million in the year ended December 31, 2008 and gains of €4.2 million in the year ended December 31, 2009. As the US dollar-denominated tranches of our Senior B and Senior C facilities are designated as accounting hedges, any corresponding exchange differences are recorded within equity on our consolidated statement of financial position and do not impact our consolidated statement of comprehensive income until the hedged revenue is generated (between 2013 and 2015). At that point, any exchange gains or losses deriving from the US dollar-denominated tranches of our Senior B and Senior C facilities would be recorded on our consolidated statement of comprehensive income under the "revenue" caption (see "—Indebtedness" below). For an illustration of how our results of operations are impacted by movements of the US dollar against the euro, see Note 22 to our Audited Consolidated Financial Statements.

The British pound sterling, Australian dollar and Swedish krona tend to be deficit currencies for our group meaning that our operating costs exceed our revenue in these currencies, with British pounds sterling generally representing our most significant deficit currency. For these three currencies, we seek to cover a significant portion of our exposure by contracting currency derivatives (including foreign exchange forwards and currency options with a hedging horizon of up to three years), with a view to limiting the impact of fluctuations in the exchange rates of these currencies against the euro on our operating profit.

We consider that all of the other currencies in which we transact business have a limited impact on our accounts, and they are not therefore subject to hedging or other risk management procedures.

Interest Rate Fluctuations

Fluctuations in interest rates modify the fair value of our assets and liabilities that accrue at a fixed interest rate and the cash flows from assets and liabilities pegged to a variable interest rate, and accordingly affect our equity and profitability, respectively. Interest rates are sensitive to numerous factors outside our control, including, but not limited to, general economic conditions, availability of funds in the interbank market and government and central bank monetary policy in the jurisdictions in which we operate.

As of December 31, 2009, our total adjusted financial debt amounted to €4,099.5 million, 97.1% of which was subject to a variable rate (see "—Liquidity and Capital Resources—Indebtedness" below). Our objective is to hedge our exposure to interest rate movements in respect of the interest expense of our net debt by fixing the amount of interest to be paid by us in the coming years, and we enter into derivative agreements with financial institutions with the aim of enhancing the predictability of the net interest flows payable by our group. By fixing the spread on our debt in this manner, however, its fair value is sensitive to changes in interest rates. As of the date of this offering memorandum, the amount of interest to be paid by us in respect of our debt is fixed through to June and July of 2011 through the use of derivatives (at a rate of 4.34% in respect of our euro-denominated debt and 4.99% in respect of our US dollar-denominated debt). We anticipate that we will enter into new derivative arrangements to cover the period after July 2011 and the cost to our company will depend on the extent to which we then hedge our interest rate exposure and the cost of such hedging arrangements at that time.

By way of illustration, a 100 basis points, or bps, drop in the level of interest rates applied to our outstanding borrowings during each of the years ended December 31, 2007, 2008 and 2009 would cause a loss in the fair value of the debt and the derivatives hedging it amounting to €111.2 million, €72.5 million and €48.3 million, respectively. However, given that changes in the fair value of the derivatives that qualify for hedge accounting are recognized directly in equity and the underlying debt is measured at amortized cost, the impact on our consolidated statement of comprehensive income of such a 100 bps drop would imply a loss of €10.5 million, €40.7 million and €4.2 million in the years ended December 31, 2007, 2008 and 2009, respectively, that would have been recognized under the "interest expense, net" caption in our Audited Consolidated Financial Statements.

During the years ended December 31, 2007, 2008 and 2009, the change in the fair value of interest rate financial instruments that qualify as accounting hedges was a gain of €0.2 million, a loss of €42.2 million and a loss of €26.3 million, respectively, which amounts were accounted for directly within shareholders' equity net of taxes, while we recorded a gain/(loss) on our consolidated statement of comprehensive income for changes in the fair value of interest rate derivatives that do not qualify for hedge accounting under IFRS-EU of €3.5 million, €(89.9) million and €58.5 million, respectively, in each such year.

In economic terms, however, these gains and losses that result from changes in the fair market value of our derivatives are fully offset by the performance of the underlying. In the case of an interest rate derivative, the underlying is the variable interest rate of our financing arrangements.

See Note 22(f) to our Audited Consolidated Financial Statements for details of our interest rate derivatives and "—Market Risk—Interest rate risk" below.

Critical Accounting Policies

Our Audited Consolidated Financial Statements contain information that is pertinent to the discussion and analysis of our results of operations and financial condition set forth below. The preparation of financial statements in conformity with IFRS-EU requires our management to make estimates and assumptions that affect the carrying amount of assets, liabilities, revenue and expenses and the related disclosure of contingent assets and liabilities. Estimates are evaluated based on available information and experience. Actual results could differ from these estimates under different assumptions or conditions. We believe that, in particular, the critical accounting policies and estimates discussed below involve significant management judgment due to the sensitivity of the methods and assumptions necessary in determining the related asset, liability, revenue and expense amounts. For a detailed description of our significant accounting policies, see Note 4 to the Audited Consolidated Financial Statements.

Revenue Recognition

In our Distribution business area, we charge fees to travel providers for each booking made through our GDS platform, and for other services that are closely related to the booking process (including ticketing, revenue maximization products and other optional products). The pricing of the fee is dependent upon the type of booking (global, regional or local), the region in which the booking is made, the type of access to our GDS platform employed and the level of functionality which the provider enjoys. A booking fee is recognized when the booking is made, while revenue from the provision of services is recognized in the month during which such services are rendered. We present airline bookings (whether made through indirect or direct distribution channels) revenue net of cancellations and of an allowance for future cancellations (see "—Cancellation Reserve" below). Another component of our Distribution business area's revenue is non-booking revenue, which principally relates to subscriber services agreements entered into by our group, mainly with travel agencies, pursuant to which we provide users with tools and services that permit access to our IT platform and systems. We normally charge the customer a fee for the provision of these services and we recognize the revenue when such services are provided.

Within our IT Solutions business area, we principally generate revenue from transaction fees charged to airlines for each PB on flights processed using our Altéa Inventory module, which some airlines combine with our Altéa Departure Control module, and for each PNR processed using our Altéa e-Commerce solutions. We recognize this transactional revenue when the passenger boards the flight or the transaction that generates the PNR is processed. We also generate transaction-based revenue from bookings made through the direct sales offices and web pages of certain airlines that are connected directly to our Altéa Reservation system on a stand-alone basis and for certain types of air bookings made through the direct sales channels of Altéa customers for which we charge a booking fee, not a PB fee. We recognize this direct distribution revenue when the booking is made, subject to an allowance for future cancellations (see "—Cancellation Reserve" below). Within our IT Solutions business area we also generate revenue from the customization and implementation of our IT solutions and the provision of other IT services, which we recognize when the relevant services are provided to customers (see, however, "Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—IFRIC 18 "Transfers of Assets from Customers"" above). In the case of Opodo, we generate revenue from sales where we act as principal and purchase products for resale (such as airline seats, hotel bookings, dynamic and pre-packaged tours), which we recognize when the corresponding reservations are used by the end customer. For reservations paid but not yet used by the end customer, revenue recognition is deferred and recognized as a liability until the reservation is used. Revenue for sales where we act as an agent is recognized on a net basis, representing the amount of the commission received.

For the financial year ended December 31, 2009, we have voluntarily opted to change our accounting policy in relation to the presentation of payments made to certain airlines in exchange for services rendered to, or obligations assumed by them in favor of, our group. The changes principally relate to (i) certain payments made under agreements that permit access to the full or enhanced content of the airline's inventory ("content agreements"), (ii) distribution fees paid to airlines connected to our Altéa Reservation module or using our Altéa Inventory and, in some cases, Departure Control modules in respect of certain types of air bookings made through their direct sales channels, and (iii) certain other commercial rebates paid by us to airlines. The accounting treatment for these payments made to customers is not specifically discussed in IFRS-EU. However, as allowed by IAS 8.10, under United States Generally Accepted Accounting Principles (US GAAP) Emerging Issues Task Force Issue N 01-09, Accounting for consideration given by a vendor to a customer (including a reseller of the vendor's products) (EIFT 01-09), these elements are presented as a deduction from gross revenue.

Accordingly, for the year ended December 31, 2009 payments made to customers in an amount of €533.8 million are presented as a deduction against revenue, while in previous reporting years they were presented within the "cost of revenue" caption. Our consolidated statements of comprehensive income for the years ended December 31, 2007 and 2008 have been restated in our Audited Consolidated Financial Statements to reflect this change in our accounting policy by reducing revenue and cost of revenue by €456.5 million and €482.0 million in 2007 and 2008, respectively. This change in presentation does not have any impact on our profit for the year, net equity or earnings per share.

Cancellation Reserve

Gross revenue from airline bookings is recorded at the time the booking is made. However, if the booking is later cancelled, the corresponding booking fee must be refunded to the airline. At the same time, the distribution fee and related commercial rebates and incentives payable to travel agencies, airlines and those local ACOs that do not form part of our consolidated group (which we refer to as "distribution costs") are also cancelled. Accordingly, revenue and accounts receivable are recorded net of a cancellation reserve and cost of revenue and accounts payable are recorded net of the reduction in distribution costs derived from cancellations. This reserve is calculated based on a cancellation rate, which is estimated based on historical cancellation rates by dividing the number of cancellations, net of re-bookings, for the relevant financial period by the inventory of open bookings (the number of bookings made but not yet used by final customers and which therefore may still be cancelled) at the end of the prior financial period. When estimating the cancellation rate, we assume that a significant percentage of cancellations are followed by an immediate re-booking, without a net loss of revenue. The cancellation rate we determine is then applied to the inventory of open bookings as of the relevant balance sheet to give the number of bookings we estimate will be cancelled and not re-booked.

As of December 31, 2009, we recorded a provision against accounts receivable for estimated cancellations of airline bookings of €46.6 million and our reserve for the related reduction in accounts payable for distribution costs as of that date was €20.0 million. As of December 31, 2007 and 2008, the related allowances amounted to €63.8 million and €59.2 million, respectively, against accounts receivable and €17.8 million and €25.6 million, respectively, as a reduction in accounts payable.

Doubtful Debt Provision

As of each balance sheet date, we make an allowance for potentially uncollectible accounts receivable. Our management assesses credit risk for large customers (principally airlines) on a client-by-client basis taking into consideration, among other factors, that credit risk is mitigated by the fact that the majority of our customers' accounts receivable and payable are settled through the clearing houses operated by IATA and Airlines Clearing House, Inc., or ACH. Through these clearing systems, we are guaranteed that payments from these customers will be settled at fixed dates (typically within one month of such obligation being incurred by our customers), and our credit risk exposure to the customer is reduced because members of these clearing houses are required to post security deposits, which would be called in should a customer default. For all other customers, we make a generic provision for credit risk based on the average length of time their total receivables are overdue.

As of December 31, 2009, our allowance for doubtful debts was €78.7 million, compared with €78.4 million and €81.9 million as of December 31, 2008 and 2007, respectively. For details on the movements in our allowance for doubtful debts, see Note 5 to our Audited Consolidated Financial Statements.

Impairment of Non-Current Assets and Goodwill

We review the carrying amounts of significant non-current assets at each balance sheet date to determine if there is an indication of impairment. If such indication exists, the recoverable amount is estimated. The recoverable amount is the greater of fair value less cost to sell and the value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using an appropriate risk adjusted discount rate. As a result of this evaluation, an impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount by reducing the carrying amount of the asset to its recoverable amount with the corresponding charge to the consolidated statement of comprehensive income in the "cost of revenue" caption. Future depreciation charges are adjusted for the new carrying amount over the asset's remaining useful life. A previously recognized impairment loss may be reversed should new events or changes in circumstances indicate a change in the estimated recoverable amount. In such cases, the carrying amount of the asset is increased but cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Impairment loss reversals are recognized in the consolidated statement of comprehensive income. Future depreciation charges are adjusted to the revised carrying amount over the asset's remaining useful life.

Goodwill acquired is allocated to the cash generating units which are expected to benefit from synergies deriving from the relevant business combination. Goodwill is not amortized but tested annually for impairment or more frequently if there are indicators that the carrying amount may not be fully recoverable. Impairment losses relating to goodwill cannot be reversed in subsequent periods.

See Notes 7, 8 and 9 to our Audited Consolidated Financial Statements for further information relating to non-current assets and goodwill.

Provisions

Provisions are recognized when (i) we have a present obligation (legal or constructive) as a result of a past event, (ii) it is probable that we will be required to settle the obligation, and (iii) a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, provisions are discounted.

As of December 31, 2007, 2008 and 2009, we recorded provisions with a carrying amount of €44.0 million, €46.8 million and €49.7 million, respectively, mainly comprising provisions in respect of future liabilities with our employees (principally under group bonus and profit-sharing schemes), claims and litigation and to cover future lease payments for unused space at certain of the facilities leased by our group.

For information on the balances and movements related to our provisions, see Note 6 and Note 15(c) to our Audited Consolidated Financial Statements for current and non-current provisions, respectively.

Employee Performance Reward Schemes

Our group has in place a number of variable remuneration schemes for its employees (including members of senior management), pursuant to which eligible employees are entitled to a cash payment on the occurrence of certain trigger events, including a future sale or public offering of the shares of the company, such as the offering. Our obligations in respect of these remuneration plans are subject to a number of external factors that are outside our control, including (i) demand for our shares in the offering, (ii) the approval of the admission to listing of our shares by the Spanish National Securities Market Commission and the managing bodies (*sociedades rectoras*) of the Spanish Stock Exchanges, and (iii) the offering price. These external factors introduced a sufficient degree of uncertainty that, in accordance with IFRS-EU and a number of relevant accounting interpretations, the satisfaction of the condition relating to admission could not be classified as probable as of December 31, 2009, and will not be so classified until admission actually takes place. In the same manner, the services associated with these remuneration plans provided to us by our employees will be deemed to have been provided to our group in the financial period during which admission to listing takes place. As of December 31, 2009, the conditions to recognize the staff costs arising in respect of these remuneration plans had not been met under IFRS-EU and related accounting interpretations. We will recognize the corresponding impact on our consolidated statement of comprehensive income (under the caption "personnel and related expenses") arising in respect of the provision of services by the employees associated with these plans in the financial statements of our group corresponding to the financial period during which our shares are admitted to listing on the Spanish Stock Exchanges. See "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below for further details of our historic employee performance reward schemes.

Income Taxes

We recognize deferred tax assets and liabilities using the liability method based on temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities using tax rates that are expected to apply when the assets or liabilities are realized based on tax rates and laws that have been enacted by the balance sheet date. We regularly review deferred tax assets to assess their potential realization and only recognize a deferred tax asset when we consider that the probability of realization is reasonably assured. We will only adjust a recognized deferred tax asset to the extent we consider that it is no longer probable that a benefit will be realized in the future. In performing this review, we make estimates and assumptions regarding projected future taxable income, future applicable tax rates, the expected timing of reversals of existing temporary differences and the implementation of tax planning strategies. A change in these or our other assumptions could result in an increase or decrease in our effective tax rate, which could materially impact our results of operations.

See Note 23 to our Audited Consolidated Financial Statements for further information relating to taxation.

Pensions and Post-Retirement Benefits

We operate a number of defined benefit and defined contribution pension plans. Depending on the country, these plans are offered on a voluntary basis or are mandatory as a result of applicable legal requirements or pursuant to the terms of the collective agreement in force in that country. The benefits consist mainly of a life-long annuity or lump-sum payable at retirement, death, disability or early retirement when certain conditions are met. Some of the plans provide death and retirement benefits to spouses, subject to member contributions at higher rates. We also provide for post-retirement medical plans and post-retirement life insurance benefits to a group of beneficiaries in the United States. Most of the obligations under defined benefit plans are voluntary and operate on a funded basis with plan assets (held separately from those of our group) covering the obligations, while mandatory plans are generally unfunded with the related liabilities carried on our consolidated statement of financial position. As of December 31, 2009, the present value of our defined benefit obligations was €61.9 million, whereas the fair value of the underlying plan assets was €36.8 million, thereby generating a net liability of €25.1 million, which we recorded on our balance sheet as of that date.

Liabilities of our group arising from defined benefit obligations are determined using the projected unit credit method. Independent actuarial valuations are carried out annually for the largest plans and on a regular basis for other plans. The actuarial assumptions used to calculate the benefit obligations vary according to the economic conditions of the country in which we operate the plan. For the funded defined benefit plans, the deficit or excess of the fair value of plan assets over the present value of the defined benefit obligation is recognized as a liability or an asset on our consolidated statement of financial position. However, an excess of assets is recognized only to the extent that it represents a future economic benefit which will be available to our group, for example in the form of refunds from the plan or reductions in future contributions. Actuarial gains and losses arise mainly from changes in actuarial assumptions and differences between actuarial assumptions and what has actually occurred. Our accounting policy is to recognize immediately all actuarial gains and losses of the period within equity. The defined benefit plans actuarial cost charged to the consolidated statement of comprehensive income consists of current service cost, interest cost and expected return on plan assets.

Contributions made to defined contribution plans are charged to the consolidated statement of comprehensive income as incurred. The same accounting policy is applied for defined benefit plans which are funded by multi-employer plans where insufficient information is available to use defined benefit plan accounting.

See Note 15 to our Audited Consolidated Financial Statements for further information on our pension and post-retirement benefits.

Principal Income Statement Line Items

The following is a brief description of the principal line items of our consolidated statement of comprehensive income.

Revenue

Our revenue comprises:

Distribution

(a) booking revenue, principally from (i) booking fees we charge to travel providers for each booking (including air, hotel, rail, cruise, ferry, car rental, tour operator and insurance bookings) made through our GDS platform, and (ii) charges to airlines for complementary functionalities that are closely related to the booking process, including ticketing (paper and electronic ticketing), revenue maximization products (automatic updates of flight schedules, availability, etc.) and optional products (value-adding ancillary functionalities that allow airlines to improve customer service);

(b) non-booking revenue, principally from (i) fees charged to travel agencies and subscribers for the provision of IT products and services, such as front-, mid- and back-office applications, corporate online booking tools and user-friendly interfaces for pricing display and comparison, (ii) sale of data and advertising products, such as booking statistics or provider advertising on our terminals, (iii) revenue from our subsidiaries Vacation.com® and TravelTainment, and (iv) certain other non-booking sources of revenue, including, for example, a product that processes authorizations for credit cards, sales of third-party hardware, the exchange gains or losses related to our foreign currency denominated revenue and operating expenses and gains or losses in respect of our hedging activities in British pounds sterling, Swedish krona and Australian dollars;

IT Solutions

(c) transactional revenue, principally comprising:

(i) IT transactional revenue from (i) transaction fees charged to airlines for each PB recorded using our Altéa Inventory module and, if implemented, our Altéa Departure Control module during the relevant year, (ii) transaction fees charged to airlines for each PNR processed using our Altéa e-Commerce solutions (such as e-Retail and e-Merchandise), (iii) transaction fees deriving from our stand-alone IT solutions (such as revenue optimization, customer loyalty programs, ticketing management and credit card payment security), and (iv) revenue from certain other sources, such as IT solutions for airports and rail operators;

(ii) direct distribution revenue, principally comprising revenue from (i) fees charged for bookings made through the direct sales channels of an airline using our Altéa Reservation solution and for certain types of air bookings made through the direct sales channels of Altéa customers for which we charge a booking fee, not a PB fee, and (ii) fees charged to airlines using our Altéa Reservation solution for complementary functionalities that are closely related to the booking process, including: ticketing (paper and electronic ticketing), revenue maximization products (automatic updates of flight schedules, availability, etc.) and a solution which permits connection to other GDS platforms for the management of bookings processed by them;

(d) non-transactional revenue, principally comprising revenue from (i) the customization and implementation of our Altéa suite modules, (ii) the provision of consulting, system integration, application hosting and training and other customer support services to airlines, and (iii) our custom-built hotel management systems; and

Opodo

(e) revenue generated by Opodo, principally comprising commissions from travel providers, services fees charged to end users and intra-group travel agency incentives paid by our Distribution business area to Opodo.

On our consolidated statement of comprehensive income, we present as a reduction of our revenue (i) certain content fees and related commercial rebates paid by us to certain travel providers for bookings made through our GDS platform (in the case of our Distribution business area's revenue), (ii) distribution fees paid to airlines and any commercial rebates under agreements with airline customers (in the case of our IT Solutions business area's revenue), and (iii) certain other commercial rebates paid by us to airlines. See "—Critical Accounting Policies—Revenue Recognition" above.

The following table shows the breakdown of our revenue by each of the above categories for the three years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,					
	2007[(1)]		2008		2009	
	Total	% of revenue	Total	% of revenue	Total	% of revenue
	(€ in millions, except percentages)					
Revenue						
Distribution:	**1,937.3**	**75.1**	**1,931.2**	**77.1**	**1,836.3**	**74.6**
Booking revenue	1,618.6	62.7	1,627.1	65.0	1,543.9	62.9
Non-booking revenue	318.7	12.4	304.1	12.1	292.4	11.7
IT Solutions:	**455.9**	**17.7**	**499.6**	**19.9**	**547.5**	**22.2**
Transactional revenue:	386.0	14.9	416.2	16.6	430.8	17.5
of which, IT Transactional revenue	168.8	6.5	220.7	8.8	258.9	10.5
of which, Direct Distribution revenue	217.2	8.4	195.5	7.8	171.9	7.0
Non-transactional revenue	69.9	2.8	83.4	3.3	116.7	4.7
Opodo	**201.3**	**7.8**	**90.3**	**3.6**	**98.5**	**4.0**
Intercompany revenue	(16.4)	0.6	(16.0)	0.6	(20.9)	0.8
Total revenue	**2,578.1**	**100.0**	**2,505.1**	**100.0**	**2,461.4**	**100.0**

Note:

(1) Includes the revenue generated by the Karavel Group, previously owned by Opodo, which was sold in September 2007. In the year ended December 31, 2007, the Karavel Group accounted for €111.2 million (or 55.2%) of the total revenue of our Opodo business area for that year.

Cost of Revenue

Cost of revenue primarily includes the following concepts:

(a) the distribution fee per booking paid by us to those local ACOs that do not form part of our consolidated group in respect of travel agency bookings made in the territory covered by such local ACOs (as of December 31, 2007, 2008 and 2009, there were 18, 19 and 19 local ACOs, respectively, in which we held less than 50% and for which we therefore accounted on an equity basis);

(b) the incentive fee per booking we pay to certain travel agencies and other travel retailers through whom bookings are made using our GDS;

(c) the distribution fee per booking paid by us to Altéa customers for certain types of air bookings made through their direct sales channels;

(d) other distribution costs of our Distribution business area and, to a lesser extent, of our IT Solutions business area, such as ticketing and other commissions;

(e) certain costs of Opodo, which related principally to the operating costs of the Karavel Group, sold in September 2007; and

(f) data communication expenses relating to the maintenance of our computer network, including connection charges.

Personnel and Related Expenses

Personnel and related expenses includes fixed and variable remuneration costs, social security costs and other personnel and related expenses. We record our personnel and related expenses gross of personnel-related expenses incurred in connection with product development projects recognized as intangible assets, and we capitalize such expenses in accordance with IFRS-EU.

Depreciation and Amortization

Depreciation and amortization principally comprises (i) the systematic allocation of the cost of our assets over their estimated useful life (within depreciation and amortization we also include the amortization of the step-up to fair value of the intangible assets that were identified on the allocation of the purchase price of the business combination between the parent company and Amadeus IT Group), and (ii) impairment losses in respect of tangible and intangible assets.

Other Operating Expenses

Other operating expenses principally comprises:

(a) travel, training and recruitment expenses, such as (i) the cost of business travel, (ii) internal and external staff training, and (iii) costs related to the group's recruitment activities;

(b) advertising and promotion expenses, such as the costs of (i) central advertising and promotional activities and our central coordination of the marketing efforts of the local ACOs, (ii) our marketing relationships with travel providers and multinational travel agency chains, (iii) local and institutional advertising, (iv) organizing and/or participating in trade shows and similar exhibitions, and (v) publicity materials and public relations expenditure;

(c) general and administrative expenses, such as (i) property costs, including rental and maintenance payments for our offices and facilities, (ii) local taxes, (iii) other administrative expenses, and (iv) the charge for doubtful debts;

(d) expenses related to external services, such as (i) the cost of external contractors providing services at our development centers in Australia, France, Germany, the United Kingdom and the United States, (ii) the cost of external consultants and advisors, including audit and legal fees, (iii) costs relating to data purchases for our main product development site in Sophia Antipolis (France), such as the purchase of information relating to visa requirements for travelers, weather forecasts and geographical information, and (iv) computing expenses, including hardware and software maintenance costs;

(e) a positive adjustment for expenses incurred on product development projects (mainly relating to personnel and related expenses and external services associated with the design and testing of new or improved products) which meet IFRS-EU requirements to be recognized as an intangible asset, which we refer to as "capitalizations" in our Audited Consolidated Financial Statements and this offering memorandum; and

(f) a positive adjustment for research grants received from the French authorities (Research Tax Credits) in respect of certain of our product development activities in Sophia Antipolis (France).

Interest Expense, Net

Interest expense, net primarily comprises (i) interest expense on our borrowings from financial institutions and certain of our shareholders, financial expense on hedging derivatives and deferred financing fees, less (ii) financial income received from our hedging derivatives and interest earned from short-term investments and bank deposits, plus / less (iii) the change in the fair value of derivatives that do not qualify for hedge accounting.

Exchange Gains (Losses)

Exchange gains (losses) primarily comprises actual exchange gains and losses from non-operating activities, principally in relation to our financing arrangements.

Other Income

Other income primarily comprises gains (losses) resulting from the sale of assets and equity investments.

Income Taxes

The corporate income tax rate in Spain was 32.5% during the year ended December 31, 2007 and, as of January 1, 2008, it was reduced to 30%, which was the applicable rate during each of the years ended December 31, 2008 and 2009. Our corporate income tax expense as a percentage of profit before income taxes (or effective tax rate) was 11.9%, 25.3% and 27.5% for the years ended December 31, 2007, 2008 and 2009, respectively. The table below sets forth a reconciliation between the statutory income tax rate in Spain and the effective income tax rate applicable to our group for the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,		
Reconciliation of statutory and effective tax rates	**2007**	**2008**	**2009**
		(%)	
Statutory income tax rate in Spain	**32.5**	**30.0**	**30.0**
Effect of changes in tax rates	0.7	—	—
Effect of different tax rates in other countries	1.7	1.8	1.0
Recognition of losses from prior periods	(0.2)	—	—
Other permanent differences[(1)]	(1.4)	(0.5)	(0.7)
Losses with no tax benefit recognition	0.5	0.2	0.5
Subtotal	**33.8**	**31.5**	**30.8**
Purchase price allocation impact	(21.9)	(6.2)	(3.3)
Effective income tax rate	**11.9**	**25.3**	**27.5**

Note:

(1) Principally related to certain operating expenses considered to be non-deductible and certain operating income considered to be non-taxable for tax purposes.

The principal contributing factor to the difference between the statutory income tax rate in Spain and the effective income tax rate applicable to our group for the years ended December 31, 2007, 2008 and 2009 is the adjustment made to the tax rate used to calculate the deferred tax liability recognized as a result of the purchase price allocation relating to the business combination between the parent company and Amadeus GTD. Following our acquisition of Amadeus GTD in 2005, the excess purchase price was partially allocated to certain intangible assets based on their estimated fair value. The fair value of these intangible assets was defined as the value the asset would have for a third party, including the benefit of the tax deductibility of the amortization of such assets. Accordingly, these assets were grossed up on our consolidated statement of financial position to the equivalent pre-tax amount and a deferred tax liability was recorded as a liability on such statement. This deferred tax liability was initially recorded at the prevailing tax rate of 36% then applicable to our group and each year we make an adjustment to align such rate with the anticipated effective tax rate of our group for the coming year. This deferred tax liability is only an accounting entry and has no effect on the actual taxes paid by our group. The adjustment made in 2007 was €42.9 million, whereas the adjustment resulting from the recalculation of the deferred tax liability from 33% (applicable in 2007) to 32% (applicable in 2008) was €13.3 million and the adjustment resulting from the change from 32% (applicable in 2008) to 31% (applicable in 2009) amounted to €11.0 million. In the year ended December 31, 2007, the difference was also partially attributable to a change in the statutory tax rate in Germany. See Note 23 to our Audited Consolidated Financial Statements for further information relating to taxation.

Share in Profit from Associates and Joint Ventures Accounted for Using the Equity Method

Under this line item, we record our share of profits or losses received from those entities, associates and joint ventures in which we have significant influence but do not exercise management control.

Profit or Loss Attributable to Minority Interests

Under this line item, we reflect the share of minority shareholders in profit or loss for the year of those group subsidiaries in which we hold less than 100% of the shares. The main items in this account are the minority shareholders of Amadeus Brasil Ltda., Amadeus France Services S.A., Amadeus Sweden AB and Amadeus IT Group.

Results of Operations

Statement of Comprehensive Income

Consolidated Results of Operations for the Years Ended December 31, 2008 and 2009

The following table sets forth our consolidated statement of comprehensive income for the years ended December 31, 2008 and 2009.

	Year Ended December 31,				
	2008	% of revenue	2009	% of revenue	% change 2008-2009
	(€ in millions, except percentages)				
Consolidated statement of comprehensive income					
Revenue	2,505.1	100.0	2,461.4	100.0	(1.7)
Cost of revenue	(626.8)	25.0	(592.0)	24.0	(5.6)
Personnel and related expenses	(598.2)	23.9	(605.6)	24.6	1.2
Depreciation and amortization	(318.0)	12.7	(346.5)	14.1	9.0
Other operating expenses	(405.0)	16.2	(367.8)	14.9	(9.2)
Operating income	**557.1**	**22.2**	**549.5**	**22.3**	**(1.4)**
Interest expense, net	(355.1)	14.2	(183.9)	7.5	(48.2)
Exchange gains (losses)	(19.7)	0.8	7.2	0.3	(136.5)
Other income	54.4	2.2	(1.0)	n.m.	(101.8)
Profit before income taxes	**236.7**	**9.4**	**371.8**	**15.1**	**57.1**
Income taxes	(59.9)	2.4	(102.1)	4.1	70.5
Profit after taxes	176.8	7.1	269.7	11.0	52.5
Share in profit from associates and joint ventures accounted for using the equity method	7.3	0.3	2.4	0.1	(67.1)
Profit for the year	**184.1**	**7.3**	**272.1**	**11.1**	**47.8**
Profit (loss) for the year attributable to:					
Owners of the parent	183.5	—	272.5	—	48.5
Minority interest	0.6	—	(0.4)	—	(166.7)

Revenue. Revenue decreased 1.7% from €2,505.1 million in the year ended December 31, 2008 to €2,461.4 million in the year ended December 31, 2009 as a result of the combination of a decrease of €94.9 million in our Distribution business area and an increase of €47.9 million and €8.2 million in our IT Solutions and Opodo business areas, respectively.

Distribution

- Within our Distribution business area, booking revenue decreased by €83.2 million, or 5.1%, from €1,627.1 million in the year ended December 31, 2008 to €1,543.9 million in the year ended December 31, 2009. This decrease was primarily driven by a 3.3% decline in the volume of air TA bookings and, to a lesser extent, by an 8.9% decline in the volume of non-air bookings (a decline of

4.1% on a combined basis). The 3.3% decrease in the volume of air TA bookings took place within the context of an approximate 5.5% decrease in the volume of GDS-processed air bookings across the period (see “Certain Terms and Conventions” above) and a decline of 1.0% in our average fee per booking (air and non-air) as a consequence of a wide variety of factors, including changes in the booking regional mix and pricing trends. Our estimated market share gain of approximately one percentage point in the year ended December 31, 2009 helped to mitigate the negative effect of the general deterioration of the GDS industry on our volumes as a result of the severe global economic recession. See “Market Share Data” above for details of how we calculate the GDS market size.

- Similarly, non-booking revenue declined by 3.8% from €304.1 million in the year ended December 31, 2008 to €292.4 million in the year ended December 31, 2009, principally attributable to: (i) a reduction in the revenue billed locally by our local ACOs, reflecting primarily a reduction in the revenue obtained from third-party hardware sale by our local ACOs to local travel agencies, and (ii) a decrease in revenue from the sale of data and travel intelligence products.

IT Solutions

- The revenue of our IT Solutions business area increased by 9.6% from €499.6 million in 2008 to €547.5 million in 2009. This growth was primarily driven by an increase of €33.3 million, or 39.9%, in non-transactional revenue, supported by increases in: (i) customizations and implementations of our Altéa PSS solutions, and (ii) the provision of IT services. See “—Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—IFRIC 18 “Transfers of Assets from Customers”” above for a description of a change in accounting policy effective as of January 1, 2010 which will affect how we account for customizations and, therefore, the non-transactional revenue of our IT Solutions business area in the year ended December 31, 2010 and subsequent years. Transactional revenue increased by €14.6 million, or 3.5%, in the year ended December 31, 2009 compared with the prior year, driven by an increase in our IT transactional revenue of 17.3% resulting primarily from the migration of 18 new customers (including 12 former users of our Altéa Reservation module on a stand-alone basis) to our Altéa Inventory and, in some cases, Departure Control solutions during 2009 and increasing sales of our Altéa e-Commerce and stand-alone IT solutions. This increase was partially offset by a 12.1% decrease in our direct distribution revenue due to the effect of the migration of these former users of our Altéa Reservation module to the Altéa suite.

  Transactional revenue decreased as a proportion of our IT Solutions business area’s revenue from 83.3% in 2008 to 78.7% in 2009, principally as a consequence of the growth in our revenue from the customization and implementation of IT solutions for airlines (recorded within non-transactional revenue), which almost doubled over the period. The significant increase in this source of non-transactional revenue was mainly attributable to the migration of a number of airlines during 2009 to our Altéa solutions and to preparatory work for Altéa migrations to be implemented in 2010 and later years.

Opodo

- Opodo revenue increased 9.1% from €90.3 million in the year ended December 31, 2008 to €98.5 million in the year ended December 31, 2009 as a result of an increase in airline commissions and service fees charged to end users, together with growth in advertising revenue and tour operator commissions.

Cost of revenue. Cost of revenue accounted for 25.0% and 24.0% of revenue in the years ended December 31, 2008 and 2009, respectively. Cost of revenue decreased by 5.6% from €626.8 million in the year ended December 31, 2008 to €592.0 million in the year ended December 31, 2009, principally due to the decline exhibited in some of our variable costs as a result of the drop in volumes experienced in 2009.

Personnel and related expenses. Personnel and related expenses accounted for 23.9% and 24.6% of revenue in the years ended December 31, 2008 and 2009, respectively. Personnel and related expenses increased by 1.2% from €598.2 million in the year ended December 31, 2008 to €605.6 million in the year ended December 31, 2009, in the context of an increase of 1.3% in average FTEs, and a limited variation in the unit average personnel cost. Our average FTEs increased from 7,412 in the year ended December 31, 2008 to 7,510 in the year ended December 31, 2009. 41 new FTEs (0.6%) resulted from non-organic growth representing the net positive result of our acquisitions less our disposals of companies carried out in either 2008 or 2009, with organic growth limited to 57 FTEs (0.7%). This marginal variation is due to a combination of increases in personnel relating to TravelTainment and our main product development site in Sophia Antipolis (France) coupled with declines in respect of Opodo and, to a lesser extent, our Madrid site and certain of our local ACOs. The relatively stable number of FTEs in 2009 (with a slight increase in Sophia Antipolis) reflects the efforts made by our company to maintain a stable overall workforce in the current tough economic environment while continuing to invest in the most productive areas of our organization.

Depreciation and amortization. Depreciation and amortization accounted for 12.7% and 14.1% of revenue in the years ended December 31, 2008 and 2009, respectively. Depreciation and amortization increased by 9.0% from €318.0 million in the year ended December 31, 2008 to €346.5 million in the year ended December 31, 2009, principally due to impairments incurred in 2009 amounting to €29.3 million, including impairments in respect of certain internal software developments by Amadeus s.a.s. and Amadeus Hospitality s.a.s., of which the most significant were a rail IT solution for the United Kingdom (€6.6 million), an integrated leisure and business platform for the German market (€6.1 million) and an IT solution for hotels (€3.6 million). The €29.3 million also included an impairment loss of €2.4 million in respect of certain contractual relationships of Amadeus IT Group for which the recoverable value was lower than the carrying value. Impairments as at December 31, 2008 amounted to €3.9 million, principally relating to certain software developments for the hospitality business and certain of our contractual relationships.

Other operating expenses. Other operating expenses accounted for 16.2% and 14.9% of revenue in the years ended December 31, 2008 and 2009, respectively. Other operating expenses decreased by 9.2% from €405.0 million in the year ended December 31, 2008 to €367.8 million in the year ended December 31, 2009. This reduction in other operating expenses was principally due to savings achieved in travel, training and recruitment expenses, computing expenses and advertising and promotions costs and to a positive adjustment of €7.8 million in respect of capitalizations and research tax credits received. This performance reflects our efforts to control certain of our fixed costs and is one of the key factors contributing to the resilience of our results across the period.

Operating income. Operating income accounted for 22.2% and 22.3% of revenue in the years ended December 31, 2008 and 2009, respectively. As a result of the foregoing, operating income decreased by 1.4% from €557.1 million in the year ended December 31, 2008 to €549.5 million in the year ended December 31, 2009.

Interest expense, net. Interest expense, net decreased by 48.2% from €355.1 million in the year ended December 31, 2008 to €183.9 million in the year ended December 31, 2009, principally due to the effect of the changes in the fair value of certain derivative instruments that did not qualify for hedge accounting. These changes in fair value were driven by decreases in interest rates and resulted in a loss of €89.9 million for the year ended December 31, 2008 and in a gain of €58.5 million for the year ended December 31, 2009, both accounted for through profit and loss under the "interest expense, net" caption.

In the year ended December 31, 2008, the fair value of the future estimated cash flows under the interest rate derivatives hedging our net debt suffered a very significant decline. This was due to the sudden and severe drop in interest rates that took place during the second half of that year. The loss was recorded on our consolidated statement of comprehensive income as certain derivatives did not qualify as hedges from an accounting perspective and could not, therefore, be accounted for through the "retained earnings and other reserves" caption within equity. In 2009, the hedges which had ceased to qualify for hedge accounting in 2008 were redesignated as hedges from an accounting perspective, so that, from the redesignation date, the losses in the fair value of the future estimated cash flows of such derivatives were accounted for directly through equity and reclassified on our consolidated statement of comprehensive income at the same time that the interest on the hedged debt was accrued. As the €89.9 million loss accounted for in the year ended December 31, 2008 was in anticipation of future estimated negative cash flows from January 1, 2009 to June and July of 2011 (when the derivatives mature), we recognized a gain of €58.5 million during the year ended December 31, 2009 under the "interest expense, net" caption corresponding to the reclassification of the losses booked in 2008 on the basis that all of these hedges could be assumed to have been effective from an accounting perspective in the year ended December 31, 2008.

Finally, in the year ended December 31, 2009 there was a further reduction of €17.0 million in the "Interest expense, net" caption, due to the lower interest accrued on the net debt of the group and its hedges with respect to the amounts accrued during the year ended December 31, 2008. This reduction was mainly attributable to the lower amount of debt outstanding as a consequence of the scheduled and compulsory debt repayments under our senior credit facilities and the reduction in May and August of 2008 in the interest margin payable under our senior credit facilities.

Exchange gains (losses). Exchange losses were €19.7 million in the year ended December 31, 2008 compared to exchange gains of €7.2 million in the year ended December 31, 2009, principally reflecting the exchange differences of the US dollar-denominated part of the Senior A facility as a consequence of the appreciation of the US dollar with respect to the euro in the year ended December 31, 2008 (which resulted in losses of €18.7 million) and the subsequent depreciation of the US dollar against the euro in the year ended December 31, 2009 (which resulted in gains of €4.2 million). All the US dollar-denominated debt under our senior credit facilities, with the exception of the portion corresponding to the Senior A facility (which was previously designated as a hedging instrument but was not designated as an accounting hedge in the year 2008), is designated as a hedge of future US dollar-denominated revenue and therefore its exchange gains and losses are accounted directly through equity to be reclassified as a profit or loss as the hedged future revenue impacts the consolidated statement of comprehensive income of the group.

Other income. Other income decreased from income of €54.4 million in the year ended December 31, 2008 to a loss of €1.0 million in the year ended December 31, 2009, principally due to the non-recurring gain of €53.6 million on the disposal of our associate, Red Universal de Marketing y Bookings Online, S.A., or Rumbo, in 2008 and there being no similar transactions in 2009.

Profit before income taxes. As a result of the foregoing, profit before income taxes increased by 57.1% from €236.7 million in the year ended December 31, 2008 to €371.8 million in the year ended December 31, 2009.

Income taxes. Income taxes increased by 70.5% from €59.9 million in the year ended December 31, 2008 to €102.1 million in the year ended December 31, 2009, resulting in an increase in our effective tax rate from 25.3% in the year ended December 31, 2008 to 27.5% in the year ended December 31, 2009. The table below sets forth a breakdown of the our effective tax rate for the years 2008 and 2009:

	Year Ended December 31,	
Effective tax rate	**2008**	**2009**
	(%)	
Effective tax rate excluding purchase price allocation deferred tax liability	31.5	30.8
Purchase price allocation impact	(6.2)	(3.3)
Effective income tax rate	**25.3**	**27.5**

Our effective tax rate excluding the effect of the deferred tax liabilities of the purchase price allocation (as described below) decreased marginally to 30.8% for the year ended December 31, 2009 compared with 31.5% for the year ended December 31, 2008. This was due to the partial utilization in 2009 of tax credits derived from the reinvestment of the consideration received on the sale of certain equity investments in previous years, and to the lower tax rates applicable to certain companies within our group during 2009.

Additionally, the deferred tax liability recognized as a result of the allocation of the purchase price in relation to the business combination between our company and Amadeus IT Group, was adjusted in the year ended December 31, 2009 to align it with the lower effective tax rate described above. The effect of recalculating the deferred tax liability from 32% (as applicable in 2008) to 31% (as applicable in 2009) amounted to €11.0 million. In 2008, the adjustment resulting from recalculating this deferred tax liability from 33% (applicable in 2007) to 32% (applicable in 2008), was €13.3 million. This deferred tax liability is only an accounting entry and has no effect on the actual taxes paid by our group.

Profit after taxes. As a result of the foregoing, profit after taxes increased by 52.5% from €176.8 million in the year ended December 31, 2008 to €269.7 million in the year ended December 31, 2009.

Share in profit from associates and joint ventures. Share in profit from associates and joint ventures accounted for using the equity method was €7.3 million in the year ended December 31, 2008, compared with €2.4 million in the year ended December 31, 2009. The decrease of 67.1% was principally due to a worsening in the results of operations of our associates for the year ended December 31, 2009.

Profit for the year. As a result of the foregoing, profit for the year increased by 47.8% from €184.1 million in the year ended December 31, 2008 to €272.1 million in the year ended December 31, 2009.

Consolidated Results of Operations for the Years Ended December 31, 2007 and 2008

The following table sets forth our consolidated statement of comprehensive income for the years ended December 31, 2007 and 2008.

	Year Ended December 31,				
	2007(1)	% of revenue	2008	% of revenue	% change 2007-2008
	(€ in millions, except percentages)				
Consolidated statement of comprehensive income					
Revenue	2,578.1	100.0	2,505.1	100.0	(2.8)
Cost of revenue	(669.8)	26.0	(626.8)	25.0	(6.4)
Personnel and related expenses	(583.4)	22.6	(598.2)	23.9	2.5
Depreciation and amortization	(401.5)	15.6	(318.0)	12.7	(20.8)
Other operating expenses	(455.6)	17.7	(405.0)	16.2	(11.1)
Operating income	**467.6**	**18.1**	**557.1**	**22.2**	**19.1**
Interest expense, net	(286.6)	11.1	(355.1)	14.2	23.9
Exchange gains (losses)	0.7	n.m.	(19.7)	0.8	2,914.3
Other income	36.7	1.4	54.4	2.2	48.2
Profit before income taxes	**218.4**	**8.5**	**236.7**	**9.4**	**8.4**
Income taxes	(26.1)	1.0	(59.9)	2.4	129.5
Profit after taxes	192.3	7.5	176.8	7.0	(8.1)
Share in profit from associates and joint ventures accounted for using the equity method	9.7	0.4	7.3	0.3	(24.7)
Profit for the year	**202.0**	**7.8**	**184.1**	**7.3**	**(8.9)**
Profit (loss) for the year attributable to:					
Owners of the parent	202.2	—	183.5	—	(9.3)
Minority interest	(0.2)	—	0.6	—	(400)

Note:

(1) Includes the revenue generated by the Karavel Group, owned by Opodo, which was sold in September 2007. In the year ended December 31, 2007, the Karavel Group accounted for €111.2 million (or 55.2%) of the total revenue of our Opodo business area for that year.

Revenue. Revenue decreased 2.8% from €2,578.1 million in the year ended December 31, 2007 to €2,505.1 million in the year ended December 31, 2008. The decrease was attributable mainly to a €111.0 million decrease in the revenue generated by Opodo, principally as a result of the sale in September 2007 of the Karavel Group, which contributed €111.2 million of revenue in 2007, representing 4.3% of our group revenue in that year.

Revenue from our Distribution and IT Solutions business areas on an aggregate basis increased by 1.6% from €2,393.2 million in the year ended December 31, 2007 to €2,430.8 million in the year ended December 31, 2008 as a result of a €43.7 million, or 9.6%, increase in the revenue of our IT Solutions business area and a marginal decrease of €6.1 million, or 0.3%, in the revenue of our Distribution business area.

Distribution

- Within our Distribution business area, booking revenue increased by €8.5 million, or 0.5%, from €1,618.6 million in the year ended December 31, 2007 to €1,627.1 million in the year ended December 31, 2008. This increase was primarily due to a 0.6% increase in air TA booking volumes and, to a lesser extent, to an increase of 1.4% in our non-air booking volumes (a 0.7% in air and non-air bookings on a combined basis), while our average fee per booking (air and non-air) remained almost flat. The growth of our air TA bookings was mainly attributable to the market share gains we achieved during 2008. In 2008, we estimate that our market share of GDS-processed air bookings was approximately 36%, compared with an estimated market share of approximately 34% in 2007. This estimated market share gain of approximately two percentage points helped to offset the negative effects of the general deterioration experienced in the GDS industry as a result of the global economic downturn. We estimate that the total number of GDS-processed air bookings fell by approximately 5.7% in 2008, compared with the prior year. See "Market Share Data" above for details of how we calculate our market shares and the GDS market size.

- Non-booking revenue declined by 4.6% from €318.7 million in the year ended December 31, 2007 to €304.1 million in the year ended December 31, 2008, due to (i) losses incurred as a result of foreign exchange movements and certain of our hedging activities (principally reflecting the negative impact of certain currency derivatives denominated in British pounds sterling and, to a lesser extent, the Swedish krona as a consequence of the depreciation of both currencies against the euro in 2008), and (ii) a decline in the revenue billed locally by our local ACOs, reflecting primarily a decline in equipment and communication sale revenue.

IT Solutions

- In 2008, revenues from our IT Solutions business area increased by €43.7 million, or 9.6%, compared with the prior year. Transactional and non-transactional IT Solutions revenue increased by €30.2 million, or 7.8%, and €13.5 million, or 19.3%, respectively, in the year ended December 31, 2008, compared with 2007. The increase in transactional revenue was mostly driven by the growth in our IT transactional revenue, which increased by €51.9 million, or 30.7%, principally as a result of the migration of 19 airlines to the Altéa platform during 2008 (12 of these new customers were former users of our Altéa Reservation module) and increasing sales of our Altéa e-Commerce and stand-alone IT solutions. This increase was partially offset by a 10.0% decrease in our direct distribution revenue from €217.2 million in 2007 to €195.5 million in 2008 due to the effect of the migration of these former users (including one of our key customers) of our Altéa Reservation module on a stand-alone basis to our Altéa Inventory and, in some cases, Departure Control solutions. The 19.3% increase in our non-transactional revenue from €69.9 million in 2007 to €83.4 million in 2008 was primarily driven by (i) the customization and implementation of our Altéa PSS solutions for new customers (including these former users of our Altéa Reservation module), and (ii) the provision of IT services, including the hosting of a new application for one of our top customers.

  Transactional revenue decreased as a proportion of our IT Solutions business area's revenue from 84.7% in 2007 to 83.3% in 2008 principally as a consequence of the growth in our revenue from the customization and implementation of IT solutions for airlines (recorded within non-transactional revenue), which increased by almost a third. The significant increase in this source of non-transactional revenue was mainly attributable to the migration of a number of airlines during 2008 to our Altéa solutions and to preparatory work for Altéa migrations to be implemented in 2009 and later years.

Cost of revenue. Cost of revenue accounted for 26.0% and 25.0% of revenue in the years ended December 31, 2007 and 2008, respectively. Cost of revenue decreased by 6.4% from €669.8 million in the year ended December 31, 2007 to €626.8 million in the year ended December 31, 2008, principally due to the exit of the Karavel Group from the consolidation perimeter at the end of September 2007.

Personnel and related expenses. Personnel and related expenses accounted for 22.6% and 23.9% of revenue in the years ended December 31, 2007 and 2008, respectively. Personnel and related expenses increased by 2.5% from €583.4 million in the year ended December 31, 2007 to €598.2 million in the year ended December 31, 2008, principally due to an increase in the average number of FTEs in 2008 compared with the prior year. The average number of full-time employees grew by 1.1% from 7,332 in 2007 to 7,412 in 2008 as a result of the combination of an overall increase of 481 employees in our group (excluding Opodo) and a reduction of 401 employees within the Opodo group, principally as a result of the sale of the Karavel Group in September 2007. The increase in our workforce outside the Opodo group was mainly driven by continued investment in the development of new products and our need to support the growth in revenue of our IT Solutions business area. To a lesser extent, the increase in our workforce was also attributable to our acquisition of certain local ACOs.

Depreciation and amortization. Depreciation and amortization accounted for 15.6% and 12.7% of revenue in the years ended December 31, 2007 and 2008, respectively. Depreciation and amortization decreased from €401.5 million in the year ended December 31, 2007 to €318.0 million in the year ended December 31, 2008. This 20.8% decrease was mainly attributable to a €69.9 million decrease in the amortization charge as a result of the full amortization in 2007 of certain contractual relationships in the amount of €61.2 million, the accelerated amortization in 2007 of the Opodo platform technology in the amount of €6.7 million and a €16.3 million decrease in the depreciation charge on fixed assets, principally resulting from the extraordinary depreciation charge on air-ticket printers in 2007, following a change in IATA regulations on May 31, 2008, which prescribed the use of e-tickets. Overall, the amortization expense attributable to the apportionment of the excess purchase price allocation and certain related adjustments decreased by €64.8 million from €220.8 million for the year ended December 31, 2007 to €156.0 million for the year ended December 31, 2008 as a result of, among other factors, the full amortization of the contractual relationships referred to above.

Other operating expenses. Other operating expenses accounted for 17.7% and 16.2% of revenue in the years ended December 31, 2007 and 2008, respectively. Other operating expenses decreased from €455.6 million in the year ended December 31, 2007 to €405.0 million in the year ended December 31, 2008. This 11.1% decrease was principally attributable to: (i) a €13.3 million decrease in general and administrative expenses, attributable principally to lower building-related costs in 2008 as a result of a one-off expense in 2007 of €5.2 million relating to unoccupied office space at our development offices in the United Kingdom and a reduction of €7.1 million in our doubtful debt provision at the local ACO level in 2008 due to improved controls that were implemented for the tracking and collection of local revenue, (ii) a €12.0 million reduction in the cost of advertising and promotion, mainly as a result of the cancellation of local ACO advertising campaigns and, to a lesser extent, a reduction in expenditure on trade shows and similar exhibitions, (iii) a €8.8 million decrease in computing expenses, mainly attributable to a reduction in hardware and software costs deriving from the migration of mainframes used for our pricing system for air travel to open UNIX®-based systems, particularly in our data processing center in Erding (Germany), (iv) a €4.0 million reduction in travel, training and recruitment expenses as a result of the implementation of certain cost-control measures, and (v) a €14.9 million increase in capitalizations and research incentives.

Operating income. As a result of the foregoing, operating income increased 19.1% from €467.6 million in the year ended December 31, 2007 to €557.1 million in the year ended December 31, 2008.

Interest expense, net. Interest expense, net accounted for 11.1% and 14.2% of revenue in the years ended December 31, 2007 and 2008, respectively. Interest expense, net increased 23.9% from €286.6 million in the year ended December 31, 2007 to €355.1 million in the year ended December 31, 2008, principally attributable to a €89.9 million change in the fair value of derivative instruments that did not qualify as accounting hedges. As a result, such change in fair value ceased to be recorded under the "retained earnings and other reserves" caption within equity but was instead recognized directly as an interest expense on our consolidated statement of comprehensive income for the year ended December 31, 2008. The increase in interest expense was partially offset by a €18.0 million reduction in interest expense under our senior financing arrangements during 2008. In addition, in 2007 we recorded a one-off interest expense of €9.7 million for deferred financing fees, including commissions and legal fees, deriving from the refinancing of our debt in 2007. There was no equivalent interest expense in the year ended December 31, 2008.

Exchange gains (losses). Exchange gains were €0.7 million in the year ended December 31, 2007 compared to losses of €19.7 million in the year ended December 31, 2008, principally due to the fact that the group ceased to designate the US dollar-denominated tranche of the Senior A facility under our senior financing arrangements as a hedging instrument for future US dollar-denominated revenue in the year ended December 31, 2008.

Other income. Other income increased 48.2% from €36.7 million in the year ended December 31, 2007 to €54.4 million in the year ended December 31, 2008, principally due to the €53.6 million gain recorded in 2008 as a result of the disposal of our associate Rumbo, while other income in the year ended December 31, 2007 primarily reflected gains resulting from the disposal of our associate Internet Travel Agent, Inc. ("ITA") (€25.9 million), the Karavel Group (€5.8 million) and certain available for sale investments (€4.3 million).

Profit before income taxes. As a result of the foregoing, profit before income taxes increased 8.4% from €218.4 million in the year ended December 31, 2007 to €236.7 million in the year ended December 31, 2008.

Income taxes. Income taxes increased 129.5% from €26.1 million in the year ended December 31, 2007 to €59.9 million in the year ended December 31, 2008, resulting in an increase in our effective tax rate from 11.9% in the year ended December 31, 2007 to 25.3% in the year ended December 31, 2008, as explained in more detail below.

The following table sets forth a breakdown of our effective tax rate for the years December 31, 2007 and 2008.

	Year Ended December 31,	
Effective tax rate	**2007**	**2008**
	(%)	
Effective tax rate excluding purchase price allocation deferred tax liability	33.8	31.5
Purchase price allocation deferred tax liability	(21.9)	(6.2)
Effective tax rate	**11.9**	**25.3**

The decrease in our effective tax rate excluding the effect of the deferred tax liabilities of the purchase price allocation, as described below, from 33.8% in the year ended December 31, 2007 to 31.5% in the year ended December 31, 2008 can principally be attributed to lower legal tax rates applicable to our group companies in Spain (decreasing from 32.5% to 30% during these years) and Germany (from 36.67% to 27.34% in the case of our German group companies).

The deferred tax liability recognized as a result of the allocation of the purchase price in relation to the business combination between the parent company and Amadeus GTD was adjusted by €42.9 million and €13.3 million in the years ended December 31, 2007 and 2008, respectively, to align it with our effective tax rate applicable in these years. This tax liability is an accounting entry and has no effect on the actual amount of taxes paid by our group.

Profit after taxes. As a result of the foregoing, profit after taxes decreased 8.1% from €192.3 million in the year ended December 31, 2007 to €176.8 million in the year ended December 31, 2008.

Share in profit from associates and joint ventures. Share in profit from associates and joint ventures accounted for using the equity method decreased by 24.7% from €9.7 million in the year ended December 31, 2007 to €7.3 million in the year ended December 31, 2008, principally due to the disposal of our associate Rumbo in the year ended December 31, 2008. Our share in the profits of Rumbo was €2.2 million in the year ended December 31, 2007, while Rumbo was classified as an asset held for disposal during the year ended December 31, 2008.

Profit for the year. As a result of the foregoing, profit for the year decreased 8.9% from €202.0 million in the year ended December 31, 2007 to €184.1 million in the year ended December 31, 2008.

Consolidated Results of Operations by Quarter

The following table sets forth our revenue, adjusted EBITDA and air TA bookings for each of the quarters ended March 31 (Q1), June 30 (Q2), September 30 (Q3) and December 31 (Q4) for each of the years indicated.

	2007				2008				2009			
Quarterly information	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**
Air TA bookings (in millions)	**98.4**	**92.9**	**87.0**	**83.9**	**104.4**	**97.7**	**85.8**	**76.2**	**94.8**	**88.3**	**85.2**	**84.1**
Year-on-year growth(1)	—	—	—	—	*6.1%*	*5.2%*	*(1.3)%*	*(9.2)%*	*(9.3)%*	*(9.7)%*	*(0.8)%*	*10.4%*
Year-on-year growth adjusted for working days(2)	—	—	—	—	*7.7%*	*4.0%*	*(1.9)%*	*(8.7)%*	*(9.1)%*	*(8.3)%*	*(0.8)%*	*9.4%*
Revenue (€ in millions)	**682.1**	**654.4**	**657.7**	**583.9**	**677.0**	**636.3**	**602.0**	**589.8**	**628.3**	**616.2**	**606.0**	**610.9**
Year-on-year growth(1)	—	—	—	—	*(0.7)%*	*(2.8)%*	*(8.5)%*	*1.0%*	*(7.2)%*	*(3.2)%*	*0.7%*	*3.6%*
Year-on-year growth adjusted for the Karavel Group(3)	—	—	—	—	*4.3%*	*1.5%*	*(0.9)%*	*1.0%*	*(7.2)%*	*(3.2)%*	*0.7%*	*3.6%*
Adjusted EBITDA (€ in millions)(4)	**252.6**	**227.7**	**231.6**	**160.9**	**262.4**	**240.4**	**213.6**	**165.2**	**225.3**	**243.4**	**236.4**	**192.3**
Year-on-year growth(1)	—	—	—	—	*3.9%*	*5.6%*	*(7.8)%*	*2.7%*	*(14.2)%*	*1.2%*	*10.7%*	*16.4%*
Year-on-year growth adjusted for the Karavel Group(4)	—	—	—	—	*4.4%*	*5.6%*	*(4.8)%*	*2.7%*	*(14.2)%*	*1.2%*	*10.7%*	*16.4%*

Notes:

(1) Compares the relevant quarter with the same quarter of the prior year.

(2) Compares the number of our air TA bookings during the relevant quarter with the same quarter in the prior year, adjusted for differences in the number of working days in each quarter.

(3) Compares the relevant quarter with the same quarter of the prior year but excluding the effect of the Karavel Group. We have adjusted the figures for the first, second and third quarters of 2007 to exclude the revenue and adjusted EBITDA of the Karavel Group, which was sold in September 2007. Accordingly, the figures for those quarters and the adjusted year-on-year growth figures for the same quarters in 2008 are pro forma and do not reflect actual results.

(4) See "—Management Measures" below for an explanation of how we calculate adjusted EBITDA.

Air TA bookings. In general, our air TA booking volumes tend to be higher in the first quarter (due to increased business travel volumes in this quarter) and then gradually to decrease quarter by quarter through to the end of the year. In those years in which Easter falls in March (instead of April), the concentration of bookings in the second quarter can, however, be greater than the first quarter due to reduced business activity over Easter.

In the case of 2008, the decline in our air TA booking volumes in each quarter was more pronounced than normal as a consequence of the global economic recession and the deterioration experienced by the GDS industry from the second quarter of 2008 onwards. In contrast, the seasonal decline in air TA bookings from quarter to quarter in 2009 was less marked than normal due to the gradual recovery of the world economy and the GDS industry from the second quarter of 2009 through to the end of the year. In the last quarter of 2009, we recorded positive year-on-year growth of 10.4% in our air TA bookings for the first time since the second quarter of 2008.

Revenue. Our revenue is influenced by the seasonality of our air TA booking volumes and by general economic conditions affecting air travel. The percentage variations in our revenue tend, however, to be less pronounced than the variations in our air TA bookings (comparing the trends for the same quarter) because the non-booking revenue of our Distribution business area and the non-transactional revenue of our IT Solutions business area are not directly linked to air traffic volumes and therefore exhibit a more stable performance over the course of a year. Additionally, the negative effect on our revenue caused by the gradual decline in our air TA bookings over the course of a year can, occasionally, be mitigated by increases in the transactional revenue of our IT Solutions business area resulting from eventual successful migration of an airline to our Altéa platform. These migrations, particularly those for larger airlines, can produce results that deviate from the seasonal trend during the quarter or quarters of a year in which we receive the increased transactional revenue from PBs and PNRs processed for the newly migrated airline.

Our revenue was similarly affected by the global economic downturn that commenced in 2008, although the decline in our revenue during the third quarter of 2008 and the first and second quarters of 2009 (in each case relative to the same quarter of the prior year) was less marked than the decline in our air TA booking volumes (comparing the same periods). This more moderate decline in our revenue was attributable to the migration of airlines to our Altéa platform and to the more stable performance of our non-booking revenue (within our Distribution business area) and our non-transactional IT revenue (within our IT Solutions business area), which are not directly linked to air traffic volumes and served to mitigate the negative effect of reduced air passenger traffic worldwide. Our revenue returned to positive growth in the third quarter of 2009, one quarter ahead of our air TA booking volumes, and this trend was consolidated in the fourth quarter of 2009 with 3.6% year-on-year revenue growth.

Operating costs. The most significant trend exhibited by our operating costs during the year is a reduction in such costs (including sub-contracting and travel costs) in the third quarter of each year reflecting the reduced number of days worked over the summer holiday period. Our operating costs tend to return to normal levels during the last quarter of each year.

Adjusted EBITDA. As a result of the foregoing, the adjusted EBITDA of our group tends to be higher in the first and second quarters of each year, which customarily exhibit increased air traffic, and lower in the last quarter of the year when reduced air TA bookings volumes combine with operating costs that have increased to normal levels following the summer holiday period.

Against the backdrop of a challenging economic environment in all of our key markets, we believe our financial performance during the global recession that affected 2008 and 2009 is testament to the resilience and sound management of our business.

Results of Operations by Business Area

In the discussion of our results of operations by business area set forth below, we have presented the financial information of each business area using certain management accounting measures, which have been extracted from the accounting records of our company used to prepare the Audited Consolidated Financial Statements, such as: “operating costs”, “direct capitalizations”, “contribution margin”, “costs”, “EBITDA” and “adjusted EBITDA”. We have presented these management measures, certain of which are unaudited, because we believe they may contribute to a fuller understanding of our results of operations by providing additional information on what we consider to be some of the drivers of our financial performance.

Certain of these measures are not defined under IFRS-EU and may be presented on a different basis than the financial information included in our Audited Consolidated Financial Statements. Accordingly, they may differ significantly from similarly titled information reported by other companies, and may not be comparable. Prospective investors are cautioned not to place undue reliance on these management accounting measures, which should be considered supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein and in our Audited Consolidated Financial Statements included elsewhere in this offering memorandum.

See "—Management Measures" below for an explanation of how we define each of these management accounting measures and a reconciliation of the contribution margins of our Distribution and IT Solutions business areas and the consolidated EBITDA of Opodo with our consolidated operating profit for each of the years ended December 31, 2007, 2008 and 2009.

Distribution

The following table sets forth certain financial data derived from our accounting records for our Distribution business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007			2008			2009	
Distribution	**Total**	**% of revenue**	**% change 2007-2008**	**Total**	**% of revenue**	**% change 2008-2009**	**Total**	**% of revenue**
	(€ in millions, except percentages)							
Revenue	1,937.3	100.0	(0.3)	1,931.2	100.0	(4.9)	1,836.3	100.0
Booking revenue	1,618.6	83.5	0.5	1,627.1	84.3	(5.1)	1,543.9	84.1
Non-booking revenue	318.7	16.5	(4.6)	304.1	15.7	(3.8)	292.4	15.9
Operating costs	(1,011.9)	52.3	2.6	(1,038.7)	53.8	(4.8)	(988.8)	53.9
Direct capitalizations(1)	9.3	0.5	58.1	14.7	0.8	72.1	25.3	1.4
Contribution margin	**934.7**	**48.2**	**(2.9)**	**907.2**	**47.0**	**(3.8)**	**872.8**	**47.5**
Air TA bookings (in millions)(2)	362.2	—	0.6	364.2	—	(3.3)	352.4	—
Non-air bookings (in millions)(2)	65.9	—	1.4	66.8	—	(8.9)	60.8	—
Average fee per booking (air and non-air) (in euro)(3)	3.78	—	(0.2)	3.78	—	(1.0)	3.74	—
Estimated global market share of GDS-processed air bookings(4)	34%	—	—	36%	—	—	37%	—

Notes:

(1) Capitalization of certain expenses, such as personnel and social security expenses, included within the operating costs line item for our Distribution business area.

(2) Represents the number of bookings processed and billed using our GDS platform during the relevant year.

(3) Represents our booking revenue divided by the total number of air TA and non-air bookings processed through our GDS platform.

(4) Estimated global market share of GDS-processed air bookings. Our reported air TA bookings are based on the actual air TA bookings processed and billed by our group, whereas the bookings we use to estimate our global market share include all air travel agency bookings processed by our GDS platform, excluding cancelled bookings, regardless of whether such bookings generate revenue for the GDS provider. See "Market Share Data" above for further information on our market share calculations.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2009

The contribution margin of our Distribution business area decreased by €34.4 million, or 3.8%, from €907.2 million in the year ended December 31, 2008 to €872.8 million in the year ended December 31, 2009. As a percentage of the revenue of our Distribution business area, the contribution margin of this business area improved from 47.0% of revenue in the year ended December 31, 2008 to 47.5% of revenue in the year ended December 31, 2009.

The 3.8% decrease in the contribution margin of our Distribution business area was mainly attributable to a decrease of €94.9 million, or 4.9%, in the revenue of our Distribution business area owing to the combination of a 5.1% reduction in our booking revenue and a 3.8% reduction in our non-booking revenue. The reduction in our booking revenue principally resulted from a 4.1% decrease in our booking volumes driven by what we estimate to have been a general reduction of 5.5% in volumes experienced by the GDS industry as a whole against the backdrop of the worldwide economic recession. The reduction in our non-booking revenue was principally attributable to: (i) a fall in the revenue billed by our local ACOs, reflecting primarily a decline in equipment and communication sales, and (ii) a decrease in revenue from data and travel intelligence products.

The 4.9% decrease in the revenue of our Distribution business area was partially offset by (i) a reduction of €49.9 million, or 4.8%, in the operating costs of this business area, principally reflecting a decrease in incentives paid to travel agencies due to reduced volumes and in fixed costs, mainly computing expenses and business travel expenses, of this business area, and (ii) an increase of €10.6 million in direct capitalizations relating to two new projects that were capitalized during 2009.

Year Ended December 31, 2007 Compared with Year Ended December 31, 2008

The contribution margin of our Distribution business area decreased by €27.5 million, or 2.9%, from €934.7 million in the year ended December 31, 2007 to €907.2 million in the year ended December 31, 2008. As a percentage of the revenue of our Distribution business area, the contribution margin represented 48.2% of revenue in the year ended December 31, 2007 and 47.0% of revenue in the year ended December 31, 2008.

The 2.9% decrease in the contribution margin of our Distribution business area was mainly attributable to an increase of €26.8 million, or 2.6%, in the operating costs of our Distribution business area, primarily reflecting the impact of a 0.7% increase in booking volumes and a 1.9% increase in our unit operating costs (measured as operating costs divided by total bookings) due to the combination of an increase in the variable costs of our Distribution business area and a decline in the direct fixed costs allocable to this business area. The increase in the variable costs of our Distribution business area was principally due to an increase in the incentives paid to travel agencies, while we were able to achieve savings within the direct fixed costs caption through the implementation of certain cost savings initiatives aimed at reducing discretionary costs included within the fixed costs allocated to Distribution business area, such as travel, recruitment, advertising and promotion consultancy expenses, while ensuring sufficient investment to support our Distribution business area.

IT Solutions

The following table sets forth certain financial data derived from our accounting records for our IT Solutions business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007			2008			2009	
IT Solutions	**Total**	**% of revenue**	**% change 2007-2008**	**Total**	**% of revenue**	**% change 2008-2009**	**Total**	**% of revenue**
	(€ in millions, except percentages)							
Revenue	455.9	100.0	9.6	499.6	100.0	9.6	547.5	100.0
Transactional revenue	386.0	84.7	7.8	416.2	83.3	3.5	430.8	78.7
Of which, IT Transactional revenue	168.8	37.0	30.7	220.7	44.2	17.3	258.9	47.3
Of which, Direct Distribution revenue	217.2	47.7	(10.0)	195.5	39.1	(12.1)	171.9	31.4
Non-transactional revenue	69.9	15.3	19.3	83.4	16.7	39.9	116.7	21.3
Operating costs	(185.3)	40.6	13.9	(211.0)	42.2	15.3	(243.5)	44.5
Direct capitalizations(1)	39.3	8.6	16.8	45.9	9.2	(0.9)	45.5	8.3
Contribution margin	**309.9**	**68.0**	**7.9**	**334.5**	**66.9**	**4.5**	**349.5**	**63.8**
Altéa PSS PBs (in millions)(2)	123.8	—	55.9	193.0	—	23.1	237.5	—
Average fee per PB (in euro)(3)	1.36	—	(16.1)	1.14	—	(4.7)	1.09	—
Airlines contracted to use Altéa PSS (as of December 31)(4)	52	—	26.9	66	—	36.4	90	—
Airlines migrated to Altéa PSS(5)	34	—	52.9	52	—	28.8	67	—

Notes:

(1) Capitalization of certain expenses, such as personnel and social security expenses, included within the operating costs line item for our IT Solutions business area.

(2) Represents the number of PBs boarded onto flights operated by airlines using our Altéa Inventory and, in some cases, Departure Control modules during the relevant year. If an airline uses both modules, each PB is counted only once as it passes through the various stages of our Altéa PSS.

(3) Represents our IT Transactional revenue divided by the total number of PBs processed using our Altéa Inventory and, in some cases, Departure Control modules.

(4) Represents the number of airlines that have entered into contractual arrangements to use our Altéa Inventory and, in some cases, Departure Control modules as of December 31 of the year indicated.

(5) The number of airlines using our Altéa Inventory and, in some cases, Departure Control modules by December 31 of the financial year indicated.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2009

The contribution margin of our IT Solutions business area increased by €15.0 million, or 4.5%, from €334.5 million in the year ended December 31, 2008 to €349.5 million in the year ended December 31, 2009. As a percentage of the revenue of our IT Solutions business area, the contribution margin of our IT Solutions business area represented 66.9% of revenue of our IT Solutions business area in the year ended December 31, 2008 and declined to 63.8% of revenue of our IT Solutions business area in the year ended December 31, 2009.

Had we applied IFRIC 18 "Transfers of Assets from Customers" for the year ended December 31, 2009, we calculate that the revenue of our IT Solutions business area would have been €36.4 million less, that the operating costs of this business area would have been €28.2 million less, that our capitalizations (and thus our intangible fixed assets) would have been increased by €28.2 million and that the contribution margin of our IT Solutions business area would have been 66.8% for the year. The impact of IFRIC 18 would, however, have been neutral from an operating cash flow perspective, as the reduction in our operating profit and the increase in capital expenditure would have been offset by an improvement in our operating working capital position. See "—Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—IFRIC 18 "Transfers of Assets from Customers"" above for further information on our change in accounting policy, effective as of January 1, 2010, implementing IFRIC 18.

The increase in the contribution margin of our IT Solutions business area was supported by an increase of €47.9 million, or 9.6%, in revenue of this business area, principally owing to (i) an increase of 39.9% in revenue from non-transactional IT solutions, supported by increases in customizations and implementations of our Altéa solutions and the provision of IT services, and (ii) an increase of 3.5% in our transactional revenue, mainly resulting from the migration of 18 new customers (including 12 former users of our Altéa Reservation module) to the Altéa suite and increasing sales of our Altéa e-Commerce and stand-alone IT solutions. The operating costs of our IT Solutions business area, on the other hand, increased by €32.5 million, or 15.3%, primarily as a result of increased personnel costs due to growth in our workforce to support the expansion of this business area, including up-front development costs related to migrations to our Altéa Inventory and, in some cases, Departure Control modules which were still to be implemented at the end of that year.

Year Ended December 31, 2007 Compared with Year Ended December 31, 2008

The contribution margin of our IT Solutions business area increased by €24.6 million, or 7.9%, from €309.9 million in the year ended December 31, 2007 to €334.5 million in the year ended December 31, 2008. As a percentage of the revenue of our IT Solutions business, the contribution margin of our IT Solutions business area represented 68.0% of revenue of our IT Solutions business area in the year ended December 31, 2007 and 66.9% of revenue of our IT Solutions business area in the year ended December 31, 2008.

The increase in the contribution margin of our IT Solutions business area was supported by an increase of €43.7 million, or 9.6%, in revenue, from the year ended December 31, 2007, to the year ended December 31, 2008, principally owing to (i) an increase of 19.3% in revenue from non-transactional IT solutions, supported by increases in customizations and implementations of our Altéa solutions (mainly for new Altéa customers) and increased revenue from various IT services, mainly attributable to the hosting of a new application for one of our top customers, and (ii) an increase of 7.8% in our transactional revenue, principally attributable to the migration of airlines to one or more of our Altéa modules and an increase in revenue from our Altéa e-Commerce and stand-alone IT solutions. The operating costs of our IT Solutions business area, on the other hand, increased by €25.7 million, or 13.9% from the year ended December 31, 2007, to the year ended December 31, 2008, primarily as a result of increased personnel costs as we enlarged our workforce to support the growth of this business area.

Opodo

The following table sets forth the revenue, costs, EBITDA and gross sales of our Opodo business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007[1]			2008			2009	
Opodo	Total	% of revenue	% change 2007-2008	Total	% of revenue	% change 2008-2009	Total	% of revenue
	(€ in millions, except percentages)							
Revenue	201.3	100.0	(55.1)	90.3	100.0	9.1	98.5	100.0
Costs[2]:	(193.6)	96.2	(58.8)	(79.7)	88.3	(9.3)	(72.3)	73.4
EBITDA[3]	**7.7**	**3.8**	**37.7**	**10.6**	**11.7**	**147.2**	**26.2**	**26.6**
Gross sales[4]	1,205.0	—	2.1	1,230.0	—	11.9	1,375.9	—

Notes:

(1) Includes the results of the Karavel Group, which we sold in September 2007. In the year ended December 31, 2007, the Karavel Group accounted for €111.2 million, or 55.2%, of the total revenue, €102.7 million, or 53.0%, of the total costs and €228.6 million, or 19.0%, of the total gross sales of our Opodo business area. Excluding the Karavel Group, the EBITDA of our Opodo business area in 2007 would have amounted to a loss of €0.8 million.

(2) Principally comprises personnel expenses, marketing costs and costs associated with the company's call center.

(3) See "—Management Measures" below for an explanation of how we calculate EBITDA for our Opodo business area.

(4) Represents the total transaction value, or TTV, of all air and non-air bookings processed by Opodo during the year. TTV represents the total retail value of transactions booked for both agency and merchant transactions and reflects the total price paid for travel products and services by travelers, including taxes, fees and other charges. The retail value is recorded at the time of the relevant booking and subsequent cancellations and refunds are generally eliminated from TTV. TTV does not represent the statutory turnover of Opodo.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2009

The revenue of our Opodo business area increased 9.1% from €90.3 million in the year ended December 31, 2008 to €98.5 million in the year ended December 31, 2009, as a result of an increase in airline commissions, intra-group travel agency incentives and air service fees, together with the growth of the advertising revenue and tour commissions. The costs of this business area decreased by 9.3% from €79.7 million in the year ended December 31, 2008 to €72.3 million in the year ended December 31, 2009, primarily reflecting a more efficient cost structure, derived from a restructuring process conducted throughout 2008 which resulted in indirect cost efficiencies, particularly in relation to personnel and IT costs. As a result, the EBITDA of our Opodo business area increased by 147.2% from €10.6 million in the year ended December 31, 2008 to €26.2 million in the year ended December 31, 2009. The EBITDA margin (calculated as a percentage of the business area's revenue) increased from 11.7% in 2008 to 26.6% in 2009.

Year Ended December 31, 2007 Compared with Year Ended December 31, 2008

The revenue of our Opodo business area decreased 55.1% from €201.3 million in the year ended December 31, 2007 to €90.3 million in the year ended December 31, 2008, due to the sale of the Karavel Group. Excluding this sale, the revenue of our Opodo business area would have been €90.1 million in the year ended December 31, 2007, broadly in line with the revenue in the year ended December 31, 2008. The costs of this business area decreased 58.8% from €193.6 million in the year ended December 31, 2007 to €79.7 million in the year ended December 31, 2008, primarily as a result of the inclusion through September 2007 of the costs associated with the Karavel Group. Excluding the Karavel Group, the costs of this business area would have amounted to €90.9 million in the year ended December 31, 2007 and would have resulted in a decline of 12.3% between the year ended December 31, 2007 and the year ended December 31, 2008, mainly owing to certain cost efficiencies obtained through a restructuring of the business undertaken during 2007, which had a full year impact in 2008. This restructuring included: (i) the introduction of a more stable and efficient technology platform across all markets to give rise to cost synergies, improved marketing efficiency, the possibility to add new content and improved customer service, (ii) the implementation of a new commercial approach, pursuing a decentralized organization with strong country teams and a small supportive central unit for general and administrative functions, (iii) a change in top management, and (iv) a reorganization of the business focusing on core air sales, while reducing the complexity of non-air business lines, abandoning own-merchant and direct contracting activities for non-air and moving into a reseller scheme. As a result, the EBITDA of our Opodo business area increased by 37.7% from €7.7 million in the year ended December 31, 2007 to €10.6 million in the year ended December 31, 2008. The EBITDA margin (calculated as a percentage of the business area's revenue) increased from 3.8% in 2007 to 11.7% in 2008. Excluding the EBITDA generated by the Karavel Group in 2007 of €8.5 million, Opodo's EBITDA grew by €11.4 million from a negative EBITDA of €0.8 million in 2007 to a positive EBITDA of €10.6 million in 2008.

Management Measures

In addition to the financial information prepared under IFRS-EU, we have included in this offering memorandum certain management accounting measures, which have been extracted from the accounting records of our company used to prepare the Audited Consolidated Financial Statements, such as: "adjusted EBITDA", "adjusted net financial debt", "adjusted total financial debt", "costs", "direct capitalizations", "EBITDA", "indirect capitalizations and research incentives", "indirect fixed costs", "operating costs" and "total net covenant debt". We have presented these management measures, certain of which are unaudited, because we believe they may contribute to a fuller understanding of our results of operations by providing additional information on what we consider to be some of the drivers of our financial performance.

Certain of these measures are not defined under IFRS-EU and may be presented on a different basis than the financial information included in our Audited Consolidated Financial Statements. Accordingly, they may differ significantly from similarly titled information reported by other companies, and may not be comparable. Prospective investors are cautioned not to place undue reliance on these management accounting measures, which should be considered supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein and in our Audited Consolidated Financial Statements included elsewhere in this offering memorandum.

We define these management measures as follows:

Management measure	Definition
Adjusted EBITDA	EBITDA before extraordinary items, which comprise extraordinary items related to the leveraged buy-out by our company of Amadeus IT Group and the offering in the amount of €3.8 million, €116.5 million, €6.1 million, €5.1 million, €8.0 million and €3.3 million in the years ended December 31, 2004, 2005, 2006, 2007, 2008 and 2009, respectively. Although the leveraged buy-out took place in 2005, some of the expenses related to the transaction accrued in 2004.
Adjusted net financial debt	Adjusted net financial debt is equal to our adjusted total financial debt less our cash and cash equivalents (adjusted, where applicable, for amounts due for distribution to shareholders of the parent company).
Adjusted total financial debt	Adjusted total financial debt is the sum of: (i) our total debt, being the sum of our "non-current debt", "non-current debt—related parties", "debt payable within one year" and "debt payable within one year—related parties", and "obligations under finance leases", as recorded on our consolidated statement of financial position, having deducted (ii) interest payable and our preferred Class B shares, which are treated as debt under IFRS-EU, and having added back

Management measure	Definition
	(iii) the amount of our deferred financing fees (mainly fees paid upfront in connection with the Senior Credit Agreement) and guarantees offered to third parties. In the case of deferred financing fees, these are presented as a reduction of outstanding debt in our consolidated statement of financial position (this is a result of applying the amortized cost measurement methodology which is mandatory under IFRS-EU). For the purpose of presenting our adjusted total financial debt, we add back such fees to present the nominal amounts of our borrowings.
Contribution margin	Revenue for the relevant business area less operating costs allocated to the business area plus direct capitalizations allocated to that business area.
Costs	All operating costs, excluding depreciation and amortization, of our Opodo business area.
Direct capitalizations	Capitalization of certain development costs, such as personnel and social security expenses, which are included within the operating costs line item that are directly allocable to the relevant business area.
EBITDA	Operating profit before taking into account the effect of depreciation, amortization and impairment charges and the effect of the capitalization of certain depreciation and amortization costs.
Indirect capitalizations and research incentives	Capitalization of development costs in accordance with IFRS-EU criteria included within the "indirect fixed costs" caption and research incentives received from the French authorities (Research Tax Credits) in respect of certain of our product development activities in Sophia Antipolis (France) that have not been allocated to our Distribution or IT Solutions business areas.
Indirect fixed costs	That part of the fixed costs of our group that have not been allocated to our Distribution or IT Solutions business areas, principally comprising indirect fixed costs that are shared between the Distribution and IT Solutions business areas, such as: (i) costs associated with our technology systems, including our processing of multiple transactions, and (ii) corporate support, including various corporate functions such as finance, legal, human resources, internal information systems, etc.
Operating costs	The variable costs of the relevant business area and such part of the fixed costs of our group as is directly allocable to the relevant business area.
Total net covenant debt	The measure of net indebtedness used for the purposes of testing the financial covenants under the Senior Credit Agreement. In 2007 and 2008, total net covenant debt was equal to our adjusted net financial debt having added back the net cash position of the Opodo group, which was considered to be outside the consolidation perimeter for the purposes of the financial covenants. In 2009, this consolidation perimeter was amended under the Senior Credit Agreement so that the definition of total net covenant debt under the Senior Credit Agreement equates to our definition of adjusted net financial debt.

The following table reconciles the contribution margins of our Distribution and IT Solutions business areas and the consolidated EBITDA of Opodo, with our consolidated operating profit for each of the years ended December 31, 2007, 2008 and 2009.

Reconciliation of Contribution Margin and Adjusted EBITDA	For the Year Ended December 31,		
	2007	2008	2009
	(€ in millions)		
Contribution margin:	**1,244.6**	**1,241.7**	**1,222.3**
of which, Distribution	934.7	907.2	872.8
of which, IT Solutions	309.9	334.5	349.5
Indirect fixed costs	(410.9)	(408.3)	(386.0)
Indirect capitalizations and research incentives	31.4	37.5	34.7
Adjusted EBITDA Amadeus IT Group (excluding Opodo)(1)	**865.1**	**870.9**	**871.0**
EBITDA Opodo(2)	7.7(3)	10.6	26.2
Adjusted EBITDA	**872.8**	**881.5**	**897.2**
Extraordinary items(4)	(5.1)	(8.0)	(3.3)
EBITDA	**867.7**	**873.5**	**893.9**
Depreciation and amortization(5)	(400.0)	(316.4)	(344.4)
Operating profit	**467.7**	**557.1**	**549.5**

Notes:

(1) Represents the adjusted EBITDA of our subsidiary and principal operating company, Amadeus IT Group, excluding the EBITDA of our Opodo business area.

(2) Represents the EBITDA of our subsidiary, Opodo, and the entities controlled by it.

(3) Includes the revenue generated by, and costs incurred by, the Karavel Group, previously owned by Opodo, which was sold in September 2007. In the year ended December 31, 2007, the Karavel Group accounted for €111.2 million (or 55.2%) of the total revenue and for €102.7 million (or 53.0%) of the total costs of our Opodo business area for that year.

(4) Principally comprises certain extraordinary items related to the business combination between the parent company and Amadeus GTD (2007 and 2008) and the offering (2009).

(5) Includes the capitalization of certain depreciation and amortization costs in the amount of €1.6 million, €1.6 million and €2.0 million in each of the years ended December 31, 2007, 2008 and 2009, respectively.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2009

Our contribution margin decreased by €19.4 million, or 1.6%, with the reduction in the contribution margin of our Distribution business area being partially offset by the increase in the contribution margin of our IT Solutions business area. Our contribution margin as a percentage of the revenue of these two business areas in 2009 remained stable relative to the prior year. Our adjusted EBITDA, in contrast, grew by €15.7 million, or 1.8%, from €881.5 million in the year ended December 31, 2008 to €897.2 million in the year ended December 31, 2009. This improvement is similar to the prior financial period (comparing 2008 with 2007 and excluding the Karavel Group for the purposes of comparability) and was achieved in the context of a challenging economic environment and a 5.5% decline in volumes experienced by the GDS industry as a whole. The improvement in our adjusted EBITDA was principally attributable to a decrease of €22.3 million in our indirect fixed costs, primarily as a result of the restrictive measures adopted to control fixed costs, as well as our acquisition of certain TPF licenses in December 2008, which brought cost savings in 2009 in the areas of hardware and software expense, and the improvement in the EBITDA of our Opodo business area.

Year Ended December 31, 2007 Compared with Year Ended December 31, 2008

Our contribution margin remained almost flat throughout the period (decreasing marginally by €2.9 million, or 0.2%), with the reduction in the contribution margin of our Distribution business area being almost entirely offset by the increase in the contribution margin of our IT Solutions business area. Our adjusted EBITDA, in contrast, grew by €8.7 million, or 1.0%, from €872.8 million in the year ended December 31, 2007 to €881.5 million in the year ended December 31, 2008. Although modest, this improvement is notable in the context of the severe economic downturn that impacted the air travel and tourism industry in 2008, as illustrated by what we estimate to have been a 5.7% decline in volumes experienced by the GDS industry during that year. The marginal increase in our adjusted EBITDA was due to the combination of small positive variations in a number of captions, including: (i) a €2.9 million improvement in the EBITDA of Opodo (see "—Results of Operations by Business Area—Opodo" above), (ii) an increase of €6.1 million in indirect capitalizations and research incentives, and (iii) a €2.6 million reduction in indirect fixed costs. Excluding the Karavel Group, the EBITDA of our Opodo business area would have increased by €11.4 million in 2008 and the adjusted EBITDA of our group would, as a consequence, have increased by €17.2 million, or 2.0%, compared with 2007.

Recent Trading

Performance in the first two months of 2010 has been strong and in line with the continued recovery in the global travel industry we have seen since the second half of 2009. During the first two months of 2010, we experienced double-digit year-on-year revenue growth driven primarily by strong air TA bookings and PB volumes, which recovered from the low levels experienced in the first two months of 2009. Adjusted EBITDA growth was stronger than revenue growth, mainly due to the operating leverage of our business and the increased weight of our IT Solutions business area, which benefits from high contribution margins. Overall, our adjusted EBITDA margin during the first two months of 2010 was meaningfully above the 2009 adjusted EBITDA margin for the same period.

Growth rates in terms of industry air traffic and GDS-processed air booking volumes during the first two months of 2010 recovered significantly and were ahead of management's expectations, benefiting both our Distribution and IT Solutions business areas. Air TA bookings for our Distribution business area increased at around 9% year-on-year when adjusted for differences in working days (actual reported growth without such adjustment was 7.5%), driven primarily by strong volume growth in emerging markets such as CESE and the MEA and APAC regions. PB volumes for our IT Solutions business area increased by approximately 42% year-on-year, driven primarily by migrations completed in the last twelve months, in addition to moderate traffic growth of approximately 3% for those airlines using our Altéa suite during both periods. Execution of the schedule of contracted migrations to our Altéa platform remains on track with the migration of TAP-Air Portugal and Aegean Airlines having been successfully completed. In addition, further significant airline migrations, including Air France, KLM and Saudi Arabian Airlines, which represent around 95 million PBs on an annualized and combined basis (based on the 2009 passenger numbers for these airlines published by T2R), remain on schedule for the next few months.

Liquidity and Capital Resources

Liquidity

Our principal source of liquidity is cash flow generated from operations. The principal uses of cash are to fund planned operating expenditures, capital expenditures, including investments in products and technology, payment of taxes, and principal and interest payments on our debt. As of December 31, 2009, our financing needs were supported by €138.8 million of available commitments under our revolving credit facility (see "Indebtedness—Senior Credit Agreement" below) and net cash and cash equivalents of €810.7 million.

Consolidated Statement of Cash Flow for the Years Ended December 31, 2007, 2008 and 2009

The following tables set forth our consolidated cash flow information for the years ended December 31, 2007, 2008 and 2009.

Consolidated Statement of Cash flow	Year Ended December 31, 2007	2008	2009
	(€ in millions)		
Cash flows from operating activities			
Operating income / (loss)	467.6	557.1	549.5
Adjustments for:			
Depreciation and amortization	401.6	318.0	346.5
Depreciation and amortization included in capitalization	(1.6)	(1.6)	(2.0)
Operating income / (loss) before changes in working capital net of amounts acquired	**867.6**	**873.5**	**894.0**
Accounts receivable	84.5	28.9	(42.4)
Other current assets	(35.1)	(31.9)	4.7
Accounts payable	(38.6)	19.1	52.1
Other current liabilities	89.3	16.8	39.9
Other long-term liabilities	(24.4)	(23.4)	6.2
Cash provided from operating activities	**943.3**	**883.0**	**954.5**
Taxes paid	(52.9)	(97.9)	(117.9)
Net cash provided from operating activities	**890.4**	**785.1**	**836.6**
Cash flows from investing activities			
Additions to tangible assets	(61.0)	(120.5)	(50.7)
Additions to intangible assets	(121.6)	(146.1)	(132.1)
Intangible assets incentives (research tax credits—RTC)	4.4	1.1	7.0
Proceeds obtained from disposals	102.0	61.4	2.5
Investment in subsidiaries and associates, net of cash acquired	(16.7)	(18.4)	(26.6)
Interest received	19.2	26.9	5.9
Other cash flows from investing activities	8.5	4.9	5.1
Net cash used in investing activities	**(65.2)**	**(190.7)**	**(188.9)**
Cash flows from financing activities			
Proceeds from borrowings	1,448.1	—	—
Repayments of borrowings	(886.6)	(180.3)	(178.4)
Dividends paid	(98.5)	—	—
Interest paid	(197.0)	(415.5)	(140.5)
Cash proceeds collected and paid under derivative agreements	17.0	75.5	(112.3)
Acquisition of Class A shares	(674.3)	—	—
Acquisition and disposal of treasury shares	(0.2)	(1.5)	—
Cash paid to holders of equity instruments	(23.8)	(7.9)	—
Payments of finance lease liabilities and others	(35.0)	(18.7)	(20.5)
Net cash used in financing activities	**(450.3)**	**(548.4)**	**(451.7)**
Effect of exchange rate changes on cash and cash equivalents	(0.9)	(0.6)	(0.8)
Net increase in cash and cash equivalents	374.0	45.4	195.2
Cash and cash equivalents net at beginning of period	196.1	570.1	615.5
Cash and cash equivalents net at end of period	**570.1**	**615.5**	**810.7**

Operating activities

Net cash provided from operating activities totalled €785.1 million in the year ended December 31, 2008, compared with €836.6 million in the year ended December 31, 2009. Excluding the improvement in the operating income before changes in working capital, the increase in net cash provided from operating activities was attributable principally to an increase of €51.0 million in the positive contribution from changes in working capital from €9.5 million in the year ended December 31, 2008 to €60.5 million in the year ended December 31, 2009. This increase in the contribution from changes in working capital was mainly attributable to: (i) our receipt, at the beginning of 2009, of a VAT refund amounting to €15.2 million corresponding to an investment in a TPF license made at the end of 2008, and (ii) the seasonality of the bookings at the end of 2008 and during

2009, which resulted in the variable cost payments made at the beginning of 2009, which corresponded to bookings made in the final part of 2008, being low and a portion of the variable costs accrued at the end of 2009, when the booking activity recovered, being paid in the early part of 2010. This improvement in working capital more than compensated for the increase in corporate taxes paid.

Net cash provided from operating activities decreased by €105.3 million from €890.4 million in the year ended December 31, 2007 to €785.1 million in the year ended December 31, 2008. The decrease in net cash provided from operating activities was attributable principally to the following combination of factors:

- an increase in taxes paid from €52.9 million in the year ended December 31, 2007 to €97.9 million in the year ended December 31, 2008, principally reflecting an increase in taxes paid by our German subsidiaries from €2.0 million in the year ended December 31, 2007 to €43.0 million in the year ended December 31, 2008. This was principally attributable to the fact that the tax liability of our main German subsidiary in the year ended December 31, 2008 was calculated with reference to its pre-tax profits for 2006, which were significantly higher than its 2005 pre-tax profits, which were used to calculate its tax liability in the year ended December 31, 2007.
- a decrease in positive contribution from changes in working capital from €75.7 million in the year ended December 31, 2007 to €9.5 million in the year ended December 31, 2008, principally attributable to higher collections from IATA in 2007 resulting from a change in its collection cycle from 1.5 months to just under one month. As a result, we collected payments relating to 13 months during the year ended December 31, 2007, compared with payments relating to 12 months during the year ended December 31, 2008. The decrease in positive contribution from changes in working capital was partially offset by a sale of receivables on a non-recourse basis for an amount of €28.0 million in the year ended December 31, 2008.

Investing activities

Net cash used in investing activities decreased by €1.8 million from €190.7 million for the year ended December 31, 2008 to €188.9 million for the year ended December 31, 2009. This decrease was mainly attributable to:

- a decrease in additions to tangible assets from €120.5 million in the year ended December 31, 2008 to €50.7 million in the year ended December 31, 2009. This decrease mainly reflected the non-recurring and significant purchase of core system TPF software licenses for our data processing center in Erding (Germany) in 2008; and
- an increase in investments in subsidiaries and associates from €18.4 million in the year ended December 31, 2008 to €26.6 million in the year ended December 31, 2009 (mainly due to the settlement of the acquisition of minority interests in Opodo) and a decrease of the proceeds from the disposal of associates amounting to €56.0 million (mainly due to the sale of our associate Rumbo in 2008).

Net cash used in investing activities increased by €125.5 million from €65.2 million in the year ended December 31, 2007 to €190.7 million in the year ended December 31, 2008. The increase in net cash used in investing activities was attributable principally to the following combination of factors:

- an increase in additions to tangible assets from €61.0 million in the year ended December 31, 2007 to €120.5 million in the year ended December 31, 2008, primarily reflecting a non-recurring and significant purchase of core system software licenses for our data processing center in Erding (Germany);
- an increase in additions to intangible assets from €121.6 million in the year ended December 31, 2007 to €146.1 million, principally attributable to greater investments in signing incentives paid to customers for entering into new sales contracts; and
- a decrease of the total proceeds obtained from the disposal of associates and group companies from €100.8 million in the year ended December 31, 2007 to €57.9 million in the year ended December 31, 2008, reflecting the sale of ITA, the Karavel Group and other smaller disposals in 2007 and the disposal of Rumbo and other smaller disposals in 2008.

Financing activities

Net cash used in financing activities was €451.7 million in the year ended December 31, 2009 compared to €548.4 million in the year ended December 31, 2008. The decrease was mainly attributable to the following factors:

- a decrease in debt interest and proceeds from relevant hedges from €340.0 million in the year ended December 31, 2008 to €252.8 million in the year ended December 31, 2009. This decrease was mainly a consequence of the different calendar of debt disposals in 2008 and 2009 as a significant part of the interest paid in 2008 corresponds to interest accrued during 2007; and
- in the year ended December 31, 2008, payments to holders of equity instruments amounted to €7.9 million, whereas in the year ended December 31, 2009 there were no such payments.

Net cash used in financing activities increased from €450.3 million in the year ended December 31, 2007 to €548.4 million in the year ended December 31, 2008. The increase in net cash used in financing activities was attributable principally to the following combination of factors:

- proceeds from borrowings were €1,448.1 million in the year ended December 31, 2007, reflecting the amounts drawn under our credit facilities in 2007 for the purposes of refinancing our existing debt and the acquisition of our Class A and Class B shares (see "—Net Equity" below) for the purposes of a capital reduction, which was approved at our extraordinary general meeting on July 23, 2007. We did not incur significant borrowings in the year ended December 31, 2008; and
- an increase in debt interest less the proceeds from relevant hedges from €180.2 million in the year ended December 31, 2007 to €340.0 million in the year ended December 31, 2008. This increase is a consequence mainly of the different calendar of debt disposals in 2007 and 2008 as a significant part of the interest paid in 2008 corresponds to interests accrued during 2007.

Such increase in net cash from financing activities was partially offset by:

- a decrease in repayments of borrowings from €886.6 million in the year ended December 31, 2007 to €180.3 million in the year ended December 31, 2008, reflecting the impact of our refinancing in 2007 referred to above;
- the fact that we paid €98.5 million of dividends in the year ended December 31, 2007, whereas we did not make any significant dividend payments in the year ended December 31, 2008; and
- the acquisition of Class A shares in the year ended December 31, 2007 for €674.3 million. No such acquisition was made in the year ended December 31, 2008.

Cash and cash equivalents

For the purposes of our cash flow statement, cash and cash equivalents include cash on hand, in banks and in short-term money market investments, net of outstanding bank overdrafts. As of December 31, 2007, 2008 and 2009, cash and cash equivalents, as shown in our cash flow statement, can be reconciled to the related items in the balance sheet as follows:

	As of December 31,		
	2007	**2008**	**2009**
		(€ in millions)	
Cash on hand and balances with banks	49.5	58.6	55.6
Short-term investments	522.3	558.7	755.4
Total cash and cash equivalents	571.8	617.3	811.0
Bank overdrafts	(1.7)	(1.8)	(0.3)
Total net cash and cash equivalents	**570.1**	**615.5**	**810.7**

Operating Working Capital

The table below, which is derived from our consolidated statement of financial position, presents our operating working capital as of December 31, 2007, 2008 and 2009.

	As of December 31,		
	2007	2008	2009
	(€ in millions)		
Accounts receivable, net	185.9	178.6	210.0
Accounts receivable, net—related parties	53.9	28.3	39.5
Income taxes receivable	16.6	14.8	21.4
Prepayments and other current assets	117.1	147.7	123.9
Trade debtors and other accounts receivable	373.5	369.4	394.8
Accounts payable, net	401.2	433.8	489.5
Accounts payable, net—related parties	56.3	64.0	64.8
Income taxes payable	46.3	12.7	4.0
Other current liabilities and provisions	199.0	178.0	204.7
Trade creditors and other accounts payable	702.8	688.5	763.0
Operating working capital	**(329.3)**	**(319.1)**	**(368.2)**

As of December 31, 2007, 2008 and 2009, we had negative operating working capital of €329.3 million, €319.1 million and €368.2 million, respectively. We consider that this is a normal circumstance of our financial structure and of the business environment in which we operate. In particular, our average receivables period is typically shorter (one month as of December 31, 2009) than our average payables period (3.5 months as of December 31, 2009), resulting in accounts payable typically exceeding accounts receivable (see "—Average receivables / payables period" below).

We adjust the working capital figures as they appear in our consolidated statement of financial position to take into account the acquisition or disposal of companies during the year, unpaid tangible or intangible fixed assets and other events, in order to adjust non-cash elements within the opening and ending balances of the components of the operating working capital. The table below, which is derived from our consolidated statement of cash flows, shows the change in our operating working capital during the years ended December 31, 2007, 2008 and 2009.

	As of December 31,		
	2007	2008	2009
	(€ in millions)		
Accounts receivable(1)	84.5	28.9	(42.4)
Other current assets	(35.1)	(31.9)	4.7
Accounts payable	(38.6)	19.1	52.1
Other current liabilities	89.3	16.8	39.9
Other long-term liabilities	(24.4)	(23.4)	6.2
Change in the operating working capital for the year	**75.7**	**9.5**	**60.5**

Note:

(1) Includes the sale of receivables on a non-recourse basis in the amount of €28.0 million and €26.0 million in the years ended December 31, 2008 and 2009, respectively.

For an explanation of the evolution of the changes in the working capital figures during the years ended December 31, 2007, 2008 and 2009, see "—Consolidated Cash Flow Information for the years ended December 31, 2007, 2008 and 2009—Operating activities" above.

Average Receivables / Payables Period

We settle more than 80% of our accounts receivables through the clearing houses operated by IATA and ACH. Receivables settled through these clearing houses are required to be paid within one month from the end of the month in which the services were rendered. We also typically sell part of these accounts receivable on a non-recourse basis at the end of the month in which the services were rendered, thereby reducing the amount of receivables pending to be collected. As a result, our average receivables period was approximately 1.2 months as of December 31, 2007, 1.1 months as of December 31, 2008 and 1.0 months as of December 31, 2009.

Many of our contracts with suppliers have payment terms exceeding one month, with certain contracts providing for quarterly or semi-annual payments. Our average payables period was approximately 3.2 months as of December 31, 2007, 3.5 months as of December 31, 2008 and 3.5 months as of December 31, 2009.

We expect our average receivables periods to remain stable and the average payables period to fall slightly going forward. The payment terms and the timing of services are stipulated in our contracts with suppliers, as well as our contracts with customers. In addition, those of our customers who are members of IATA or ACH are required under the relevant clearing house rules to settle their obligations with us on a monthly basis through these clearing systems.

Taking into account our existing cash and cash equivalents as of the date of this offering memorandum, the operating cash flow we expect to generate in the 12 months following the date of this offering memorandum, in addition to the net proceeds to be received by us from the offering and available credit facilities, we believe we will be able to serve our working capital requirements for the 12 months following the date of this offering memorandum, although we cannot assure you that this will be the case.

Indebtedness

The following discussion of our indebtedness examines the "adjusted total financial debt", "adjusted net financial debt" and "total net covenant debt" captions, which have been extracted from the accounting records of our company used to prepare the Audited Consolidated Financial Statements. We have presented these management measures because we believe they may contribute to a fuller understanding of our indebtedness. These measures, however, are not prepared in accordance with IFRS-EU and are presented on a different basis than the financial information included in our Audited Consolidated Financial Statements and, accordingly, they may differ significantly from similarly titled information reported by other companies, and may not be comparable. Prospective investors are cautioned not to place undue reliance on these management accounting measures, which should be considered supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein and in our Audited Consolidated Financial Statements included elsewhere in this offering memorandum.

The table below sets forth a reconciliation of our adjusted total financial debt, adjusted net financial debt and total net covenant debt to our total financial debt recorded on our consolidated statement of financial position as of December 31, 2007, 2008 and 2009 included in our Audited Consolidated Financial Statements.

Reconciliation to our consolidated statement of financial position	As of December 31,		
	2007	2008	2009
		(€ in millions)	
Total debt[(1)]	**4,717.7**	**4,546.3**	**4,328.6**
Interest payable	(136.4)	(93.4)	(70.1)
Class B shares	(255.8)	(255.9)	(255.9)
Deferred financing fees	85.2	66.5	50.3
Guarantees	52.2	41.0	46.6
Adjusted total financial debt	**4,462.9**	**4,304.5**	**4,099.5**
Cash and cash equivalents	(571.8)	(617.3)	(811.0)
Adjustment to cash and cash equivalents for amounts due for distribution to shareholders of the parent company	10.7	—	—
Adjusted net financial debt	**3,901.8**	**3,687.2**	**3,288.5**
Net cash position of the Opodo group	14.2	27.0	n/a
Total net covenant debt[(2)]	**3,916.0**	**3,714.2**	**3,288.5**
Ratio of total net covenant debt to Covenant EBITDA[(3)]	4.56x	4.21x	3.64x

Notes:

(1) Total financial debt corresponds to the outstanding current and non-current debt with financial institutions, third parties and shareholders, as well as outstanding obligations under finance leases, recorded on our consolidated statement of financial position as of December 31, 2007, 2008 and 2009. For a breakdown of the carrying amounts of our current and non-current debt with financial institutions, third parties and shareholders, see Note 13 to our Audited Consolidated Financial Statements.

(2) The consolidation perimeter considered for the purposes of testing the financial covenants under the Senior Credit Agreement excluded the Opodo group of companies in 2007 and 2008 and, in those years, total net covenant debt was therefore the measure referenced for the financial covenants. Towards the end of 2009, the Senior Credit Agreement was amended so as to include the Opodo group of companies within the consolidation perimeter for the purposes of the financial covenants and, accordingly, our adjusted net financial debt and total net covenant debt for that year are the same.

(3) Represents the ratio between our total net covenant debt and our Covenant EBITDA, which, in summary, is defined for the purposes of our senior credit facilities as the EBITDA of the group for the relevant period adjusted for, among other things: (i) items of a non-trading or non-recurring nature within the EBITDA of the group, and (ii) earnings attributable to minority interests.

"Adjusted total financial debt" does not include interest payable of €136.4 million, €93.4 million and €70.1 million for 2007, 2008 and 2009, respectively, or the Class B shares in the amount of €255.8 million, €255.9 million and €255.9 million for 2007, 2008 and 2009, respectively (see "—Net Equity—Class B shares" below), all of which are treated as debt from an IFRS-EU perspective. Conversely, "adjusted total financial debt" does include guarantees offered to third parties in the amounts of €52.2 million, €41.0 million and €46.6 million, which are treated as off-balance sheet commitments under IFRS-EU. Finally, "adjusted total financial debt" is presented in this offering memorandum at its nominal value while, for the purposes of IFRS-EU, our audited financial debt is measured at amortized cost. This results in the debt for the purposes of IFRS-EU being lower by the amount of the deferred financing fees (mainly fees paid upfront in connection with the Senior Credit Agreement) in the amounts of €85.2 million, €66.5 million and €50.3 million in 2007, 2008 and 2009, respectively.

The following table sets forth a breakdown of our adjusted total financial debt as of December 31, 2007, 2008 and 2009. As of December 31, 2009, 97% of our adjusted total financial debt was subject to floating interest rates indexed to the EURIBOR or the USD LIBOR, and we use certain euro-denominated hedging arrangements to limit our exposure to movements in the underlying interest rates applicable to our debt with financial institutions and third parties (see "—Quantitative and Qualitative Disclosures about Market Risk—Interest rate risk" below).

	As of December 31,		
	2007	2008	2009
	(€ in millions)		
Breakdown of adjusted total financial debt			
Senior Credit Agreement	3,399.5	3,254.8	3,055.0
of which, denominated in EUR	2,743.3	2,582.3	2,442.0
of which, denominated in USD(1)	656.2	672.5	613.0
Profit participating loan and capitalized interest	910.0	910.6	911.1(2)
Other borrowings	4.2	6.8	5.2
Obligations under finance leases	97.0	91.3	81.7
Guarantees	52.2	41.0	46.6
Adjusted total financial debt	**4,462.9**	**4,304.5**	**4,099.5**
Cash and cash equivalents	(571.8)	(617.3)	(811.0)
Adjustment to cash and cash equivalents for amounts due for distribution to shareholders of the parent company	10.7	—	—
Adjusted net financial debt	**3,901.8**	**3,687.2**	**3,288.5**

Note:

(1) For the conversion of our debt denominated in USD we have used a exchange rate of 1.4721 euro/USD in 2007, 1.3917 euro/USD in 2008 and 1.4406 euro/USD in 2009, being the official rates published by the European Central Bank on December 31, 2007, 2008 and 2009, respectively.

(2) Comprises the profit participating loan in the nominal amount of €910.0 million and €1.1 million of accrued interest, which is to be decapitalized and paid by us prior to admission and the prepayment of the principal amount of the loan. See "Use of Proceeds" above.

As of December 31, 2007, our adjusted total financial debt was €4,462.9 million and principally comprised (i) €3,399.5 million drawn under the Senior Credit Agreement entered into for the purposes of financing our acquisition of Amadeus IT Group (see "—Senior Credit Agreement" below), (ii) €910.0 million drawn under a profit participating loan with Amadelux International entered into on April 23, 2007 (see "—Net Equity—Profit

Participating Loan" below), and (iii) other borrowings in an amount of €153.4 million. Cash and cash equivalents at December 31, 2007 in an amount of €571.8 million, adjusted for amounts due for distribution to shareholders of the parent company of €10.7 million, resulted in our adjusted net financial debt amounting to €3,901.8 million as of December 31, 2007.

As of December 31, 2008, our adjusted total financial debt was €4,304.5 million (a decrease of 3.5% compared with December 31, 2007) and principally comprised (i) €3,254.8 million drawn under the Senior Credit Agreement, (ii) €910.6 million drawn under the profit participating loan with Amadelux International, and (iii) other borrowings in an amount of €139.1 million. Cash and cash equivalents at December 31, 2008 in an amount of €617.3 million resulted in our adjusted net financial debt amounting to €3,687.2 million as of December 31, 2008 (a reduction of 5.5% compared with December 31, 2007). On April 14, 2008, a mandatory prepayment of €105.8 million was made in respect of the Senior A, Senior B, Senior C and Acquisition facilities under the Senior Credit Agreement. Additional scheduled repayments were made during the year ended December 31, 2008 in the aggregate amount of €77.7 million and variations in the US dollar to euro exchange rate resulted in an increase in our US dollar-denominated debt of €35.0 million during that year, of which €18.7 million was accounted for through profit and loss within the "exchange gains (losses)" caption, with the balance accounted for directly in equity.

As of December 31, 2009, our adjusted total financial debt was €4,099.5 million (a decrease of 4.8% compared with December 31, 2008) and principally comprised (i) €3,055.0 million drawn under the Senior Credit Agreement, (ii) €911.1 million drawn under the profit participating loan with Amadelux International (including €1.1 million of accrued interest), and (iii) other borrowings in an amount of €133.5 million. Cash and cash equivalents at December 31, 2009 in an amount of €811.0 million resulted in our adjusted net financial debt amounting to €3,288.5 million as of December 31, 2009 (a reduction of 10.8% compared with December 31, 2008). On April 30, 2009 and May 5, 2009, mandatory prepayments in the aggregate amount of €45.0 million were made in respect of the Senior A, Senior B, Senior C and Acquisition facilities under the Senior Credit Agreement. Additional scheduled repayments were made during the year ended December 31, 2009 in the aggregate amount of €133.3 million against the Senior A and the Acquisition facilities and variations in the US dollar to euro exchange rate resulted in a reduction of the carrying amount of our US dollar-denominated debt by an amount equal to €21.5 million during that year, of which €4.2 million was accounted for within the "Exchange gains (losses)" caption, with the balance accounted for directly in equity.

We anticipate that our total net covenant debt will decrease as a consequence of the offering due to the net effect of the combination of:

(i) our share capital increase in the amount of €910.0 million in connection with the offering;

(ii) the application of the anticipated proceeds of €900.9 million, net of issuance taxes, from the offering, plus cash on hand, in prepayment of our indebtedness, as described in "Use of Proceeds" above;

(iii) our intended repurchase and cancellation of the Class B shares at or about the time of the offering in the amount of €255.9 million (see "—Net Equity—Class B Shares" below);

(iv) the intended cash payment by our group of an amount of €294.8 million under our historic employee performance reward schemes following completion of the offering (see "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below);

(v) our payment of underwriting commissions and advisory and legal fees and other expenses related to the offering, including taxes related to our share capital increase, in an estimated amount of €45.5 million (see "Plan of Distribution—The Offering" below); and

(vi) our payment of €39.7 million of costs in connection with the amendments made to our senior credit facilities for the purpose of the offering, of which €17.3 million has already been paid as of the date of this offering memorandum (see "—Senior Credit Agreement" below).

Senior Credit Agreement

On April 8, 2005, we entered into a senior credit agreement (as amended, the "Senior Credit Agreement") with Barclays Capital, Credit Suisse International (formerly Credit Suisse First Boston International), J.P. Morgan plc, Merrill Lynch International and The Royal Bank of Scotland plc acting as mandated lead arrangers (together, the "financing entities"). On March 23, 2007, following negotiations held with the financing entities, our Board of Directors agreed to amend the terms of the Senior Credit Agreement, and, on April 27, 2007, the group entered into a revised agreement with the financing entities to amend and restate the prior agreement (which had been previously amended on May 4, 2006).

On March 5, 2010, the lenders under the Senior Credit Agreement agreed to certain amendments to that agreement, most of which were made contingent on the successful completion of a "Qualifying IPO". A Qualifying IPO is, in summary, defined as a listing in respect of which (i) a repayment to the lenders under the Senior Credit Agreement in an amount of not less than €600 million is made, (ii) the ratio of total net covenant debt to Covenant EBITDA calculated as of the covenant testing date immediately preceding the date of admission to listing is equal to or less than 3.5:1 and for these purposes, the total group net debt is adjusted for the receipt of the net proceeds of the offering and the debt repayment referred to above.

We intend to apply the proceeds of the issue of new shares, which will be €900.9 million (net of issuance taxes), plus cash on hand, towards repayment in full of the profit participating loan we entered into (as borrower) on April 23, 2007 with Amadelux International (as lender) (see "—Net Equity—Profit Participating Loan" below). At its board meeting held on February 11, 2010, Amadelux International agreed to provide, immediately following receipt of such repayment, a loan in the amount of €910.0 million tranched to reflect our Senior B3 loan (as to €455.0 million) and our Senior C3 loan (as to €455.0 million) under the Senior Credit Agreement to our direct subsidiary Amadeus IT Group. The interest rate applicable to this loan comprises both a variable rate (which reflects the variable rate applicable to the tranches for which Amadelux International S.àr.l is a borrower under the Senior Credit Agreement) and a fixed rate capped at 0.0625%. Immediately following admission, we estimate that the average interest rate applicable to both tranches will not exceed EURIBOR plus 3.8142%. The due dates for this loan are the same as those applicable to Tranche B and Tranche C of the Senior Credit Agreement, with €455.0 million falling due in 2013 and the remaining €455.0 million falling due in 2014. The granting of this loan is not subject to any specific warranties or financial or general covenants from Amadeus IT Group, nor is it subject to any change of control provisions (in contrast to the Senior Credit Agreement, as discussed below). Amadeus IT Group and its subsidiary Amadeus Verwaltungs GmbH will, in turn, apply substantially all of the amount borrowed from Amadelux International in a partial prepayment of the Senior A, Senior B, Senior C and Acquisition facilities under the Senior Credit Agreement borrowed by them, such prepayment to be made *pro rata* to the amounts outstanding under each loan as of March 31, 2010.

As a result of such debt prepayment, we estimate that the aggregate amount outstanding under our senior credit facilities will decrease by €925.6 million (calculated on the basis of a euro-US dollar exchange rate of 1.3479 US dollars to the euro, being the official exchange rate published by the European Central Bank on March 31, 2010), or 30.3%, from €3,055.0 million as of December 31, 2009 to €2,129.4 million as a result of our scheduled debt repayment on March 31, 2010 (€78.6 million), our debt prepayment of substantially all of the amount borrowed by Amadeus IT Group from Amadelux International plus cash on hand (€889.2 million) and the negative impact on our US dollar-denominated debt of €42.2 million (calculated on the basis of a US dollar/euro exchange rate of 1.4406 US dollars to the euro as of December 31, 2009 compared with 1.3479 US dollars to the euro as of March 31, 2010).

The following table sets out the status of the Senior Credit Agreement as of December 31, 2009 and March 31, 2010 and the estimated status of that agreement after the debt repayment following the admission of our shares to listing on the Spanish Stock Exchanges.

	Outstanding balance(2)					Margins(3)	
Facility(1)	**December 31, 2009**	**March 31, 2010**	**Following Admission(4),(5)**	**Currency**	**Final maturity date**	**Historic**	**New**
			(€ in millions)				
Senior A	414.0	359.6	253.7	EUR	July 2012	1%	2.5%
	113.9	104.1	73.4	USD	July 2012		
Senior B(6)	994.3	994.3	701.4	EUR	July 2013	2%	3.5%
	249.5	266.7	188.1	USD	July 2013		
Senior C(6)	994.3	994.3	701.4	EUR	July 2014	2.5%	4%
	249.5	266.7	188.1	USD	July 2014		
Acquisition Facility	39.5	32.9	23.2	EUR	July 2012	1%	2.5%
Total(7)	**3,055.0**	**3,018.6**	**2,129.4**				

Notes:

(1) Additionally, we have a revolving credit facility with a credit limit of €150.0 million available under the Senior Credit Agreement. As of December 31, 2009, we had drawn €11.2 million under the revolving credit facility in the form of a bank guarantee to secure certain commitments of companies within the group. The final maturity date of the revolving credit facility is July 2012, the current margin is 1% and the margin applicable to the facility as from admission will be 2.5%.

(2) The outstanding balances denominated in US dollars have been converted into euro using (i) the US dollar/euro exchange rate of 1.4406, being the official rate published by the European Central Bank on

December 31, 2009 for the outstanding balance as of December 31, 2009, and (ii) the US dollar/euro exchange rate of 1.3479, being the official rate published by the European Central Bank on March 31, 2010 for the outstanding balance as of March 31, 2010 and following admission.

(3) The margins currently applicable to our senior credit facilities are set forth in the column titled "Historic". The margins set forth in the column titled "New" are the revised margins we have agreed with our lenders in respect of each of the senior credit facilities, which margins shall become effective upon, and are subject to, completion of the debt prepayment described above. The margins for the Senior A, Senior B and Senior C loans have been increased by a margin ratchet mechanism under the Senior Credit Agreement on account of our current leverage. If our total net covenant debt to Covenant EBITDA were to reduce to below 2.5:1, the margins that would apply under the Senior Credit Agreement would be Senior A 2.25%, Senior B 3.25% and Senior C 3.75%.

(4) Represents the estimated outstanding balance of the senior credit facilities granted under the Senior Credit Agreement immediately following the debt prepayment described above, which will take place shortly after settlement of the offering (and is conditional on our shares being admitted to listing on the Spanish Stock Exchanges).

(5) Additionally, Amadelux International will lend an aggregate amount of €910.0 million tranched to reflect the Senior B3 and Senior C3 loans (as to €455.0 million each) to Amadeus IT Group for the purpose of allowing Amadeus IT Group and Amadeus Verwaltungs GmbH to make a partial prepayment of amounts outstanding under Senior A, Senior B, Senior C and Acquisition loans (resulting in the balances set forth in the above table in the column titled "Following Admission").

(6) Additionally, Amadelux International has drawn down an aggregate amount of €910.0 million under the Senior B and Senior C tranches for the purpose of on-lending those amounts to the parent company under the profit participating loan (see "—Net Equity—Profit Participating Loan" below).

Under the terms of the Senior Credit Agreement, as amended, the company and certain of its subsidiaries are required to meet certain financing covenants. The most relevant covenants are calculated on the basis of the following ratios:

- total net covenant debt to Covenant EBITDA; and
- Covenant EBITDA to total group net interest payable.

Covenant EBITDA is, in summary, defined as the EBITDA of the group for the relevant period and adjusted for, among other things, (i) items of a non-trading or non-recurring nature within the EBITDA of the group, and (ii) earnings attributable to minority interests. See "—Management Measures" above for an explanation of how we calculate EBITDA for our businesses. The breach of either of these financial covenants could entitle the lenders to demand immediate repayment of any amounts drawn under the Senior Credit Agreement.

The Senior Credit Agreement includes a negative pledge undertaking, as well as other customary operational undertakings, including in relation to asset disposals, acquisitions of companies, joint ventures, other financial indebtedness, loans and guarantees to third parties, dividend payouts and operations with treasury shares. The Senior Credit Agreement also includes customary events of default, including in respect of a material adverse change. Any monies drawn under the agreement may be accelerated following the occurrence of an event of default which is continuing.

After a "Qualifying IPO", as defined in the Senior Credit Agreement, the dividends and other distributions payable to shareholders of our company in respect of any financial year are limited to 75% of the reported or forecast consolidated net income of our group in respect of the relevant financial year if the ratio of our total net covenant debt (adjusted to include the dividend or distribution to be made) to Covenant EBITDA is equal to or greater than 2.5:1. For so long as the ratio is less than 2.5:1, the limitation on dividend payouts and other distributions to shareholders of our company is disapplied. For the year ended December 31, 2010, we have agreed with our lenders that both our reported consolidated net income and Covenant EBITDA shall be adjusted to add back (i) payments made by our group under our historic employee performance reward schemes (see "Management and Board of Directors—Remuneration—Employee Performance Reward Schemes" below), and (ii) the costs and expenses incurred by our group in connection with the offering and the amendments made to the Senior Credit Agreement, both of which are considered extraordinary items. See "Dividends and Dividend Policy" above.

Certain other key commercial terms of the Senior Credit Agreement (following the amendments agreed on March 5, 2010) are set forth below.

- *Mandatory excess cash sweep.* The Senior Credit Agreement contains a mandatory excess cash sweep (calculated after the payment of dividends and other permitted distributions) in respect of each financial year, which should be paid within ten business days of the delivery of the financial statements for such financial year, whenever the total group net debt to Covenant EBITDA ratio is above 3.75:1. The excess cash flow debt repayment corresponding to the financial year ending December 31, 2009 is zero, as the total group net debt to Covenant EBITDA ratio was below 3.75:1.

- *Mandatory prepayment on change of control.* The facilities made available under the Senior Credit Agreement must be immediately prepaid and cancelled in full on the occurrence of a "Change of Control". A Change of Control shall occur if any person (or group of persons acting in concert) (excluding funds and investors advised by BC Partners, Cinven and CIE Management Luxembourg, including limited partners of, and investors in, such funds and directors and employees of BC Partners, Cinven and CIE Management Luxembourg) gains control of our company. For this purpose "control" means acquiring the right to exercise more than 30% of the voting rights exercisable at the general meeting of our company or the power to direct the management and policies of our company whether through the ownership of voting capital, by contract or otherwise.
- *Mandatory prepayment in other circumstances.* The Senior Credit Agreement provides for mandatory prepayments to be made in certain other circumstances, which are customary for this type of agreement, including in relation to illegality, significant asset disposals and insurance claims.
- *Share and asset security.* Certain members of our group have also granted share and asset security and given cross-guarantees under the Senior Credit Agreement, subject to specified carve-outs and applicable statutory restrictions in the relevant jurisdictions. The security package includes a pledge granted by our company over all of the shares we hold in our direct subsidiary, Amadeus IT Group, the main operating company of our group.

Profit Participating Loan

On April 23, 2007, our company, as borrower, signed a profit participating loan with Amadelux International, as lender, for a principal amount of €910.0 million (the "profit participating loan"). On February 23, 2010, our general shareholders' meeting approved a capital increase in an amount of €910.0 million (including share capital and share premium), the net proceeds of which, plus cash on hand, are to be applied towards prepayment, in full, of the profit participating loan, as described in more detail in "Use of Proceeds" and "Capitalization" above and "—Net Equity" below.

Working Capital Facilities

As of December 31, 2009, we had an aggregate of €150.0 million available under working capital facilities, €11.2 million of which had been drawn as of that date in the form of a bank guarantee to secure certain commitments of companies within our group.

Net Equity

As of December 31, 2007, 2008 and 2009, our company had, for accounting purposes, negative equity of €548.3 million, €882.1 million and €922.7 million, respectively, on a non-consolidated basis. Under Article 163.1 and Article 260.1.4 of the Spanish Companies Act (*Ley de Sociedades Anónimas*), as modified by Spanish Law 22/2003 and Spanish Law 16/2007, a Spanish *sociedad anónima*, such as our company, is required to effect a mandatory capital reduction or, failing that, to be dissolved if losses are suffered that reduce its net equity to less than half of its share capital. However, as a result of a number of transactions our company has entered into since 2007, which are described below, our company was not required under Spanish law to effect a capital reduction because its net equity was, for the purposes of Articles 163.1 and 260.1.4 of the Spanish Companies Act (as modified) positive as of December 31, 2007, 2008 and 2009, substantially exceeding half of its share capital as of each such date.

Profit Participating Loan

On April 23, 2007, our company, as borrower, entered into the profit participating loan with Amadelux International described under "—Liquidity and Capital Resources—Indebtedness—Profit Participating Loan" above. The profit participating loan was structured as a loan under Spanish Royal Decree-Law 7/1996 of 7 June, as modified by Spanish Law 10/1996 of 18 December and by Spanish Law 16/2007 of 4 July, with two principal consequences. First, the profit participating loan cannot be prepaid in any amount unless our company increases shareholders' equity by an amount at least equal to the amount to be prepaid. Second, while profit participating loans are classified as debt under Spanish generally accepted accounting principles (or "Spanish GAAP", which is the accounting standard under which our company prepares its non-consolidated accounts), they are considered part of net equity for the purposes of Articles 163.1 and 260.1.4 of the Spanish Companies Act.

On February 23, 2010, our general shareholders' meeting approved our application for admission to trading on the Spanish Stock Exchanges and the offering of new and existing shares described in this offering memorandum. In particular, for the primary offering, our shareholders approved a capital increase in an amount of €910.0 million (including share capital and share premium), the net proceeds of which are to be destined to the prepayment, in full, of the profit participating loan, as described in more detail in "Use of Proceeds" and "Capitalization" above.

Class B Shares

In 2005, following the acquisition of Amadeus GTD by our company, we created a new class of preferred Class B shares, which have the following preferential rights over our shares:

(i) The right to receive a fixed and cumulative dividend equal to 13.75% per year on the subscription price of the Class B shares to be paid out of the distributable profits of our company or from reserves available for the purpose. The Class B shares are not entitled to participate in a further distribution by our company. If our company resolves not to distribute the preferred dividend to which holders of Class B shares are entitled in any given financial year, or resolves to make only a partial distribution of that dividend, the amount not so distributed accumulates, increasing the preferred dividend to which the holders of the Class B shares are entitled in the following financial year. As our company had no distributable profits or reserves available as of December 31, 2007, 2008 and 2009, the holders of the Class B shares were not entitled to a preferred dividend in respect of any of the years then ended. As of December 31, 2009 the amount of accumulated and unpaid dividends was zero.

(ii) The right to receive, on a preferential basis, distributions of any of the assets of our company on liquidation in an amount per share equal to the subscription price together with any accrued and unpaid dividends, but without the right to participate in any further distribution.

While preference shares of this type are classified as a liability under Spanish GAAP, the aggregate nominal amount and share premium of the Class B shares is considered part of our company's net equity for the purposes of Articles 163.1 and 260.1.4 of the Spanish Companies Act.

On February 23, 2010, our general shareholders' meeting approved the repurchase and subsequent cancellation of all of the Class B shares and, to this end, approved a reduction of capital in the amount of €255.9 million. Given that, at the date of approval, the net equity of our company was less than its share capital (by virtue of our company having negative equity for accounting purposes), the effectiveness of the reduction of capital, and the repurchase and subsequent cancellation of the Class B shares, were conditioned on (i) the share capital increase by our company in the amount of €910.0 million, and (ii) receipt of the extraordinary dividend from Amadeus IT Group in the amount of €512.6 million. Accordingly, it is anticipated that the repurchase of the Class B shares and their subsequent cancellation will take place immediately following the execution of the capital increase in connection with the offering and receipt of the extraordinary dividend from Amadeus IT Group.

Non-Consolidated Net Equity

Our company's net equity for the purposes of Articles 163.1 and 260.1.4 of the Spanish Companies Act was, on a non-consolidated basis, €244.2 million as of December 31, 2009, compared with €284.4 million and €361.7 million as of December 31, 2008 and 2007, respectively.

The table below sets forth our company's total non-consolidated net equity, with and without the effect of the profit participating loan and the Class B shares, under Spanish GAAP as each of the years ended December 31, 2007, January 1, 2008, December 31, 2008 and December 31, 2009 and on a pro forma basis as of December 31, 2009 to illustrate the possible impact of the offering and the related transactions described in the footnotes to the table.

	As of (1)					
				December 31, 2009		
Non-consolidated net equity	December 31, 2007	January 1, 2008(2)	December 31, 2008	Actual	Adjustments	Pro forma(3)
	(€ in millions)					
Share capital	2.9	0.4	0.4	0.4	0.1	0.5
Additional paid-in capital	443.3	190.2	182.1	182.1	879.5(4)	1,061.6
Legal and statutory reserves	1.3	1.1	0.6	0.6	—	0.6
Other reserves	(895.7)	(917.6)	(917.6)	(917.6)	—	(917.6)
Treasury shares	—	(0.2)	(1.7)	(1.7)	—	(1.7)
Retained earnings	(112.5)	(112.5)	(99.6)	(145.9)	—	(145.9)
Net income (loss) for the period	12.4	12.4	(46.3)	(40.6)	473.3(5)	432.7
Net equity (for accounting purposes)	**(548.3)**	**(826.2)**	**(882.1)**	**(922.7)**	**1,352.9**	**430.2**
Profit participating loan	910.0	910.0	910.6	911.1	(911.1)	—
Class B shares	—	255.9	255.9	255.9	(255.9)	—
Total net equity (for the purposes of the LSA)	**361.7**	**339.7**	**284.4**	**244.2**	**185.9**	**430.2**

Notes:

(1) The non-consolidated financial information presented in this table has been prepared under generally accepted accounting practices in Spain, or Spanish GAAP, and, in particular, under the General Accounting Plan (*Plan General de Contabilidad*), which our company adopted as of January 1, 2008.

(2) We have included the position as of January 1, 2008 to provide additional detail regarding the impact on our company's net equity of (i) the transition to the New General Accounting Plan (*Nuevo Plan General de Contabilidad*), and (ii) a capital restructuring that took place in 2007.

(3) This pro forma financial information is unaudited and has been provided for illustrative purposes only to indicate how the non-consolidated net equity of our company may be affected by (i) the proposed share capital increase in the amount of €910.0 million, (ii) the receipt of an extraordinary dividend in the amount of €512.6 million from our direct subsidiary, Amadeus IT Group, (iii) the proposed repurchase and cancellation of the Class B shares in the amount of €255.9 million, which is considered financial debt, (iv) the impact of the restructuring and partial prepayment of our senior credit facilities and of certain costs related to the offering in an aggregate amount of €69.2 million (on an after-tax basis). These costs do not, however, include amounts to be paid by our company under our Historic Employee Performance Reward Schemes following admission.

(4) The additional paid-in capital will be offset by an amount of €30.3 million on account of certain costs that we will record against equity.

(5) Reflects the receipt by our company of an extraordinary dividend in the amount of €512.6 million from our direct subsidiary, Amadeus IT Group and the impact of the restructuring and partial prepayment of our senior credit facilities and of certain costs related to the offering in an aggregate amount of €39.3 million (on an after-tax basis).

See Note 5 to our Audited Consolidated Financial Statements for a breakdown of the balances and variations in the net equity of our company for each of the years ended December 31, 2007, 2008 and 2009. The principal variations in our company's net equity during the three years ended December 31, 2009 are principally attributable to (i) the transition of our company to the New General Accounting Plan (*Nuevo Plan General de Contabilidad*) established by Spanish Royal Decree 1514/2007, of 16 December, which resulted in a reduction in our company's net equity of €277.9 million, on a non-consolidated basis and (ii) a capital restructuring completed in 2007, which resulted in a reduction in our company's net equity of €898.5 million, on a non-consolidated basis.

Capital Expenditures, Investments and Divestments

Capital Expenditures

The following table sets forth certain information in relation to our capital expenditures (not including investments financed through finance leases or similar financial arrangements but excluding equity investments) in the years ended December 31, 2007, 2008 and 2009.

	Year ended December 31,		
	2007	2008	2009
	(€ in millions)		
Capital Expenditures			
Tangible assets:			
Land and buildings	—	—	—
Data processing hardware and software	49.0	109.6	43.4
Other tangible assets	12.0	10.9	7.3
Sub-total	61.0	120.5	50.7
Intangible assets:			
Patents, trademarks and licenses	1.0	1.4	0.4
Technology and content(1) (2)	71.0	90.1	100.0
Other intangible assets(3)	49.6	54.6	31.7
Sub-total	121.6	146.1	132.1
Intangible assets incentives (research tax credits—RTC):	(4.4)	(1.1)	(7.0)
Total capital expenditure	**178.2**	**265.5**	**175.8**
financed through finance leases and certain other financial arrangements not included above	18.6	16.0	10.1

Notes:

(1) Capital expenditure in technology and content primarily relates to software development costs internally generated (which we refer to as capitalizations). During 2007, we had capital expenditures of €0.9 million related to certain software that was acquired from a third party.

(2) Before deducting the cash flows related to research grants received from the French authorities (Research Tax Credits) in an amount of €4.4 million, €8.9 million and €6.3 million during the years ended December 31, 2007, 2008 and 2009, respectively.

(3) Principally reflects other intangible assets and contractual relationships with customers. Under IFRS-EU, signing incentives are classified as intangible assets which are amortized over the life of the contract to which they relate.

During the year ended December 31, 2007, our total capital expenditure amounted to €178.2 million. Significant items of capital expenditure during that year included: (i) the purchase of data processing hardware and software by our data processing center in Erding (Germany) for a total amount of €38.4 million, and (ii) investments in new technologies by our subsidiary Amadeus s.a.s., including software capitalizations for a total amount of €66.3 million.

During the year ended December 31, 2008, our total capital expenditure amounted to €265.5 million. Significant items of capital expenditure during that year included: (i) the purchase of data processing hardware and software by our data processing center in Erding (Germany) for a total amount of €105.9 million, including a core system software license for €80.0 million, which was, in accordance with accepted accounting practice, treated as a tangible asset as it was considered inseparable from the hardware to which it related, and (ii) investments in new technologies for our IT Solutions business area by our subsidiary Amadeus s.a.s. in an amount equaling €78.3 million.

During the year ended December 31, 2009, our total capital expenditure amounted to €175.8 million. Significant items of capital expenditure during that year included: (i) investments in new technology for our IT Solutions business area by our subsidiary Amadeus s.a.s. in a total amount of €90.7 million, (ii) investments made in contractual relationships through cash payments in an aggregate amount of €31.4 million with the objective of increasing our customer base and/or enhancing customer loyalty, which disbursements are to be amortized over the term of our agreements with such customers, and (iii) the acquisition by our data processing center in Erding (Germany) of hardware (mainframes, mid-sized and small computers, etc.) and software (system software, peripherals and communications, etc.), including certain IBM software licenses for €5.9 million, and other communication hardware (routers, computers, switches, etc.) in an aggregate amount of €32.3 million.

Research and Development

Expenditure for our research activities, principally relating to research in connection with the evaluation and adoption of new technology, is recognized at the time the expense is incurred. Costs incurred on development projects, principally relating to the design and testing of new or enhanced IT products, are recorded as intangible assets when (i) we can demonstrate the project is economically viable, and (ii) its cost can be measured reliably. Costs that have been capitalized in this way are amortized from the commencement of the commercial production of the product on a straight-line basis over the period of its expected benefit for the group. Other development expenditure is recognized at the time the expense is incurred and any development expenditure so recognized is not reclassified as an asset in the subsequent financial period. Research and development costs expensed for the years ended December 31, 2007, 2008 and 2009 amounted to €149.7 million, €144.4 million and €155.7 million, respectively. The costs incurred on development projects that were capitalized for the years ended December 31, 2007, 2008 and 2009 amounted to €77.8 million, €91.6 million and €101.2 million, respectively (in each case, excluding research incentives received).

Investments

During the year ended December 31, 2007, our total investments (other than equity investments in subsidiaries) amounted to €8.1 million, principally reflecting long-term account receivables in an aggregate amount of €3.5 million (including those derived from the sale of equipment by our subsidiary Amadeus Americas Inc. for €1.6 million) and various deposits made by group companies in an aggregate amount of €2.9 million, including deposits made by Opodo in the amount of €1.6 million with civil aviation authorities. No equity investments were made during 2007, other than the acquisition of a minority interest in Amadeus IT Group in the amount of €0.4 million and the payment of deferred purchase consideration under earn-out provisions in the amount of €16.3 million.

During the year ended December 31, 2008, our total investments (other than equity investments in subsidiaries) amounted to €6.2 million, principally reflecting long-term account receivables accrued by various group companies in an aggregate amount of €3.2 million and investments in associates, including Moneydirect Limited ("Moneydirect"), Amadeus Syria Limited Liability and Amadeus Yemen Limited (the latter two of which are local ACOs formed in relation to the exclusive distribution agreement signed with the AACO in 2008), in an aggregate amount of €1.6 million. Our total equity investments in subsidiaries was €18.4 million in 2008, including the payment of €6.7 million as deferred purchase consideration under earn-out provisions.

During the year ended December 31, 2009, our total investments (other than equity investments in subsidiaries) amounted to €6.3 million, principally reflecting the increase in the deposits made by certain group companies in an amount of €5.7 million, the most significant of which being the deposit made by Opodo with IATA in the amount of €2.5 million. Our total equity investments in subsidiaries was €26.6 million in 2009, including €17.3 million paid in respect of the acquisition of an additional 24.29% interest in our subsidiary, Opodo, and €6.9 million as deferred purchase consideration under earn-out provisions.

Divestments

During the year ended December 31, 2007, we made certain divestments, including the sale of our wholly-owned subsidiary Karavel for an amount of €107.5 million, recording a €5.8 million profit on the sale. Our principal divestment in associates amounted to €6.4 million, representing the sale of our 22.4% interest in Internet Travel Agent, Inc. (or ITA) in February 2007 for US$ 42.3 million, recording a gain in this operation (under the caption "other income") of €25.9 million on the sale (based on February 2, 2007 exchange rates). During the year ended December 31, 2007, we also reduced the amount of our other long-term investments in an amount of €16.0 million, principally to reflect the €7.8 million in deposits held by Karavel and the sale of shares of TravelSky for €4.7 million.

During the year ended December 31, 2008, we made divestments in a total amount of €3.2 million, reflecting the sale of our 50% shareholding in Rumbo on March 4, 2008 for €56.8 million, which resulted in a profit of

€53.6 million. As a result of the sale, our investment in Rumbo ceased to be recorded under the "investment in associates" caption but was classified as an asset held for disposal in our consolidated statement of financial position as of December 31, 2008. On December 11, 2008, our Board of Directors approved the sale of our interest in Vacation.com, Inc. ("Vacation.com"), subject to certain conditions. As a result, the net assets classified as held for sale to the entity of €13.7 million were classified as assets held for sale in our consolidated statement of financial position as of December 31, 2008, with the total aggregate amount of Vacation.com assets classified as held for sale amounting to €17.1 million as of that date. During 2008, we also reduced the amount of our other long-term investments in an amount of €4.5 million, principally in respect of deposits held by group companies.

During the year ended December 31, 2009, we made divestments in a total amount of €0.3 million, principally reflecting the disposal of a 44.99% stake in our subsidiary Amadeus Bulgaria OOD in an amount of €1.5 million, generating a gain on disposal of €1.2 million. Following such sale, we still retained control over the subsidiary.

Contractual Obligations

Our principal payment obligations arise in respect of the borrowings, finance and operating lease obligations and other purchase commitments we enter into in the normal course of business. The following table sets forth our future contractual obligations as of December 31, 2009.

	Payments due by period				
	Total	2010	2010-2012	2013-2014	Beyond 2014
	(€ in millions)				
Contractual obligations					
Borrowings(1)	3,966.0	166.7	400.5	3,398.8	—
Obligations under finance leases(2)	116.0	15.1	22.9	16.3	61.7
Obligations under operating leases(3)	127.8	27.6	45.4	36.3	18.5
Other purchase commitments(4)	4.8	3.2	0.8	0.8	—
Total	**4,214.6**	**212.6**	**469.6**	**3,452.2**	**80.2**

Notes:

(1) Represents the principal amount outstanding under the Senior Credit Agreement (€3,055.0 million as of December 31, 2009) and under the profit participating loan (€910.0 million as of December 31, 2009, together with €1.1 million of accrued interest).

(2) Reflects our future minimum lease payments under finance leases (including interest), in particular the finance leases entered into for the acquisition of our facilities housing the data processing center in Erding (Germany).

(3) Reflects our future minimum lease payments under operating leases, in particular the operating leases entered into in relation to buildings used by various group companies other than Amadeus Data Processing GmbH or Amadeus s.a.s.

(4) Principally reflects purchase commitments to acquire certain tangible assets (mainly IT hardware) and various software license agreements.

Borrowings. For a description of our borrowings, see "—Indebtedness" and "—Net Equity" above.

Finance and Operating Lease Commitments. We lease certain facilities and equipment under operating and finance leases. Quarterly payments under these agreements consisted of principal plus interest at an average rate of 4.99%, 5.12% and 2.97% during the years ended December 31, 2007, 2008 and 2009, respectively. Our most significant asset held under a finance lease is our data processing center in Erding, which we leased in 1988. The original cost was €106.6 million, which increased by €10.9 million in 2000 as a result of further construction works. We financed these expenditures by entering into finance lease agreements. The leases expire on December 31, 2019, at which point we would have the option to purchase the land and buildings at their residual value of €16.7 million and €4.4 million, respectively. We also have the option to terminate the main lease in December 2012.

Guarantees and Commitments for the Acquisition of Tangible and Intangible Assets. In the normal course of business, from time to time we enter into commitments to purchase goods or services from specific suppliers and for other capital expenditures. As of December 31, 2009, we had short-term and long-term commitments to acquire tangible assets for €1.6 million and €0.5 million, respectively (€3.3 million and €1.3 million as of December 31, 2007 and €0.7 million and €0.4 million as of December 31, 2008).

Additionally, we have committed to the acquisition of various software license agreements, which could entail future payments. Our obligation to make these payments is subject to the satisfaction by the counterparty of certain contractual obligations. The maximum amount committed under these agreements as of December 31, 2009 for the short term and the long term was €1.5 million and €1.1 million, respectively (€1.4 million and €1.4 million as of December 31, 2008 and €1.5 million and €0.8 million as of December 31, 2007).

For a detailed description of our contractual obligations, see Note 14 to the Audited Consolidated Financial Statements.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed, as a result of the normal course of our business activities, to foreign exchange and interest rate risk. With the purpose of managing these risks, we enter into hedging activities with derivatives and non-derivative instruments.

Exchange Rate Risk

The reporting currency in our Audited Consolidated Financial Statements is the euro. Although most of our revenue is denominated in euros, a significant portion is denominated in currencies other than the euro. Accordingly, we are subject to foreign exchange rate risks derived from the fluctuations in the exchange rates of many currencies. For a more detailed discussion of the transaction and translation risks that we are exposed to, see "Risk Factors—Risks related to our business—Fluctuations in the exchange rate of the euro, the US dollar and other foreign currencies may adversely impact our results of operations".

The target of our foreign exchange hedging strategy is to protect the euro value of our consolidated foreign currency-denominated operating cash flows. We seek to achieve this goal through the use of various instruments, dependent on the denomination currency of the operating cash flow to be hedged. In the years ended December 31, 2007, 2008 and 2009, 15.5%, 14.1% and 14.1% of our total revenue was denominated in US dollars, respectively. Our strategy for US dollar cash flow exposures is to make use of a natural hedge by matching future US dollar-denominated operating cash flows with our payments of principal and interest on part of our US dollar-denominated debt. Our other main foreign currency exposures are expenditures denominated in British pounds sterling, Australian dollars and Swedish krona, for which exposures a natural hedge strategy is not possible. In order to hedge these exposures, we typically enter into derivative transactions with banks, including foreign exchange forwards and currency options with a hedging horizon of three years. We are exclusively an end user of such derivatives, and we do not engage in trading, market making or other speculative activities in the derivatives markets.

Detailed information about our use of such instruments is provided in Note 20(e) to our Audited Consolidated Financial Statements.

Interest Rate Risk

Fluctuations in interest rates modify the fair value of our assets and liabilities that accrue a fixed interest rate and the cash flows from assets and liabilities pegged to a variable interest rate, and accordingly affect our equity and profitability, respectively. As of December 31, 2009, 97.1% of our total adjusted financial debt (which amounted to €4,099.5 million) was subject to a variable rate.

Interest rates are sensitive to numerous factors outside of our control, including, but not limited to, government and central bank monetary policy in the jurisdictions in which we operate. An increase in interest rates could have an adverse effect on our business and financial condition. Our objective with respect to interest rate exposure is to enhance the predictability of the net interest flows payable by our group.

Our interest rate derivates hedge our exposure to interest rate movements by fixing the amount of interest to be paid by us in the coming years (up to June and July of 2011). However, by fixing the floating portion of the interest on such debt in this manner, its fair value becomes more sensitive to changes in interest rates.

See Note 20(f) to our Audited Consolidated Financial Statements for details of these instruments and the sensitivity of the fair value of such instruments to changes in interest rates.

Off-Balance Sheet Arrangements

In the ordinary course of business, we enter into numerous agreements that contain standard guarantees and indemnities whereby we indemnify another party for breaches of representations and warranties and similar provisions. In addition, many of these parties are also indemnified against any third-party claim resulting from the transaction that is contemplated in the underlying agreement. Such guarantees and indemnifications are granted under various agreements, including those governing (i) purchases, sales or outsourcing of assets or businesses, (ii) leases of real estate, (iii) licensing of trademarks or other intellectual property, (iv) access to credit facilities, finance and operating leases, and (v) the use of derivatives. While some of these guarantees and indemnifications extend only for the duration or the underlying agreement, many survive the expiration of the term of the agreement or extend into perpetuity (unless subject to a legal statute of limitations). There are no specific limitations on the maximum potential amount of future payments that we could be required to make under these guarantees and indemnifications nor are we able to develop an estimate of the maximum potential amount of future payments to be made under these guarantees and indemnifications because it is not possible to determine, with certainty, the probability of the occurrence of any triggering events. With respect to certain of the aforementioned guarantees and indemnifications, we maintain insurance cover to mitigate any potential losses we may suffer under such provisions.

We do not utilize off-balance sheet arrangements and do not have any special purpose entities or unconsolidated affiliates. As of December 31, 2007, 2008 and 2009, we had outstanding guarantees in the aggregate amount of €51.7 million, €42.4 million and €45.1 million, respectively, principally in connection with bookings made through IATA and, in 2007 only, the UK Civil Aviation Authority.

Changes in Accounting Policies

A number of changes to the accounting standards which are applicable to our financial statements for the first time in 2009 have been introduced by the IASB, the independent body responsible for setting the IFRS-EU accounting standards. These changes include a new accounting standard, IFRS 8: “Operating Segments”, and amendments and revisions to a number of other accounting standards, including IAS 1: “Presentation of Financial Information” and IAS 23 (Revised): “Borrowing Costs”, among others. Additionally, IFRIC, responsible for developing guidance on the IFRSs to promote consistent practice, has issued a number of guidance notes which will be applied by our company if and when we enter into transactions to which these interpretations apply.

We do not anticipate that our adoption of these new and revised IFRSs or our compliance with these IFRIC interpretations will have any material impact on our consolidated financial statements in the future and we do not consider that they affect the comparability of our financial statements as of and for the year ended December 31, 2009 with the financial information for prior years included in this offering memorandum. For further information, see Note 4 to our Audited Consolidated Financial Statements.

As discussed above under “Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—IFRIC 18 “Transfers of Assets from Customers””, we are changing our accounting policy for our financial year commencing January 1, 2010 and subsequent financial years with respect to cash and assets received from our customers. This change in accounting policy will alter the results of operations of our IT Solutions business area in such financial years and, as a consequence, affect the comparability of those results with the financial information included in this offering memorandum.

Global Travel and Tourism Industry

The global travel and tourism industry was estimated by the World Travel and Tourism Council, or WTTC, to have generated US$5.5 trillion of economic activity in 2009, equivalent to 9.4% of global GDP. Of this economic activity, we estimate based on Euromonitor and WTTC reports that approximately US$1.5 trillion (concentrated principally in the regions of Western Europe (35%), North America (31%) and APAC (24%)) was generated by industry suppliers and intermediaries, comprising over 800 airlines serving around 2.68 billion passengers annually, over 300 international hotel chains, over 170 rail providers, over 160,000 travel agency locations, plus numerous international car rental companies and global and regional tour, cruise and ferry operators.

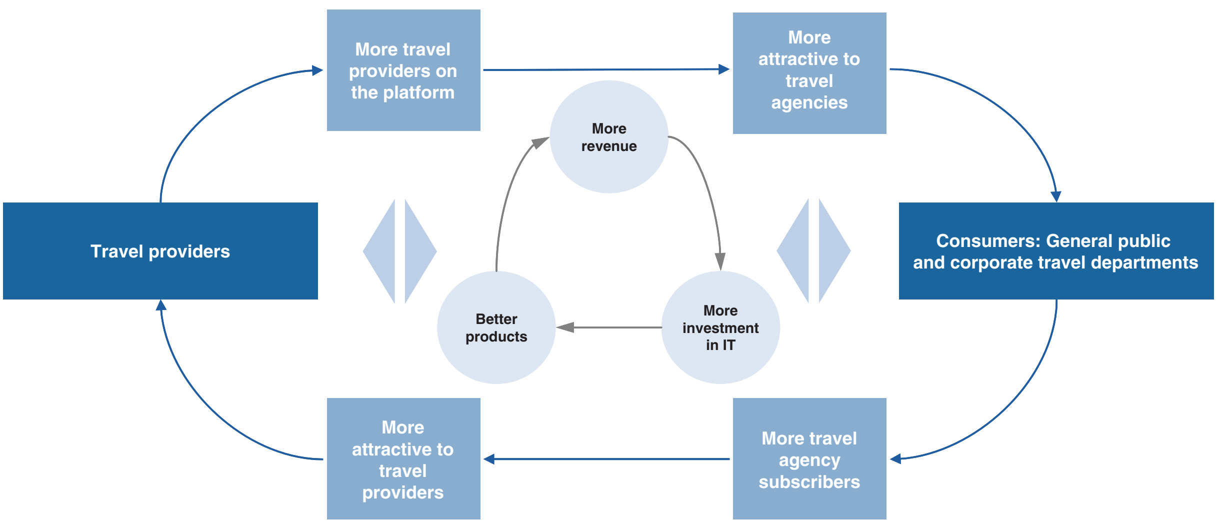
Global Travel Technology Industry

Significant technological advancements made in the past 30 years in the areas of computing and communications have revolutionized the travel and tourism industry. Travel providers are now able to disseminate information globally and instantaneously regarding inventory, availability, scheduling and pricing, which travel agencies, corporate travel departments and end consumers are able to consult in real time to book trip itineraries. Additionally, IT solutions are now at the center of many of the fundamental business processes of airlines, non-air travel providers and travel agencies, automating key processes such as reservation, inventory, revenue management and other core functions. We refer to the market of technology-based products and services designed for the needs of the travel and tourism industry as the “travel technology” industry. The continuing shift to digitization, requiring enhanced data processing and management capacity, and the increasing complexity and customization of travel provider offerings, including one-way and multi-stop air travel bookings and ancillary airline services (such as checked-in baggage, seat selection and advanced boarding functionalities) have placed further pressure on participants in the industry to access advanced technologies.

Global Distribution Systems

Within the travel and tourism industry, GDS platforms connect a large number of travel providers with a large number of travel agencies, through which corporations and end consumers can access travel content. A GDS platform enables travel providers to benefit from a global reach that is not readily obtainable through other distribution channels, while at the same time offering travel agencies enhanced functionalities, such as advanced search and booking engines, to access a wider travel content inventory, as well as other management solutions for key business processes. The operations of GDS providers are based on a two-sided network model which allows successful GDS providers to benefit from a virtuous cycle in which a deeper and broader inventory of travel content provides a more attractive offering to travel agencies, while a more extensive network of travel agencies creates a more attractive distribution platform for travel providers (see diagram below). Additionally, a second virtuous cycle can arise as increased revenue drives greater investment in IT and product development and improvement, which, in turn, can further increase revenue. As a result of these virtuous cycles, each GDS provider’s market share of bookings processed is an important factor in determining its commercial success.

The diagram below shows the GDS two-sided network model.



IT Solutions

Travel providers have, historically, developed many of their core technology systems in-house, but an increasingly complex operating environment and increased cost pressures appear to have reduced the commercial viability of this approach. Travel providers are increasingly moving towards outsourced IT systems to convert the fixed costs associated with maintaining and developing such systems into variable costs that broadly vary in line with transaction volumes. Specialized travel technology providers, such as our company, drive efficiencies throughout the industry value chain through economies of scale and thus enable travel providers and travel agencies to enhance their competitiveness. We estimate that the annual spend on IT solutions by the travel and tourism industry was approximately €30 billion, of which around €8 billion was spent by airlines according to T2R.

The segments of the travel technology industry that we operate in are characterized by having barriers to entry as a result of a number of factors, including: (i) the high levels of investment in technology involved in developing, rolling out and maintaining the platforms required for both distribution and IT solutions, (ii) the scale and resources needed to compete efficiently on a global scale, (iii) the long-term contracts and relationships that leading market players, such as our company, have for both distribution and IT solutions offerings, and (iv) the mission-critical nature of distribution and IT solutions offerings, together with the potentially high switching costs for customers. As a result, few players have, in recent years, successfully entered the distribution and IT solutions markets.

Key Trends in the Travel Technology Industry

The primary customer segments within the travel technology industry are airlines, non-air travel providers and travel agencies. In the discussion that follows we have identified certain key industry trends that we believe will affect the travel technology industry, taken as a whole, and certain other trends that we consider are specific to, or may have a particularly notable impact on, the above-mentioned customer segments within the travel technology industry. Additional trends not presently identified by or known to us, or not believed by us to be material at this time, could affect the future evolution of the travel technology industry.

Trends in the Global Travel Technology Industry

The travel technology industry is, in our view, affected by the following key industry trends:

- *Secular GDP Growth.* The global travel and tourism industry has shown strong and relatively resilient expansion over the past 30 years, with growth rates typically outperforming general macroeconomic trends. Since 1970, air travel volumes have increased at a faster rate than global GDP, increasing at 1.3 to 1.6 times real GDP growth on average according to our estimates based on IATA passenger and IMF GDP data. We expect this trend to continue, with travel volumes benefiting from a number of factors, including (i) continuing global GDP growth, (ii) rising income levels, particularly in growth markets, such as the MEA and APAC regions, Central and South America and CESE, (iii) a higher propensity for travel among retired groups, and (iv) increasing globalization. While the recent adverse global economic conditions negatively affected the global travel and tourism industry, there are now strong signs of improvement, with IATA reporting increases in international air traffic volumes of 4.5%, 6.4% and 9.5% for the months of December 2009, January 2010 and February 2010, respectively (in each case compared with the same month of the prior year). The recovery in the MEA and APAC regions has been particularly strong, with each region exhibiting growth of 25.8% and 13.5%, respectively, in the month of February 2010, compared with February 2009 (sources: IATA press releases, January 27, March 2 and March 30, 2010). Assuming the world economy returns to growth over the next five years, economic activity in the global travel and tourism industry is forecast by the WTTC to grow at an average of approximately five to six per cent. per year, slightly ahead of global GDP growth which is forecast to increase at four to five per cent. per year, according to the IMF.
- *Increasing Importance of Growth Markets.* We expect growth markets, such as the MEA and APAC regions, Central and South America and CESE, which, according to T2R, together represented around 45% of global airline passengers in 2009, to be one of the key drivers of the travel and tourism industry, as rapid economic expansion and increasing consumer spending fuel demand for travel, especially among the growing middle class. This emerging trend is exhibited in IATA's projections for the period from 2009 to 2013, which forecast air travel growth of 7.2%, 4.5%, 6.3% and 5.6% in CESE, Central and South America and the MEA and APAC regions, respectively, over the same period.

- *Increasing Penetration of Online Distribution.* Over recent years, the Internet has become a major distribution channel for the global travel and tourism industry. From 2006 to 2009, the share of global air sales (in value) made through online channels (online direct distribution and online travel agencies) increased from 30% to 39% in Europe, and from 40% to 46% in the United States (source: PhoCusWright). This trend is expected to continue going forward, although a higher percentage of airline bookings growth is expected to be processed through online travel agencies rather than through airlines' own websites, according to PhoCusWright.
- *Increasing Traveler Sophistication.* The emergence and rapid growth of the Internet has resulted in (i) improved access for travelers to real-time information regarding the inventory of travel providers and the availability, scheduling and pricing of travel products and services, and (ii) direct participation by travelers in the selection and configuration of travel products and services through the booking processes offered by direct distribution channels and online travel agencies. Direct access of consumers to a broader offering of travel products and services has led to greater traveler sophistication, and we expect this to drive increased demand for more customized, intuitive and flexible solutions for the modern-day traveler, including advanced search and booking functionalities. In the air travel industry, many airlines are now offering "tick-to-select" ancillary services at an extra cost, such as checked-in baggage, seat selection, advanced boarding and upgrades. This degree of sophistication on the part of customers in the search and booking processes is leading to increased demand by travel providers for complex and scalable IT solutions, and we anticipate that the pressure on travel providers to access state-of-the-art IT solutions will continue, and possibly increase.

Trends in the Airline Customer Segment

With the emergence and growth of low-cost airlines, the airline customer segment is now divided into two key sub-segments: (i) full service airlines, such as Air France, British Airways, Iberia and Lufthansa, and (ii) low-cost airlines, such as Ryanair, easyJet and Southwest. These sub-segments are estimated to have carried more than 2.1 billion and 0.6 billion passengers per year, respectively, and, jointly, to have spent approximately €8 billion annually on IT solutions, according to T2R. Below we have set forth certain key industry trends that affect the airline customer segment of the travel technology industry.

- *Consolidation of Full Service Airlines.* Full service airlines have, in recent years, been consolidating through business combinations and the formation of international alliances. While this has allowed them, in some cases, to negotiate improved distribution arrangements, the increased operational complexity of these broader organizations and partnerships has also led to an increased uptake of modern outsourced IT solutions. Business combinations, such as the merger between British Airways and Iberia agreed in April 2010, and the ongoing growth of airline alliances, such as Star Alliance, Oneworld and SkyTeam, often act as catalysts for significant technology overhauls as airlines look to adapt and implement common, standardized IT platforms, such as our Altéa suite, to manage critical systems in an integrated and efficient way. We believe that further consolidation of full service airlines and the growth of airline alliances will provide ongoing opportunities for strong and well positioned technology vendors to capture further market share.
- *Increased Focus on Cost Cutting.* Competitive pressures are driving airlines to seek ways to reduce their costs. This has affected the airline travel technology and distribution markets in two principal ways:
  - *Increased IT outsourcing*. In recent years, airlines have increasingly sought to outsource technology systems and certain non-core activities, such as payroll functions and call centers. According to the SITA Airline IT Trends Survey 2009, 83% of airlines stated cost cutting to be a high priority and 70% of respondents stated that they expected to invest more on solutions that lower overall costs in 2009 than in the prior year. This move towards outsourced solutions has, in our view, principally been driven by rising costs, competitive pressures and increased operational complexity, resulting in a business need to replace inflexible and costly legacy systems with reliable, flexible and cost-effective IT solutions. The outsourcing of core and mission-critical technology systems, such as inventory and revenue management systems, can, in our view, deliver significant benefits to airlines. The SITA Airline IT Trends Survey 2009 found that 86% of respondents classified "Passenger Processing and Services" as a high priority area for investment, more than for any other area.
  - *Pressure on distribution pricing*. Airlines have successfully reduced travel agency commissions globally and are applying pressure to reduce the fees they pay to GDS providers by threatening to withhold specific fares and/or by applying less attractive financial conditions (for example,

surcharges) for content booked via a GDS platform compared with that available in their direct channels (for example, the airline's website). As pressure from airlines to maintain these reduced fees is believed to be likely to continue, leading GDS providers, such as ourselves, have redesigned their policies to base pricing on the value that their solutions provide to the airlines and have increased their focus on adding product functionality and on reducing costs to maintain margins.

- *Growth of Direct Distribution.* Travel providers distribute their travel content through two channels, either (i) directly to end consumers through the travel provider's own website, call centers or ticketing offices (the direct channel), or (ii) indirectly, via a travel agency or other intermediary (the indirect channel). Many airlines, in particular full service carriers, have historically depended heavily on GDS platforms for the distribution of their content indirectly, especially in non-home markets. In recent years, this dependence has been reduced as full service airlines have encouraged consumers to make bookings directly and as low-cost airlines, which primarily use direct distribution channels, have shown stronger relative growth. As a result, the market share of direct distribution channels of global air bookings has increased gradually, reaching approximately 50% penetration in 2008 (source: T2R). The rate of growth of air direct distribution is, however, expected to slow. T2R estimates that only a further 2% of all airline bookings will move away from GDS platforms between 2008 and 2013, while PhoCusWright expects the shift from indirect to direct channels to reverse marginally in the more mature markets of North America and Europe in 2010. In our view, this deceleration is driven by numerous factors, including (i) the strong growth of online travel agencies which use GDS platforms for the vast majority of their air bookings, (ii) the declining cost differentials for airlines between the direct and indirect channels following the significant reduction in travel agency commissions in recent years, (iii) the higher yields that can be obtained via travel agencies using indirect channels, (iv) a trend towards increased use of the indirect channels by low-cost airlines, such as easyJet, which are attracted by the improved access to higher-yield markets and customer segments (e.g., business travelers) offered by travel agencies, (v) the difficulties faced by full service carriers in selling volumes in the direct channel in non-home markets, (vi) a rebound in corporate travel booked via TMCs, and (vii) the continued demand for niche travel agencies, such as leisure integrators, and for student and adventure travel.
- *Increasing Importance of Low-Cost Airlines.* Low-cost airlines have become increasingly important over the past ten years, stimulating demand for air travel through low fares. In 2009, low cost airlines represented 23% of global airline passengers, up from 18% in 2006 (source: T2R). The Internet has contributed significantly towards the strong growth of low-cost airlines, which rely on direct online distribution for the majority of their bookings. The business models of these airlines have evolved with several players shifting from a pure low-cost to a hybrid model, mirroring many of the attributes of full service airlines, including distribution through indirect channels. We anticipate that many of the larger low-cost airlines will begin switching to more sophisticated IT solutions to address processes that have become increasingly complex as a result of the expansion of the airline's operations. Additionally, we expect low-cost airlines to increase their use of indirect distribution through GDS platforms as they expand their offering into higher-yield markets and customers, such as business travelers.

Trends in the Non-Air Travel Provider Customer Segment

Non-air travel providers principally include hotels, rail operators, cruise and ferry operators, car rental companies and tour operators. We estimate that non-air travel providers spend approximately €22 billion annually on IT solutions and account for more than 15.6 billion passengers/guests worldwide (number excludes rail passengers carried on the top four Asian railways). Below we have set forth certain key industry trends affecting non-air travel providers.

- *Increasing Need for Connectivity within the Highly Fragmented Global Hotel Industry.* While there are several major global hotel chains, a very significant proportion of hotels worldwide, including in developed markets such as Western Europe, remain under independent ownership. The degree of fragmentation is expected to increase as a result of stronger growth in markets such as Central and South America and the MEA and APAC regions, where independent hoteliers account for the substantial majority of hotel room accommodation. We believe that as these markets continue to grow, hotel owners and operators will require increased connectivity to ensure access to global travelers, and we anticipate that this will contribute towards the growth of the distribution industry in this non-air segment. Additionally, hotels and hotel chains are coming under strong competitive and cost pressures, which, we believe, drives increased demand for outsourced IT solutions for the hotel industry.

- *Rapidly Evolving Rail Industry.* The rail industry has undergone significant changes in recent years with the growth of high speed rail networks, in particular, driving major worldwide investments in infrastructure. In addition, the European Union has begun to deregulate rail travel and, in doing so, has taken a number of important steps to simplify cross-border rail operations and introduce more competition into national rail networks. Some of the key initiatives include allowing operators to offer and operate both cross-border passenger and freight transport and allowing operators in one country to operate national transport services in another country. These factors, together with growing environmental awareness, are increasing the competitiveness of the rail offering over short-haul airline routes. Collectively, these trends are, in our view, making rail transport increasingly international and complex, driving the expansion of rail companies outside their domestic market and increasing the need for enhanced booking capabilities and third-party intermediation. As a consequence, we believe rail operators will increasingly look to diversify their distribution channels in order to increase sales.

Trends in the Travel Agencies Customer Segment

Travel agencies, including online and offline travel agencies and TMCs, service a range of different traveler customer segments, including corporate and leisure. We estimate that travel agencies currently spend approximately €2.7 billion on IT solutions annually and that, in 2008, indirect travel agency bookings (including those via online travel agencies and TMCs which all use GDS providers and/or local CRSs to process the substantial majority of their airline bookings) accounted for approximately 50% of global air bookings (source: T2R). Below we have set forth certain key industry trends we have identified that affect travel agencies.

- *Ongoing Growth of Online Travel Agencies.* Growth of online travel agencies is expected to continue globally, at varying rates across regions. The European online travel agency market remains less mature than the US market, with online air sales (by value) representing 10% of total airline sales in 2009 versus 16% in the United States (source: PhoCusWright). The European online travel agency market is also more fragmented as it continues to include several regional players. The APAC region and other growth markets are considered to be less mature, although online travel agencies in these markets are also beginning to experience considerable growth. We believe that industry trends suggest that online travel agencies will continue to increase their share of total air sales and since online travel agencies rely on GDS providers for a significant majority of their air content and a substantial part of their pricing and online shopping technologies, we anticipate that they will continue to provide an increasingly important source of GDS bookings in the future.

- *Evolving Travel Agency Revenue Model.* The drive by airlines to reduce distribution costs described above has also had an impact on travel agencies, which have seen their commissions decline in recent years. This pressure on commissions has driven the need for travel agencies to start charging their customers a service fee and to invest in sophisticated technology and incremental GDS offerings to obtain new revenue streams and to differentiate their offering from the direct channels.

  - TMCs and online travel agencies, in particular, are now obtaining a significant proportion of their revenue from non-commission based sources with the majority of European online travel agencies (including Opodo) now utilizing a transactional business model in which the booking fees charged to consumers represent a significant proportion of revenue. Although the use and level of the fees charged to clients has declined significantly in the United States, particularly for air travel bookings, they have remained relatively important within several markets in Europe.

  - To meet travel agency requirements, GDS providers are introducing value-adding technologies designed to enable travel agency customers to enhance their sales capabilities, streamline their processes and improve their customer service levels, and include customizable tools to facilitate the sales process through both online and offline channels and other front-, mid- and back-office process-management solutions.

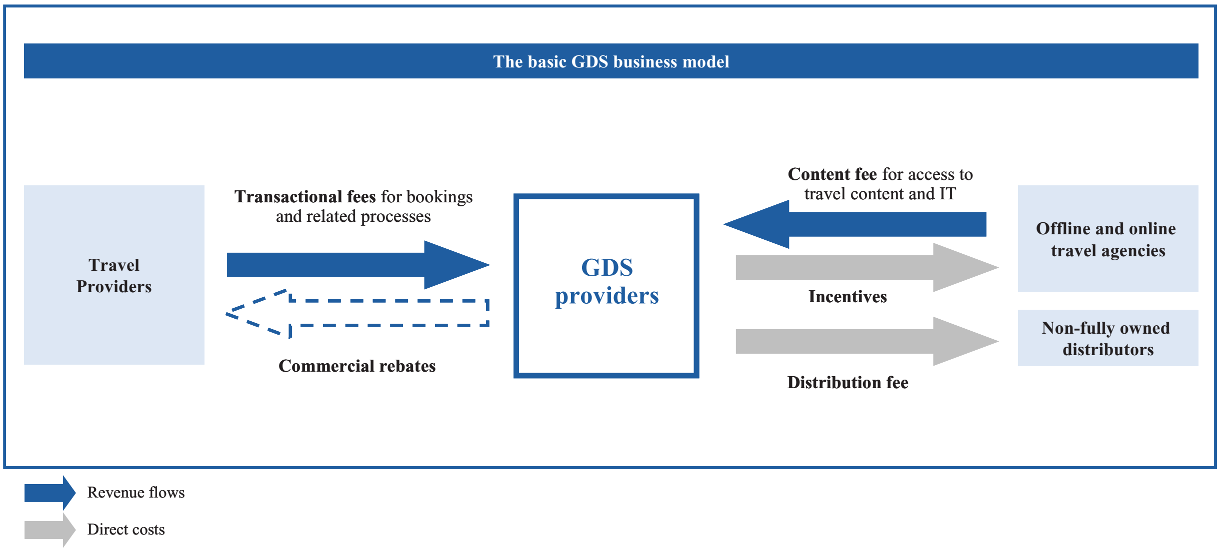
GDS Services

Originally developed by airlines as an extension to and/or replacement for their in-house CRSs, the international GDS providers have now evolved into independent, global networks connecting the full spectrum of travel providers (both air and non-air), travel agencies (both online and offline) and travel buyers (end consumers and corporate travel departments). A GDS provider creates value within the travel distribution chain by aggregating inventory from multiple travel suppliers and offering travel intermediaries streamlined capabilities to provide an integrated interface displaying a wide variety of choices, prices and itineraries available to their customers.

In 2009, we estimate that more than one billion air bookings were processed through the international GDS providers. Following the period of decline between 2007 through 2009 as a result of the global economic crisis, we expect the global GDS market, in terms of GDS-processed air bookings, to grow as world GDP and airline passenger growth recover.

The GDS Model

GDS providers operate primarily on a fee-per-transaction basis, collecting a booking fee from the relevant travel provider for travel bookings processed through their GDS platform. Although such bookings are initiated and completed through travel agencies, the fee is paid by the travel provider. In an attempt to maintain and grow the reach of their network, GDS providers generally offer volume-based incentives and other economic inducements to their travel agency customers to process more bookings. The following diagram presents a simplified overview of the key financial flows for this two-sided transaction-based business model.



Continued Value of GDS Platforms

In recent years, an increasing proportion of air and non-air bookings has been generated through direct distribution channels. We believe, however, that the rate of disintermediation will slow and that in the medium to long term, the GDS channel will continue to be critical for travel providers and travel agencies, primarily due to the factors set forth below.

- *Travel providers.* GDS platforms continue to provide the most efficient means for airlines and other travel providers to reach and distribute their travel content worldwide. In countries where a travel provider's brand is less well recognized (for example, outside their home markets), a GDS platform offers a particularly cost-effective means of accessing the market by using local travel agencies to reach end consumers. Additionally, as higher-yield long-haul and business travel tickets (particularly those originating outside the home country of the airline) and tickets with additional booking complexity (for example, multi-stop flight itineraries) are more typically sold through a travel agency using a GDS platform, indirect distribution tends to provide higher yields for airlines than direct channels. Moreover, we anticipate that low-cost airlines will continue to increase their use of indirect distribution through GDS platforms as they expand their offering into higher-yield markets and customer segments (such as business travelers). Accordingly, we believe that the GDS platform will continue to be critical for airlines and other travel providers seeking to increase volumes through global reach, while improving their margins.

- *Travel agencies.* Travel agencies, including large TMCs and online travel agencies continue to rely significantly on GDS platforms to provide a competitive offering to their customers. Such customers, whether in the business or leisure segment, continue to demand the broadest possible offerings at the best available prices in a single comparable format that, at present, can only be offered by the international GDS providers. Additionally, as travelers become more sophisticated, they are increasingly demanding functionalities that provide instant results using highly flexible search parameters. Enhanced functionalities such as these are not typically available via the direct distribution channels, which tend to have less sophisticated search engines that are limited to the inventory of one airline or the members of one airline alliance only. For these reasons, we consider that travel agencies will continue to require access to the travel content of GDS providers to meet the needs of their customers and remain competitive. In addition, travel agencies are, in our view, closely tied to GDS providers as they receive an important part of their revenue through GDS incentives and rely heavily on interfaces within the GDS platforms that ensure booking data integration within their mid- and back-office systems and consistency across all airlines sold.

The Competitive Landscape

Factors Affecting Competition

As the GDS industry operates within a two-sided network model, the competitive positioning of a GDS provider depends on the success it achieves in attracting and retaining both its travel providers and travel agency customers. A GDS must offer competitive terms to travel providers to obtain and maintain sufficient travel content to provide a competitive product offering to travel agencies and, at the same time, gain and maintain a sufficient number of travel agency customers so as to provide a competitive offering of sales channels to its travel provider customers. Understanding and successfully managing this interrelationship and achieving meaningful market share is key to remaining competitive as a GDS provider.

GDS providers therefore seek to differentiate their offerings from those of their competitors and to grow their customer bases on both sides of the two-sided business model by (i) securing broader and more comprehensive inventory from travel providers than their competitors, and (ii) maintaining a more extensive network of travel agency customers than their competitors. The pursuit of expanded customer bases has given rise to a drive towards greater consolidation in the GDS industry, with, for example, the roll-up of the Apollo, Galileo and Worldspan GDS providers into Travelport in 2007.

Other factors that may affect the competitive success of a GDS platform in securing business and market share include the timeliness, accuracy and scope of the travel inventory and related information offered, the reliability and ease of use of the underlying technology, the fees charged and incentives paid to travel agencies, the transaction fees charged to travel providers and the range of products and services available to travel providers and travel agencies. Additionally, GDS providers may seek to differentiate themselves from their competitors by developing and offering competitive value-added IT solutions to participants in the indirect distribution market.

The GDS industry is partially regulated in the European Union, unlike in the United States where full deregulation occurred several years ago. European Union GDS regulation changed on March 29, 2009, allowing GDS providers and airlines more flexibility in negotiating their commercial agreements. Nonetheless, GDS providers are still subject to rules aimed at preventing abuse of competition and ensuring the supply of neutral information to consumers. Also, specific rules apply to airlines, defined as “parent carriers”, that have decisive influence over a GDS provider (typically through share ownership), in particular prohibiting discrimination against a GDS provider that competes with the GDS provider over which they have a decisive influence. See “Regulation—Global Distribution—Global Distribution Systems Regulation—GDS Regulation in the European Union” below for further information.

Key Competitors

The international GDS marketplace is large and relatively concentrated, with four international GDS providers. We estimate that three players (our company, Sabre and Travelport) account for around 95% of the GDS-processed air bookings, and the remaining 5% of GDS-processed air bookings is accounted for by Abacus, which operates principally in the APAC region.

At a global level, we compete primarily with Sabre and Travelport, although Abacus, which is owned by a number of Asian airlines and Sabre, is a strong regional player in the APAC region.

- **Sabre** is organized into four main segments: (i) Sabre Travel Network, which markets and distributes travel-related products and services for its travel supplier participants through the online and offline travel agency and corporate channels, (ii) Sabre Airline Solutions, which offers IT solutions for airlines, airports and government agencies, (iii) Travelocity, which offers online travel services, and (iv) the recently created Sabre Hospitality Solutions. Sabre also holds a minority stake in Abacus.
- **Travelport** includes the Galileo, Apollo and Worldspan GDS platforms, and operates Gullivers Travel Associates, a global wholesaler of accommodation, ground products and services to the travel and

tourism industry. Travelport owns a minority stake (48%) in Orbitz Worldwide, an online travel agent. Orbitz Worldwide operates CheapTickets, ebookers, HotelClub and Ratestogo. Travelport also provides airline IT services to some airlines.

In addition to the international GDS providers, there are a number of local CRS providers which are primarily owned by airlines and operate exclusively in their home countries, including Axess and Infini in Japan, Topas in South Korea (of which we owned 31.91% as of December 31, 2009) TravelSky in China and Sirena in Russia and the CIS. Smaller competitors, such as FareLogix and ITA software, have made attempts to enter the GDS market but have not been successful in obtaining meaningful levels of business.

Market Share

We estimate that our GDS platform was the global leader with a market share of the GDS-processed air bookings of 37% in 2009, having grown market share steadily over the past decade. See “Market Share Data” above for important information regarding (i) our definitions of the global market and GDS-processed air bookings, and (ii) the sources and methodology used to estimate our market share.

The table below sets forth the evolution, on a global basis, of the market share of our company and our primary competitors for the years ended December 31, 2000 to 2009.

	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Amadeus	26%	26%	27%	28%	29%	29%	31%	34%	36%	37%
Competitor 1	13%	16%	16%	17%	17%	17%	15%	32%	30%	29%
Competitor 2	27%	25%	24%	24%	23%	23%	22%			
Competitor 3	30%	29%	28%	26%	26%	27%	28%	29%	29%	30%
Competitor 4	4%	4%	5%	5%	5%	4%	4%	5%	5%	4%

The competitive situation varies by region, however, with our GDS platform being, in our estimation, the market share leader among the four GDS providers operating on a global scale in terms of GDS-processed air bookings in Western Europe, CESE, Central and South America and the APAC and MEA regions. See “Business—Overview” below for further details.

IT Solutions

IT solutions refers to the development and the provision of IT solutions that enable processes such as central reservation, inventory management, departure control, e-commerce, and the provision of consulting services and other data and passenger processing and management services, as well as back- and mid-office solutions for travel providers.

Travel providers are experiencing competitive and cost pressures and, in pursuit of profitable growth, are increasingly looking to replace inflexible in-house legacy systems. By outsourcing certain mission-critical processes to third-party vendors of standardized and scalable next-generation technology platforms, such as our company, customers are able to enhance the quality and functionality of their product and service offerings while reducing their spend on development and ongoing maintenance. For example, IT solutions play an increasingly vital role in the management of the business processes of airlines, helping them to optimize reservation, inventory and departure control processes, as well as improving their ability to respond to changing market conditions, such as rising fuel prices, increased security regulations and growing environmental concerns. In the context of the recent global economic recession, cost efficiencies driven by IT solutions are expected to form a central element of the recovery plans of many travel providers and, accordingly, customers are demanding innovations that will deliver a cost-savings return within 18 months (source: SITA Airline IT Trends Survey 2009).

We estimate the annual spend on IT solutions by participants in the travel and tourism industry to be in the region of €30 billion. Our current product and service offering within this market primarily serves the airline IT market, in which annual spend was estimated at €8 billion according to T2R. The primary segments of the airline IT market relate to product offerings addressing (i) PSS, which cover functionalities to address all stages of passenger management, including e-commerce and the management of airline websites to process reservation information such as bookings, award redemptions and e-vouchers, (ii) other applications including non-PSS commercial management systems, as well as planning and operations management, (iii) general projects, including bespoke system integration and migration services, and (iv) infrastructure, including networks and provision of hardware. Our current product offering primarily addresses the PSS segment of the airline IT market, including e-commerce, although we are expanding our airline IT solutions offering and are seeking to grow our market share within the non-airline IT solutions markets, including the hotel, rail, travel agency and airport IT markets.

The IT Solutions Model

Providers of IT solutions typically operate under one of three distinct business models:

- *Community Platform Model*. The outsourcing partner provides, manages, customizes and continually develops the technology system using a standardized solution which is shared by all customers connected to the IT solutions provider's platform. Customers benefit from common development costs and shared system upgrades and fees are charged on a per-transaction basis. This is the business model that we have adopted for our Altéa offering in our IT Solutions business area and which we expect to use for our other non-air IT businesses.
- *"One-to-One" Application Hosting Model*. The outsourcing partner develops and deploys a system on a one-to-one basis with the airline or travel provider and hosts such system on a third-party data center. The travel providers are then able to customize or further develop the systems in the hosting environment. IT solutions provided under this model are typically remunerated on a per-transaction or licensing basis.
- *System Outsourcing Model*. The outsourcing partner operates and manages the travel providers' systems through a simple application hosting environment. Customizations and further developments are undertaken by the travel providers. Remuneration is generally on a fixed price or cost plus basis.

The Competitive Landscape

Factors Affecting Competition

We consider that competition in the IT solutions industry is based on (i) the range, effectiveness and reliability of the IT solutions offered, (ii) the flexibility, scalability and ease of use of technology on which such solutions are based, (iii) the ability of the IT solutions provider to keep pace with technological developments, (iv) the efficiency and reliability of implementation and system-migration processes, (v) the pricing structures applied, and (vi) the ability to tailor IT solutions to the needs of individual customers.

While we anticipate that competitive and cost pressures will increasingly lead travel providers to replace in-house legacy IT systems with outsourced solutions, this will require IT solutions providers to demonstrate to such travel providers that business-sensitive information and decision-making functionalities (including revenue pricing and certain mission-critical processes, such as reservations management) remain secure and reliable when hosted and controlled outside of their organizations. We also believe that out of the three business models described above, the community platform model, which we have adopted for our Altéa offering, is the most cost-efficient as (i) it allows the significant up-front costs required to develop a solution to be shared among a larger number of customers, and (ii) its transaction-based pricing model allows customers to transform what would otherwise be a fixed cost to a variable cost linked to transaction volumes. Finally, the successful outsourcing of technology systems by major airlines, such as British Airways and Qantas, demonstrates a growing acknowledgment by airlines and other travel providers that IT solutions providers can offer cost savings while protecting business secrets and that the complex system migrations can be successfully implemented with no service interruptions.

Key competitors

The IT solutions marketplace is highly fragmented with several players focusing on specific subsectors and operating different business models. T2R estimates that approximately 30% of all airline IT solutions are still developed and maintained in-house, which presents travel technology companies, such as our company, with both a challenge, due to the implicit competition provided by these solutions, and an opportunity, once in-house IT solutions are viewed as strong candidates for migration to outsourced solutions. Given the trends in the airline industry described above, we believe that an increasing number of airlines will choose to outsource their systems as they make investment decisions on next-generation technology systems.

Within the PSS sector, including e-commerce, in which we operate, T2R estimates that we had a market share, measured in terms of revenue, of 28% in 2008, with no other single competitor achieving a market share of more than 9%. Third-party competitors in the PSS segment include large third-party vendors, such as Sabre Airline

Solutions (a division within the Sabre group), SITA and Hewlett Packard, which has recently made a move towards our subsectors by signing a letter of intent with American Airlines, and other niche providers, including Unisys Corporation, ITA Software, Inc., Lufthansa Systems (a subsidiary of Lufthansa), PROS Holdings, Inc. and Datalex (Ireland) Ltd. The majority of these competitors operate a system outsourcing or one-to-one application hosting business model, which, in our view, exhibit significant disadvantages against the community platform model on which our current IT solutions offerings in the airline technology segment are based and on which we intend to develop our future offerings.

Online Travel Agencies

Through our ownership of Opodo, we operate an online travel agency. Online travel agencies provide air, car, hotel, vacation packages, cruise and other travel reservation and fulfillment services to customers via the Internet. Online travel agencies generally operate using GDS platforms to access travel content, and offer end consumers and corporate travel departments the ability to research travel options, search for the best available prices and book travel directly online. In 2009, PhoCusWright estimated that the European online travel agencies had a turnover of €21 billion in terms of gross sales. This represents an increase of 6% in terms of gross sales compared with 2008 (source: PhoCusWright), reflecting the greater resilience shown by online travel agencies compared with offline travel agencies, which experienced a decline in gross sales of 15% over the same period. The gains made by online travel agencies have largely been driven by an increased focus on price by leisure travelers and the ability of online travel agencies to offer cheaper fares, in our view.

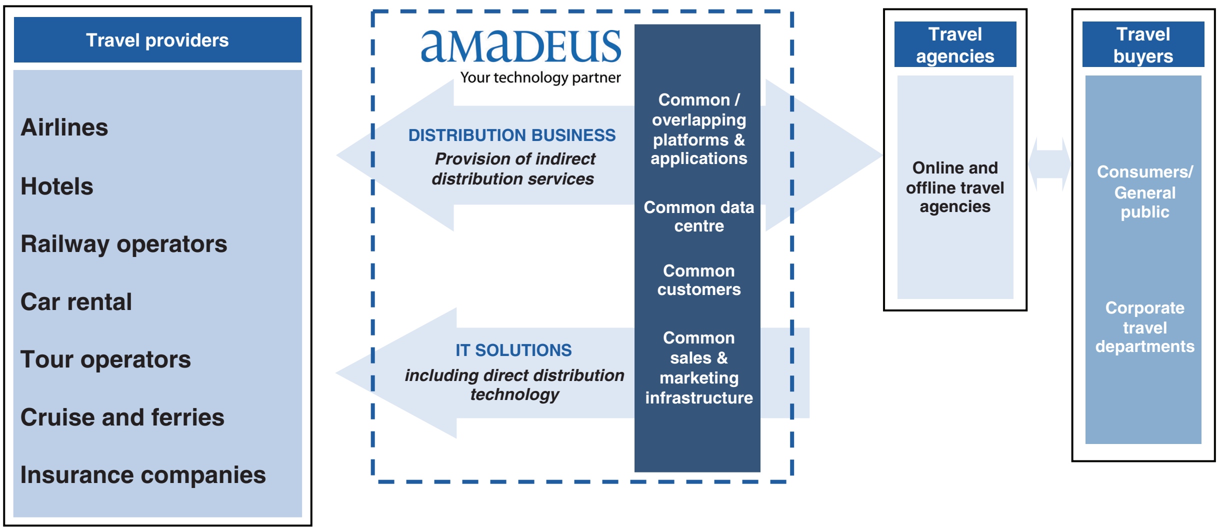
Opodo competes with both online and offline travel agencies, as well as the direct distribution channel, such as travel providers' own websites and sales offices. Among online travel agencies, Opodo's major competitors in Europe are pan-European travel agencies such as Expedia, ebookers owned by Orbitz and lastminute.com owned by Travelocity.com, as well as regional online travel agencies, such as Rumbo, eDreams and Go Voyages. We estimate that Opodo was the second largest online travel agency in the aggregated European markets in which it operates, after Expedia, in terms of volume of GDS-processed air bookings in 2009.

Overview

We are a leading transaction processor for the global travel and tourism industry, providing advanced technology solutions to our travel provider and travel agency customers worldwide. We act as an international network providing comprehensive real-time search, pricing, booking, ticketing and other processing solutions to travel providers and travel agencies through our Distribution business area, and we offer travel providers (today, principally airlines) an extensive portfolio of technology solutions which automate certain mission-critical business processes, such as reservations, inventory management and other operational processes, through our IT Solutions business area. Our transaction-based pricing model allows our customers to convert certain of their fixed technology costs into variable costs that vary with passenger volumes and links our revenue to global travel volumes rather than travel spending, thus reducing the volatility of our results of operations.

We believe we are the largest GDS provider serving the worldwide travel and tourism industry, with an estimated market share of 37% in 2009 (see "Market Share Data" above for details of how we calculate our market shares). According to T2R, we are also the market leader in the provision of mission-critical Passenger Service Systems, or PSS, solutions (including e-commerce) to airlines, which comprise a substantial part of our IT Solutions business area, with an estimated market share (in terms of revenue) of 28% in 2008. In 2009, we generated revenue of €2,461.4 million, adjusted EBITDA of €897.2 million and pre-tax cash flow from operating activities after capital expenditure and working capital requirements ("pre-tax adjusted operating cash flow") of €781.9 million.

We have two key categories of customers: (i) travel providers, including airlines, hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, and (ii) travel agencies, including online and offline travel agencies (including TMCs). To a much more limited extent, we also provide certain products and services to travel buyers, including corporate travel departments and to end consumers. The diagram below illustrates our central position in the global travel and tourism industry as a provider of real-time distribution and IT solutions.



We are a major player within the global travel and tourism industry, which we estimate spends approximately €60 billion per year on travel technology. In 2009, we estimate that around one billion GDS-processed air bookings were made, and there were around 2.68 billion passengers boarded, or PBs, in that year, according to T2R. We serve this large marketplace through our extensive global network of central and regional offices and over 70 local ACOs. During the year ended December 31, 2009, our skilled and culturally diverse workforce, comprising an average of 9,081 FTEs (including contractors) of more than 120 nationalities, served over 190 countries worldwide.

The primary component of our Distribution business area is our GDS platform, which connects travel providers including more than 700 airlines (of which more than 460 are bookable, including over 40 low-cost carriers) and over 85,000 hotel properties to more than 103,000 travel agency locations worldwide. In 2009, we processed and billed 413.2 million air and non-air bookings through our GDS platform, compared with 428.1 million in 2007 and 364.4 million in 2004. We have achieved strong global market share growth in terms of GDS-processed air bookings in our Distribution business area from 2000, when we had an estimated market share of 26%, through 2009, when our estimated market share reached 37%.

The table below sets forth the evolution, on a global basis, of our GDS-processed air bookings market share of our company and that of our primary competitors for the years ended December 31, 2000 through 2009 (see "Market Share Data" above for details of how we calculate our market shares and those of our competitors).

	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Amadeus	26%	26%	27%	28%	29%	29%	31%	34%	36%	37%
Competitor 1	13%	16%	16%	17%	17%	17%	15%	32%	30%	29%
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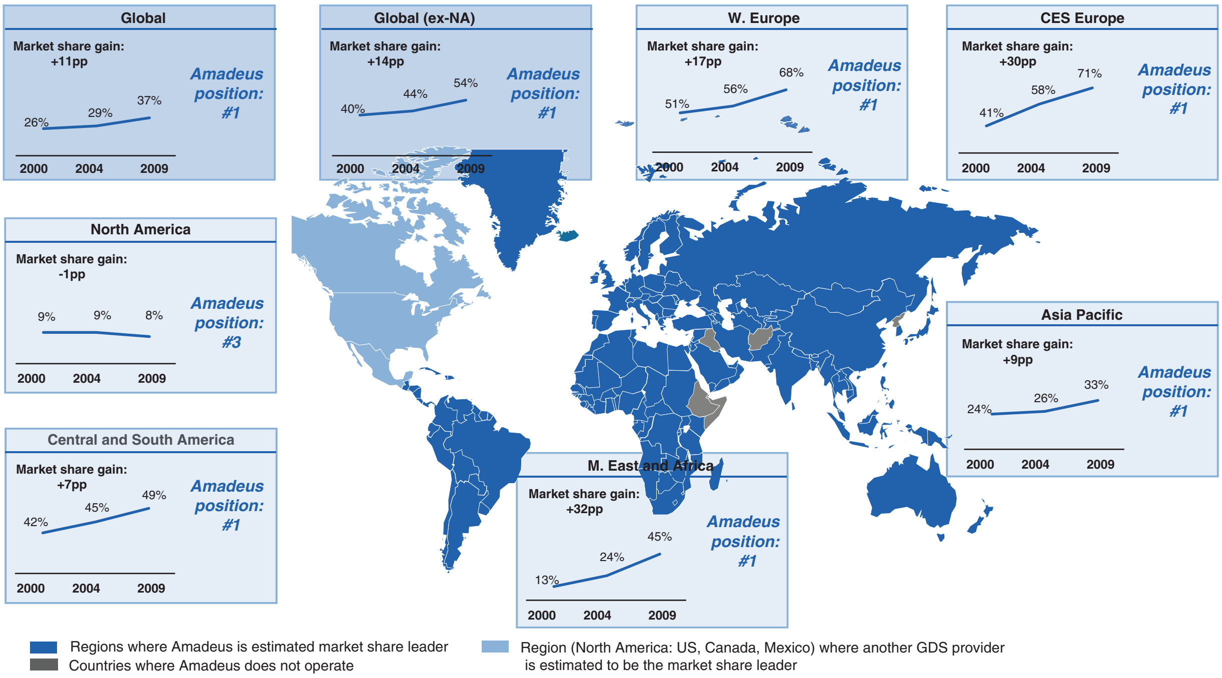
Competitor 3	30%	29%	28%	26%	26%	27%	28%	29%	29%	30%
Competitor 4	4%	4%	5%	5%	5%	4%	4%	5%	5%	4%

In addition, we believe we have successfully grown our market share to become the market leader in each of the regions in which we operate except North America. The map below shows our estimated regional market share (as a percentage of total GDS-processed air bookings in each region) as of December 31, 2000, 2004 and 2009.



Note: See "Market Share Data" above for important information regarding (i) our definitions of the global market and GDS-processed air bookings, and (ii) the sources and methodology (including the exclusion of certain single country operators, primarily in China, Japan, South Korea and Russia) used to estimate our market share.

We have also leveraged our GDS platform to grow our IT Solutions business area rapidly, particularly in the area of airline IT. A significant component of our IT Solutions business area is our Altéa suite of airline IT solutions, which automate reservation, inventory, departure control and e-commerce functionalities for our airline customers.

We serve over 160 airlines globally through our IT Solutions business area and, as of December 31, 2009, 67 airline customers were using our Altéa Inventory solution (of which 20 were also using our Altéa Departure Control solution). In 2009, we processed 237.5 million PBs, representing an increase of 92% on the 123.8 million PBs processed in 2007 and of 208% on the 77.1 million PBs processed in 2004. At the end of 2009, over 100 airlines were using our Altéa e-Commerce solution and passenger name records, or PNRs, recorded for our Altéa e-Commerce customers have increased to 25.9 million PNRs in 2009 from 18.7 million in 2007 (an increase of 39%) and from 7.5 million PNRs in 2004 (an increase of 246%). Notably, our IT Solutions business area achieved this performance during a period of contraction in worldwide air passenger numbers in the latter half of 2008 and in 2009 (resulting from the global economic recession), primarily by increasing the number of customers we serve. Additionally, we have started to expand our IT Solutions business area to include offerings for non-air travel providers, such as hotel and rail operators.

We also operate an online travel agency, Opodo, which we estimate to be the second-largest online travel agency (in terms of 2009 GDS-processed air bookings) in the aggregated European markets in which it operates.

Key Financial Metrics

We have consistently improved our financial performance since the former parent company of our group, Amadeus GTD, was acquired by our company in 2005. In 2004, the last full financial year before our acquisition of Amadeus GTD, it had revenue of €1,816.6 million. In 2009, we had revenue of €2,461.4 million. Similarly, in 2004, the adjusted EBITDA of Amadeus GTD was €553.2 million. In 2009, our adjusted EBITDA was €897.2 million. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" above for an explanation of how we define adjusted EBITDA.

The table below presents the revenue, adjusted EBITDA and pre-tax adjusted operating cash flow of Amadeus GTD for 2004 and our revenue, adjusted EBITDA and pre-tax adjusted operating cash flow for each of the five years ended December 31, 2009.

	Year Ended December 31,					
Key financial metrics	**2004**[(1)]	**2005**[(2)]	**2006**[(2)]	**2007**	**2008**	**2009**
	(€ in millions)					
Revenue[(3)]	1,816.6	2,115.4	2,322.4	2,578.1	2,505.1	2,461.4
Adjusted EBITDA[(4)]	553.2	615.7	678.7	872.8	881.5	897.2
Pre-tax adjusted operating cash flow[(5)]	374.4	503.9	623.7	770.3	705.4	781.9

Notes:

(1) The financial information presented above for the year ended December 31, 2004 relates to Amadeus GTD and its consolidated subsidiaries. All subsequent years relate to our company and our consolidated subsidiaries.

(2) In 2005 and 2006, our financial year ended on July 31, 2005 and July 31, 2006, respectively. Accordingly, the financial information presented above for 2005 and 2006 reflects an aggregation of the revenue, adjusted EBITDA and pre-tax adjusted operating cash flow for each of the 12 months ended December 31, 2005 and 2006, respectively, and is unaudited.

(3) The revenue figures recorded in our audited consolidated statement of comprehensive income for 2004, 2005 and 2006 differ from the corresponding revenue figures stated above. As explained in detail in Note 2 to the Audited Consolidated Financial Statements for the financial year ended December 31, 2009, we have voluntarily implemented a change in our accounting policy in relation to the presentation of payments made to certain customers. To allow a direct comparison, we have retrospectively applied the same accounting criteria to the revenue figures for the years ended December 31, 2004, 2005 and 2006, and such figures are therefore unaudited. The audited gross revenue figure reported in each of 2004, 2005 and 2006, was €2,056.7 million, €2,418.3 million and €2,683.2 million, respectively. See also Notes 1 and 2 above.

(4) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" above for an explanation of how we calculate adjusted EBITDA.

(5) We define our pre-tax adjusted operating cash flow as adjusted EBITDA less capital expenditure (derived from our cash flow statement) plus changes in our operating working capital. Capital expenditure in 2008 excludes the extraordinary acquisition of a Transaction Processing Facility, or TPF, software license from IBM for an amount of €80 million.

Competitive Strengths

In our view, the following factors contribute to our leading market position and the strength of our comprehensive offering across a wide range of segments and geographies:

Global Sector Leadership

We believe we are the global market leader in the provision of global distribution services, in terms of GDS-processed air bookings, and IT solutions, in terms of PSS (including e-commerce) revenue, to the travel and tourism industry. In both areas we have achieved consistent market share gains over the past decade and have strong exposure to growth areas.

Our Distribution business area has consistently and profitably increased its market share of GDS-processed air bookings from an estimated 26% in 2000 to an estimated 37% in 2009. Over this period, we have improved our competitive position from being four percentage points (in terms of our share of GDS-processed air bookings) behind the market leader in 2000 to having an estimated seven percentage point lead over our nearest rival in 2009 (see "Market Share Data" above for details of how we calculate our market shares). We consider that we have delivered these market share gains through a combination of the strength of our offering, our innovative technology, service and content, the partnership approach we adopt with our airline and travel agency customers and our strategic expansion in higher growth markets, such as CESE, Central and South America and the MEA and APAC regions. For a description of how we define each of these regions, see "Certain Terms and Conventions" above.

We believe we have also developed the leading PSS solution for airlines. Since British Airways became our first contracted Altéa PSS customer in 2000, we have implemented our Altéa Inventory module for more than 60 additional airline customers, with a further 23 airlines, such as Air France, KLM and Singapore Airlines, under contract to implement this module. This rapid growth has driven our estimated market share of this segment to approximately 28% in 2008 (measured in terms of 2008 revenue), over three times the estimated market share of the nearest competitor, according to T2R. We believe we have achieved this growth through our innovative product offering based on our sophisticated community-based technology platform by leveraging our broad customer base and our proven expertise in large system upgrades and customer migrations.

We believe we are well positioned to increase our global market share in both our Distribution and IT Solutions business areas in the future (see "—Well Positioned for Future Growth" below).

Advanced Technology and Scalable Platform for Future Growth

Through our consistent focus on, and sustained investment in, product development, we have developed a unique community-based technology platform to serve distribution and IT needs of participants in the travel and tourism industry. We believe that the combination of this highly scalable platform, together with our expertise and continued investment in technology, strongly positions us to deliver further growth and increase our margins.

Our strength in this area is underpinned by the following key factors:

- *Consistent Track Record of Innovation and Evolution.* Technological innovation will continue to be one of the key drivers of our success as competition intensifies to offer superior customer solutions and technological excellence. We have a strong track record of innovation within the industry, with milestone product launches such as Altéa, which was the first fully integrated modular IT platform dedicated to the airline industry. In addition, having completed approximately 85% of our internal migration to open systems architecture, we believe we are at the forefront of the decommissioning of legacy systems by the international GDS providers. This migration to open systems architecture provides us with cost efficiencies and enhances the flexibility and scalability of our core systems, while allowing us to maintain high levels of service and reliability.
- *Committed and Sustained Investment in Development, Operations and Services.* In the six years ended December 31, 2009, we continuously increased our annual investment in product development and R&D. Over the period, we invested a total of over 16,000 man-years in product development, and spent €1.28 billion on R&D. In the year 2009, we invested over 3,300 man-years in product development, and spent €257 million on R&D. This commitment to product innovation and technological excellence has, in our view, given us a first-mover advantage in areas such as airline e-commerce technologies and has enabled us to build a powerful processing platform, which we continuously seek to enhance through functionality and efficiency improvements. In 2009, our central data center processed over 9,000 user queries per second on average, with an average system uptime of 99.99%. Our quality of service has been widely recognized, and our GDS was the first to be awarded ISO 9000 certification (in 2000).
- *Highly Scalable Platform.* While our systems required significant up-front investment, new customers of our Distribution and IT Solutions business areas can be connected at low marginal cost, enhancing our economies of scale. During the six years ended December 31, 2009, our key billed transactions (see "Certain Terms and Conventions") have grown at a CAGR of 8.5%, while over the same period we estimate we have reduced the running costs associated with the operation of our data center by around 20%, with costs per key billed transaction having declined by almost 50%. We believe this demonstrates our ability to increase processing capacity at low incremental cost.

Synergetic Businesses with a Broad and Loyal Customer Base

We have two highly synergetic core businesses:

- *Strong Technological Synergies.* Our core Distribution and IT Solutions business areas exhibit strong technological synergies. In addition to the sharing of technology and product development across our Distribution and IT Solutions business areas, which gives our customers the benefit of common IT and software applications and platforms, both business areas also benefit from sharing a data center and communications network. This common technology platform and data center gives us, we believe, a long-term competitive advantage in terms of both costs and solutions offering.

- *Extensive Commercial Synergies.* Our Distribution and IT Solutions business areas primarily target the same customer groups – air and non-air travel providers and travel agencies – and we are able to share knowledge in real-time between our main business areas and use a combined global sales force to leverage the customer base of one business area in order to expand the other. We seek to cross-sell our Altéa solutions to our existing airline Distribution customers and anticipate that a strong portfolio of IT solutions for travel providers and travel agencies will indirectly encourage further growth in our Distribution business area by providing travel agencies with more immediate, accurate and reliable access to travel content. For example, following the migration of KLM's reservation system to our Altéa platform in 2007, we estimate that our market share of GDS-processed air bookings in The Netherlands grew from a little over a third in January 2007 to around 50% in November 2009. Additionally, we believe that we will be able to capitalize on our relationships with hotel chains, rail companies and other non-air travel providers that distribute their products through our GDS platform to accelerate the growth of our non-air IT businesses, building on the knowledge and expertise we have developed through our airline IT solutions and on our significant investment in our shared open systems IT platform.

- *Shared Organizational Structure*. In addition to sharing technological and commercial synergies, we are able to leverage our organizational structure to support both business areas. Our global network of local ACOs supports both business areas on the ground, providing local knowledge and improved access to our customers, while we also benefit from economies of scale through a shared customer support infrastructure. Being present in two closely linked businesses allows us to use deep industry knowledge gained in one area of business to benefit the other.

- *Broad Geographic Reach.* Our volumes and revenue also benefit from a geographically diversified mix of bookings. Our international expansion into higher growth markets has resulted in 51% of our air TA bookings being generated outside Western Europe in 2009, with the remainder geographically diversified, with no region outside of Western Europe accounting for more than 14% of air TA bookings in 2009. Additionally, our booking mix has evolved favorably in recent years, with the number of "global" and "regional" bookings, which generate a higher booking fee, processed through our GDS platform having increased steadily as a percentage of our total air TA bookings since we introduced value-based pricing in 2004, reaching 52% of our air TA bookings in 2009 (see "—Our Business—Distribution—Revenue flows and pricing—Value-based pricing" below). This reflects, in part, our stronger relative growth in high-growth markets, such as the APAC and MEA regions, which have produced a higher ratio of "global" and "regional" bookings.

- *Diversified and Loyal Customer Base.* As of December 31, 2009, more than 700 airlines (of which over 460 were bookable, including over 40 low-cost carriers), over 85,000 hotel properties, over 100 rail operators (including eight major railways) over 25 car rental companies, more than 50 ferry and cruise companies, over 115 insurance companies and over 190 tour operators were connected via our GDS platform to more than 103,000 travel agency locations. This customer base is also diversified, with our top ten customers (based on contribution to total group revenues) accounting for 35.7% of our group revenue in 2009 and for 34.1% and 46.0% of our Distribution and IT Solutions revenue, respectively. Furthermore, our customer base is loyal, as demonstrated by high customer retention rates exceeding 95% during the three years ended December 31, 2009 across all customer categories. We believe this is due to (i) our partnership approach through which we seek to establish and nurture long-term relationships with our customers (the top ten airline and top ten travel agency customers of our Distribution business area have been customers for between 15 and 20 years (excluding some more recently established online travel agencies which became top customers within the last five to ten years)), (ii) the value-adding nature of our products and services, and (iii) our customers' willingness to enter into long-term contracts (for example, ten- to 15-year contracts for airline IT solutions and three- to ten-year distribution contracts with key airlines and travel agencies).

Transaction-Based, Resilient Business Model

We use a transaction-based revenue model for our Distribution and IT Solutions business areas, with transactional revenue and recurring revenue (see "Certain Terms and Conventions" above), accounting for 88% and 93%, respectively, of our revenue (before intercompany adjustments) in 2009. Our business has historically shown strong resilience because our revenue is linked to travel volumes rather than price, which tends to prove more resilient during economic downturns, when travel providers generally reduce prices to maintain passenger volumes. Accordingly, we have historically experienced more stable financial performance than the end travel market. In addition, by processing bookings made through direct channels for certain airlines and increasing our e-Commerce offering, we have been able partially to protect our revenue against the increase of competition from other distribution channels.

Additionally, we believe we benefit from a level of security and visibility in respect of our business going forward. Our Altéa PSS contracts with airlines are typically for a duration of between ten and 15 years and include agreed unit pricing, while in our Distribution business area around 80% of our air TA bookings in 2009 were made under content agreements with airlines, which also include agreed unit pricing and are typically for a term of between three and five years. Additionally, our major centrally-held agreements with global travel agencies (including online travel agencies and TMCs), which accounted for between 25% and 30% of our air TA bookings in 2009, are for terms of between three and ten years, while the balance of our bookings are made via locally-held travel agency contracts with terms of between one and three years.

Strong Financial Performance

Our revenue and adjusted EBITDA have exhibited resilience through several global economic downturns and strong growth in expansionary economic periods. Except for declines of 2.8% in 2008 and 1.7% in 2009 (when we estimate GDS industry volumes declined by 5.7% and 5.5%, respectively, as a result of the severe economic downturn), we have increased our revenue year-on-year from €1,816.6 million in 2004 to €2,461.4 million in 2009. This reflects the growth of our IT Solutions business area and the ongoing market share gains in our Distribution business area.

Over the same period, despite increasing our commitment to research and development from €156 million, or 8.6% of our revenue in 2004, to €257 million, or 10.4% of our revenue in 2009, the running costs related to the operation of our data center decreased in aggregate and on a per unit basis, largely due to our migration to open, scalable IT systems architecture, the expansion of our use of IP network technology and an improved use of capacity and resources. As a result of this and other factors, we have achieved adjusted EBITDA growth over the six years ended December 31, 2009, at a rate above that of our revenue growth. While our revenue grew by 35% between 2004 and 2009, our adjusted EBITDA increased by 62% in the same period, from €553.2 million in 2004 to €897.2 million in 2009.

Committed, Proven and Highly Experienced Management Team and Staff

Our committed, proven and highly experienced executive management team is comprised of eight individuals with an average of approximately 12 years of experience with our company. Our top management team has overseen all of the key stages of our evolution and has driven our ongoing growth throughout several economic cycles. Their combined vision has driven continued innovation over the past 20 years, enabling us to consistently gain market share in the complex travel technology market.

While our senior management has been instrumental in establishing a corporate culture of operational excellence, the dedication and depth of expertise of our management team extends beyond the top executives. The 125 individuals forming our Top Management Forum, comprising all of our managers at the level of director and above have exhibited high levels of continuity with an average of over 14 years of experience with our company and an annual turnover of 3.0% on average in the five years ended December 31, 2009. This continuity and vision have contributed strongly to our successful development from being the newest and smallest GDS competitor in 1992 to our current position as the leading global travel technology company in terms of GDS-processed air bookings and PSS revenue.

In addition, our top executives and management team are supported by a highly educated, skilled, diverse and motivated workforce. During the year ended December 31, 2009, we employed an average of 9,081 FTEs (including an average of 1,571 contractors) from over 120 different countries, with approximately 89% of our permanent workforce holding a technical or vocational degree or higher qualification. We recruit from top universities and continuously invest in our people through a systematic approach to training. We also seek to incentivize our employees through variable remuneration schemes linked to individual and company performance. We believe this comprehensive approach to employee investment and reward reinforces our strong corporate culture and helps us maintain our sector leadership.

Well Positioned for Future Growth

Since 1970, there has been a steady relationship between world GDP growth and air traffic passenger growth, with the latter having grown at a multiple of between 1.3 and 1.6 times real GDP growth on average over the period, based on ICAO air traffic data and IMF GDP data. We expect this trend to continue and believe that we are well positioned to benefit from increases in airline passenger volumes as the world economy recovers. While the recent adverse global economic conditions negatively affected the global travel and tourism industry, there are now strong signs of improvement, with IATA reporting increases in international air traffic volumes of 4.5%, 6.4% and 9.5% for the months of December 2009, January 2010 and February 2010, respectively (in each case compared with the same month of the prior year). The recovery in the MEA and APAC regions has been particularly strong, with each region exhibiting growth of 25.8% and 13.5%, respectively, in the month of February 2010, compared with February 2009 (sources: IATA press releases, January 27, March 2 and March 30, 2010). In addition to the general market recovery, we believe we are well placed to further improve the competitive position of our Distribution and IT Solutions business areas with market share increases.

- *Distribution.* Our estimated leading global market position (in terms of GDS-processed air bookings) and the breadth of content of our platform provides us with a strong base for growth within the two-sided, network-driven Distribution business area. We estimate that we were the market leader in terms of GDS-processed air bookings in 2009 in all regions except North America, and believe we are well positioned to capitalize on the virtuous cycle created by this network effect to promote further organic growth. In particular, we have a 44% market share (in terms of GDS-processed air bookings) in high-growth regions (CESE, Central and South America and the MEA and APAC regions), where air traffic volumes are expected to continue to grow at a more rapid pace than in the more developed markets.

  Our competitive position in high-growth regions is reinforced by our strong market share in three of the four "BRIC" countries: in Brazil, we have a growing market share (estimated at around one third in 2009) and have recently migrated TAM, the largest airline in the Brazilian market to our Altéa PSS solutions; in Russia, we are the market leader with an estimated market share of 75% in terms of GDS-processed air bookings (excluding the Sirena CRS); and in India we estimate that our market share in 2009 in terms of GDS-processed air bookings was around 50%, with our market position supported by distribution contracts with two major local suppliers, Air India and Jet Airways.

- *IT Solutions.* Near- to medium-term growth of our Altéa airline IT business is, we believe, secured through agreements we have signed with 23 airlines to implement our Altéa Inventory solution. We estimate that these contracted airlines, when combined with customers already migrated to this module, represent approximately 573 million PBs on an annualized basis (based on the 2009 passenger numbers for these airlines published by T2R). We also have contracts in place with 40 airlines using or contracted to use our Altéa Inventory solution for the implementation of our Altéa Departure Control solution. Moreover, we have a strong sales pipeline for all our Altéa solutions, reflecting the interest among airlines to replace obsolete and inflexible in-house legacy systems with sophisticated technology solutions to drive revenue and reduce costs (and convert fixed costs into variable costs) in the face of continued strong competitive and cost pressures. We believe that this makes our next-generation Altéa platform commercially appealing to airlines. This is particularly evident among airline alliances, where demand for common IT platforms is high and where we have made significant in-roads, with 15 of the 26 Star Alliance airlines (including Lufthansa and South African Airways), eight of the 11 Oneworld airlines (including British Airways and Qantas) and five of the 11 SkyTeam airlines (including Air France and KLM) having already migrated or contracted to use one or more of our Altéa PSS solutions.

Strategy

Our mission is to be the leading provider of transaction-based distribution and IT solutions to the global travel and tourism industry. To fulfill this vision, we have defined our corporate strategy around the six strategic pillars set forth below.

Expand our Business Reach in a Highly Synergetic Manner

We intend to further expand our offering across all our business areas to capture as many technology-related transactions as possible across all stages of a trip, from the initial planning process (for example, information searches and reservation) and the journey itself (for example, travel and changes to existing reservations) through to post-trip activities (for example, expense claims and reporting). In so doing, we will seek to apply our fees on a unit transaction basis and to ensure that synergies across our business are maximized.

Continue to Develop and Grow Our Distribution Business

Our Distribution business area has defined three strategic objectives, all of which focus on continuing to achieve sustained and profitable growth.

- *Increase our Market Share.* We intend to secure ongoing global market share growth by consolidating our businesses in Western Europe and CESE and expanding our operations in key growth areas, such as the APAC and MEA regions. In the MEA region, in particular, we expect to achieve considerable growth as a result of the ten-year exclusive distribution agreement we signed in 2008 with the Arab Air Carriers Organization, or AACO, and 13 of its 24 members. Pursuant to this agreement, we have established jointly-owned companies in many countries in the MEA region with the intention of migrating the majority of the travel agency air bookings market in that region to our GDS platform with the support of our partner airlines. We also plan to pursue strategic market segments, such as the online travel agency and TMC segments in North America. Additionally, we will seek to ensure the continued competitiveness of our GDS platform globally relative to other GDS providers and alternative distribution channels by continuing to offer a wide and comprehensive range of travel provider content (including from full service and low-cost airlines and non-air travel providers) and functionalities equivalent to those available through direct channels (for example, functionalities that allow "up-selling" at pricing and the management of ancillary services).
- *Continue to Enhance Value for Our Customers.* We aim to continue to enhance value for our customers by (i) promoting our value-based pricing model, (ii) enabling chargeable ancillary services, such as checked-in baggage and upgrades, within our GDS platform for airlines across all of their sales channels, (iii) continuing to improve the travel content of our GDS platform through the use of long-term content agreements with travel providers, (iv) enhancing our offering to online travel agencies through additional products, such as innovative technology for online shopping, (v) "up-selling" our value-adding products, such as mid- and back-office solutions and self-booking tools, to travel agencies and corporate travel departments, and (vi) enhancing and developing interfaces that allow end consumers to access itinerary and other information through mobile and other evolving technologies.
- *Diversify Our Sources of Revenue.* We will aim to further diversify and grow the revenue base of our Distribution business area by targeting an expanded portfolio of GDS solutions at a wider range of participants in the travel industry. In particular, we aim to improve our offering to (i) full services airlines through our new retailing platform, (ii) low-cost airlines through improved connectivity and functionality, (iii) key rail operators (such as SNCF, Deutsche Bahn and RENFE) by enhancing our current platform to cover all channels, and (iv) hotel companies through additional distribution functionalities.

Expand Our IT Solutions Business

We intend to continue to profitably grow our IT Solutions business area, particularly our Altéa airline IT business, while building upon the significant investments we have made in our IT platform. We also aim to expand our IT Solutions business area into adjacent business areas where we identify synergies with our existing technologies and/or customer base.

- *Expand Our Altéa Airline IT Customer Base.* The medium-term growth of our Altéa airline IT business will, we believe, be secured through the successful implementation of Altéa PSS modules by the 23 airlines that had, as of December 31, 2009, contracted for our Altéa Inventory module to be implemented and through further market share gains beyond this from our current pipeline of potential additional Altéa customers. In the long term, our aim is to leverage our technology base, shared-community IT platform and extensive airline customer base to continue the growth of our Altéa airline IT business. Ensuring high levels of customer satisfaction will also be important, in our view, to ensure long-term customer relationships and attract new business.

- *"Up-Sell" Altéa Modules to Existing Airline IT Customers.* Additionally, we expect revenue growth for our IT Solutions business area to be driven by the "up-selling" of additional Altéa modules to existing airline IT customers. We intend to build on the strong relationships we establish with our airline IT customers, and to capitalize on the significant operational leverage afforded by the addition of new Altéa modules to an existing Altéa platform. As of December 31, 2009, we had 40 Altéa Inventory customers contracted to implement our Altéa Departure Control solution (of which 26 were already implemented on our Altéa Inventory module and 14 were to be implemented on both our Altéa Inventory and Altéa Departure Control modules). In addition, by focusing on technological excellence and leveraging our existing position as a provider of core systems and data processing solutions for airlines, we intend to develop new solutions targeting a wide range of other IT services for airlines. Development work and customer contact has already begun for many of these portfolio expansion activities, and our intention is to "up-sell" these new IT solutions to Altéa users when they are brought to market.
- *Grow Our Non-Air IT Solutions Business.* We also intend to leverage our technology base, shared-community IT platform and non-air travel provider customer base to promote the growth of our hotel and rail IT businesses and to diversify into other markets where we identify synergies and a market opportunity, such as airport IT. In particular, we believe the expected deregulation in the European rail market will offer a strong opportunity for our rail IT solutions, as the outsourcing and standardization of systems becomes more prevalent in the unregulated environment.

Focus on Technology Leadership

The potential for growth that we have identified in our Distribution and IT Solutions business areas is predicated upon our continuing development of advanced technology on a competitive basis. We intend to continue our strong commitment to product innovation and technological excellence to stay at the forefront of advances in the travel technology industry and to preserve the first-mover advantage we believe we have established over our key competitors in terms of the quality of our technology platform and the comprehensiveness of our offering.

Maximize Our Operational Efficiency

Central to the success of each of our strategic statements outlined above is the continued refinement of our internal processes and the active management of the running costs involved in the development, marketing and implementation of our distribution and IT solutions. Accordingly, one of our key strategic objectives is to maximize the flexibility and operational efficiency of our organization through (i) active cost management, (ii) the optimization of our organizational and governance models and systems infrastructure at central, regional and local levels to improve efficiencies, customer service and accountability, (iii) further functionality and efficiency improvements at our central data processing facility, and (iv) the nurturing of a culturally diverse, motivated and highly skilled workforce. This strategy represents a continuation of our "Amazon" program of savings and efficiency initiatives, which we commenced in 2003 (see "—Our Organizational and Commercial Structure—Amazon Efficiency Program" below for further information on our current savings and efficiency initiatives).

Support Our Growth Through Selective Acquisitions

As a public company with better access to the debt and equity capital markets, we intend to pursue an acquisition strategy targeted at selected businesses in order to obtain additional competencies, technologies and/or customers and to enter new markets and business segments in pursuit of our strategic objectives set out above.

History

Foundation and Corporate History. The former parent company of our group, Amadeus GTD, was founded in July 1988 by Air France, Iberia, Lufthansa Commercial Holding and SAS AB ("SAS") as a GDS provider. Over ten years later, in October 1999, Amadeus GTD conducted an initial public offering of its shares, which were admitted to listing and trading on the Madrid, Paris and Frankfurt stock exchanges. After nearly six years of trading, private equity funds advised by BC Partners and Cinven completed their acquisition of a majority stake in mid-2005 and took Amadeus GTD private, creating our company. These funds, along with Air France, Iberia and Lufthansa Commercial Holding, remain our key shareholders.

Establishment of Our Development Function and Operations Platform. Development of our GDS platform began in 1987 and, in September 1988, we opened our software design and development center at Sophia Antipolis, near Nice (France). Our Distribution business area was launched in 1992 and, since then, our product offering has continued to evolve. In 1996, we began to use the Internet as a medium of distribution and, the following year, laid further foundations for our next-generation technology by commencing our migration to open systems architecture. We have primarily grown our product development capabilities through organic expansion at our Sophia Antipolis primary product development center and at our regional development centers, such as those in London (United Kingdom, opened in 2000) and in Bangalore (India, opened in 2008), which have become increasingly important to our product development efforts. Additionally, through certain selective acquisitions of niche businesses we now also have product development activities in, among other places, Aachen (Germany), Antwerp (The Netherlands), Boston (United States), Munich (Germany), Paris-Evry (France) and Toronto (Canada). Our data center in Erding, near Munich (Germany), was established in 1989 and, today, our global operations are supported by strategic 'Follow-the-Sun' centers in Miami (United States) and Sydney (Australia), which, along with our Erding data center, provide 24-hour, seven-days-a-week, around-the-globe support for our operations.

Development of Air Travel Distribution Solutions. Our GDS platform became fully operational on January 7, 1992, and since then we have been expanding our Distribution business area, building up our global GDS customer base to over 103,000 travel agency locations worldwide as of December 31, 2009, and opening up country operations so that, currently, we have 72 local ACOs supported by three regional offices and covering over 190 countries. We have simultaneously expanded our air travel provider base to include over 700 airlines (of which more than 460 are bookable, including more than 40 low-cost airlines) as of December 31, 2009. We acquired System One Information Management LLC from Continental Airlines in 1995, and continued our expansion, such that, by 2003, we had become the number one GDS provider worldwide (in terms of our share of GDS-processed air bookings). In addition, we have established and built up our online capabilities, have expanded our offering to include low-cost airlines and, in 2004, we led the industry with the introduction of a value-based pricing structure, which has now largely been adopted industry-wide. More recently, we entered into an exclusive air distribution agreement in 2008 with 13 airline members of the AACO. In the year ended December 31, 2009, we estimate that we achieved a global market share of approximately 37% of GDS-processed air bookings (see "Market Share Data" above for details of how we calculate our market shares).

Expansion into Non-Air Travel Distribution Solutions. Our distribution offering to non-airline travel providers has also grown since 1992, when we began to offer hotel and car rental reservation facilities and have since enhanced our GDS offering to include additional non-air travel content. Our non-air travel provider base now includes over 85,000 hotel properties, over 100 rail operators, including eight major railways, over 25 car rental companies, more than 50 ferry and cruise companies, over 115 insurance companies and over 190 tour operators.

Further Expansion into Airline IT Solutions. In 2000, we commenced our diversification from our existing reservation solution towards a broader IT solutions portfolio, with an initial focus on airline IT through the development of our Altéa PSS platform. British Airways and Qantas Airways were our first Altéa customers, signing ten-year agreements for our full Altéa suite and contracting their core PSSs to our company in 2000. Both these airlines have since renewed their Altéa contracts with us until 2017. In addition, in 2005, the 25 leading airlines of the Star Alliance network contracted us to build a common IT platform for alliance members. Between 2004 and 2009, we increased the number of airlines contracted to use our Altéa Inventory module from 16 airlines to 90 airlines. These contracted airlines represented approximately 573 million passengers per year, based on the 2009 passenger numbers for those airlines published by T2R.

Expansion into IT Solutions for Other Travel Providers and Travel Agencies. Based on the know-how and technology we developed for our airline IT product offering described above, we have developed specific IT solutions for other travel providers, including hotels and rail operators, as well as for travel agencies. Our expansion in these business areas has been supported through our acquisition of niche IT solutions companies, notably ICSA-T NV (mid- and back-office solutions for travel agencies), TravelTainment (leisure travel) and Onerail Global Holdings Pty. Ltd. ("Onerail") (rail IT). We are now also seeking to grow a travel payment services, or TPS, offering, including through Moneydirect, a 50/50 joint venture we formed with Sabre in April 2008.

Savings and Efficiencies. In 2003, having successfully built up our Distribution business area, we increased our focus on costs and efficiencies, commencing the first of a series of savings and efficiency initiatives under our "Amazon" program. Our first Amazon project included our migration away from the BS2000 legacy platform, following on from the decommissioning process we had already started for our Unisys and TPF platforms, and the accelerated migration of our global network of travel agencies away from expensive legacy telecommunication networks to Internet Protocol, or IP communication. Following our acquisition of the local ACOs in France, Germany, Scandinavia and Spain in the years running up to 2005, we initiated a second Amazon project that targeted significant cost savings from maximizing synergies between these local ACOs and the rest of our group. Most recently, in 2008 and 2009, we commenced numerous operational efficiency initiatives across our group that focus on central functions and activities.

Opodo Restructuring. In 2004, we acquired Opodo, which we estimate to be the second-largest online travel agency (in terms of 2009 GDS-processed air bookings) in the aggregated European markets in which it operates. In 2007, we implemented a substantial strategic refocusing of Opodo, which included significant cost reductions. Following this repositioning, we have successfully turned the business around, with Opodo achieving a positive and increasing EBITDA in each year since 2007.

Our Business

Over the past decade, our business has evolved from our core GDS offering into two highly synergetic business areas, Distribution and IT Solutions, which are each dedicated to the global travel and tourism industry. Both of these businesses share a transaction-based revenue model, a fully-hosted community-based technology platform and an overlapping customer base. We also own and operate a leading European online travel agency, Opodo.

Distribution

The core offering of our Distribution business area is our GDS platform. It provides a global network that connects travel providers, such as full service and low-cost airlines, hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, with online and offline travel agencies, facilitating the distribution of travel products and services through a digital marketplace (the distribution of travel provider products via travel agencies or other third parties is sometimes referred to as the "indirect channel"). We also offer technology solutions, such as desktop and e-commerce platforms and mid- and back-office systems to certain of our travel agency customers.

Our Distribution business area operates within a two-sided network model where success in attracting and retaining customers and breadth of travel provider offering can create a virtuous cycle. The more comprehensive and competitive our travel provider content, the more attractive we are to travel agencies and the more travel agency subscribers we have, the more attractive we are to travel providers in offering them enhanced global reach. Accordingly, we believe that, in addition to increasing our market share among travel agencies and obtaining as wide a range of relevant travel providers as possible, the securing of full content from providers (i.e., inventory and pricing that is equivalent to the content a travel provider makes available through its own direct distribution channels, such as the travel provider's website or sales office) is an important measure in ensuring competitiveness against other GDS providers and in counteracting the incursion of direct distribution into the indirect GDS / travel agency space. We now seek to secure full content from all leading airlines to maintain an attractive and competitive offering for travel agencies.

Key Performance Metrics

Our Distribution business area has been and remains the principal contributor to our revenue, exhibiting strong growth since we commenced operations in 1992 and resilience during economic downturns.

The following table sets forth certain financial data derived from our accounting records for our Distribution business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007			2008			2009	
	Total	% of revenue	% change 2007-2008	Total	% of revenue	% change 2008-2009	Total	% of revenue
	(€ in millions, except percentages)							
Distribution								
Revenue	1,937.3	100.0	(0.3)	1,931.2	100.0	(4.9)	1,836.3	100.0
Booking revenue	1,618.6	83.5	0.5	1,627.1	84.3	(5.1)	1,543.9	84.1
Non-booking revenue	318.7	16.5	(4.6)	304.1	15.7	(3.8)	292.4	15.9
Operating costs	(1,011.9)	52.3	2.6	(1,038.7)	53.8	(4.8)	(988.8)	53.9
Direct capitalizations[(1)]	9.3	0.5	58.1	14.7	0.8	72.1	25.3	1.4
Contribution margin	**934.7**	**48.2**	**(2.9)**	**907.2**	**47.0**	**(3.8)**	**872.8**	**47.5**
Air TA bookings (in millions)[(2)]	362.2	—	0.6	364.2	—	(3.3)	352.4	—
Non-air bookings (in millions)[(2)]	65.9	—	1.4	66.8	—	(8.9)	60.8	—
Average fee per booking (air and non-air) (in euro)[(3)]	3.78	—	(0.2)	3.78	—	(1.0)	3.74	—
Estimated global market share of GDS-processed air bookings[(4)]	34%	—	—	36%	—	—	37%	—

Notes:

(1) Capitalization of certain expenses, such as personnel and social security expenses, included within the operating costs line item for our Distribution business area.

(2) Represents the number of bookings processed and billed using our GDS platform during the relevant year.

(3) Represents our booking revenue divided by the total number of air and non-air bookings processed through our GDS platform.

(4) Estimated global market share of GDS-processed air bookings See "Market Share Data" above for further information on our market share calculations.

Transactional revenue, which includes booking revenue and certain other non-booking related revenue (such as revenue from the sale of data products, fares solutions, products for corporations and revenue from our subsidiary TravelTainment, among others) of our Distribution business area accounted for 89.1%, 90.0% and 90.6% of our Distribution business area's revenue during the years ended December 31, 2007, 2008 and 2009, respectively.

One of the key drivers of the profitability of our Distribution business area is the revenue derived from charging for transactions processed through our GDS platform, principally air TA bookings, which increased over the six years ended December 31, 2009 from 290.9 million in 2004 to 352.4 million in 2009, a CAGR of 3.9% for the period. This strong performance has, in large part, resulted from our estimated year-on-year increases in global market share over that time and a balanced approach to our international expansion to achieve a geographic diversification of our sources of revenue. We now have a significant presence in the high-growth markets, with over 42% of our air TA bookings in 2009 having been generated in the high-GDP-growth regions of MEA and APAC, CESE and Central and South America, and we believe that this geographic mix will place us in a strong position to capitalize on future air traffic growth in these regions.

Our Distribution business area's revenue has also proven to be highly resilient to fluctuations in the revenues of the travel and tourism industry, particularly the airline industry. The booking fees we charge airlines are not directly linked to the ticket price or the type of ticket issued (economy, business or first class). Accordingly, while our revenue may be affected by an overall decrease in air traffic volumes, it is not directly affected by falling ticket prices or a migration of passengers from higher first and business class fares to lower economy fares. These factors have assisted us in sustaining only a 4.9% decrease in our Distribution business area's revenue from €1,931.2 million in 2008 to €1,836.3 million in 2009 despite a 15% decline in global airline industry revenue, comparing the year ended December 31, 2009 with the prior year (source: IATA, Financial forecast, March 2010).

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Results of Operations by Business Area—Distribution" above for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

Product Offering

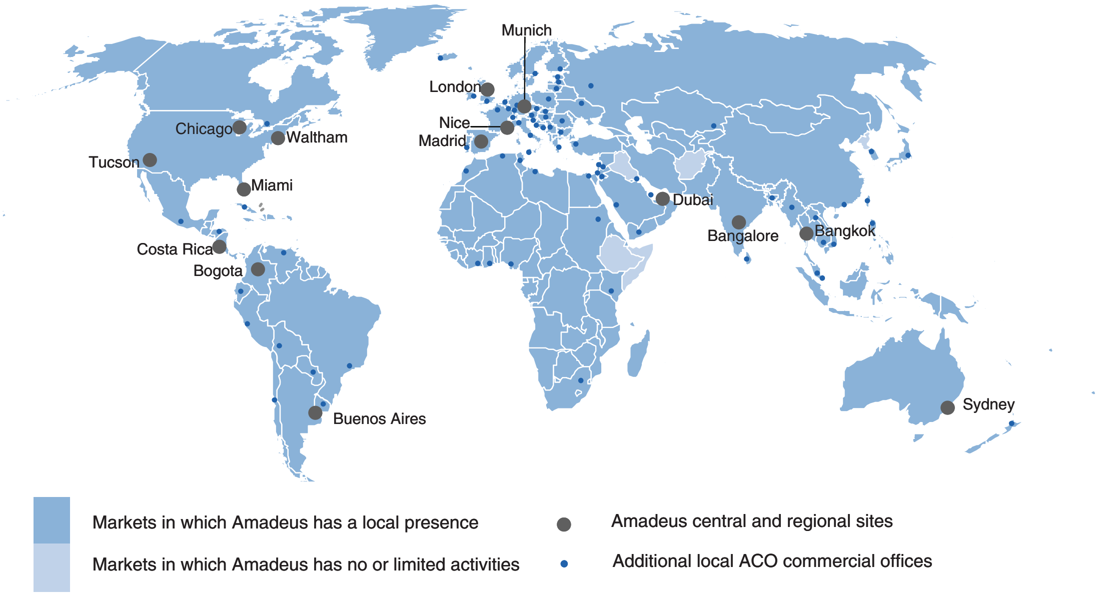
Through our GDS platform, airlines and other travel providers are able to distribute information regarding their inventory, availability, scheduling and pricing, globally and instantaneously. Online and offline travel agencies are, in turn, able to consult this information in real time to plan and book trip itineraries for their customers. Our Distribution business area also offers certain management tools that facilitate sales through our GDS platform in both the online and offline channels. Among other new technologies, we are introducing a new retailing platform to help airlines increase their revenues from ancillary services, such as advanced boarding, seat selection, baggage check-in, and advertising. In the non-air segment, we are enhancing our current platform for rail operators to cover all channels and offering new functionalities for hotels to improve their distribution capabilities via our GDS platform. Additionally, we offer travel providers customer helpdesk support, consulting services and certain other services covering indirect distribution functions, such as reporting, claim handling and training.

Online and offline travel agencies use our GDS platform to search through the content supplied by travel providers, as discussed above, and to book and ticket airline reservations and other travel products and services, benefiting from access to the inventory of our extensive travel provider customer base through our user-friendly interface offering fast and efficient functionality with highly flexible search parameters. In addition to providing access to a broad range of travel provider content, we also continue to develop technology solutions designed to meet the specific needs of the travel agency market. Our suite of travel agency technology solutions includes tools to facilitate the sales process through both online and offline channels and other front-, mid- and back-office process-management solutions. Through our recent acquisition of TravelTainment, we have greatly enhanced our offering to the leisure sector, in particular to tour operators and large leisure travel agents, through the provision of new and unique online and offline sales and distribution platforms for leisure products. We complement our travel agency technology product offering with a range of customer support and consulting services that enable travel agencies to customize our solutions and integrate our applications with their own internal systems and have developed a suite of self-booking tools for corporate travel departments. Through Moneydirect, a 50/50 joint venture with Sabre, we also offer payment processing services for travel agencies.

Key Markets and Market Share

We operate globally in over 190 countries through a network of 72 local ACOs, which establish and maintain our relationships with local travel agencies and other subscribers, providing customer support and training in the markets they serve. Initially, some of the local ACOs were operated as joint venture companies with airlines from the countries they served but, over time, we have acquired and successfully integrated a substantial majority of these organizations within our operations, strengthening our control over their sales and customer service processes. The local ACOs are, in turn, supported by various regional centers (the main centers are located in Bangkok, Dubai and Miami) that provide commercial management, customer support and development of products for their respective regions.

The map below indicates the countries in which we have a local presence, and the location of our central and regional centers and local ACOs.



A key driver of our strategy has been our recognition that success in attracting and retaining customers is fundamental due to the two-sided GDS network model under which we and other GDS providers operate. We have consistently targeted and gained global market share since 2000, according to our estimates of GDS-processed air bookings. In addition, in the early 1990s, we took the strategic decision to expand aggressively from our initial and core base of business in Western Europe into regions we anticipated would show stronger GDP and travel volume growth than the more developed markets of Western Europe and North America. As a result of our international expansion, 42% of our air TA bookings in 2009 were made outside Western Europe and North America and we believe we are now well positioned to take advantage of trends in the high-growth markets, where GDP and travel volume growth going forward is likely to outpace more developed regions. Additionally, our global reach provides us with a substantial number of bookings made outside the home country of the airline, bookings for which we are able to generate higher booking fees under our value-based pricing model (see "—Revenue flows and pricing—Value-based pricing" below).

We monitor our market share in six regions: Western Europe, Central and South America, North America, CESE and the MEA and APAC regions. For a description of how we define each of these regions, see "Certain Terms and Conventions" above. The table below sets forth a breakdown, by these regions, of our estimated market share (measured in terms of GDS-processed air bookings) for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,		
Estimated market share	**2007**	**2008**	**2009**
Western Europe	64%	67%	68%
APAC	30%	31%	33%
CESE	68%	70%	71%
MEA	34%	36%	45%
North America	8%	9%	8%
Central and South America	49%	50%	49%
Global	**34%**	**36%**	**37%**

See "Market Share Data" above for important information regarding our definitions of the global market and GDS-processed air bookings and the sources and methodology used to estimate our market share of the global and regional GDS markets. Our reported air TA bookings are based on the actual air TA bookings processed and billed by our group, whereas the bookings we use to estimate our global market share include all air travel agency bookings processed by our GDS platform, regardless of whether such bookings generate revenue for the GDS provider, as explained under "Market Share Data" above.

The following table provides a breakdown, by region, of the evolution of our air TA bookings in each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,					
	2007		2008		2009	
Air TA bookings	**Number of bookings**	**% of total**	**Number of bookings**	**% of total**	**Number of bookings**	**% of total**
	(in millions, except percentages)					
Western Europe	181.9	50.2%	183.6	50.4%	172.8	49.0%
APAC	50.4	13.9%	47.8	13.1%	47.9	13.6%
MEA	31.2	8.6%	34.1	9.4%	42.1	12.0%
CESE	34.2	9.4%	37.2	10.2%	34.2	9.7%
North America	37.0	10.2%	35.1	9.6%	31.9	9.0%
Central and South America	27.6	7.6%	26.6	7.3%	23.5	6.7%
Global	**362.2**	**100.0%**	**364.2**	**100.0%**	**352.4**	**100.0%**

Beyond organic growth in our core markets of Western Europe and CESE, we believe our major business growth opportunities will arise in the MEA and APAC regions and North America. We therefore intend to secure global market share growth by continuing to lead the market in Western Europe and CESE and by further expanding our operations in key growth areas, such as the MEA and APAC regions, while pursuing strategic market segments, such as the online travel agency and TMC segments in North America.

- *Western Europe*. This continues to be a significant region for the travel and tourism industry in terms of air traffic volumes, accounting for approximately 270 million GDS-processed air bookings in 2009 (26% of the global GDS market, see “Market Share Data” above for an explanation of how we calculate the size of the GDS market). We were the clear market leader by proportion of GDS-processed air bookings in 2009 across the region generally, as well as in our key customer segments (such as TMCs and online travel agencies). Our primary objective for our Distribution business area in Western Europe is to extend our market leadership in terms of GDS-processed air bookings, targeting specific countries where our market share is lower, such as Italy and the UK, while using the two-sided network model to build on our high market share in large markets such as Germany, France and Spain. We will also seek to (i) diversify our value proposition for travel agencies through the addition of greater content and functionality for rail, hotel and low-cost airline bookings, (ii) continue our investment in IT solutions, in particular to enhance our front-, mid- and back-office solutions for TMCs, and (iii) increase our presence in the leisure segment (particularly through TravelTainment).

- *APAC*. With total air travel agency bookings amounting to approximately 500 million in 2009 (of which around 32% were made on global GDS platforms and 68% through local CRS providers), we estimate that the APAC region is similar in size to North America in terms of air traffic volumes. With over 55% of the world’s population and a large number of developing nations, it also has significant potential to generate future growth. A unique feature of the APAC market is the presence of a number of local CRS providers. In some countries, the local airlines have continued to promote in-house CRS providers, such as Axess and Infini (both Japan) and Topas (South Korea). In China, the market is highly regulated and effectively monopolized by TravelSky. We own 31.91% of Topas, which, in 2009, processed 12.3 million air bookings. These local CRS providers are often supported by favorable government regulation, creating significant barriers to entry for the international GDS providers. Our objectives for our Distribution business area in this region include growing our market share in markets where we already operate through technology innovation and a high level of service. In addition, we are looking to expand our presence (directly or in partnership) in other markets in which we currently have limited or no presence due to the dominance of the local CRS providers. While China is a highly regulated market, we believe that we are well placed to take advantage of any opening of the Chinese GDS market to non-Chinese competition.

- *MEA*. In this region, we expect to achieve considerable growth as a result of the ten-year exclusive distribution agreement we signed in 2008 with the AACO and directly with 13 of its 24 members. Pursuant to this agreement, we have established jointly-owned companies in many countries in the Middle East with the intention of migrating the majority of the travel agency air travel market in that region to our GDS platform with the support of our partner airlines. GDS-processed air bookings made via our GDS platform on AACO airlines in 2009 increased by 27% compared with 2008.

- *CESE*. We have rapidly and successfully grown our market share in terms of GDS-processed air bookings in CESE and we estimate that we have been the market share leader in each year since 2000. We believe that among the primary factors contributing to our market share growth in CESE are our differentiated technology offering for travel agencies, including region-specific e-commerce and mid-office products, and a strong focus on customer service. In 2009, we opened a Competence Center in Warsaw to provide regional support to our local ACOs, particularly in relation to the development and customization of technology solutions and the provision of consultancy services for the region.
- *North America*. The highly competitive North American market continues to be one of the key markets for the travel and tourism industry. Our key strategic objective for this region is to grow our market share in Distribution by increasing our penetration with online travel agencies and TMCs, which are driving market consolidation on the continent. We are actively investing in technology and skilled resources to pursue this goal, and in 2008 we opened a new office in Chicago with a number of new senior industry recruits. We are also launching *AmadeusOne*, a multi-GDS technology for travel agencies and travelers that has been designed by our travel technology teams specifically for the North American market. We have commenced a pilot phase of *AmadeusOne* in partnership with Travel Leaders Corporate, a network of business travel agencies, as well as Balboa Travel, a large US business travel agency.
- *Central and South America*. We continue to hold a strong competitive position in Central and South America with an estimated market share of approximately 49% in terms of GDS-processed air bookings in 2009. Our Technology Competence Center in Bogotá and our Regional Customer Support Centers in Costa Rica and Buenos Aires reinforce our presence in the region and demonstrate our commitment to providing superior technology solutions and services for the travel and tourism industry that can be customized to address the needs of travel agencies in the region.

Customers

Our Distribution customers comprise (i) travel providers, principally full service and low-cost airlines, which are our most significant group of customers and non-air travel providers, such as hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, and (ii) online and offline travel agencies. We also obtain additional revenue, to a very limited extent, from corporate travel departments.

We believe we have a loyal customer base among both travel agencies and air travel providers, as demonstrated by high customer retention rates exceeding 95% during the three years ended December 31, 2009 across all customer categories. We believe this loyalty is mainly attributable to (i) our partnership approach through which we seek to establish and nurture long-term relationships with our customers (the top ten airline and top ten travel agency customers of our Distribution business area have been customers for between 15 and 20 years (excluding some more recently established online travel agencies which have become top customers within the last five to ten years)), (ii) the value-adding nature of our products and services, and (iii) our use of long-term contracts (for example, ten- to 15-year contracts for airline IT solutions and three- to ten-year contracts for agreements with key airlines (content agreements) and travel agencies).

Airlines. Our Distribution business area has a large and widely diversified portfolio of airline customers, including large international airlines, carrying in excess of 70 million passengers each per year, to smaller short-haul carriers with fewer than one million passengers each per year. As of December 31, 2009, flight schedules for over 700 airlines were accessible through our GDS and, of those, more than 460 airlines were bookable (including over 40 low-cost airlines). Our Distribution business area's full service airline customers include all of the world's top 50 network airlines, including Air France, American Airlines, British Airways, Cathay Pacific, Continental Airlines, Delta Airlines, Emirates, Iberia, KLM, Lufthansa, Qantas, Thai Airways, Turkish Airlines and US Airways and our leading low-cost airline customers include easyJet, Gol and Virgin Blue.

Non-air travel providers. Our Distribution business area also has a broad portfolio of non-air travel providers, with over 85,000 hotel properties, over 100 rail operators (including eight major railways) over 50 cruise and ferry operators, over 25 car rental companies, over 190 tour operators and over 115 insurance companies connected to and bookable through our GDS platform as of December 31, 2009. While the majority of the travel providers connected to our GDS platform take advantage of the global connectivity we offer, certain travel providers (primarily tour operators and rail operators) are connected only at a local or regional level. Our leading Distribution customers in the non-air category include Accor, Intercontinental, Carlson Hospitality Group and Marriott International (hotel chains), SNCF and Deutsche Bahn (rail operators) and Avis, Europcar and Hertz (car rental companies).

Travel agencies. Our travel agency customers include over 103,000 online and offline travel agency locations globally, nationally and/or regionally servicing different customer segments, including both corporate and leisure. Online travel agencies, which principally serve the leisure segment, and TMCs, which principally serve the business segment, were the two largest global travel agency segments in 2009. Our key travel agency customers include American Express Travel, Hogg Robinson, BCD and Carlson Wagonlit Travel (global TMCs) and a number of leisure-focused travel agencies, both offline, such as TUI and Thomas Cook and online, such as Expedia, Opodo and eDreams.

Travel buyers. We offer solutions to corporate travel departments to allow them to manage employee business travel arrangements in-house, and have partnered with relevant industry players, such as SAP AG, to offer seamless integration with business software and systems for a true end-to-end travel management solution. We also provide consulting services to corporate travel departments and are expanding our offering to travelers, including enhanced online and mobile access to itinerary information.

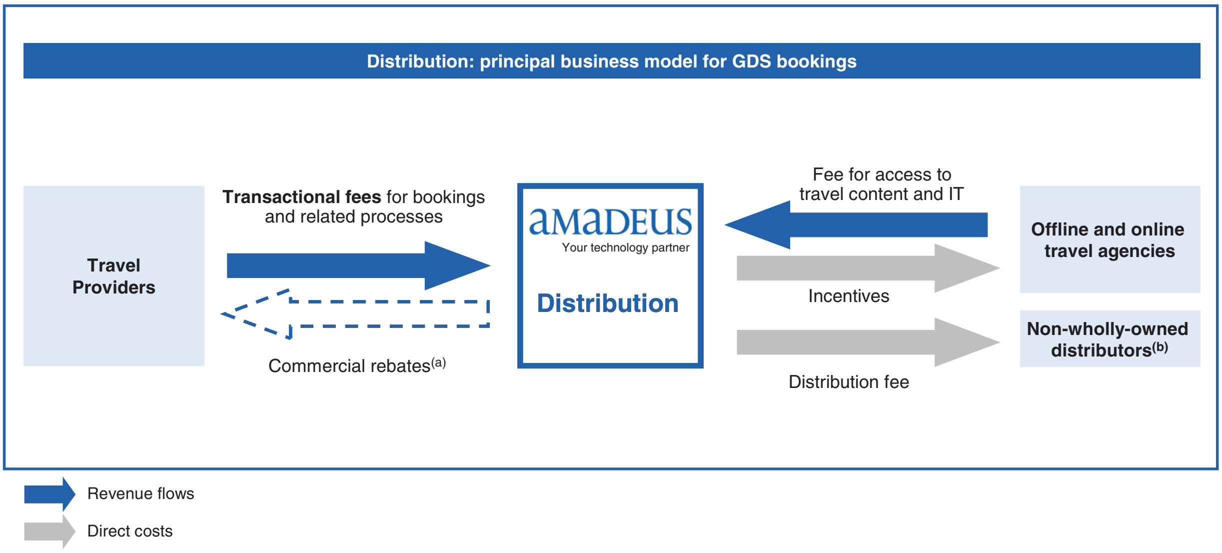
Revenue Flows and Pricing

Our Distribution business area is transaction-based, with 91% of our Distribution revenue in 2009 being transactional, originating mainly from (i) booking fees charged to travel providers for each reservation made through our GDS platform, (ii) additional transaction fees charged to airlines for solutions that assist them in optimizing their revenue management processes and improve their service to clients, and (iii) from additional transactional sources of revenue.

We believe we benefit from a high level of security and visibility in respect of our business going forward. In our Distribution business area, around 80% of our air TA bookings in 2009 were made under content agreements with airlines, which also include agreed pricing and are typically for a term of between three and five years. Additionally, our major centrally-held agreements with global travel agencies, including online and TMCs, which accounted for between 25% and 30% of our air TA bookings in 2009, are for terms of between three and ten years, while the balance of our air TA bookings are made via locally-held travel agency contracts with terms of between one and three years.

Revenue models. Under the basic GDS model, when an online or offline travel agency makes a reservation through a GDS platform, the travel provider is charged a booking fee by the GDS provider and the GDS provider pays a portion of that booking fee to the travel agency in the form of an incentive fee. The pricing of the booking fee is dependent upon the type of booking (global, regional, local), the region in which the booking is made, the type of access to our GDS platform employed and the level of functionality which the provider enjoys.

The following diagram presents a simplified overview of the key financial flows for this two-sided transaction-based business model.



(a) Content fee and related commercial rebates paid by us to airlines as a reduction of revenue
(b) 20% of bookings made via non-wholly-owned distributors in 2009

Value-based pricing. In 2004, we pioneered the introduction of a value-based pricing model for airline bookings processed through our GDS platform. Since then, the value-based pricing model has been adopted by most of our GDS competitors. The strategic thinking behind this model is to charge an airline a larger booking fee where our GDS platform provides more added value by accessing points of sale that the airline is not able to reach cost-effectively through direct distribution. In broad terms, "local" (lowest) pricing is applied to bookings made in the airline's home country and "global" (highest) pricing is normally applied for bookings made through geographical points of sale that the airline cannot access cost-effectively through direct distribution. For example, a flight on a UK airline booked through a travel agent in London would be categorized as "local". However, the same flight booked through a travel agent in Hong Kong would be categorized as "global". An intermediary "regional" fee is used for certain bookings that fall between these two categories.

The main drivers of the profitability of our Distribution business area are (i) market volumes and market share, as our revenue depends on the volume of bookings processed through our GDS platform, (ii) the mix of global, regional and local bookings, which affects our unit prices, and (iii) incentive fees we pay to travel agencies, which reduce our distribution margin.

- *Market volumes and market share.* We estimate that the total volume of GDS-processed air bookings increased from 1,077 million in 2004 to 1,156 million in 2007 (representing a CAGR of 2.4%) before declining, during the worldwide economic recession, to 1,030 million in 2009. Over that period, our market share of GDS-processed air bookings increased from 29% in 2004 to 37% in 2009. See "Market Share Data" above for details of how we calculate the GDS market size.

  Since 1970, there has been a steady relationship between world GDP growth and air traffic passengers, with the latter having grown at a multiple of between 1.3 and 1.6 times real GDP growth on average over the period according to our estimates based on IATA passenger and IMF GDP data. We expect this trend to continue and believe that we are well positioned to benefit from increases in airline passenger volumes as the world economy recovers. There are now strong signs that global airline traffic has started to recover, as recently announced by IATA, and we believe we are well placed to further improve the competitive position of our Distribution business area with market share increases.

- *Booking mix.* In recent years, our booking mix has evolved favorably with the number of "global" and "regional" bookings processed through our GDS platform having increased steadily as a percentage of our total air TA bookings since we introduced value-based pricing in 2004. In 2009, 52% of our total air TA bookings consisted of higher-revenue "global" and "regional" fares compared with 47% in 2005. This reflects, in part, our stronger relative growth in high-growth markets, which have produced a higher ratio of "global" bookings as well as the fact that, in our view, the growth of direct distribution (i.e., the shift of airline bookings to direct channels) is focused, to a large extent, on what we classify as "local" bookings.

- *Incentive fees.* We have largely been effective, in our view, in mitigating the trend towards an increase in per unit incentive fees to travel agencies. By offering value-adding products and content, we have been able to limit the growth of the incentive fees we pay to travel agencies in the markets where our product and content roll out has been most successful, including in a number of our major markets in Western Europe. Moreover, we believe that by targeting a broad range of travel agencies, we have a stronger presence within small- and mid-sized travel agency segments, where incentive fees tend to be lower.

Despite challenging global economic conditions, we were able to keep the contribution margin of our Distribution business area as a percentage of revenue relatively stable at 48.2%, 47.0% and 47.5% during the years ended December 2007, 2008 and 2009, respectively, through a diversification of our Distribution revenue in terms of geographic spread and product range and the use of our value-based pricing model.

IT Solutions

Through our IT Solutions business area we provide a comprehensive portfolio of technology solutions that automate certain mission-critical business processes, such as reservations, inventory management and other operational processes, for travel providers, as well as providing direct distribution technologies. The revenue of our IT Solutions business area is predominantly transaction-based with transactional revenue accounting for 84.7%, 83.3% and 78.7% of the revenue of our IT Solutions business area during the years ended December 31, 2007, 2008 and 2009.

Transactional revenue comprises (i) IT transactional revenue derived principally from our Altéa PSS offering, our stand-alone IT solutions, and certain other IT solutions aimed at rail operators and airports, and (ii) direct distribution revenue which includes revenue derived from fees charged for bookings made through the direct sales channels of airlines using our Altéa Reservation solution.

Non-transactional revenue comprises (i) customization and implementation revenue derived principally from services to support the migration of airline customers to our Altéa PSS solutions, (ii) Global Services revenue derived from the provision of consulting, system integration, application hosting and training and other customer support services to airlines, and (iii) revenue from our custom-built hotel management systems.

Key Performance Metrics

The following table sets forth certain financial data derived from our accounting records for our IT Solutions business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007			2008			2009	
IT Solutions	**Total**	**% of revenue**	**% change 2007-2008**	**Total**	**% of revenue**	**% change 2008-2009**	**Total**	**% of revenue**
	(€ in millions, except percentages)							
Revenue	455.9	100.0	9.6	499.6	100.0	9.6	547.5	100.0
Transactional revenue	386.0	84.7	7.8	416.2	83.3	3.5	430.8	78.7
Of which, IT Transactional revenue	168.8	37.0	30.7	220.7	44.2	17.3	258.9	47.3
Of which, Direct Distribution revenue	217.2	47.7	(10.0)	195.5	39.1	(12.1)	171.9	31.4
Non-transactional revenue	69.9	15.3	19.3	83.4	16.7	39.9	116.7	21.3
Operating costs	(185.3)	40.6	13.9	(211.0)	42.2	15.3	(243.5)	44.5
Direct capitalizations(1)	39.3	8.6	16.8	45.9	9.2	(0.9)	45.5	8.3
Contribution margin	**309.9**	**68.0**	**7.9**	**334.5**	**66.9**	**4.5**	**349.5**	**63.8**
Altéa PSS PBs (in millions)(2)	123.8	—	55.9	193.0	—	23.1	237.5	—
Average fee per PB (in euro)(3)	1.36	—	(16.1)	1.14	—	(4.7)	1.09	—
Airlines contracted to use Altéa PSS (as of December 31)(4)	52	—	26.9	66	—	36.4	90	—
Airlines migrated to Altéa PSS(5)	34	—	52.9	52	—	28.8	67	—

Notes:

(1) Capitalization of certain expenses, such as personnel and social security expenses, included within the operating costs line item for our IT Solutions business area.

(2) Represents the number of PBs boarded onto flights operated by airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules during the relevant year. If an airline uses both modules, each PB is counted only once as it passes through the various stages of our Altéa PSS.

(3) Represents our IT Transactional revenue divided by the total number of PBs processed using our Altéa Inventory and, in some cases, Altéa Departure Control modules.

(4) Represents the number of airlines that have entered into contractual arrangements to use our Altéa Inventory and, in some cases, Altéa Departure Control modules as of December 31 of the year indicated.

(5) The number of airlines using our Altéa Inventory and, in some cases, Altéa Departure Control modules by December 31 of the financial year indicated.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Results of Operations by Business Area—IT Solutions" above for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

Product Offering

Transactional IT solutions

Altéa PSS

Through our Altéa PSS product offering, we provide mission-critical PSS IT solutions to airlines, covering many of an airline's essential technology needs. These solutions provide, among other functions, passenger-related services for use irrespective of whether the booking has been made directly by an end consumer with the airline (the direct channel) or via a travel agency or other intermediary (the indirect channel).

We estimate that the global annual market spend by airlines on airline IT solutions and products in recent years has been around €8 billion and, of this, we believe that approximately 70% was directed to third-party outsourcers with 30% being spent on internal resources development and/or maintaining in-house systems and applications (source: T2R). With full service airlines under competitive and cost pressures to replace inflexible and costly legacy systems, we believe that the share of internal resources and maintenance spend is likely to decline as airlines continue to look towards third-party providers of IT solutions that allow for cost reductions and/or the ability to generate incremental revenue. This is the fundamental value proposition that underpins our Altéa PSS business. As we handle mission-critical applications for a global customer base, we provide customer support 24 hours a day, 365 days a year and our fully-hosted, community-based platform with an average system uptime of 99.99%.

Altéa PSS offers a high degree of flexibility through standardized, modular products that can be selected by airlines to suit their particular needs. We offer our Altéa PSS solutions on a community-based platform, with all of our airline customers sharing the applications on a single system fully hosted by us. We believe that this approach, unique among PSS providers, enables us to provide users, simultaneously and at a low cost, with upgrades and enhancements we make to the platform, incorporating new industry standards or adapting to the changing needs of a dynamic and rapidly evolving market. In addition, this approach facilitates our connecting of new users and adding new functionalities at limited marginal costs, providing us with significant operational leverage as we grow our business.

In 2000, we began the development of our Altéa suite of airline IT solutions. Our Altéa PSS suite comprehensively covers an airline's core IT needs, based on the following five core principles:

• **Single Data Source**	• Elimination of duplication and inconsistency by sharing a single version between components of all key data.
• **Customer Centricity**	• Core processes driven by customer value. • Full customer and journey information captured and made available.
• **Automation & Flexibility**	• Business rules drive the main business processes. • Intuitive graphical user interfaces and customizable workflows facilitate efficient and consistent service.
• **Common Platform**	• Benefit from the combined input of a community of world-leading airlines. • Seamless integration with alliances and partners.
• **Designed for Change**	• Modular architecture based on next-generation, open systems technology. • Highly configurable solution, designed with the latest business concepts, such as self-service and customer value, in mind.

Our Altéa suite presently consists of four main modules:

- **Altéa Reservation** offers reservation functionalities to meet the needs of modern airlines. It enables our airline customers to manage bookings, fare prices and ticketing through a single interface and is compatible with distribution via direct and indirect channels, both online and offline. We launched our initial airline IT offering, known as System User, in 1991 and are gradually converting System Users to our other Altéa PSS modules. As of December 31, 2009, 63 customers were using our Altéa Reservation module on a stand-alone basis (12 of which are contracted to implement our Altéa Inventory module).

- **Altéa Inventory** addresses an airline's inventory needs, providing functionality to create and manage schedules, seat capacity and associated fares on a flight-by-flight basis. This allows the airline to monitor and control availability and reassign passengers in real time. Altéa Inventory also incorporates a seat-mapping functionality. Each transaction processed through this module is recorded as a PB. Since we introduced Altéa in 2000, with British Airways and Qantas, we have successfully migrated 67 airlines, representing approximately 273.5 million passengers on a combined and annualized basis (based on 2009 passenger numbers for these airlines published by T2R) to our Altéa Inventory module. Each airline that uses our Altéa Inventory module must also have implemented our Altéa Reservation module.
- **Altéa Departure Control** covers many aspects of flight departure, including check-in, issuance of boarding passes, gate control and other functions related to passenger flight boarding, while enabling airlines to manage disruptions and other flight events efficiently. In addition, Altéa Departure Control offers aircraft load control functionality, which enables airlines to evaluate and optimize fuel utilization. As with Altéa Inventory, each transaction processed through this module is recorded as a PB. For airlines contracted to both Altéa Inventory and Altéa Departure Control, one PB is recorded for each transaction irrespective of whether that transaction is processed through one or both Altéa PSS modules. As of December 31, 2009, 20 airlines were using our Altéa Departure Control solution. Each airline that uses our Altéa Departure Control module must also have implemented our Altéa Reservation and Altéa Inventory modules.
- **Altéa e-Commerce suite** is a complete e-commerce offering that seeks to improve the profitability and efficiency of the airline e-commerce sales and support process. The suite comprises three solutions that can be fully integrated: (i) e-Merchandise, including Flex Pricer, for pre-sales faring and multi-currency online shopping, (ii) e-Retail, a sophisticated booking solution for airline websites; and (iii) e-Service, for post-sales servicing, including online award redemptions, online ticket changes and e-vouchers. We have completely redesigned the user interface of our Altéa e-Commerce suite based on Web 2.0 technology and, in the period 2007 to 2009, we received 44 awards for our Altéa e-Commerce solutions and customer websites. As of December 31, 2009, around 100 airline clients were using our Altéa e-Commerce solutions (operating over 260 websites), including more than 50 of the top 100 IATA airlines (measured in terms of total annual passenger numbers) and our Altéa e-Commerce solution is available in 26 languages (including all of the major European languages, as well as Russian, Japanese, Chinese and Arabic).

Key performance metrics. As with our Distribution business area, the revenue model we use in our Altéa PSS business is transaction-based. This model enables our customers to convert the fixed costs incurred in operating in-house PSS systems into a variable cost that fluctuates broadly in line with their air traffic volumes. Our Altéa PSS business is growing strongly. Since launching our Altéa PSS solutions with British Airways and Qantas in 2000, we have successfully grown to become one of the leading global providers of PSSs to full service airlines in terms of revenue according to T2R. In 2007, we had 123.8 million PBs processed using our Altéa PSS solutions, which increased to 237.5 million PBs in 2009 (a CAGR of 38.5%) despite the adverse global economic conditions. The operating performance of our Altéa e-Commerce business has been strong as well, with the number of PNRs processed on our platform increasing from 7.5 million in 2004 and 18.7 million in 2007 to 25.9 million in 2009, a CAGR of 28% over that period. According to T2R, we were the market leader for PSS solutions for airlines in 2008, with an estimated market share of approximately 28% (based on revenue).

Revenue flows and pricing. Our Altéa PSS business has three principal sources of revenue: (i) transaction fees per PB processed for airlines using our Altéa Inventory module (of which some also use our Departure Control module); (ii) transaction fees per booking made through the direct sales channel of an airline using our Altéa Reservation solution and certain types of air bookings made through the direct sales channel of Altéa customers for which we charge a booking fee, not a PB fee; and (iii) transaction fees per PNR processed for airlines using our Altéa e-Commerce solution.

For Altéa PSS solutions, we charge a flat fee per PB, with the fee increasing for each Altéa module used by the airline. We, therefore, obtain revenue in respect of every PB on a flight operated by airlines using our Altéa Inventory module (of which some also use our Departure Control module). We charge airlines using our Altéa Reservation module on a stand-alone basis under a different revenue model that is based on bookings rather than PBs and we record this revenue as "Direct Distribution revenue" within the "transactional revenue" caption of our IT Solutions business area.

Our Altéa e-Commerce business also uses a transaction-based revenue model, generating substantially all of its revenue by charging a transaction fee to its airline customers for each PNR processed.

By operating a transaction-based revenue model for our Altéa PSS business, its revenue reflects the volume of PBs (in the case of Altéa PSS), of PNRs (in the case of our Altéa e-Commerce module) and of bookings made (in the case of our Altéa Reservation module) and is not directly linked to our Altéa PSS customers' own revenue. The fees we charge airlines are not directly linked to the ticket price or the type of ticket issued. Accordingly, while our revenue may be affected by an overall decrease in air traffic volumes, it is not directly affected by falling ticket prices or a switching of customers from higher first and business class fares to lower economy fares. In addition, by focusing our pricing on PBs for our Altéa suite of modular IT solutions, we are able to increase our unit transaction fees when our Altéa PSS customers incorporate additional modules or functionalities into their PSSs.

Customers. Our Altéa PSS business has a rapidly growing customer base. In 2004, we had only 77.1 million PBs with ten airline customers whereas, as of December 31, 2009, we had 67 airline customers to which during 2009 we billed 237.5 million PBs, representing approximately 273.5 million passengers on an annualized and combined basis (based on the 2009 passenger numbers for these airlines published by T2R). In the year ended December 31, 2009, our top ten airline customers (based on contribution to total group revenues) accounted for 46.0% of our IT Solutions business area's revenue.

The approach we have adopted for our Altéa PSS solutions has been mainly to target the large full service airlines that carry more than 15 million passengers per year, as well as the international airline alliances. We believe that the growing trend towards consolidation in the airline industry and the emergence of international alliances, reflecting the importance of scale and reach in an increasingly globalized travel community, will result in large airlines and alliances continuing to occupy a key position in the industry in future years. Moreover, due to the size and scope of their network and operations, larger airlines and alliances tend to have more complex operating processes and IT systems that require sophisticated network, code-sharing and interlining capabilities (to connect to other alliance members, for example). Accordingly, we have principally targeted larger airlines and alliances and have already migrated or secured Altéa PSS contracts for one or more modules with 15 of the 26 Star Alliance airlines (including Lufthansa and SAS), eight of the 11 Oneworld airlines (including British Airways and Qantas), and five of the 11 SkyTeam airlines (including Air France and KLM). We also believe that the growth of our e-Commerce business will help to mitigate the impact on our business of the growth of direct distribution (i.e., the shift of airline bookings to direct channels).

Airline PSS systems are mission-critical and highly complex platforms. To migrate and run such systems requires a particularly high level of competence and experience. Since launching our Altéa PSS product offering, we have acquired and developed the tools, methodologies and experience necessary to ensure an efficient and seamless migration of our Altéa PSS customers, securing the transfer of their critical data and delivering a smooth migration without any downtime affecting our customers' systems. We place a strong emphasis on ensuring a low-risk implementation through a detailed migration planning process and a focus on ensuring critical business functions are protected throughout the implementation. We believe the experience we have accumulated places us in a strong competitive position, having successfully migrated 67 airlines, representing over 273.5 million passengers on an annualized and combined basis (based on the 2009 passenger numbers for these airlines published by T2R) to our Altéa Inventory solution and 20 of these airlines also to our Altéa Departure Control solution.

In recent years, we have sought to further streamline the complex processes required in implementing such migrations. We believe we are now well placed to migrate additional customers efficiently and cost-effectively. In 2008 and 2009, respectively, we completed the migrations of 22 and 29 airlines, respectively, to one or more of our Altéa PSS modules, and additional airlines are due to migrate to our Altéa PSS platform. As of December 31, 2009, we had entered into agreements with 23 airlines to be migrated to our Altéa Inventory module and with a further 40 airlines for Altéa Departure Control (of which 26 are already using our Altéa Inventory module). Of the 23 airlines migrating to Altéa Inventory, 12 airlines are currently using our Altéa Reservation module, representing approximately 130 million passengers on an annualized and combined basis (based on 2009 passenger numbers for those airlines published by T2R), with the remaining 11 airlines, representing approximately 170 million passengers on an annualized and combined basis (based on the 2009 passenger numbers for these airlines published by T2R) representing new customers for our Altéa PSS suite.

We also believe that the breadth of our customer base of airlines connected to our GDS platform offers us a significant opportunity to "cross-sell" our Altéa PSS solutions to existing airline customers of our Distribution business area. As of December 31, 2009, over 460 airlines were bookable via our GDS platform, of which 67 were using, and a further 23 had contracted to use, our Altéa Inventory module, thus providing us with an addressable market of approximately 370 airlines that are already customers of our Distribution business area, with our main focus being the 51 airlines that are currently using our Altéa Reservation module on a stand-alone basis and that have not yet contracted to use our Altéa Inventory module.

Other Transactional IT Solutions

Our current portfolio of other IT transactional solutions principally addresses stand-alone IT Solutions for airlines, Non-Air IT and a joint venture for the provision of Travel Payment Services to non-air providers.

Stand-alone IT Solutions for Airlines

We offer a range of stand-alone IT solutions to support airlines in certain critical customer-related processes, including:

- **Ticketing Platform**, a sophisticated ticketing tool that allows airlines to issue all IATA and Air Transport Association, or ATA, standard paper and e-ticket traffic documents, to maintain a ticket database and generate sales and transaction reports, to cross-sell additional content (such as car, hotel and insurance products) and to produce highly customizable revenue accounting reports.
- **Customer Loyalty**, a comprehensive and flexible solution built to support modern airline loyalty programs and to enable targeted marketing campaigns through a highly customizable solution that can be easily configured to support a variety of loyalty models, such as mileage-, points-, segment- or revenue-based schemes.
- **Revenue Integrity**, a revenue management tool designed to assist airlines to increase capacity utilization through the reduction of no-shows and cancellations and to eliminate distribution costs associated with non-productive bookings. Our revenue integrity IT solution is used by over 50 airlines around the world and processed more than 350 million PNRs in 2009.
- **Payment Solutions**, a sophisticated IT solution to increase the security of credit card payments made through direct sales channels used by our airline customers.

Each of our stand-alone IT Solutions has been designed to integrate fully with our Altéa PSS solutions, to take advantage of their customer-centric features, but they can also be used, on a stand-alone basis, with other in-house or third-party systems. Many of our stand-alone IT Solutions are provided through our US subsidiary Amadeus Revenue Integrity Inc. (“ARI”), based in Tucson, Arizona, and are used by major US airlines, such as American Airlines, as well as other major airlines around the world.

Non-Air IT

One of the key aims of our overall corporate strategy is to expand our IT Solutions business area by leveraging our existing customer base and technologies and to evolve our offering of transaction-based IT solutions beyond our core Altéa PSS to meet the needs of other travel providers.

We seek to identify attractive markets for expansion in which we believe we can realize a competitive advantage by leveraging our customer base and building upon our core assets and competencies, either by targeting new solutions at existing customers or by adapting existing solutions for new customer segments. We have supported our growth here through selective acquisitions and joint ventures, such as our acquisition of Onerail (in the rail IT segment).

Since entering the rail IT industry through the acquisition of Onerail in 2008, we have been offering IT solutions to rail operators, albeit still on a relatively small scale with approximately three million reservations per year processed using our solutions. Our strategy in the rail IT sector is to grow the business by evolving our Onerail solution into a new community-based offering, in effect replicating our Altéa PSS business model by creating a solution based on a shared fully-hosted platform offering lower shared costs and sophisticated IT architecture. In addition, we have identified certain potential synergies between our rail IT solutions and our Distribution business area through the expansion of the rail content available through our GDS and access to areas of travel where rail is replacing air travel.

Our strategy for securing a competitive position in the provision of hotel IT solutions is also to replicate our Altéa PSS model. We aim to leverage our existing IT capabilities and are currently developing a next-generation hotel CRS platform.

Non-Transactional IT Solutions

Customization and Implementation Services

We offer a range of services to support the migration of airline customers to our Altéa platform as well as additional software to customize our solutions to the requirements of individual customers. These services seek to address the increasing complexity of airlines’ internal IT systems and the need to adapt these to interface with our solutions. The principal customers of our customization and implementation services are large full service airlines.

Global Services

To support our core airline IT Solutions business area, we have established a small but growing Global Services business within our airline IT commercial organization. This unit assists in attracting airline customers for our Altéa PSS solutions and in the actual systems-migration process and provides post-sales support for our Altéa customers. The Global Services unit provides a variety of services to airlines, including (i) consulting services, to help airlines maximize the full value of their IT investments, (ii) bespoke systems integration services, to customize our IT solutions to the specific requirements of the airline customer, (iii) systems-hosting services, to provide improved operational efficiency, and (iv) training and other support services. Our airline customers can choose one or more of these services to suit their particular business needs and we charge airlines based on the level of service being provided.

Hotel management systems license revenue

Our hotel management systems are custom-built hotel property and revenue management solutions operating on a licensed basis, adaptable to a wide range of hotels, from small two-star single property hotels to complex multi-property luxury hotel chains. Our Hotel Property Management System, or PMS, solution includes functionalities that allow hotels to manage inventory, reservations, guest data and in-house services seamlessly and efficiently and to obtain a centralized overview of their business performance and guests. Our Hotel Revenue Management System, or RMS, solution is designed to help hotels to fill their rooms at the most profitable price according to demand. As of December 31, 2009, our hotel PMS and RMS solutions were used by over 3,550 and over 1,350 hotel properties worldwide, respectively.

Opodo

Opodo is a leading pan-European online travel agency with a significant presence in France, Germany, the Nordic countries and the United Kingdom and a growing presence in Italy. Opodo generates its revenue principally through commissions charged to travel providers, incentive fees received intra-group for the use of our GDS platform and service fees charged to end users, and competes primarily against other pan-European online travel agencies, such as Expedia, lastminute.com (owned by Travelocity) and ebookers (owned by Orbitz).

When we acquired Opodo, it was loss-making and had a relatively low market share. Following our strategic repositioning of the business, Opodo has increased its gross sales (including intra-group sales) from €773 million in 2005 to €1,375.9 million in 2009 (a CAGR of 15.5%), and has now established itself as the second-largest online travel agency in the aggregated European markets in which it operates with an estimated market share of more than 34% of GDS-processed air bookings in 2009 (based on the volume of GDS-processed air bookings generated by Opodo in the European markets in which Opodo operates and the three other pan-European online travel agencies mentioned above). Additionally, since 2007, Opodo has generated a positive and increasing EBITDA year-on-year.

The following table sets forth the revenue, costs, EBITDA and gross sales of our Opodo business area for each of the years ended December 31, 2007, 2008 and 2009.

	Year Ended December 31,							
	2007[(1)]			2008			2009	
Opodo	**Total**	**% of revenue**	**% change 2007-2008**	**Total**	**% of revenue**	**% change 2008-2009**	**Total**	**% of revenue**
	(€ in millions, except percentages)							
Revenue	201.3	100.0	(55.1)	90.3	100.0	9.1	98.5	100.0
Costs[(2)]:	(193.6)	96.2	(58.8)	(79.7)	88.3	(9.3)	(72.3)	73.4
EBITDA[(3)]	**7.7**	**3.8**	**37.7**	**10.6**	**11.7**	**147.2**	**26.2**	**26.6**
Gross sales[(4)]	1,205.0	—	2.1	1,230.0	—	11.9	1,375.9	—

Notes:

(1) Includes the results of the Karavel Group, which we sold in September 2007. In the year ended December 31, 2007, the Karavel Group accounted for €111.2 million, or 55.2%, of the total revenue, €102.7 million, or 53.0%, of the total costs and €228.6 million, or 19.0%, of the total gross sales of our Opodo business area. Excluding the Karavel Group, the EBITDA of our Opodo business area in 2007 would have amounted to a loss of €0.8 million.

(2) Principally comprises personnel expenses, marketing costs and costs associated with the company's call center.

(3) See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Management Measures" above for an explanation of how we calculate EBITDA for our Opodo business area.

(4) Represents the total transaction value, or TTV, of all air and non-air bookings processed by Opodo during the year. TTV represents the total retail value of transactions booked for both agency and merchant transactions and reflects the total price paid for travel products and services by travelers, including taxes, fees and other charges. The retail value is recorded at the time of the relevant booking and subsequent cancellations and refunds are generally eliminated from TTV. TTV does not represent the statutory turnover of Opodo.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Results of Operations by Business Area—Opodo" above for a discussion of the results of operations of this business area during the years ended December 31, 2007, 2008 and 2009.

Our Organizational and Commercial Structure

Organizational Structure

The philosophy behind our organizational structure is to create a highly efficient and integrated network offering global reach paired with a local approach. We seek to ensure the operational efficiency of our network organization through a balanced use of central, regional and local resources.

At a global level we are split into three operating functions: Commercial (discussed below), Development (discussed under "—Our Product Development, Systems and Technology" below) and Operations (Discussed under "—Our Operations Infrastructure" below). In addition we have various support functions (Finance, Human Resources, Legal and Corporate Strategy). The central management of these functions is distributed among three main sites in Madrid (Spain), Nice (France) and Erding (Germany):

- *Madrid.* Our worldwide headquarters are located in Madrid, where management of each of our business areas and our central commercial functions are centered.
- *Nice.* Our largest site in terms of employees is our product development center near Nice. This facility hosts the majority of our product development activities. In order to maximize integration, the marketing functions that interact most closely with product development, including product management, are also based in Nice. This organization is supported by 11 regional product centers located in Australia, Belgium, Canada, France, Germany, India, the United Kingdom and the United States, which enhance our ability to tailor technology solutions to local requirements.
- *Erding.* The management of our operations and the majority of our operations-related activities are based in Erding (Germany), where our central data processing facility is located. The facility is operated 24 hours a day, 365 days a year by teams working during normal office hours in Erding and remotely from strategic operations centers in Miami (United States) and Sydney (Australia).

Commercial Structure

The Amadeus Commercial Organization is responsible for all the commercial (principally sales and marketing) activities of our group and is divided between (i) Central Commercial, and (ii) regional and local ACOs. Central coordination of sales and marketing is assigned to a team of employees, working out of our central headquarters in Madrid and our main product development center in Nice.

The Amadeus Commercial Organization has a matrix structure with responsibility assigned by business area (Distribution, Airline IT and Global Customer IT Solutions) and by region (EMEA, APAC and the Americas). Each business area is responsible for its global results of operations, while regional management is responsible for the execution of our business plan and business area activities within that region and for any central functions that have been transferred for regional supervision. We believe that this structure (i) encourages close coordination between planning and execution, (ii) improves visibility and central coordination, not only from a regional perspective but also from a customer segment point of view, and (iii) offers the possibility for commercial synergies between our Distribution and IT Solutions business areas in each region.

Regional and Local ACOs

Our local and regional organization of sales and marketing were, as of December 31, 2009, present in over 190 countries via 72 local ACOs around the globe. Local ACOs are responsible for establishing and maintaining relationships with travel agencies and other subscribers and for providing customer support and training in the markets they serve. These local ACOs are supported by our regional structure, based on management centers located in Madrid and Dubai (serving the EMEA region), Bangkok (serving the APAC region) and Miami (serving the Americas), and by central resources located in Madrid and Nice, which provide product, market management and customer support and a direct link back to the business area management teams. We believe that this structure of local and regional organizations gives us a truly global reach, coupled with a local approach that enables us to remain close to our customers for sales and customer support and to channel specific local needs through to our central organization to tailor our development of new technology solutions.

During the 1990s, we aggressively pursued an international expansion strategy and sought to position ourselves in new markets through partnership agreements with national flag carriers. By building up local organizations in many parts of the world in this manner, we successfully grew our Distribution business area, penetrating multiple markets over a relatively short period of time. In 2000, Western Europe, our home and primary market, accounted for 55% of our total air TA bookings but, by 2009, that figure had reduced to 49% on account of our expansion into new markets. With the significant and rapid international growth of our Distribution business area secured, we are now focusing on efficiencies and have been acquiring and integrating local ACOs within our group. Our more strategic ACOs, such as those serving the Spanish, French, German and Scandinavian markets, were acquired between 2002 and 2005, and we have continued to integrate our local ACOs, with the latest acquisition taking place in September 2009, when we acquired our Colombian local ACO. As of December 31, 2009, we owned and controlled 53 of our 72 local ACOs. We believe that through this process of integration we are able to generate technological and organizational synergies and improve our speed of execution.

Distribution

The central management function of our Distribution business area is responsible for the strategy, marketing and global operating performance of our Distribution business area, as well as providing a 24-hour, second-level customer helpdesk. In addition, while our relationships with most travel agencies are managed on a day-to-day basis by the local ACOs, our relationships with certain large multinational travel agency groups and TMCs are managed centrally by our marketing department based in Madrid. Our regional centers and local ACOs are principally focused on regional and local marketing, establishing and maintaining relationships with travel agencies and providing customer support and customer training in the markets they serve.

IT Solutions

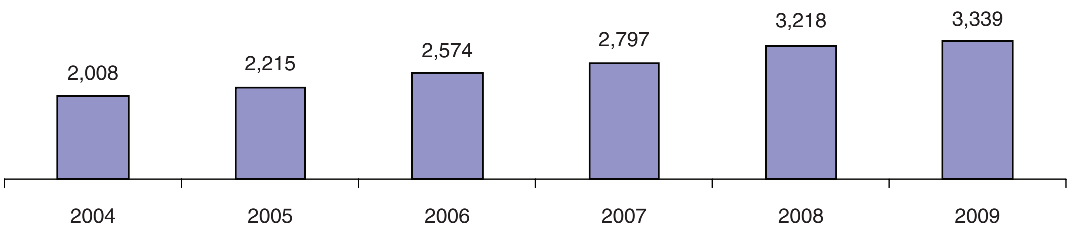
The sales and marketing activities of our IT Solutions business area are managed by different IT units, defined by the customer segments they support. Each of these units is responsible for all of the commercial activities related to their customer group, covering product definition, sales and marketing, pricing and post-sale customer support. The marketing function for airline IT, our largest IT area, operates from our central sites in Madrid and Nice, although we have established additional resources in our regional offices in Bangkok, Dubai and Miami. Local ACOs also provide support, particularly in maintaining and building key relationships with local airlines. Our smaller rail IT and hotel IT units are similarly managed out of Madrid and Nice, supported by other sites in North America, Australia and elsewhere in Europe.

Our Product Development, Systems and Technology

Product Development

Product development continues to be one of the key drivers of our success. In the six years ended December 31, 2009, we continuously increased our annual investment in product development and R&D. Over the period, we invested a total of over 16,000 man-years in product development, and spent €1.28 billion on R&D. In the year 2009, we invested over 3,300 man-years in product development, and spent €257 million on R&D. This constant and continued commitment to product innovation and technological excellence has, in our view, given us a first-mover advantage over our competitors. The chart below sets out our annual spend on product development, in terms of man-years, for the six years ended December 31, 2009.

Man-years invested during the six years ended December, 31



We invest significantly in research and innovation through our dedicated in-house teams. In the case of certain projects, we also conduct research in collaboration with leading institutes and universities (including the Massachusetts Institute of Technology and the ETH Swiss Federal Institute of Technology in Zurich). We believe that our sustained research effort is instrumental in helping us remain at the forefront of technology evolution and in enabling us to continue developing innovative, market-leading technology solutions.

Our commitment to research and development and technological excellence has been recognized through industry awards for IT leadership, such as "Aviation Technology Provider of the Year" at the 2nd Aviation Business Awards Middle East 2008 ceremony and 44 award wins in the period 2007 to 2009 for our Altéa e-Commerce solutions and customer websites. Among these is the innovation award presented to us in November 2009 by PhoCusWright, the US-based travel research authority, at their annual travel technology innovation conference in Miami, for our Affinity Shopper product. Affinity Shopper is based on the Amadeus "Extreme Search" concept which allows consumers to search for travel online based on open questions such as "Where can I go and what can I do for what I want to spend?".

Our leadership position in technology would not have been achieved without our long-standing commitment to a highly skilled and specialized workforce. As of December 31, 2009, among the technical staff of our permanent product development workforce, around 92% held a university degree or higher. The recruitment strategy for our product development area is principally to grow our own talents while targeting and integrating specifically identified confirmed talents. The majority of our new hires are young, high-potential graduates from leading universities and technical schools who we identify and attract through on-site recruitment events.

Our product development activities are principally based at our main product development site in Sophia Antipolis (France), being complemented by a network of 11 development centers located in Europe (including in London, Frankfurt and Antwerp), the Americas (Boston and Miami) and the APAC region. We believe that our approach to developing regional centers of excellence brings our product innovations and enhancements closer to our customers and the specific needs of the local and regional markets within which they operate. In pursuing the geographic expansion of our product development network, we have sought to identify locations that offer lower unit costs and that allow for a quicker ramp-up in capacity, facilitated by access to a large and highly skilled workforce. For example, in 2008, we opened Amadeus Labs in Bangalore. We are also pursuing a number of other productivity-enhancing initiatives related to process improvement, use of common tools, coordination of IT architecture and improvements in decision-making and prioritization.

While all of our development centers work on global products, each regional center is specialized in a smaller number of product areas and, where applicable, on certain local market- or customer-related activities.

Systems and Technology

The evolution of our next-generation systems and technology is centered on the use of a community-based platform running on open systems architecture, offering superior levels of excellence in managing and running high-performance transactional frameworks. The key features and benefits of each of these concepts are as follows:

- *Community-Based Platform*. We provide our customers with a fully-hosted, community-based IT platform, with each customer using the same applications base from a common pool of servers, as if it was accessing the application independently from other customers. While applications can be customized to fit the requirements of individual customers, our community approach enables each customer to benefit from the common investments we make in functional evolutions and the integration of new industry standards into our platform to adapt it to the changing needs of a dynamic and rapidly evolving market. We believe this community approach offers considerable benefits for travel providers and other users of our platform in terms of functionality and efficiency, because they can leverage the sum of requirements from the whole community. It also enables us to connect new customers at limited marginal costs, improving our economies of scale as we grow our business. For instance, when alliance airlines choose to operate on the alliance's common IT platform, initial migration and ongoing maintenance and upgrade costs can be reduced significantly.
- *Open Systems Architecture*. Between 1997 and 2005 we moved our core platform away from legacy mainframes towards a modern, open systems IT architecture. In 2007, we completed the migration of our air pricing system (fare quote) and, by the end of 2009, approximately 85% of our systems were on open platforms. We have a well-defined plan to complete this migration to open systems within the next four years. We believe that our open systems architecture allows us to offer our customers the

benefits of enhanced vendor independence and compliance with widely-adopted industry standards. Legacy systems create increased dependence on single suppliers, with correspondingly higher purchase and maintenance costs, and offer limited flexibility, scalability and scope for the integration of new standards. In contrast, open systems, based on Unix or Linux, offer considerably improved scalability and flexibility with lower costs resulting from competition between providers of hardware and system applications.

- *High-Performance Transactional Framework*. Many of our applications rely on connections to large numbers of external IT systems, including those of the over 700 airlines and thousands of hotels connected to our GDS platform. As a result, a single user data query, to check the availability of flights to a destination, can generate multiple secondary data queries to external systems. We believe that we have developed unique frameworks and technical skills that enable us to handle the functional complexity of such message flows while meeting the service level technical requirements of our customers, including sub-second response times and very high system uptimes.

The underlying technical foundations for our new systems are (i) open systems and service-oriented architecture with a high-performance transactional framework, (ii) maximum scalability, (iii) continuous availability of operations, and (iv) clear and resilient technology choices which allow us to benefit from investments we make in developing our applications over a long life-cycle.

We believe that we are at the forefront of the migration from legacy to open systems architecture in the travel technology sector, in particular when compared to our direct competitors. This advanced use of open systems allows us to increase our productivity and decrease our running costs at our central data processing facility. Additionally, our use of modern systems is expected to facilitate the recruitment of highly skilled IT developers, who tend to be specialized in modern architecture and are less inclined to work on legacy systems.

Our Operations Infrastructure

Data Processing Facility

Our global operations for our Distribution and IT Solutions business areas and Opodo are centered around our advanced data processing facility in Erding, near Munich (Germany). In 2009, our Erding complex processed over 670 million key billed transactions, and handled, on average, more than 9,000 user data queries per second, with an average system response time of less than 0.3 seconds and an average system uptime of 99.99%.

We believe that ownership of our data processing facility gives us the necessary control and flexibility to align our development initiatives with the operational constraints of guaranteeing high service levels to our customers, while benefiting from cost efficiencies and being able to adapt rapidly to changes in technology. As a result of our ownership of the facility, we are not required to negotiate with a third-party owner to effect upgrades, or to make other changes to our core IT infrastructure. We believe that this, among other benefits, has facilitated our migration to modern, open systems architecture.

Our global operations principally comprise (i) our main site in Erding (Germany), (ii) two strategic operations centers in Miami (United States) and Sydney (Australia), and (iii) four local competency centers in Bad Homburg (Germany), Bangkok (Thailand), Buenos Aires (Argentina) and London (United Kingdom). Our strategic operations centers in Miami and Sydney are part of our 'Follow-the-Sun' operations concept that allows continuous supervision and management of our central data processing facility during normal working hours from three time zones. As a business day ends in one time zone and commences in another time zone, system monitoring and management is seamlessly transferred by Erding to Miami, by Miami to Sydney and by Sydney back to Erding at approximately eight-hour intervals. Through our 'Follow-the-Sun' concept, we seek to optimize our use of resources and minimize response times when dealing with operational issues and customer support queries.

Fundamental to our success as a global IT technology provider is the reliability and security of our data processing facility, which has been designed with built-in redundancy (following an "N+1" systems concept) with no single point of failure. Our core systems are housed in three independent parts of the facility, so that transactions can be switched from one section to another in the event of a systems failure affecting one part of the building. Through this so-called "fire-cell" concept, we effectively have three data centers in one.

We also operate a disaster recovery center located approximately 30 kilometers from our main data processing facility. This disaster recovery center can also be operated remotely from the Miami and Sydney

"Follow-the-Sun" sites and is designed to ensure the continuity of the relevant services and the recovery of data in the event of a complete systems failure at our Erding facility for those of our customers that have opted to use this back-up facility.

Capacity and Performance

Our data processing facility comprises 5,000 million megabytes of storage and in excess of 3,000 servers, representing a processing capacity of more than 300,000 million instructions per second (MIPS) equivalent (approximately the same as the aggregated processing power of 30,000 desktop PCs). At peak times, transactions processed in our facility can exceed 25,000 system messages per second.

Quality

We comply with the highest quality standards applied by our industry. Our security framework has Cybertrust Security Management Program Perimeter Certification and also meets the strict standards of ISO/IEC 27002:2005 on best practice recommendations for information security management. Operations at our data processing facility is ISO 9001:2008 certified, and regular audits (three times a year) ensure that security levels are maintained.

Operational Efficiency

Despite a significant increase in processing power, which has increased from 77,000 MIPS equivalent in 2004 to more than 300,000 MIPS equivalent in 2009, a CAGR of more than 30%, we have been able to achieve significant reductions in the running costs of our data processing facility. During the six years ended December 31, 2009, we estimate that we have reduced our cost of operations (the running costs related to the operation of our data center) by around 20% and our operations cost per key billed transaction by almost 50%. The key drivers in this improvement in operational efficiency of our data processing facility have, in our view, been the migration to open systems architecture, the expansion of our use of IP network technology and improved use of capacity and resources.

Corporate Responsibility

Our corporate responsibility mission is to enable economic, social and environmental advancement in sustainable tourism and travel through the intelligent application of technology and innovation. This is further broken down into three areas:

- *Amadeus People.* We believe that our success is based on the contribution of each member of our staff and that we can best sustain the loyalty and motivation of our employees by maintaining the highest standards of integrity and professional conduct. To this end, we have embedded ethical business behavior within our corporate governance structures through the introduction of a Code of Professional Behavior, which is overseen by our Compliance Committee. In addition, we believe that we have built a common approach to business throughout our organization, founded on the shared values of leadership, team spirit, partnership and excellence.
- *Environment.* We seek to foster responsible growth within a framework of environmental stability. We are committed to environmental sustainability both as an organization and in the solutions we develop for our customers. At an organizational level, we pursue group-wide environmental methodologies and targets which include, for example, ensuring that our data center (our largest consumer of power by a considerable margin) is highly energy-efficient. A number of our customer solutions also reflect our environmental commitment, such as the smart technologies we develop to help airlines optimize their fuel consumption.
- *Social Responsibility.* Our projects in this area seek to address the needs of the under-privileged segments of society in the markets in which we operate. Through social responsibility initiatives, we use Amadeus value chain surplus and expertise to support the development of the social segments in need. Our central initiative in this field encompasses a number of technology transfer projects, including our "Amadeus Tourism Observatories" (which provides demand evolution and travel-related information to developing countries); the development of inventory and distribution systems for small hotels; our e-learning platforms; and our Amadeus PC Bank which facilitates hardware donations. In order to realize these projects, we have developed a Corporate Social Responsibility Network, consisting of approximately 100 people. In addition we are supporting the United Nations to reach their health-related Millennium Development Goals, as defined in the Millennium Declaration signed by

world leaders attending the UN General Assembly in 2000. Here, Amadeus is partnering with the UN Millennium Foundation by providing integrated technology to (i) enable donations to be made by travelers at multiple travel points of sale via the global GDS providers (e.g., Amadeus, Travelport and Sabre) as well as other customer touch points such as Travelocity and provider's direct channels (e.g., ACCOR's), (ii) enable companies to contribute at a corporate level, and (iii) support a fundraising monitoring system.

Amazon Efficiency Program

Through our internal "Amazon" efficiency improvement initiatives, we have been (see "—History—Savings and efficiencies" above) and are constantly looking to identify cost reduction opportunities across our group. The core principle behind these ongoing efforts is our focus on structural improvements that have minimal customer impact and do not jeopardize our future growth prospects or flexibility. Examples of further efficiency improvement initiatives include:

- *Marketing.* Within the streamlining of our global Marketing organization, we have placed emphasis on improving the end-to-end efficiency of our network of central and regional centers and local ACOs across all commercial functions (Customer Services, Sales, Marketing, Product Management and Delivery). For example, we have recently consolidated our customer call center operations in North America and Central and South America into two lower-cost locations in Costa Rica and Argentina, and we intend to pursue similar efficiency initiatives elsewhere going forward.
- *Development.* In this area, we are targeting (i) lower average unit costs for each man-year, (ii) shorter ramp-up periods for capacity expansion, and (iii) increased utilization of local and regional centers. These objectives are partly expected to be achieved through initiating or transferring certain existing activities to our recently opened development center in Bangalore (India) and through pursuing local product development activities in our regional offices and development centers such as those in Bangkok (Thailand), Bogotá (Colombia), Boston and Miami (United States), Sao Paolo (Brazil) and Warsaw (Poland). In addition to these efforts, we are also implementing a number of other productivity improvement initiatives across all of our development sites, including enhancements to our product testing and product launch processes.

Additionally, we are optimizing certain of our central corporate support functions in the areas of Finance, Human Resources and internal IT, and are continuously looking to make further improvements in the operational efficiency of our central data processing facility in Erding (Germany).

Material Contracts

Distribution

Airlines

We enter into participating carrier agreements, or PCAs, or global distribution agreements, or GDAs, with our airline customers, pursuant to which we grant them access to our GDS to distribute their inventory via our network of online and offline travel agencies in exchange for a booking fee we charge the airlines for reservations of their content made through our GDS. We also enter into content agreements with our more significant airline customers whereby they guarantee to make available through our GDS platform substantially the same content (in terms of fares and inventory) as that available in their own distribution channels, in exchange for which we pay a per-transaction content fee for access to that content.

PCAs and GDAs are typically for a term of one year with automatic renewal on expiry, subject to no notification to terminate having been given (which notification is generally required six months in advance). There is normally no right to bring about early termination by notice during the contractual period. The booking fee established under our PCAs is typically subject to annual revision up to a cap of 10% or the rate of inflation, whichever is the higher. Fees under GDAs may be altered at any time and are not subject to any cap, although an airline may terminate a GDA if it is not satisfied with a booking fee increase. Content agreements ordinarily have a duration of between three to five years, with no provision for early termination by notice or automatic renewal on expiry. The booking fee and content fee established under these agreements are typically fixed throughout the contractual period.

There are generally no service level commitments or penalties in our PCAs, GDAs and content agreements with airlines.

Non-Air Travel Providers

With non-air travel providers, we enter into distribution agreements that typically grant them access to our GDS for the global distribution of their travel products and services in exchange for a booking fee charged by us for each reservation of their content made through our GDS. These distribution agreements are usually for a term of between one and three years, with automatic renewal for additional one-year terms. They do not normally provide for termination for convenience, and where they do, such termination generally gives rise to penalties for early termination which in general cover, at a minimum, the costs of implementation. The booking fees established under these agreements are generally subject to annual revision by reference to industry accepted price indices or the previous year's volumes, and the majority of our distribution agreements with non-air travel providers include service level commitments, which very exceptionally are subject to penalties or a service credit regimes.

Travel Agencies

We enter into agreements with travel agencies that wish to connect to our GDS to gain access to our travel provider content. A significant majority of these agreements provide for the payment by us of a per-transaction incentive fee to the travel agency for bookings made by them through our GDS, while a limited number of our travel agency customers pay us a periodic subscription fee for access to our GDS.

The agreements we enter into with travel agencies are generally for a term of three to five years, with a minimum guaranteed term of one year and automatic renewal for additional one-year terms (subject to termination notice provisions not having been invoked, which provisions are, in some instances, regulated by the EU CRS Code of Conduct). Termination for breach or early termination of our agreements with travel agencies generally activates a contractual mechanism apportioning the majority of the costs arising from such termination, such as outstanding lease charges and the costs of removal and de-installation, to the party responsible for the termination. The incentive fee and, where applicable, the subscription fee established under these agreements are typically fixed throughout the contractual period, and it is not customary for there to be service level commitments or penalties in our agreements with travel agencies.

IT Solutions

Airlines

We enter into agreements with airlines for the design, customization, implementation and operation of Altéa PSS, e-Commerce and stand-alone IT solutions, charging fees on various bases as set out below.

Altéa contracts. We generally charge a fee per passenger boarded, or PB fee, with additional optional fees that may be transaction-based or which may be calculated on the basis of time and materials used. For our Altéa PSS solutions, we generally enter into contracts with a term of ten years, while our Altéa e-Commerce solutions are usually subject to agreements with a term of between three and five years. These agreements provide for the imposition of penalties in the event of early termination for convenience by the airline. The charges (PB fee and other transaction fees or charges for time and materials or PNR fee) established under these agreements are typically subject to annual revision by reference to the Watson Wyatt index for IT labor costs. All of our Altéa PSS agreements and certain of our Altéa e-Commerce agreements include detailed service level commitments, which, if breached (and not cured within the defined cure period, if any), would require us to make pre-agreed liquidated damages payments in the form of service credit payments to the relevant airline. Our maximum potential liability for service credit payments is capped at a percentage of our annual charges and are generally the sole monetary remedy available for breaches of service levels.

Altéa Reservation. Under an Altéa Reservation agreement, we provide a central reservation system to an airline with the airline's inventory hosted externally. Under this model, the airline effectively uses our Altéa Reservations solution as its own internal reservations system. We charge a booking fee under the terms of the PCA/GDA and then pay a distribution fee to the airline under the Altéa Reservation agreement (the net effect being that the airline pays a reduced booking fee). These agreements typically have a minimum term of five years and are subject to automatic renewal thereafter, unless either party gives six months notice of its intention to terminate the agreement. Early termination is not generally permitted. Altéa Reservation agreements do not provide for annual revision of fees, and do not contain service level commitments.

Other Airline stand-alone IT contracts. We generally charge on a per transaction basis, although the precise mechanics vary depending on the nature of the solution provided (e.g., certain contracts provide for charges on a PNR generated basis). Our stand-alone IT contracts generally have a term of between three and five years, with an option for a one year renewal. The fees payable under stand-alone IT contracts are typically subject to annual revision by reference to the percentage increase in the harmonized indices of consumer prices (HCIP) for the euro zone. Service level commitments are not part of our standard stand-alone IT offering.

Non-Air Travel Providers

We enter into agreements for the provision of non-air IT solutions to hotels and rail operators.

Rail IT contracts typically regulate the provision of a fully integrated reservation system which allows rail companies to sell tickets through travel agencies and via direct channels such as the operator's website or sales kiosk. Current customers of Onerail are Queensland Rail, RailCorp and Orient Express. Rail IT contracts have either a five-year or an indefinite term. The fee structure in these contracts normally includes license fees, hosting fees, support and maintenance fees and professional service fees. In some cases, the fees are fixed, while in others there is a provision for an annual review of fees by reference to a consumer price index. Rail IT contracts tend to include service level commitments and their standard termination provisions cover breach of contract (including default in payments) and the insolvency of the counterparty, among other customary termination trigger events.

Contracts for our PMS solutions regulate the provision of the software used for managing a hotel site (or similar property) and/or multi properties to manage bookings, check in, guest services, check out, sales, events, invoicing, reporting, among other things. Current customers of PMS include ACCOR, Best Western or TAJ Hotels & Palaces. The pricing structure of the PMS contracts is typically centered around licensing fees based on the number of properties using the solution, but may also include maintenance and support fees and training fees. In most cases, the fees are fixed for the entire length of the agreements ranging from one to five years. The standard termination provisions cover breach of contract (including payment default) and the insolvency of the counterparty, among other customary termination trigger events.

Contracts for our RMS solutions regulate the provision of a system used by hotels (and similar properties) for rate setting and revenue and capacity optimization. The pricing structure of the RMS contracts may include concepts such as hosting charges, maintenance and support fees and training and development fees. In most cases, the fees are fixed for the entire length of the agreements ranging from one to five years. In certain cases, these contracts may include service level commitments and their standard termination provisions cover breach of contract (including default in payments) and the insolvency of the counterparty, among other customary termination trigger events.

Our Intellectual Property

Key Trade and Service Marks and Logos

We own all the material trade and service marks and logos used in our businesses and have trademarks registered in over 190 countries. Our most important trade and service marks are "Amadeus®" and "Altéa®" and the related words and logos, and these are registered with the relevant intellectual property registrars (i) locally in the countries in which they are used, (ii) as international trademarks, and/or (iii) as European Community trademarks. We also have over 100 registered domain names, including amadeus.com, amadeus.net and amadeus-labs.com, and country-specific domains (such as www.amadeus.fr) pertaining to a number of countries in which we operate. We take reasonable precautions to protect against unauthorized use or infringement of our trademarks, service marks and logos in the marketplace, primarily through our global surveillance service which receives reports on unauthorized use or infringement by third parties of our intellectual property rights and on all applications filed worldwide by third parties which we review to determine whether any may infringe our intellectual property.

Software, Business Processes and Other Proprietary Information

Our success and ability to compete is dependent in part on our ability to protect our intellectual property. We protect our intellectual property rights through a combination of copyright and patent laws, trade secrets, confidentiality procedures and contractual provisions. We have 16 families of issued patents granted by the European Patent Office and/or the United States Patent and Trademark Office, primarily relating to GDS and IT solutions technologies, which we use defensively (to protect our ability to offer our solutions) and offensively (to prevent our customers and competitors from copying our solutions).

These patents are scheduled to expire between 2023 and 2029. In addition, a number of our major programs and software applications have been registered at the *Agence de Protection des Programmes* in France. Further, we require all of our employees and contractors to sign confidential information and invention assignment covenants, and we generally enter into non-disclosure agreements with our suppliers, strategic partners and other third parties. Similarly, when we license our proprietary software products directly to customers, such licenses include restrictions intended to protect and defend our intellectual property.

We are seeking to expand our patent portfolio and, as of the date of this offering memorandum, we have approximately 100 patent application families pending in key jurisdictions, such as China, Brazil, Singapore, Japan, South Korea, Australia, Canada, South Africa, the USA and the European Union, through which we are seeking patent rights in strategic areas of our GDS and IT solutions technologies. We identify key patenting opportunities in our software and technological innovations through a proactive and systematic methodology based on objective indicators, such as tax research credit projects, product cycle priority and sizing, budget, innovation streams and long-term planning, as well as subjective inputs from our product development organization and business stakeholders.

To develop certain of our IT solutions, it has been necessary to embed software owned by third parties, such as Pass Consulting, IGA, Materna, PROS, Iso and Progress. We use such third-party software under license.

Insurance

As of the date of this offering memorandum, we insure against certain corporate risks in relation to civil liability, including damage to our property and other material assets and business interruption. Our general civil liability insurance covers us for up to €10 million per incident and our property, damages and business interruption policy covers us for up to €500 million per incident. We also maintain policies covering the liability of our directors and officers with an aggregate coverage of €25 million per year and policies to cover our IT services, in particular a personal indemnity policy for errors and omissions which provides coverage for up to GBP50 million, as well as an aviation policy to cover claims for damages in respect of aircraft incidents that have resulted in third parties suffering bodily harm and/or property damage up to an annual aggregate amount of US$500 million, which is also the per incident cap.

Although management believes that all of our group companies have adequate insurance policies in place to cover civil and environmental liability and certain risks of operation, management has decided not to purchase insurance coverage for business interruption and other risks of our Distribution business area, such as misquoting fares and losing booking records; instead, we seek to limit our liability through contractual provisions in agreements with travel providers, travel agencies and local ACOs.

While we consider that our insurance coverage is consistent with IT industry standards in Spain and Western Europe in light of the activities we conduct, we can provide no assurance that our insurance coverage will adequately protect us from all the risks that may arise or in amounts sufficient to prevent material loss.

Legal Proceedings

From time to time we may be involved in legal proceedings in the ordinary course of our business. Save as disclosed below, (i) there are no material legal or arbitral proceedings pending or, to our knowledge, threatened against us, and (ii) neither we nor any of our subsidiaries is, or has been, engaged in any legal or arbitral proceedings instigated by or against any of us which may have, or during the twelve months immediately preceding the date of this document have had, a significant effect on our group's financial position nor, so far as our directors are aware, are any such proceedings threatened by or against us or any of our subsidiaries.

Civil Proceedings

Arbitration with Lufthansa

In October 2008, Lufthansa brought arbitration proceedings against us in London under the procedures of the International Chamber of Commerce, or ICC, in relation to an IT Services Agreement entered into in 2005 (see "Related Party Transactions—Airline Shareholders—Lufthansa" below). Pursuant to this IT Services Agreement, Lufthansa outsourced its inventory, reservations and departure controls systems to us. The arbitration relates to one of six channels agreed in the IT Services Agreement, the "Direct Connect" channel, and the functionality provided through the Direct Connect link to the airline's inventory. Lufthansa alleges that we are obliged to provide a higher level of functionality through the Direct Connect channel. We do not agree with that interpretation of the contract and firmly believe that our position is supported by the agreed contractual provisions. The hearings took place in January 2010 and we expect a decision to be issued during the first half of 2010.

Arbitration with IATA

In February 2008, we brought arbitration proceedings against IATA in London under the procedures of the ICC. The arbitration relates to the use of certain ticketing information that we provide to IATA to enable travel agencies and airlines to settle their transactions through the bank settlement plan, or BSP. IATA uses this information for the purposes of a product, called PaxIS, which it markets to members of the airline industry in competition with a similar product that we offer. We challenged IATA's use of the data in this way before the arbitral tribunal on the basis that such use (i) breaches the confidentiality provisions agreed in a contract that we have entered into with IATA in relation to the transmission of data, and (ii) violates our database "sui generis" right pursuant to Directive 96/9/EC on the legal protection of databases and the corresponding legislation implementing the Directive into English law. In May 2009, the arbitration tribunal rendered a partial award upholding both grounds of our application. The arbitration is now entering its final phase during which a ruling in respect of damages and legal costs will be made. We expect the matter to be resolved during 2010.

Tax Proceedings

Spanish Tax Inspection

On February 1, 2010, our group was notified by the Spanish tax authorities of an inspection in respect of fiscal years 2005 through 2007. Although we believe this inspection to be of a routine nature, we are unable to determine reliably whether such investigation would be likely to result in any potential tax liability for our group or the extent of any such liability and, therefore, we can provide no assurance as to the potential impact of such investigation on our future results of operations and financial condition.

Permanent Establishment in India

Since 1999, our subsidiary Amadeus IT Group has been engaged in a series of disputes with the Indian tax authorities in relation to an allegation that the operations of Amadeus IT Group in India qualify it for tax treatment as an entity permanently established in India.

The Indian tax authorities argue that Amadeus IT Group operates as a permanent establishment in India by virtue of (i) the fact that it provides computer terminals enabling travel agencies to connect to its IT network, and (ii) the activities of the local ACO operating in India, Amadeus India, Pvt. Ltd (which does not form part of our group) by reason of which, it is alleged, it qualifies as a "dependent agent" for the purposes of the double recovery regime in force between India and Spain. On this basis, the Indian tax authorities claim that revenue generated by Amadeus IT Group in respect of bookings made by travel agencies located in India through this local ACO should be subject to Indian tax.

At present, there are seven sets of proceedings underway relating to the tax years between 1996 and 2008 at different procedural stages (ranging from initial inspection to appeal) before the Indian administrative authorities. The total amount claimed in these proceedings amounts to 1,715,380,429 Indian Rupees, or INR, including accumulated interest (equivalent to €27 million on the basis of an INR to € exchange rate of 62.76). We have been advised that there is no provision under Indian law for sanctions to be imposed as a result of the ongoing proceedings. Over the years during which these disputes have been ongoing, the Indian authorities have not advanced a consistent position in respect of the basis for determining the taxes allegedly payable by Amadeus IT Group. Accordingly, the amounts deductible in respect of taxes allegedly attributable to Amadeus IT Group are not clear. Our policy in relation to these claims, therefore, has been to make an accounting provision of €5.3 million in our consolidated accounts for the year ended December 31, 2009. This amount represents the difference in the amount of tax claimed in India and the tax paid in Spain and accrued default interest on the basis that should a permanent establishment be found to exist in India this would enable us to claim deductions for double payment of taxes under Spanish law.

Permanent Establishment in Greece

Amadeus Hellas, S.A., a Greek wholly-owned subsidiary of Amadeus IT Group, is engaged in a local VAT dispute with the Greek tax authorities based on an interpretation that Amadeus IT Group is permanently established in Greece and that services provided to Amadeus IT Group by Amadeus Hellas, S.A. are, therefore, not exempt from Greek income tax. The Greek authorities have not provided documentation to substantiate their claim that Amadeus IT Group is permanently established in Greece, nor have they informed Amadeus IT Group of their allegations, which prevents the Spanish authorities from intervening in the investigation.

The amount claimed by the Greek authorities for the tax years from 2003 to 2006 amounts to €6.3 million together with a withholding of input VAT in an amount of €3.0 million. During 2008, claims were presented before the administrative court and proceedings were commenced under the Double Taxation Convention, or DTC, in relation to the retention rate applied to interest settled in favor of Amadeus IT Group. This process will, at least, clarify the arguments of the Greek authorities on the question of the existence of a permanent establishment and allow us to consider in greater detail the circumstances giving rise to the tax claims. We believe that sufficient arguments of form and substance exist to suggest that the Greek authorities will not be successful before the international tribunal. Accordingly, we have made no accounting provision in our consolidated accounts for the year ended December 31, 2009 in respect of these claims.

Transfer Pricing

Our transfer pricing policy has given rise to investigations in France (in relation to Amadeus s.a.s.) and in Germany (in relation to Amadeus Data Processing GmbH). In France, a tax claim has been brought, while in Germany an investigation is ongoing.

The methodology used to fix the prices of intra-group transactions between Amadeus IT Group, Amadeus s.a.s and Amadeus Data Processing GmbH involves a distribution of benefits using a "residual profit split" approach. This method, in contrast to traditional approaches, involves distributing the full amount of the transaction in two phases. In the first stage, each party is assigned a basic return in respect of its routine activities (which are determined on a "costs plus" basis). In the second stage, the residual amount of the transaction is distributed between the parties in accordance with the level of their respective economic contributions in the development of the asset to which the transaction relates (taking into account the allocation of risks and functions between them). While our "residual profit split" approach requires judgments to be made involving an element of discretion, which can give rise to differences of opinion between national tax authorities, it is accepted by the Organisation for Economic Cooperation and Development, or OECD, as a valid methodology for valuing related party transactions.

France

The allegations against Amadeus s.a.s relate to the tax years between 2003 and 2006 (proceedings in relation to the 2000 and 2001 tax years having been terminated on November 18, 2008 without any liability for Amadeus s.a.s) and have been submitted to mediation under the DTC between France and Spain and to arbitration under the Arbitration Convention (Convention 90/436/EC). The amounts claimed in relation to the tax years between 2003 and 2006, inclusive of interest, total €20.7 million and the estimated impact of an adverse outcome upon Amadeus s.a.s' employee profit sharing scheme over the period 2003 to 2006 would amount to an additional €2.6 million after taxes. Taking into account these amounts, we have made a provision of €5.8 million in our consolidated accounts for the year ended December 31, 2009 in respect of the investigations. We have been notified by the French tax authorities of an investigation for fiscal year 2007 that we believe will focus on our transfer pricing policy.

Germany

In 2008, the German tax authorities began an investigation into Amadeus Data Processing GmbH (and two members of its tax group, Amadeus Verwaltungs GmbH and Amadeus Beteiligungs GmbH) for the tax years between 2003 and 2006 relating to transfer pricing. The German authorities accept the methodology we apply, but are questioning certain aspects of its application. While the procedure is ongoing, as at the date of this offering memorandum, no proceedings have officially been filed and no quantification of the potential tax liability has been calculated. We are currently in discussions with the German tax authorities to explain the arm's length nature of the transactions and we believe that the investigation will not result in any material tax liability for our group. Nevertheless, any tax claim would be conducted under the DTC between Germany and Spain and, if necessary, the arbitration process under the Arbitration Convention (Convention 90/436/EC).

REGULATION

We are incorporated in Spain as a company with limited liability and, as such, we are governed by Spanish corporate law. In addition, as a company with global operations, we are subject to a significant body of specific regulatory measures governing, principally, our global distribution of travel products and services and data protection and privacy.

We summarize below certain key features of the main regulatory regimes that govern our global distribution and data processing activities. The following is only a summary and, as such, is not intended to provide an exhaustive description of all of the regulatory requirements to which we are subject in Spain, the European Economic Area ("EEA"), the United States or elsewhere.

We believe that we are in material compliance with applicable laws, regulations and policies. Although we cannot predict the effect of changes to existing laws, regulations and policies, we are not aware of any proposed changes or proposed new laws, regulations and policies that would have a material adverse effect on our business.

Global Distribution

Global Distribution Systems Regulation

The provision of GDS services is subject to specific GDS regulations in the European Union (and, subject to adoption by the EEA Joint Committee, the wider EEA). As of July 31, 2004, all GDS regulations in the United States expired.

GDS Regulation in the European Union

GDS operation is regulated in the European Union by Council Regulation (EC) No. 80/2009 of the European Parliament and of the Council of January 14, 2009 on a Code of Conduct for computerized reservation systems and repealing Council Regulation (EEC) No. 2299/89 (the "Code of Conduct"), which entered into force on March 29, 2009. The previous legislative framework essentially obliged GDS providers to charge the same booking fee for the same service provided to any airline (where the cost associated with the service was the same) and airlines to provide the same fare content to all the GDS providers in which they participated. The Code of Conduct substantially simplifies this regime and gives GDS operators, airlines and other travel providers more flexibility in negotiating their commercial arrangements.

The Code of Conduct is designed to ensure fair competition in the provision of GDS services. Under the Code of Conduct, particular rules apply to dealings between each GDS and, on the one hand, air carriers and rail transport operators ("participating carriers") and, on the other hand, subscribers (typically offline or online travel agents) ("subscribers"). Additional rules apply to air carriers and rail transport operators that control or have decisive influence over a GDS ("parent carriers"). As described in an explanatory note of the European Commission, published alongside the Code of Conduct, a participating carrier becomes a parent carrier if it controls a GDS (normally through voting rights) or has sufficient capital or board representation rights to have decisive influence over the GDS business (that is, the possibility to take decisions or to block decisions with regard to the running of the business). Parent carriers are subject to specific rules, in particular prohibiting discrimination against a GDS competing with the GDS in which they participate, for example, by withholding booking capability or linking incentives or disincentives to the use of a specific GDS. Based on the current regulations, we consider that we do not have a "parent carrier" for the purposes of the EU regulation. The Code of Conduct also seeks to ensure that travel agents' displays provide a full and neutral selection of the relevant travel information processed by a GDS and that the privacy of end consumers is respected.

Under the Code of Conduct, a GDS may not attach unfair conditions to a contract with a participating carrier or with a subscriber, and in particular may not require exclusive use of their distribution system to the detriment of other GDS providers or alternative distribution systems. Additionally, a GDS may not reserve any processing procedure or other distribution facility for one or more participating carriers, including parent carriers, and must keep all participating carriers equally informed of any changes. A GDS must also publicly disclose the existence and extent of a direct or indirect capital holding of an air carrier or rail transport operator in that GDS, or of that GDS in an air carrier or rail transport operator.

As regards subscribers, the Code of Conduct provides that smaller subscribers (employing fewer than 50 persons and with an annual turnover of up to €10 million) may terminate a contract with a GDS vendor on three months' notice after the first year of the contract.

GDS providers may commercialize marketing, booking and sales data provided that such data is offered with equal timeliness and on a non-discriminatory basis to all participating carriers, including parent carriers. This data is typically provided through Marketing Information Data Tapes, known as "MIDT".

As regards the interface with subscribers and end consumers, the GDS must ensure that the "principal display" of fares corresponding to a particular search is presented to subscribers in a neutral and comprehensive manner, without discrimination for or against any particular participating carrier and without misleading the viewer. From this "principal display", the system may thereafter include biased screens; however, the information provided to a consumer must be unbiased unless the consumer specifically requests another display. Also, personal data collected by a GDS in the course of its activities must be processed in a manner compatible with its responsibilities as a data controller under Article 2(d) of Directive 1995/46/EC (see "—Data Processing—Data Protection and Privacy Regulation—European Data Protection Directive" below).

The European Commission monitors the ownership structure and governance model of each GDS, in particular through independent audited reports prepared by each GDS at least every four years.

If the European Commission finds that a GDS vendor has, intentionally or negligently, infringed the Code of Conduct, it may require the GDS vendor to bring the infringement to an end and impose fines not exceeding 10% of the GDS provider's total gross turnover in the preceding business year. The Commission may also impose fines for not responding to information requests. These sanctions are civil, not criminal, and may be appealed to the Court of Justice of the European Communities.

We believe that we comply in all aspects with the Code of Conduct. We also believe that we have no parent carriers and so are not subject to the specific rules in that regard.

GDS Regulation in the US

As mentioned above, as of July 31, 2004, all GDS regulations in the United States expired. Nonetheless, the US Department of Transportation, or DOT, has retained the authority to intervene as it considers necessary. To date, the DOT has not so intervened in relation to our GDS activities in the United States, and, to the best of our knowledge, has also not so intervened in relation to the GDS activities of any other provider.

Travel Agency Regulation

The travel agency services we provide to consumers (principally through our online travel agency, Opodo) are subject to various EU and other regulations. We must comply with laws and regulations relating to our sales and marketing activities, including those prohibiting unfair and deceptive advertising or practices. We are also subject to regulation and laws governing the offer and/or sale of travel products and services, including laws requiring us to register as a "seller of travel" in various countries and to comply with certain disclosure requirements. In addition, many of our travel suppliers and trade customers are regulated by European and other governments and we are indirectly affected by such regulation.

The sale of travel products and services in the EU directly to travelers as part of a "package" is regulated by the Package Travel, Package Holidays and Package Tours Regulations Directive 1990/314 of June 13, 1990, as implemented by EU member states into their country-specific regulations (the "Package Travel Regulations"). Our activities in this area are principally carried out by Opodo. Where the Package Travel Regulations apply, they impose primary liability on us for all elements of a trip sold through us, whether or not we own or control these services or whether we contract them to independent suppliers.

Data Processing

Data Protection and Privacy Regulation

Our activities involve the processing of large amounts of personal data on individuals, which is processed and/or stored by us at our data processing center in Erding, Germany. Additionally, our online travel agency, Opodo, collects personal data, including credit card details, directly from clients. This means that we are subject to the application of data protection and privacy regulations in many of the countries in which we operate and any breach of such regulations could entail economic sanctions, which could be material, and harm our reputation. Additionally, participants in the payment card industry have proposed standards related to the processing of credit card payments, as well as target dates by which they require vendors to be compliant.

Our businesses rely on licensed encryption and authentication technology to effect the secure transmission of confidential information, including credit card details, but we cannot guarantee that such technology will prevent data breaches, particularly in the web-based environment in which certain of our businesses, such as Opodo, operate.

We consider that personal data, for these purposes, is any information pertaining to identified or identifiable natural persons; an identifiable person being one who can be identified, directly or indirectly, in particular by reference to an identification number or to one or more factors specific to his physical, physiological, mental, economic, cultural or social identity (Article 2(a) of Directive 1995/46/EC, as defined below). We take the view that a natural person is not identifiable if their identification would require actions that are, in their nature or duration, disproportionately onerous, based on the standard applied in applicable Spanish regulations, which we believe to be among the most stringent within the European Union.

There are two principal means by which we collect personal data:

(i) we obtain personal data from airlines, hotels and other travel providers and from travel agencies, TMCs, corporate travel departments and other travel retailers or buyers with which we have a commercial or business relationship, and we process such data with the aim of fulfilling the contractual obligations we enter into on behalf of our customers; and

(ii) we obtain personal data directly from individuals that visit and utilize or register with our websites (such as Opodo), subscribe to our newsletters, enter competitions, sign up for promotions, take part in surveys or provide us with feedback.

We do not disclose personal data to third parties except where necessary for the purposes of (i) fulfilling bookings, purchases or requests, (ii) credit checks, or (iii) fraud prevention. Finally, we may disclose personal data if so required by any applicable law, subpoena, court order or regulation.

We keep personal data safeguarded from unauthorized use, disclosure, destruction and alteration (i) through the implementation of physical, technical and organizational security measures required by applicable laws, or (ii) in those jurisdictions where specific regulations do not exist for the obligatory implementation of minimum security measures, through the implementation of such physical, technical and organizational security measures as we consider to be appropriate for, and proportionate to, the risks inherent in the processing of such data, such as accidental loss or damage or unauthorized access. It is our firm commitment to continue a policy of strict compliance with data protection regulations, as well as to undertake the necessary investments to protect the personal data that we process against accidental or unlawful destruction or loss, alteration, unauthorized disclosure or access. We can provide no assurance, however, that we will always be successful in ensuring full compliance with data protection regulations in all of the jurisdictions where we operate.

European Data Protection Directive

The primary body of data protection legislation to which our international operations are subject is the European Data Protection Directive, as implemented by each of the 27 EU member states plus the three additional members of the EEA (Iceland, Liechtenstein and Norway).

The European Parliament and Council Directive 1995/46/EC of October 24, 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data ("Directive 1995/46/EC") applies to data processed by automated means (e.g., a computer database of customers) and data contained in, or intended to be part of, non-automated filing systems (e.g., traditional paper files).

While national implementing legislation in each EEA country ought to fulfill the objectives and comply with the spirit of Directive 1995/46/EC, certain differences can arise in the implementation of such Directive in different member states. In this regard, the Spanish regulations that implement Directive 1995/46/EC, being Law 15/1999 on Data Protection and Personal Data, impose among the most stringent requirements within the EEA as regards the protection of personal data.

The Directive aims to protect the rights and freedoms of natural persons with respect to the processing of personal data by setting forth guidelines regarding when this processing is lawful. The main subjects of the Directive are the data subjects, i.e., the individuals whose personal data is processed (the "data subjects"), and the data controllers, i.e., the natural or legal persons, public authorities, agencies or other bodies that, whether acting individually or jointly with others, determine the purposes and means of the processing of personal data (the "data controllers").

The guidelines of the Directive relate to:

- *the quality of the data:* personal data must be processed fairly and lawfully, and collected for specified, explicit and legitimate purposes. The data must also be accurate and, where necessary, kept up-to-date;
- *the legitimacy of data processing:* personal data may be processed only if the data subject has unambiguously given his or her consent or where processing is necessary:
  - for the performance of a contract to which the data subject is a party;
  - for compliance with a legal obligation to which the data controller is subject;
  - in order to protect the vital interests of the data subject;
  - for the performance of a task carried out in the public interest; or
  - for the purposes of legitimate interests pursued by the data controller;
- *special categories of data:* there are important restrictions on the processing of special categories of personal data, termed "sensitive data" (personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, and data concerning health or sex life);
- *the duty to provide information to the data subject:* the data controller must provide the data subject with certain information (the identity of the data controller, the purposes of the processing, recipients of the data, etc.);
- *the rights of the data subject that relate to his or her data:* the data subject has certain rights regarding the processing of his or her personal data, including: (i) the right to be given access to such data by the data controller, (ii) the right to rectify errors in such data, (iii) the right to have such data erased or blocked, and (iv) the right to object to the further processing of such data;
- *the confidentiality and security of processing:* the data controller must implement appropriate measures to protect personal data against accidental or unlawful destruction or accidental loss, alteration, unauthorized disclosure or access; and
- *the notification of processing to a supervisory authority:* the data controller must make certain notifications to the relevant national supervisory authority before carrying out processing operations.

According to Directive 1995/46/EC, and without prejudice to any administrative remedy, every data subject has the right to a judicial remedy for any breach of the rights guaranteed by the national law applicable to the processing in question. In addition, any person who has suffered damage as a result of the unlawful processing of their personal data is entitled to receive compensation for the damage suffered.

Transfers of personal data from an EEA member state to a third country with an adequate level of protection are authorized. However, such transfers may not be made to a third country which does not ensure this level of protection, except in the cases of specific derogations listed in Directive 1995/46/EC.

MANAGEMENT AND BOARD OF DIRECTORS

Board of Directors

Spanish corporate law provides that a company's board of directors is responsible for the management, administration and representation of a company in all matters concerning the business of a company, subject to the provisions of such company's bylaws (*estatutos*) and the powers granted by shareholders' resolutions.

Our bylaws provide for a Board of Directors consisting of between five and 15 members. In accordance with the resolution passed by our general shareholders' meeting on February 23, 2010, our Board of Directors currently comprises 11 members and will comprise 13 members shortly following admission to trading of our shares on the Spanish Stock Exchanges. Our Directors are elected by our shareholders to serve for a term of three years and may be re-elected to serve for an unlimited number of terms, save in the case of independent Directors, who may only be re-elected to serve for two additional terms after their initial appointment. If a Director does not serve out his or her term, the Board of Directors may fill the vacancy by appointing a replacement Director to serve until the next general shareholders' meeting. Any natural or legal person may serve on our Board of Directors, except for persons specifically prohibited by applicable law. Directors appointed by the Board of Directors for subsequent approval by the general shareholders' meeting must themselves be shareholders. A Director may be removed from office by the shareholders at a general shareholders' meeting.

In addition, pursuant to the Board of Directors Regulations (*Reglamento del Consejo de Administración*) adopted by our Board of Directors on February 22, 2010, Directors must tender their resignation to the Board and the Board may accept such resignation, in its discretion, under the following circumstances: (i) when the Board member ceases to hold the executive officer position to which such member's appointment to the Board of Directors was related; (ii) when such Board member's participation on the Board of Directors is contrary to applicable law for reasons of ineligibility or incompatibility; (iii) when such Board member has been found guilty of a criminal act or a serious regulatory breach by a court or administrative body; (iv) when the Director's participation on the Board of Directors may be contrary to our interests or when the reasons for such Board member's appointment cease to exist, such as where a Board member represents a shareholder that has sold its shares or where a shareholder disposes of a part of its shareholding to an extent that requires the removal of one or more of its nominated Directors in proportion with such disposal; (v) when there is a significant change in the professional standing of the Director or in the conditions by virtue of which the Director was appointed; or (vi) when for reasons attributable to the Director, the continued participation of that Director on our Board may, in the opinion of our Board, damage the value of our equity or our reputation.

Our Board of Directors is responsible for our management and establishes our strategic, accounting, organizational and financing policies. Our Board of Directors Regulations provide that the Chairman of the Board of Directors, and the Vice-Chairman, who acts as Chairman in the event of the Chairman's absence or incapacity, shall be elected from among the members of the Board of Directors. The Secretary and, where appropriate, the Vice-Secretary of the Board of Directors need not be Directors. The Board of Directors appoints our executive officers and our authorized signatories and supervises our operations. Moreover, the Board of Directors is entrusted with preparing shareholders' meetings and carrying out shareholders' resolutions.

Our Board of Directors Regulations provide that the Chairman of the Board of Directors may call a meeting whenever he or she considers such a meeting necessary or suitable. The Chairman of the Board of Directors is also required to call a meeting at the request of (i) one third of the members of the Board of Directors or (ii) any two or more independent Directors. The Board of Directors shall meet at least four times each year, with one of such meetings being held within three months of the end of our financial year. Our bylaws provide that half plus one of the members of the Board of Directors (represented in person or by proxy by another member of the Board of Directors) constitutes a quorum. Except as otherwise provided by law or specified in our bylaws, resolutions of the Board of Directors are passed by an absolute majority of the Directors present or represented at a Board meeting.

Directors

The following table sets forth the name, date of first appointment, age and title of each member of our Board of Directors as of the date of this offering memorandum.

Name	Date of first appointment	Age	Title	Representing
José Antonio Tazón García	December 2, 2008	67	Chairman	N/A[(1)]
Enrique Dupuy de Lôme	April 8, 2005	53	Vice-Chairman	Iberia
Stuart Anderson McAlpine	February 21, 2005	43	Director	Cinven
Francesco Loredan	February 21, 2005	51	Director	BC Partners
John Downing Burgess	February 21, 2005	59	Director	BC Partners
Pierre-Henri Gourgeon	December 29, 2005	63	Director	Air France
Stephan Gemkow	May 31, 2006	50	Director	Lufthansa
Christian Boireau	December 29, 2005	59	Director	Air France
Benoît Louis Marie Valentin	January 26, 2007	41	Director	Cinven
Hugh MacGillivray Langmuir	February 21, 2005	54	Director	Cinven
Denis Villafranca	June 19, 2008	37	Director	BC Partners
Tomás López Fernebrand	January 18, 2006	47	Secretary (non-Director)	N/A
Jacinto Esclapés Díaz	January 18, 2006	47	Vice-Secretary (non-Director)	N/A

Note:

(1) Mr. Tazón does not represent a particular shareholder, nor is he an independent Director (he was President and Chief Executive Officer of Amadeus from October 1990 to December 2008).

At our Board meeting held on February 22, 2010, John Downing Burgess and Hugh MacGillivray Langmuir resigned from our Board. At our general shareholders' meeting held on February 23, 2010, Guillermo de la Dehesa Romero and Dame Clara Furse were appointed as independent Directors to our Board. Both the appointment of Guillermo de la Dehesa Romero and Dame Clara Furse and the resignation of John Downing Burgess and Hugh MacGillivray Langmuir will take effect from, and are conditional on, admission of our shares to trading on the Spanish Stock Exchanges.

In addition, it is anticipated that Bernard Bourigeaud and David Webster, who have been recommended to our Board by our Remuneration Committee, will also be appointed as Directors as soon as reasonably practicable following admission to fill the posts to be vacated by John Downing Burgess and Hugh MacGillivray Langmuir. Such appointments are expected to take place on May 6, 2010, following appointment by our Board using the co-optation procedure (*co-optación*) prescribed by Article 138 of the Spanish Companies Law (*Ley de Sociedades Anónimas*), and will be subject to ratification by our shareholders at our next general shareholders' meeting. We intend to appoint both Bernard Bourigeaud and David Webster as independent Directors, increasing the total number of independent Directors on our Board to four.

Following admission to trading of our shares, and once Bernard Bourigeaud and David Webster have been appointed as Directors, the composition of our Board of Directors will be as set out below.

Name	Date of first appointment	Age	Title	Representing
Mr. José Antonio Tazón García	December 2, 2008	67	Chairman	N/A
Mr. Enrique Dupuy de Lôme	April 8, 2005	53	Vice-Chairman	Iberia
Mr. Stuart Anderson McAlpine	February 21, 2005	43	Director	Cinven
Mr. Francesco Loredan	February 21, 2005	51	Director	BC Partners
Mr. Pierre-Henri Gourgeon	December 29, 2005	63	Director	Air France
Mr. Stephan Gemkow	May 31, 2006	50	Director	Lufthansa
Mr. Christian Boireau	December 29, 2005	59	Director	Air France
Mr. Benoît Louis Marie Valentin	January 26, 2007	41	Director	Cinven
Mr. Denis Villafranca	June 19, 2008	37	Director	BC Partners
Mr. Guillermo de la Dehesa Romero	February 23, 2010 (subject to admission)	68	Independent Director	N/A
Dame Clara Furse	February 23, 2010 (subject to admission)	52	Independent Director	N/A
Mr. Bernard Bourigeaud	As soon as practicable after admission to listing	66	Independent Director	N/A
Mr. David Webster	As soon as practicable after admission to listing	65	Independent Director	N/A
Mr. Tomás López Fernebrand	January 18, 2006	47	Secretary (non-Director)	N/A
Mr. Jacinto Esclapés Díaz	January 18, 2006	47	Vice-Secretary (non-Director)	N/A

All of our Directors' current terms of appointment (excluding all independent Directors and John Downing Burgess and Hugh MacGillivray Langmuir) are due to expire between June 19 and December 2, 2011.

Biographical Information

Biographical information for each of the current members of our Board of Directors (excluding John Downing Burgess and Hugh MacGillivray Langmuir who have resigned from our Board of Directors, effective on admission of our shares to trading on the Spanish Stock Exchanges) and the persons due to become independent Directors upon admission, including a brief description of each Director's business experience and education, is presented below:

José Antonio Tazón García

Mr. Tazón is a telecommunications engineering graduate and has a degree in computer science from the Universidad Politécnica de Madrid. He was President and Chief Executive Officer of Amadeus between October 1990 and December 2008. On December 2, 2008, he was elected to our Board of Directors, of which he is currently Chairman. He has also been a member of the board of directors of Expedia Inc. since March 2009.

Enrique Dupuy de Lôme

Mr. de Lôme has a degree in mining engineering from the Universidad Politécnica de Madrid, an MBA from IESE and a masters degree from the CEU business school. He was the President, and continues to be a member, of the Financial Committee of IATA. He has been Financial Director of the Iberia Group since 1996, with responsibility for investments, procurement and investor relations. In June 2006, he assumed executive responsibility for corporate strategy as Senior Vice President of Iberia. Mr. de Lôme was elected to our Board of Directors on April 8, 2005. He is also a member of the supervisory board of Mapfre Empresas, Compañia de Seguros y Reaseguros, S.A. Before joining the Iberia Group, he occupied various positions at the Spanish National Institute of Industry (INI).

Stuart Anderson McAlpine

Mr. McAlpine holds a degree in accounting from Glasgow University. He worked for Ernst & Young, in both Boston and London. Subsequently, he worked for the Royal Bank of Scotland in their Leveraged Finance Group. Currently, he is a partner at Cinven, having joined the firm in 1996, where he is a member of the Healthcare and Business Services sector teams. He was elected to our Board of Directors on February 21, 2005.

Francesco Loredan

Mr. Loredan is a graduate in economics from the London School of Economics and holds an MBA from INSEAD. He worked as a credit officer in the corporate finance department of Bank of America-BAI in Milan for three years. He joined BC Partners in 1989, where he is currently a partner, after four years with the Boston Consulting Group in Paris, where he managed projects in France and Italy. He was elected to our Board of Directors on February 21, 2005.

Pierre-Henri Gourgeon

Mr. Gourgeon holds a degree in engineering from the École Polytechnique de Paris and the École Nationale Supérieure de l'Aéronautique and holds a master of science degree from the Californian Institute of Technology in Pasadena. He has held various positions as an engineer for the French Ministry of Defence, in the technical and aeronautical production departments. He was Director General of the French Civil Aviation Authorities between 1990 and 1993 prior to joining the Air France Group in 1993. Mr. Gourgeon has occupied various positions within Air France since 1998 and is currently the Chief Executive Officer of both Air France-KLM and Air France. He was elected to our Board of Directors on December 29, 2005.

Stephan Gemkow

Mr. Gemkow holds a degree in business administration from the University of Paderborn. He began his professional career as a consultant for BDO Deutsche Warentreuhand AG in 1988 before joining the corporate organization and strategic corporate development department at Lufthansa in 1990. Between 1994 and 1997, Mr. Gemkow worked from Washington, DC, where he was area sales manager and, in 2001, was made Senior Vice President, Corporate Finance. He is currently a member of the Executive Board and Chief Financial Officer of Lufthansa. He is Chairman of the Supervisory Boards of Delvag Luftfahrtversicherungs-AG, Lufthansa Cargo AG, Lufthansa Technik AG, LSG Lufthansa Service Holding AG, Lufthansa Systems AG and Lufthansa AirPlus Servicekarten GmbH. He is also a member of the Supervisory Board of Evonik Industries AG (an industrial group with operations in chemicals, energy and property), a member of the Supervisory Board of Gfk SE (one of the largest market research groups worldwide) and serves on the board of directors of JetBlue Airways Corporation (a company partly owned by Lufthansa). Mr. Gemkow was elected to our Board of Directors on May 31, 2006.

Christian Boireau

Mr. Boireau is a graduate in engineering from the École Polytechnique and the École Nationale des Ponts et Chaussées and holds a degree in economics from the Université Paris Assas. He held various positions of responsibility at Air France, including Executive Vice President, Passenger General Management and Executive Vice President of Corporate Development, Air Inter. Currently, he is Executive Vice President in charge of French Sales at Air France Group and Chairman of the Supervisory Board of Transavia France (an affiliate of Air France-KLM (60%) and Transavia-Netherlands (40%) based in Paris and specializing in leisure travel). He was elected to our Board of Directors on December 29, 2005.

Benoît Louis Marie Valentin

Mr. Valentin is a graduate in business administration from the École des Hautes Études Commerciales (HEC) School of Management in Paris. He worked for Goldman Sachs for 12 years, initially in the investment bank in London and Singapore and, since 2000, as Managing Director of the private equity department in London. He joined Cinven in 2006, where he is a partner and a member of the Industrials sector team. Mr. Valentin was elected to our Board of Directors on January 26, 2007.

Denis Villafranca

Mr. Villafranca is a graduate in business administration from the École des Hautes Études Commerciales (HEC) in Paris. He also holds an MBA from Harvard Business School. He worked for Bain & Company in Paris as a manager specializing in M&A advisory, corporate strategy and operational improvements. He joined BC Partners in 1999, where he is a partner. He was elected to our Board of Directors on June 19, 2008.

Guillermo de la Dehesa Romero

Mr. de la Dehesa Romero is a graduate in law from Madrid's Complutense University. In addition to his law degree, he also studied economics and became a Spanish government economist (TCE) in 1968. In 1975, Mr. de la Dehesa Romero assumed the role as Director General at the Spanish Ministry of Foreign Trade, before moving to the Spanish Ministry of Industry & Energy to assume the role of Secretary General.

In 1980, Mr. de la Dehesa Romero was appointed Managing Director of the Bank of Spain. He then left the Central Bank to assume a role with the Spanish Government and was appointed Secretary of State for Finance at the Spanish Ministry of Economy and Finance, where he was also a member of the EEC ECOFIN.

Mr. de la Dehesa Romero is a member of several renowned international corporate groups and has been both an independent director and an Executive Committee member at Banco Santander since 2002. Mr. de la Dehesa Romero has served on the board of Campofrío Food Group since 1997 and is chairman of Aviva Corporation, an international insurance company, since 2002. He has also acted as an International Advisor for Goldman Sachs since 1988. He was elected to our Board of Directors on February 23, 2010.

Clara Furse

Dame Clara Furse has a BSc, (Econ) from the London School of Economics. She began her career as a commodities broker, joining Phillips & Drew (now UBS) in 1983 and becoming a director in 1988. She was Group Chief Executive of Credit Lyonnais Rouse from 1998 to 2000. In 2001, she was appointed Chief Executive of the London Stock Exchange and held that position until she stepped down in May 2009. In the last 20 years she has acquired extensive financial services experience on a number of boards. Today, she is an independent non-executive director of Legal & General Group plc, Nomura International plc and Nomura Europe Holdings plc. In 2008, she was appointed a Dame Commander of the British Empire (DBE).

Bernard Bourigeaud

Mr. Bourigeaud graduated in economics and social sciences from the University of Bordeaux and qualified as a chartered accountant at the Institute of Chartered Accountants in France. He began his career at the French bank, CIC and Price Waterhouse. He then worked for eight years at Continental Grain carrying out various general management positions in Europe, spending five years in London. He also spent eleven years at Deloitte Haskins & Sells in France, first as head of management consulting and later as managing partner of French operations. In 1991, he conducted the merger leading to the creation of Axime, of which he was chairman and CEO. In 1997, he created Atos by merging Axime and Sligos. Subsequently, he bought Origin, KPMG Consulting U.K. and Netherlands, SEMA, Banksys to create a leading global IT services company. He left Atos Origin at the end of 2007. He is currently an independent director of CGI Group in Canada and a member of ADVA Optical Supervisory Board in Germany. He is also chairman of BJB Consulting and a member of the International Advisory Board of HEC, as well as an affiliate professor. Mr. Bourigeaud also serves on the board of CEPS (*Centre d'Etude et Prospective Stratégique*) and is an advisor to the National Committee of French Foreign Trade (CNCCEF). He was appointed *Chevalier de la Légion d'Honneur* in 2004.

David Webster

Mr. Webster is a graduate in law from the University of Glasgow and qualified as a solicitor in 1968. He began his career in finance as a manager of the corporate finance division at Samuel Montagu & Co Ltd. In 1977, he co-founded Argyll, a company which went on to buy Safeway plc in 1987, of which he was chairman. He has been a director in numerous business sectors and has a wide range of experience in the hotel industry in particular. He is currently chairman of Intercontinental Hotels Group plc, and non-executive chairman of Makinson Cowell Limited. He is also a director of Temple Bar Investment Trust plc and a member of the appeals committee of the Panel on Takeovers and Mergers in London.

Independent Directors

Two of our existing Directors qualify as "independent directors" pursuant to our Board of Directors Regulations which incorporate the recommendations contained in the Unified Corporate Governance Code (*Código Unificado de Buen Gobierno*), adopted on May 19, 2006. As soon as practicable after admission of our shares to trading, Bernard Bourigeaud and David Webster will be appointed by our Board using the co-optation procedure as additional independent Directors.

Board Committees

In compliance with our Board of Directors Regulations, our Board of Directors has established an Audit Committee and a Remuneration Committee (which is consultative in character). Following admission of our shares to trading, an Appointments Committee will also be established and merged with the Remuneration Committee to form a single Appointments and Remuneration Committee.

The following is a brief description of the principal characteristics of the committees of our Board of Directors, which conform with both our Board of Directors Regulations (approved on February 22, 2010) and our bylaws, and which will come into force upon admission of our shares to trading.

Audit Committee

Our Board of Directors has established an Audit Committee in compliance with Article 42 of our bylaws and article 35 of our Board of Directors Regulations. The regulations applicable to the Audit Committee are set forth in the articles referred to above.

As of the date our shares are admitted to trading, the Audit Committee will be responsible for, among other things, the following:

- reporting to the general shareholders' meeting;
- making proposals to our Board of Directors, for submission by our Board of Directors to the general shareholders' meeting, regarding the appointment and terms of retention of our external auditors;
- remaining informed about our financial reporting processes and internal control and risk management systems, and verifying the adequacy and integrity of such processes and systems, as well as reviewing the appointment or replacement of those responsible for such processes and systems and proposing the budget relating to such process and systems;
- supervising our internal auditing systems and ensuring that our senior management take into account the advice and reports of our external auditors;
- acting as a channel of communication between our Board of Directors and our external auditors, evaluating the results of each audit and the responses of our management team to the recommendations of the auditors and mediating in the event of discrepancies between the two in relation to the principles and criteria applicable to the preparation of our financial statements and, where appropriate, investigating the circumstances giving rise to the resignation of our auditors;
- reviewing our internal financial checks and controls and risk management systems;
- liaising with our external auditors in order to receive information about any matters that might jeopardize such auditors' independence and any other matters related to the audit process and other communications pursuant to laws regarding the auditing and technical standards applied to auditing;
- overseeing our auditors' compliance with the terms of the auditors' engagement and ensuring that the audit opinion in respect of our financial statements is clearly and precisely formulated;
- reviewing the accounts and periodic financial information furnished by our Board of Directors to the securities regulatory authorities and the regulatory bodies of the stock exchanges on which our shares are traded, ensuring that we are in compliance with the rules and regulations of such regulatory authorities and that we correctly apply generally accepted accounting principles, and reporting on any proposals for modification of our accounting principles and criteria suggested by our senior management; and
- overseeing compliance with regard to related party transactions, conflicts of interest and the other matters referred to in Chapter IX of our Board of Directors Regulations and liaising as appropriate with the regulatory authorities in relation to such matters.

The Audit Committee is elected by our Board of Directors taking into account the appointees' knowledge and experience in accountancy, auditing, and risk management standards. Our Board of Directors Regulations require the Audit Committee to have at least three members, with a maximum of five, all of which must be non-executive Directors. At least one member of the Audit Committee must be an independent Director and act as committee chairman. As of the date of this offering memorandum, the members of our Audit Committee are Francesco Loredan, who serves as chairman, Stuart Anderson McAlpine, Denis Villafranca, Christian Boireau and Enrique Dupuy de Lôme. However, we anticipate that immediately following admission, the composition of the Audit Committee will be altered to give effect to the provisions of the Relationship Agreement (see "Related Party Transactions—Relationship Agreement" below), such that it is made up of three independent Directors and two non-independent Directors, with Guillermo de la Dehesa Romero acting as committee chairman. The chairman of our Audit Committee is selected by the committee from among its members for a maximum term of two years, and may only be re-elected as chairman at least one year after completing the original two-year term. The Audit Committee may appoint a secretary and a vice-secretary, neither of which need to be members of the Audit Committee.

The Audit Committee will meet at least every six months to review periodic financial information to be furnished to the securities regulatory authorities and the information to be approved by our Board of Directors and included in our annual report. The Audit Committee may also meet at the request of the committee chairman or the Chairman of our Board of Directors, or at the request of any two members of the committee, or whenever a meeting is necessary to fulfill the duties for which it has been established. During the year ended December 31, 2009, the Audit Committee held one meeting.

Appointments and Remuneration Committee

As of the date of this offering memorandum, our Board of Directors has established a Remuneration Committee from among its members. The members of our Remuneration Committee are elected by our Board of Directors. The committee is required by our Board of Directors Regulations to be comprised of between three and five members, all of which must be non-executive Directors and the majority of which must be independent Directors. The chairman of the Remuneration Committee, who must be an independent Director, is selected by the committee from among its members for a term of two years, and may only be re-elected as chairman one year after completing the original two-year term. The members of the Remuneration Committee are currently Francesco Loredan, serving as committee chairman, Stuart Anderson McAlpine, Denis Villafranca, Pierre-Henri Gourgeon and Stephan Gemkow. As stated above, following admission of our shares to trading, an Appointments Committee will also be established and merged with the Remuneration Committee to form a single Appointments and Remuneration Committee whose basic composition will reflect that of the current Remuneration Committee. We anticipate that immediately following admission, we will alter the composition of the Appointments and Remuneration Committee to give effect to the provisions of the Relationship Agreement (see "Related Party Transactions–Relationship Agreement" below), such that it is made up of three independent Directors and two non-independent Directors, with Dame Clara Furse acting as committee chairwoman.

The composition, responsibilities and rules of the Appointments and Remuneration Committee are to be governed by Articles 43 and 44 of our bylaws and Articles 36 and 37 of our Board of Directors Regulations. The primary purpose of this committee is (i) to ensure the integrity of the selection process for members of the Board of Directors and our officers and to ensure that the candidates for these positions are duly qualified, and (ii) to assist the Board of Directors with formulating and reviewing the remuneration policies for Directors and senior officers.

In particular, the Appointments and Remuneration Committee will be responsible for, among other things, the following:

- evaluating the competencies, knowledge and experience that ought to be represented by the composition of our Board of Directors;
- submitting to the Board of Directors proposals for the appointment of independent Directors (for appointment by the Board of Directors prior to the approval by the general shareholders' meeting or for direct submission to the decision of the general shareholders' meeting) and reporting on the appointment of other Directors;
- reporting to the Board of Directors on diversity and gender issues;
- considering suggestions from the Chairman or members of our Board of Directors, our senior management or our shareholders regarding matters within its competencies;
- proposing to the Board of Directors (i) the system and amount of annual compensation for members of our Board of Directors, (ii) the remuneration payable to, and other terms of the employment contracts entered into with, individual executive Directors and (iii) a policy for the remuneration of members of our senior management team;
- periodically analyzing, formulating and reviewing remuneration policies and monitoring their suitability and performance;
- monitoring and overseeing compliance with the remuneration policies established; and
- assisting the Board of Directors with the preparation of a report on the remuneration policy of our Directors and preparing such other reports and providing such support in relation to remuneration as may be required by the Board of Directors.

The committee chairman will call a meeting of the Appointments and Remuneration Committee whenever the Board of Directors or its Chairman requests the preparation of a report or the adoption of a proposal, or whenever the Chairman of our Board or the committee chairman, or any two committee members request(s) such a meeting and, in any event, the committee shall meet as often as necessary for the proper discharge of its functions. During the year ended December 31, 2009, the Remuneration Committee held two meetings.

Executive Committee

We are managed on a day-to-day basis by our Executive Committee, which comprises members of our senior management team, namely our Chief Executive Officer, our Deputy Chief Executive Officer, our Chief Financial Officer, three Executive Vice Presidents (Commercial, Global Operations and Development) and two Vice Presidents (Legal and Human Resources). Our Executive Committee is supported by our Management Committee of 22 people, comprising all Vice Presidents and more senior categories, and by our Top Management Forum, comprising all of our managers at the level of director and all senior categories.

The following table sets out the current members of our Executive Committee (who have an average of around 12 years of experience within our group) and their respective age and position.

Name	Age	Title
David V. Jones[(1)]	66	President and Chief Executive Officer
Luis Maroto Camino[(2)]	45	Deputy Chief Executive Officer
Ana de Pro Gonzalo	42	Chief Financial Officer
Philippe Chérèque	58	Executive Vice President, Commercial
Eberhard Haag	58	Executive Vice President, Global Operations
Jean-Paul Hamon	61	Executive Vice President, Development
Tomás López Fernebrand	47	Vice President, General Counsel & Corporate Secretary
Sabine Hansen Peck	45	Vice President, Human Resources

Notes:

(1) Mr. Jones has notified our company of his intention to retire at the end of the 2010.

(2) Mr. Maroto has been nominated Chief Executive Officer-designate and is expected to assume the position on January 1, 2011 following the retirement of Mr. Jones.

Biographical information

Biographical information for each of the members of our Executive Committee, including a brief description of each member's business experience and education, is presented below:

David V. Jones

Mr. Jones holds a bachelor degree in economics from the University of Reading and a master's degree in economics from the University of Essex. Between 1967 and 1969, he was an assistant lecturer in economics at the University of Reading. Mr. Jones spent ten years with the British Civil Aviation Authority, where his last position was Head of Economics and Statistics. From 1979 onwards, Mr. Jones held various senior appointments in marketing and information systems with British Airways, culminating in the position of Vice President of Corporate Strategy. He joined our company in 1992 as General Manager of Amadeus Marketing and Senior Vice President of Amadeus GTD. Mr. Jones held the position of Executive Vice President, Commercial from April 2000 until his appointment as President and Chief Executive Officer of Amadeus on January 1, 2009.

Luis Maroto Camino

Mr. Maroto is a graduate in law from Madrid's Complutense University and holds an MBA from IESE Business School and further qualifications from Harvard Business School and Stanford University. Prior to joining our group, he held high-level positions in the marketing, business planning and financial functions at the Bertelsmann Group. Mr. Maroto joined our group in 2000 as Director, Marketing Finance. In May 2003, he was appointed Vice President, Finance and Chief Financial Officer, with global responsibility for group financial management, although from February 1, 2010, financial management and control passed to the new Chief Financial Officer. Mr. Maroto has been Deputy Chief Executive Officer of Amadeus since January 1, 2009 and, on January 1, 2011, he will replace Mr. Jones as President and Chief Executive Officer of our company.

Ana de Pro Gonzalo

Ms. de Pro holds a bachelor of science degree in business studies from Madrid's Complutense University, with a specialization in auditing. She also completed the IESE Business School's PDG executive program. She joined our group on February 1, 2010 as Chief Financial Officer and is a member of the Executive Committee with responsibility for the areas of finance, treasury, accounts control and investments. Ms. de Pro has over 20 years of experience in finance, having been Deputy General Manager and Finance Director at Metrovacesa for eight years and Corporate General Manager at Sacyr Vallehermoso from 2002 to February 2010.

Phillipe Chérèque

Mr. Chérèque is a graduate in engineering from the Institut Supérieur d'Électronique de Paris and also holds an MSc degree in electronics from the University of Paris. Prior to joining our group, Mr. Chérèque was an officer in the French Navy before going on to work between 1974 and 1980 with Télémécanique SA in Grenoble, France, where he was Product Manager of Mini Computer Programming Languages. In 1980, he joined Air France where he held a number of managerial positions in operational research, computer analysis and passenger application software development. He began his career at Amadeus in the early days of its creation (1987), as Director, Product Definition, based in Miami, United States. He was appointed Senior Vice President, Corporate Strategy at Amadeus GTD in July 1999, with responsibility for driving and coordinating the company's business development, marketing, technical architecture and product plan. Mr. Chérèque has been Executive Vice President, Commercial since January 1, 2009.

Eberhard Haag

Mr. Haag holds a combined degree in engineering and business economics from the University of Stuttgart. He held managerial positions at Carl Zeiss Inc, a leading optical company, culminating in his appointment as Chief Information Officer in 1991. He joined Amadeus on January 1, 2000 as Deputy General Manager of Amadeus Data Processing and was appointed Executive Vice President, Global Operations on January 1, 2009. He has overall responsibility for group Operations including our data processing center located in Erding, Germany.

Jean-Paul Hamon

Mr. Hamon graduated from l'École des Mines, Paris, and has extensive experience in the travel technology sector. He began his career in Operational Research at the French Defense Operations Centre and subsequently at Air France, where he became director for long-distance crew and cabin staff planning. In 1986, he was a core member of the group that pioneered the creation of Amadeus, which he joined in 1988. Appointed Senior Vice President, Development, his work grew in line with Amadeus' success and expansion. In March 1998, he left Amadeus to become Executive Vice President of Information Technology and Chief Information Officer for Air France, returning to serve on the Amadeus Board of Directors in 2000. Mr. Hamon was appointed Executive Vice President, Development in March 2004 and is also President of our main development site based in Sophia Antipolis, France.

Tomás López Fernebrand

Mr. López holds a law degree from the Universidad Autónoma of Madrid and an MBA from Florida International University in Miami. He joined Amadeus in 1988 as Senior Corporate Counsel and, on January 1, 1999, was appointed Vice President and General Counsel of Amadeus. In December 2000 he became group Corporate Secretary and Chief Legal Officer. He is currently also the chairman of the newly created European Technology and Travel Services Association (ETTSA), a Belgian non-profit association based in Brussels whose membership consists of the main GDS providers and online travel agencies.

Sabine Hansen Peck

Ms. Hansen Peck holds a masters degree in organizational psychology from the Catholic University of Eichstätt, Germany, and an MBA in international business management from Thunderbird School of Global Management, United States. Ms. Hansen Peck has over 17 years' experience managing large human resources functions and teams internationally, having worked at Gate Gourmet (Switzerland) as Vice President Human Resources, EMEA and Citigroup where she was Head of Human Resources, EMEA. She was appointed Vice President, Human Resources of Amadeus in November 2009, with global responsibility for human resources and internal communication.

Code of Internal Conduct and Corporate Governance Recommendations

On February 22, 2010, our Board of Directors adopted the Capital Markets Code of Conduct (*Reglamento Interno de Conducta*) (the "Internal Code of Conduct"), to be effective upon admission of our shares to trading on the Spanish Stock Exchanges. The Internal Code of Conduct regulates, among other things, our Directors' and management's conduct with regard to the treatment, use and disclosure of our material information. The Internal Code of Conduct applies to, among other persons, all members of the Board of Directors, senior management and employees who have access to material non-public information and to our external advisors when they handle such material non-public information.

The Internal Code of Conduct, among other things:

- establishes the restrictions on, and conditions for, the purchase or sale of our securities or our other financial instruments by persons subject to the Internal Code of Conduct and by those who possess material non-public information;
- provides that persons subject to the Internal Code of Conduct shall not engage in market manipulation with respect to our securities or our other financial instruments;
- provides that we shall not engage in open market purchases with a view to manipulating the market price of our securities or our other financial instruments, or to favoring any particular shareholder(s); and
- provides that persons who have a conflict of interest shall act in good faith and with loyalty toward us and our shareholders and without regard to such person's individual interests. Accordingly, such persons shall (i) not act in their own interest at our expense, or in the interest of particular shareholders at the expense of other shareholders, (ii) not participate in decisions that may affect other persons or entities with whom such person has a conflict of interest, and (iii) report potential conflicts of interest to our regulatory compliance unit.

We believe that we substantially comply with the recommendations of the Unified Corporate Governance Code (*Código Unificado de Buen Gobierno Corporativo*), adopted on May 19, 2006. Our corporate practices vary from these recommendations in the following ways:

- Modifications to the structure of our company do not require approval by the general meeting of shareholders as envisaged by Recommendation 3(a) of the Unified Corporate Governance Code.
- The appointment and termination of members of our senior management, the terms of their remuneration and reviews of their roles and performance are not matters reserved for approval by our Board of Directors as stipulated by Recommendation 8(a) of the Unified Corporate Governance Code. In accordance with the Relationship Agreement, our Chief Executive Officer will be appointed and removed by the Board of Directors, while the remaining members of the Executive Committee will be appointed and removed by the Chief Executive Officer, except for the Chief Financial Officer, who will be appointed and removed by the Board of Directors at the request of the Chief Executive Officer. Both the remuneration and other financial arrangements of the members of the Executive Committee are set by the Board of Directors at the proposal of the Appointments and Remuneration Committee, once established.
- In relation to related party transactions, Recommendation 8(a) of the Unified Corporate Governance Code envisages that no approval is required from the Board of Directors where the amount of the transaction is less than 1% of the annual revenue of the company on a stand-alone basis. Our Board of Directors Regulations provide that approval of related party transactions by our Board of Directors is only required where the transaction exceeds 1% of the annual revenue of the consolidated Amadeus group.
- A report from the Audit Committee is not required for related party transactions in the ordinary course of business or those of a recurrent or habitual character as envisaged in Recommendation 8(a)(c)(3)(a) of the Unified Corporate Governance Code. A general authorization from the Board of Directors will suffice.
- In relation to Recommendation 15(a) of the Unified Corporate Governance Code, as of the date of this offering memorandum, all of our current Directors are male. However, as stated above and pursuant to the decision taken at the general shareholders' meeting held on February 23, 2010, the appointment of Dame Clara Furse as an independent Director will take effect from, and is conditional on, admission of our shares to trading. At no time have we restricted or prevented the appointment of a Director on the grounds of gender. In relation to future appointments, we will ensure that there are no obstacles to the election of a female Director who satisfies the required profile.

- At the time our shares are admitted to trading, we will not comply with Recommendation 13(a) of the Unified Corporate Governance Code as only two of the Directors serving on our Board will be independent Directors rather than the recommended four. As stated above, it is our intention that Bernard Bourigeaud and David Webster will both be appointed as independent Directors as soon as practicable after admission, at which point there will be four independent Directors on the Board. However, this will only represent 30.77% of the total membership of our Board (which was fixed at 13 members by our general shareholders' meeting held on February 23, 2010), and, therefore, we will also not comply with Recommendation 13(a) after admission as the number of independent Directors will not represent at least one third of the members of our Board of Directors.
- It is also worth noting that the Appointments and Remuneration Committee did not prepare a report in relation to the appointment of Guillermo de la Dehesa Romero and Dame Clara Furse prior to their appointments as independent Directors at the shareholders' meeting held on February 23, 2010 because the Appointments and Remuneration Committee did not exist at that time. It is our intention that, once the existing Remuneration Committee is combined to form an Appointments and Remuneration Committee, the status of each of our Directors (e.g., executive, non-executive, independent) will be submitted for ratification by our shareholders at the first shareholders' meeting held after the establishment of the new committee.
- As of the date of this offering memorandum, we do not comply with Recommendation 44(a) of the Unified Corporate Governance Code as we do not have an Appointments Committee. However, this non-compliance is only temporary as it is our intention to create a single Appointments and Remuneration Committee, as explained above.
- We also do not comply with Recommendation 44(c) of the Unified Corporate Governance Code as the chairmen of the Audit Committee and the Appointments and Remuneration Committee are not independent Directors. However, this non-compliance is only temporary as it is our intention to alter the composition of such committees immediately after admission of our shares to trading, in line with our internal rules and regulations and the Relationship Agreement, such that Guillermo de la Dehesa Romero and Dame Clara Furse are appointed as chairman of the Audit Committee and the Appointments and Remuneration Committee, respectively.
- The Audit Committee does not currently have a mechanism in place by which employees can report and discuss, confidentially and, where appropriate, anonymously, any irregularities of which they may become aware in the financial and accounting policies of our group, as envisaged by Recommendation 50(a) of the Unified Corporate Governance Code.
- At present, we do not comply fully with Recommendation 52(a) of the Unified Corporate Governance Code as our Audit Committee (i) only oversees the annual and half-yearly submission of accounts and other financial information by our Board of Directors to the relevant supervisory bodies (and not, currently, the publication of quarterly management reports), and (ii) only reports to the Board of Directors on related party transactions which do not occur in the ordinary course of business and are not of a recurrent or habitual character, rather than on all such transactions. Following admission, however, we do intend to submit our quarterly management reports to the Audit Committee for review (and to amend the regulations governing our Audit Committee to such effect) to comply with this aspect of Recommendation 52(a).

Conflicts of Interest Within the Board of Directors and Senior Management

Although he does not consider that it gives rise to any conflict of interest, José Antonio Tazón García, Chairman of our Board of Directors, has declared to us that he is a member of the board of directors of Expedia Inc., and that he has received 14,384 Restricted Stock Units of that company (each representing one share), equivalent to an investment value of US$250,000. Mr. Tazón has the right to convert one third of the Restricted Stock Units into shares of Expedia, Inc. every year, over a vesting period of three years. The first vesting date occurs in June 2010. Aside from Mr. Tazón, and based on the representations of our other Directors and officers, as of the date of this offering memorandum, we believe there are no other conflicts of interest, real or potential, among our Directors and officers and none of our Directors or officers is engaged in any self-dealing or appropriating to themselves any business that could be considered as part of our operations.

In addition, our group has a commercial relationship with Intercontinental Hotels Group plc (of which David Webster is currently chairman), although the impact of this relationship is minimal and we do not consider that it interferes in any way with Mr. Webster's status as a future independent Director of our Board. Furthermore, we maintain a commercial relationship with ATOS Origin, S.A., a French IT services provider set up by Mr. Bernard Bourigeaud, who we intend to appoint to our board as an independent Director on or around May 6, 2010. Mr. Bourigeaud is neither a director nor an employee of ATOS Origin, S.A. We similarly consider the impact of this relationship to be minimal and we do not consider that it interferes in any way with Mr. Bourigeaud's status as a future independent Director of our Board.

Conflicts of Interest

Article 24 of our Board of Directors Regulations requires Directors to avoid situations which could give rise to a conflict of interest between our company and the Director or his/her connected persons. Directors are required to report to the Board of Directors any circumstances that may give rise to a conflict of interest with us as soon as they become aware of such circumstances. Directors should abstain from voting on matters in which they may have a personal interest, whether direct or indirect. Additionally, Directors should abstain from engaging in commercial or professional transactions with the Company, without having first informed and received approval for the transaction from the Board of Directors, which shall seek a report from the Audit Committee. In relation to transactions in the ordinary course of business, or those of a recurrent or habitual character, general authorization from the Board of Directors will be sufficient.

In accordance with our Board of Directors Regulations, conflicts of interest are deemed to arise when a Director, in respect of (i) a significant client or provider of our company or our group, or (ii) a company engaged in the same type of business or which is a competitor of our company or our group:

- is involved in the management of such entity;
- holds a significant shareholding in such entity;
- has a family connection with the management or significant shareholders of such entity; or
- has a contractual relationship with such entity, whether direct or indirect.

Obligation Not to Compete

Directors must not engage in activities, whether direct or indirect, that would constitute the offer of services of any nature to persons or entities who, in relation to us (i) may be direct or indirect competitors, (ii) have interests directly or indirectly contrary to ours, or (iii) have, whether completely or partially, a business objective, or engage in activities, similar to ours, except with the express authorization of the Board of Directors after receiving a report of the Audit Committee, confirming that such activities present no conflict with our interests.

Shareholdings of Directors and Senior Management Team

As of the date of this offering memorandum, certain of our Directors and members of our senior management team beneficially owned an aggregate of 6,506,570 shares, representing 1.78% of our shares prior to the offering, and 201,531 Class B shares, representing 0.079% of our Class B shares, as set forth in the table below. No other Director or member of our senior management team holds shares or Class B shares. As explained in "Presentation of Share Data" above, the Class B shares will be repurchased and cancelled conditional and effective upon admission of our shares to trading on the Spanish Stock Exchanges.

	Shares(1)			
Name	Number of shares held	% of total shares held	Number of Class B shares held	% of total Class B shares held
Directors:				
José Antonio Tazón García	2,137,020	0.586%	36,509	0.01%
Senior management:				
David V. Jones	1,039,990	0.285%	—	—
Luis Maroto Camino	531,120	0.146%	8,762	0.003%
Philippe Chérèque	730,420	0.200%	29,208	0.011%
Jean-Paul Hamon	760,100	0.208%	52,573	0.021%
Eberhard Haag	760,100	0.208%	52,573	0.021%
Tomás López Fernebrand	547,820	0.150%	21,906	0.008%
Total	**6,506,570**	**1.783%**	**201,531**	**0.079%**

Note:

(1) Certain of our directors have been appointed to our Board by our principal shareholders but do not hold any of our shares directly in a personal capacity: (i) Stuart Anderson McAlpine, Francesco Loredan, Benôit Louis Marie Valentin and Denis Villafranca represent Amadelux, which, as of the date of this offering memorandum, holds 50.34% of our share capital, (ii) Pierre-Henri Gourgeon and Christian Boireau represent Air France, which, as of the date of this offering memorandum, holds 22.08% of our share capital, (iii) Enrique Dupuy de Lôme represents Iberia, which, as of the date of this offering memorandum, holds 11.04% of our share capital, and (iv) Stephan Gemkow represents Lufthansa, which, as of the date of this offering memorandum, holds 11.04% of our share capital. See "Principal and Selling Shareholders" below.

Agreements to Acquire Shares

Mr. José Antonio Tazón. On July 2, 2008, we committed to buy, and Mr. Tazón committed to sell, 97,651 shares following the exercise by Mr. Tazón of certain contractual rights, agreed in April 2005, exercisable upon his retirement as Chief Executive Officer of our company. Following the share split approved by our general shareholders' meeting on February 23, 2010, these shares have been transformed into 976,510 shares (representing 0.27% of our existing share capital). It is intended that this sale will be completed within a maximum of 30 calendar days following the date of admission of our shares to trading on the Spanish Stock Exchanges and, until such date, Mr. Tazón will remain the legal owner of such shares and of the voting rights attached thereto. Mr. Tazón originally paid one euro for each of these shares, with the exception of 18,400 shares which were issued for free.

Following a recommendation by our Remuneration Committee dated February 7, 2008 and pursuant to a resolution of our Board of Directors dated March 31, 2008, we made an advance payment of €6.3 million to Mr. Tazón on account of the final price to be paid for the shares to be acquired by us. This payment represented an average price per share of €64.37, which, taking account of the share split approved on February 23, 2010, is now equal to €6.437 per share. As the offering price is above the price already paid, we shall account to Mr. Tazón for the difference between the offering price and the amount already paid.

Mr. David V. Jones. On July 15, 2008, we committed to buy, and Mr. Jones committed to sell, 52,000 shares following the exercise by Mr. Jones of certain contractual rights, agreed in April 2005, exercisable upon his retirement (Mr. Jones has notified us of his intention to retire from our group at the end of 2010). Following the share split approved by our general shareholders' meeting on February 23, 2010, these shares have been transformed into 520,000 shares (representing 0.14% of our existing share capital). It is intended that this sale will be completed within a maximum of 30 calendar days following the date of admission of our shares to trading on the Spanish Stock Exchanges and, until such date, Mr. Jones will remain the legal owner of such shares and of the voting rights attached thereto. Mr. Jones originally paid one euro for each of these shares.

Following a recommendation by our Remuneration Committee dated February 7, 2008 and pursuant to a resolution of our Board of Directors dated March 31, 2008, we made an advance payment of €3.3 million to Mr. Jones on account of the final price to be paid for the shares to be acquired by us. This payment represented an average price per share of €64.37, which, taking account of the share split approved on February 23, 2010, is now equal to €6.437 per share. As the offering price is above the price already paid, we shall account to Mr. Jones for the difference between the offering price and the amount already paid.

Indirect Interests in Our Shares

In addition, the following Directors have indirect interests in our share capital as of the date of this offering memorandum, as set out below:

- Denis Villafranca and Francesco Loredan are minority shareholders in BC Partners Holdings Ltd, the manager of the BC European Capital Funds. BC Partners advises Amadelux (which, as of the date of this offering memorandum, holds 52.76% of the share capital of our company) both directly and indirectly through the BC European Capital VII and BC European Capital VII Top-Up Funds.
- Stuart Anderson McAlpine and Hugh Langmuir have an indirect interest, through the Third Cinven Fund Co-Investment Limited Partnership, in Amadelux (which, in turn, holds 52.76% of the share capital of our company as of the date of this offering memorandum).

Loans and Similar Undertakings

As of the date of this offering memorandum, we have no outstanding loans to our Directors or members of our senior management team.

Remuneration

The remuneration of the members of our Board of Directors is determined by our general shareholders' meeting. For the years ended December 31, 2007, 2008 and 2009, the aggregate remuneration paid to the members of our Board of Directors was €200 thousand, €200 thousand and €380 thousand, respectively. Pursuant to Article 36 of our by-laws, our shareholders resolved in general meeting to pay remuneration in an aggregate amount of €1,380 thousand to our Board of Directors for the 2010 financial year (to be reduced *pro rata* in respect of those of our Directors who are appointed for only part of the year), such resolution to come into effect on admission of our shares to listing on the Spanish Stock Exchanges. All remuneration paid to our Directors is payable in consideration of their position as Directors and no additional remuneration is payable in consideration of membership of the Audit Committee or the Appointments and Remuneration Committee. None of our Directors receives additional remuneration from other companies within our group or participates in any pension plans or life insurance policies of the group in their capacity as Director, although each Director is covered by our group-wide director and officer, or D&O, insurance policy.

In each of the years ended December 31, 2007, 2008 and 2009, we paid an aggregate of €8.2 million, €9.7 million and €5.8 million, respectively, including cash compensation for salary and bonuses, contributions to pension plans and severance pay to the members of our Executive Committee.

We maintain civil liability insurance covering our Directors and executive officers subject to certain maximum coverage amounts.

Employee Performance Reward Schemes

As of the date of this offering memorandum, we have various employee performance reward schemes in place, each of which is tied to the initial offering price of our shares, and we intend to introduce new employee performance reward schemes immediately following completion of the offering. The primary objective of these schemes is to incentivize our workforce as a whole (including our senior management) by creating an element of remuneration that is linked to the generation of value for shareholders.

Historic Employee Performance Reward Schemes

In 2005, after we acquired Amadeus GTD, we established employee performance reward schemes for the benefit of all of our workforce. The objective behind the creation of these schemes was to incentivize all of our group's employees, including members of senior management, by linking part of their total remuneration to the creation of value for our shareholders through the admission of our shares to a regulated market, such as the continuous market (*Mercado Continuo*) of the Spanish Stock Exchanges. In this way, all of our employees who have contributed to the increase in the group's adjusted EBITDA from €553.2 million in the year ended December 31, 2004 to €897.2 million in the year ended December 31, 2009 are able to benefit from that strong performance and creation of value.

Our historic employee performance reward schemes are targeted at different categories of beneficiary. At present, 7,172 beneficiaries, including certain former employees, participate in our historic employee performance reward schemes. The beneficiaries also include six members of our Executive Committee. See "—Executive Committee" above for information on the members of our Executive Committee.

All of our historic employee performance reward schemes are conditional upon admission to trading of our shares on the Spanish Stock Exchanges, and will terminate upon such admission. The right to receive payment under the schemes is, therefore, conditional upon admission, and there is no requirement to remain within our group for a defined period of time following admission. The rewards to be paid to our employees under such schemes are determined, in accordance with formulae agreed in 2005, by reference to the offering price of the shares.

Under our historic employee performance reward schemes, we will pay an aggregate amount (excluding social security contributions) of €260 million to the 7,172 beneficiaries of such schemes. The following table sets forth our aggregate payment obligations under our historic employee performance reward schemes for each of the categories of beneficiaries indicated.

Beneficiaries	**Total number of beneficiaries as of date of this offering memorandum**	**Aggregate reward**
		(€ in millions)
Executive Committee	6	€ 45
Other current and former employees	7,165	€205
Total employees	**7,171**	**€250**
Chairman	1	€ 10
Total	**7,172**	**€260**

The figures above are gross and do not take into account the social security payments that would need to be made in respect of the additional remuneration. Based on the total aggregated rewards presented above and assuming an estimated average social security contribution of 13.5%, we estimate a total group liability in respect of social security contributions of approximately €35 million.

Financing and accounting treatment

Rewards under the historic employee performance reward schemes are intended to be paid from existing cash balances of the group accrued through to December 31, 2009 (cash and cash equivalents as at that date were €811.0 million) and no proceeds from the offering will be used to make payments under the historic employee performance reward schemes (see "Use of Proceeds" above).

The size of the primary offering has been established to allow the repayment in full of our profit participating loan with Amadelux International, and has not been set by reference to any eventual payout to be made under the historic employee performance reward schemes.

Payments under the historic employee performance reward schemes will be recorded on our consolidated statement of comprehensive income as non-recurring additional personnel expenses during the financial period in which our shares are admitted to trading.

As our obligations in respect of the historic employee performance reward schemes were, as of December 31, 2009, subject to a number of external factors that were outside our control, including demand for our shares in the offering, the approval of admission to trading and the offering price, we could not classify as probable the incurrence of the associated liabilities. Accordingly, our consolidated statement of financial position as of December 31, 2009 does not include a provision for payments under these schemes. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—Employee Performance Reward Schemes" above.

New Employee Performance Reward Schemes

On February 23, 2010, our shareholders resolved in general meeting to implement a number of new employee performance reward schemes for all group employees (our "New Employee Performance Reward Schemes"). The New Employee Performance Reward Schemes will come into effect and are conditional upon admission of our shares to trading on the Spanish Stock Exchanges. The objective behind the creation of these plans is to continue to incentivize all of our employees, including members of senior management (but excluding our Board of Directors), by permitting participating employees to benefit from strong share performance, subject to the achievement of internal objectives related to the company's strategic plan and/or to the creation of value for our shareholders through an improvement in our share price after admission.

We currently intend to introduce three new share plans:

- the Performance Shares Plan;
- the Restricted Shares Plan; and
- the Restricted Shares Units Plan,

with each plan targeting different categories of beneficiaries. We anticipate that our shareholders will also benefit from the creation of these New Employee Performance Reward Schemes because incentives will be linked to our share price performance, thereby encouraging our workforce to strive to create further value for our group. While these share plans have not yet been finalized, their principal characteristics, as agreed at our general shareholders' meeting on February 23, 2010, are described in further detail below.

Following the introduction of our New Employee Performance Reward Schemes, we anticipate that the variable component (target annual bonus and annualized expected value of share-based awards) for members of our senior management will, on average, account for approximately 58% of their total annual compensation, with the remaining 42% representing the fixed component.

Performance Shares Plan

The Performance Shares Plan seeks to incentivize members of group management through the award of share grants. The granting and vesting of shares will be linked to continued employment and performance, measured against the achievement of certain objectives set forth in our strategic business plan and our total shareholder return compared with a benchmark comprising certain comparable companies selected at the beginning of each cycle. Around 350 to 400 members of group management, including the eight members of our Executive Committee, 15 members of our Management Committee, approximately 100 members of our Top Management Forum and approximately 200 to 270 other members of management, will initially be eligible to participate in the Performance Shares Plan.

The plan will be structured with consecutive two- or three-year cycles with a new cycle commencing each year (without prejudice to early payment events which may be permitted under the plan). Share grants will be made at the end of each cycle and we may choose to impose restrictions on the transfer of shares issued under the Performance Shares Plan for a lock-up period of up to two years from their date of issue. At our general shareholders' meeting held on February 23, 2010, three granting cycles were approved through to 2015. We estimate that the annual cost to our company of this plan will be approximately €12 million. We have not recorded a provision in our Consolidated Audited Financial Statements in respect of the Performance Shares Plan. Once the plan comes into effect on admission, the costs associated with it will be recognized in our consolidated statement of comprehensive income for the year ended December 31, 2010 from the date of the first grant.

Restricted Shares Plan

We have designed the Restricted Shares Plan to help us attract, retain and incentivize certain employees through the grant of restricted shares on a non-recurring basis. All employees of the group (excluding members of our Management Committee and Executive Committee) will be eligible for rewards under the Restricted Shares Plan. An employee may be selected to participate in the plan at any point in a given year and the beneficiaries under the plan will therefore change from time to time. The vesting of share grants will be subject to a period of continued employment of between two to five years.

At our general shareholders' meeting held on February 23, 2010, a maximum amount to be granted over the next three years was approved, although this period may be extended in line with the length of time a beneficiary is required to remain in our employment (for example, a grant in 2012 with a vesting period of five years would expire in 2017). We estimate that the annual cost of this plan will be approximately €2 million to €4 million. Once the plan comes into effect, the cost of each grant will be accrued over the relevant vesting period from the date of the grant through to its expiry.

In accordance with the resolutions passed at our general shareholders' meeting of February 23, 2010, the maximum number of shares that may be issued under our Performance Shares Plan and Restricted Shares Plan that commence in 2010, 2011 and 2012 will be a number of shares equal to dividing €90 million by the final offering price. Based on the offering price, such number would be 8,181,818 shares, representing 1.83% of our share capital post-offering.

Restricted Shares Units Plan

This plan is targeted at all employees of our group who are not eligible under the Performance Shares Plan or the Restricted Shares Plan, thereby excluding members of the Executive Committee, Management Committee and Top Management Forum. We anticipate that, at admission, approximately 7,300 employees will be eligible under this plan.

Rewards under this plan will be made in the form of cash payments determined in accordance with pre-established formulae based on a percentage (yet to be determined) of individual annual salary and linked to the evolution of our share price, subject to certain caps. We have designed this plan to incentivize our employees by linking a part of their total remuneration to the creation of value for our shareholders through an increase in our share price. The plan will have a duration of two years. We estimate that this plan will represent a one-off cost of approximately €30 million, to be accrued over the two years following its implementation.

PRINCIPAL AND SELLING SHAREHOLDERS

The following table sets forth certain information with respect to the beneficial ownership of our shares prior to and after the offering.

	Shares beneficially owned prior to the offering					Shares beneficially owned after the offering(2)			
	Shares		Class B shares(1)		Number of shares initially being offered	No exercise of the over-allotment option		Full exercise of the over-allotment option	
Owner	**Number**	**%**	**Number**	**%**		**Number**	**%**	**Number**	**%**
Amadelux Investments S.àr.l.	183,666,220	50.34%	135,864,826	53.10%	21,274,939	162,391,281	36.28%	155,172,091	34.67%
Société Air France	80,552,110	22.08%	59,587,554	23.29%	9,330,737	71,221,373	15.91%	68,055,189	15.21%
Iberia Líneas Aéreas de España, S.A.	40,276,060	11.04%	29,793,775	11.64%	—	40,276,060	9.00%	40,276,060	9.00%
Lufthansa Commercial Holding GmbH	40,276,060	11.04%	29,793,777	11.64%	4,665,369	35,610,691	7.96%	34,027,599	7.60%
Minority shareholders(3)	19,486,970	5.34%	814,951	0.32%	1,686,337	17,800,633	3.98%	17,800,633	3.98%
Treasury shares(4)	597,250	0.16%	—	—	—	597,250	0.13%	597,250	0.13%
Public	—	—	—	—	—	119,684,662	26.74%	131,653,128	29.41%
Total	**364,854,670**	**100.00%**	**255,854,883**	**100.00%**	**36,957,382**	**447,581,950**	**100.00%**	**447,581,950**	**100.00%**

Notes:

(1) On February 23, 2010, our general shareholders' meeting approved the repurchase and subsequent cancellation of all of the Class B shares and, to this end, approved a reduction of capital in the amount of €255.9 million. It is anticipated that the repurchase of the Class B shares in such amount and their subsequent cancellation will take place immediately following the execution of the capital increase in connection with the offering and receipt of the extraordinary dividend from Amadeus IT Group but before admission of our shares to listing on the Spanish Stock Exchanges. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Class B shares" above.

(2) Having given effect to the capital reduction and cancellation of all of the Class B shares. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Class B shares" above.

(3) Comprises 108 employees and 13 former employees of our group.

(4) Under Spanish law, the voting rights attaching to our treasury shares are suspended for so long as they are held by our company.

For a description of certain transactions between us and certain of our principal shareholders, see "Related Party Transactions" below.

The following table sets forth the number of shares being sold by certain members and former members of our management in the offering.

Selling management shareholder	No. of shares being offered
Antoine Medawar	173,330
Fabrizio Calcabrini	56,670
Peter James Smith	39,040
Steven Tracas	17,720
Anthony Shelton Carter	17,720
Robert Le Roy Lowry III	43,330
Joachim Peter von Moltke	62,400
Jan Christer Egnefors	52,000
Peter Wolfgang Munzig	5,010
Emilio Vizzari	86,670
Frédéric Armand Marius Antoine Spagnou	50,000
Jesper Lossow	78,610
Bruno Gérard Derossi	6,933
Roland Walter Ficht	40,000
Edna Wehby López	52,000
Lincoln Rodon	70,000
Ignacio Jesús Suárez	43,330
Thomas John Cates	52,000
Scott Brian Gutz	36,667
Fabio Daniele Maria Lazzerini	15,000
Mabrouk Sediri	43,335
Xavier Jacques Reinold Van Staen	36,152
Thierry Michel Louis Christian Boschat	21,670
Rudy Daniello	86,670
Michel Jean Fernand Delrieu	50,000
Richard Huw Edwards	55,000
Candido Peruzzi	88,650
Lutz Vorneweg	39,040
Christian von Thuemen	17,720
Luc Albert Louisa Pannecoeck	50,000
Allan Voss	199,670
TOTAL	**1,686,337**

Amadelux

Amadelux is a company incorporated in Luxembourg. As of the date of this offering memorandum, its shareholders are two private limited companies (*société à responsabilité limitée*) incorporated in Luxembourg: one ultimately controlled by four co-investors represented by CIE Management II Limited ("CIE"), which is advised by BC Partners, and various investment funds (the "BC funds") managed by CIE (together, the "BCP Shareholders"), and the other ultimately controlled by an investment vehicle and various investment funds (the "Cinven Funds", and together with the investment vehicle, the "Cinven Shareholders") managed by Cinven. The BCP Shareholders hold 50% of the share capital of Amadelux and the Cinven Shareholders hold the other 50%.

The board of managers of Amadelux is comprised of six members, with CIE (on behalf of the BCP Shareholders) and Cinven (on behalf of the Cinven Shareholders) being entitled (each acting as a group) to propose three managers each. The chairman of the board, who does not have a casting vote, is appointed on an alternating basis and is selected from the managers appointed by CIE (as representative of the BCP Shareholders) and the managers appointed by Cinven (as representative of the Cinven Shareholders). Almost all matters to be decided by the board of managers of Amadelux require unanimity, and, in addition, pursuant to Luxembourg law, certain matters require the approval of the shareholders of Amadelux.

As a result of its shareholding structure and board composition, Amadelux is under the joint control of CIE (as representative of the BCP Shareholders) and Cinven (as representative of the Cinven Shareholders), with decisions at board and shareholder level requiring the approval of both groups of shareholders to be validly adopted. In the event of a deadlock in the approval of decisions, the chairman of the board may try to reconcile the positions of the shareholders but does not have a casting vote.

We have been informed by Amadelux that it intends to carry out a demerger shortly after our admission to listing and once all of the necessary approvals have been obtained. As part of the proposed demerger, Amadelux would contribute all of its assets and liabilities, in equal parts, to two limited liability companies (*société à responsabilité limitée*), newly incorporated in Luxembourg (the "Luxcos"): one under the ultimate control of the BCP Shareholders and the other under the ultimate control of the Cinven Shareholders. As a consequence of this demerger, the shares of our company held by Amadelux after the offering would be divided in equal parts between the Luxcos with the result that the BCP Shareholders and the Cinven Shareholders would be able to control their respective interests in our company independently of each other, rather than through the jointly-controlled Amadelux. Under the terms of the Relationship Agreement, each of the Luxcos would be required to adhere to the terms of the Relationship Agreement (under which they would be treated as separate shareholders with independent rights and obligations) and to comply with the lock-up commitments of Amadelux described elsewhere in this offering memorandum. See "Related Party Transactions—Relationship Agreement" below.

Furthermore, it is intended that Amadelux will transfer all of the shares of Amadelux International, the lender under the profit participating loan in the amount of €910.0 million to our company, entered into on April 23, 2007, to a company incorporated in Luxembourg (and which will take the form of a *société à responsabilité limitée*) that does not form part of the Amadelux group. It is intended that this transfer will take place prior to admission and will not have any impact upon the profit participating loan. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Profit Participating Loan".

BCP Shareholders

The BCP Shareholders that have indirectly invested in Amadelux are four co-investors and 22 limited partnerships, which together make up the investment funds "BC European Capital Fund VII" and "BC European Capital Fund VII Top-Up". Each limited partnership comprises a number of limited partners. Each of the BC Funds is managed by a general partner, which is, in turn, advised by an investment advisor. The general partner of each BC Fund is CIE, a company incorporated in Guernsey.

Cinven Shareholders

The Cinven Shareholders that have indirectly invested in Amadelux are a co-investment vehicle and 13 limited companies, which together make up the "Third Cinven Fund". Each limited company comprises a number of limited partners and a general partner. In each case, the general partner has delegated its management powers to Cinven as investment manager. As investment manager and representative of the general partner, Cinven takes all of the decisions regarding investments and divestitures on behalf of the Cinven Funds, acts for and represents them in all relations with third parties, and carries out all such other executive or administrative acts as may be necessary. Cinven is a company incorporated in England and Wales.

Lock-up Arrangements

See "Plan of Distribution" below for a discussion of certain lock-up arrangements entered into by our principal shareholders.

RELATED PARTY TRANSACTIONS

We have not entered into any agreements or contracts that we believe would merit consideration as related party transactions, except for those agreements or contracts that are executed in the ordinary course of business.

Notwithstanding the foregoing, we have entered into a relationship agreement and certain other transactions with our principal shareholders, comprising our airline shareholders (being Air France, Iberia and Lufthansa Commercial Holding) and Amadelux. We believe that none of our airline shareholders, either individually or acting together, has control over our company or exercises a significant influence, whether direct or indirect, over our financial and operational decisions.

Relationship Agreement

Our company entered into a relationship agreement with our principal shareholders and Lufthansa (as the parent company of Lufthansa Commercial Holding) on April 8, 2010 (the "Relationship Agreement"), amending and restating the existing shareholders' agreement between the same parties. The Relationship Agreement will continue in full force and effect for so long as any two or more of our principal shareholders hold at least 3.5% of the voting share capital in our company and shall terminate in respect of any principal shareholder that ceases to hold at least 3.5% of the voting share capital in our company and serves notice to terminate.

Under the terms of the Relationship Agreement, each of our principal shareholders agrees, among other things, that:

(a) it will not, and, so far as it is legally able, will procure that its affiliates and representative(s) on our Board of Directors will not, take any action which would prevent:

- the terms of the Relationship Agreement being implemented in full;
- our company from being managed by its Board of Directors in accordance with its bylaws and all applicable laws for the benefit of its shareholders taken as a whole;
- compliance in all material respects with applicable provisions of Spanish law and the requirements of the Spanish Stock Exchanges and the CNMV; or
- our company from meeting any requirements for having its shares listed on the Spanish Stock Exchanges; and

(b) for so long as our shares are admitted to listing on the Spanish Stock Exchanges, it will, and shall procure, as far as it is legally able, that each of its affiliates will:

- conduct all transactions, contracts, arrangements, agreements and relationships with any member of our group on arm's length terms and on a commercial basis and in accordance with the related party transaction requirements of our Board of Directors Regulations (as more fully described in "Management and Board of Directors" above); and
- not take any action which would preclude or inhibit any member of our group from carrying on its business independently of such principal shareholder and its affiliates at all times.

Under the Relationship Agreement, each of our principal shareholders also agrees that our Board of Directors and our relevant board committees shall be constituted as described in "Management and Board of Directors—Board of Directors" above. In addition, the composition of our Board of Directors shall be adjusted to the extent that the shareholding of any of our principal shareholders is reduced or increased, in accordance with the following principles:

- any principal shareholder controlling 25% or more of our voting share capital shall be entitled to be represented by four directors;
- any principal shareholder controlling more than 10% but less than 25% of our voting share capital shall be entitled to be represented by two directors;
- any principal shareholder controlling between 3.5% and 10% (both inclusive) of our voting share capital shall be entitled to be represented by one director;
- two or more principal shareholders that individually control less than 3.5% of our voting share capital but together control more than 3.5% of our voting share capital may jointly nominate one director; and
- save as provided above, any principal shareholder controlling less than 3.5% of our voting share capital shall have no right to nominate a director.

Our company agrees under the Relationship Agreement, to the extent it considers to be compatible with its legal and regulatory obligations, to provide each principal shareholder (except any principal shareholder that is in breach of the Relationship Agreement) with such financial and other information as is necessary for such principal shareholder to comply with its financial and other regulatory reporting obligations. Each principal shareholder provided with such information shall ensure that it is kept strictly confidential. Additionally, each principal shareholder has expressly acknowledged that information disclosed to it from time to time by us, any member of our group or by any director appointed by such principal shareholder may constitute "inside information" in relation to our shares and, indirectly, in relation to the securities of Air France-KLM (the parent company of Air France), Iberia and Lufthansa (for so long as they retain a direct or indirect interest in our company) for the purposes of EU Directive 2003/6/EC of 28 January 2003 on insider dealing and market manipulation (market abuse) (the "Market Abuse Directive") as implemented within European Union law and into national legislation in Spain, France and Germany. Accordingly, each principal shareholder has undertaken to observe and, to the extent it is legally able, to procure that each of its affiliates shall observe the requirements of the Market Abuse Directive and other applicable laws, rules or regulations in relation to dealings in our shares or shares in Air France-KLM, Iberia and Lufthansa or any other financial instruments (as defined in the Market Abuse Directive) to which any inside information they receive may relate.

As described in "Plan of Distribution—Lock-up Periods" below, our principal shareholders have entered into certain lock-up commitments in relation to our shares and the Relationship Agreement reaffirms that commitment between our principal shareholders. Following the expiry of the lock-up period, disposals of our shares (or other securities that directly or indirectly confer an interest in our voting share capital) by our principal shareholders are regulated by the orderly sales procedures described in the Relationship Agreement. Under such procedures, any principal shareholder intending to dispose of our shares shall, among other obligations, notify the other parties of the Relationship Agreement of such intention and invite the other principal shareholders to participate in the disposal on the same terms, which terms shall be agreed in consultation with an investment bank of international repute and good standing. Certain permitted disposals are excepted from these orderly sale procedures, principally transfers intra-group or to an associate of a principal shareholder, disposals on an insolvency or by way of acceptance of a public takeover bid and disposals representing, in the aggregate, no more than 1% of the voting rights in our share capital in any six-month period.

Under the terms of the Relationship Agreement, each of our principal shareholders and Lufthansa has undertaken not to acquire, directly or indirectly, any stake in, or to set up, a GDS provider until the expiry of a period of one year after the disposal of such party's (direct or indirect) shareholding in our company and not to acquire any stake in or establish an online travel agency before April 8, 2015, being the fifth anniversary of the date of the Relationship Agreement. These non-competition undertakings do not apply where (i) the relevant stake was acquired or the relevant business was set up by any of our principal shareholders prior to entering into the Relationship Agreement or (ii) the relevant stake was acquired or the relevant business was owned by any third party or its group where such party or group is later legally integrated within a principal shareholder's group.

Airline Shareholders

We generated 18.4%, 19.7% and 19.7% of our revenue from our airline shareholders on an aggregate basis in 2007, 2008 and 2009, respectively. In accordance with the definition of related parties under IFRS-EU, these percentages do not include revenues generated under our agreements with KLM, which is under common control with Air France. If the merger between Iberia and British Airways is completed, and the combined entity remains a principal shareholder, this concentration could increase. In general terms, the revenue we receive in respect of the services we provide to our airline shareholders in our Distribution business area derives principally from the participating carrier agreements, or PCAs, and global distribution agreements, or GDAs, we enter into with them, including through booking fees and, to a lesser extent, revenue from the sale or provision of other related products and services. Additionally, we receive revenue from our airline shareholders in our IT Solutions business area, derived principally from PB fees.

The principal contracts in force as of the date of this offering memorandum between members of our group and our airline shareholders are summarized briefly below.

Air France

In our Distribution business area, we entered into a standard PCA with Air France on October 26, 1989 for an initial term of one year, subject to automatic renewal unless either party gives notice to terminate (subject to a minimum notice period). This PCA has since been amended to include various modifications, the most significant of which is a full content agreement signed with the airline on January 1, 2008 (as amended by an agreement signed on January 1, 2009), which is to remain in force until December 31, 2010. In December 2009, the parties signed a letter of intent with the objective of extending the full content agreement with effect from January 1, 2010 until December 31, 2013.

In our IT Solutions business area, we entered into an IT Services Agreement with Air France on October 1, 2009 for a period of ten years commencing on the date of the completion of Air France's implementation of our Altéa Inventory module. Air France has also contracted for our Altéa Departure Control module and our Altéa e-Commerce solution.

Iberia

In our Distribution business area, we entered into a standard PCA with Iberia on October 31, 1989 for an initial term of one year, subject to automatic renewal unless either party gives notice to terminate (subject to a minimum notice period). This PCA has since been amended to include various modifications, the most significant of which is a full content agreement signed with the airline on January 1, 2008, which is to remain in force until December 31, 2010. The parties have extended the full content agreement with effect from January 1, 2010 within a new framework of distribution agreements (a GDA and an optional services agreement) that will replace the existing PCA. The new content agreement extends through to December 31, 2014.

In our IT Solutions business area, we entered into an IT Services Agreement with Iberia on January 1, 1992 for the use of our Altéa Reservation module. This agreement was amended on January 1, 2008 and is subject to automatic renewal for a further one-year term on December 31, 2010 unless either party gives notice to terminate. Iberia has also entered into a contract for our Altéa e-Commerce solution, which came into effect on January 1, 2009 and is due to expire on December 31, 2011.

In April 2010, Iberia agreed to merge with British Airways. We have a content agreement, which is subject to renewal in March 2013, and an IT Services Agreement through to December 2017 with British Airways.

Lufthansa

In our Distribution business area, we entered into a standard PCA with Lufthansa on August 25, 1989 for an initial term of one year, subject to automatic renewal unless either party gives notice to terminate (subject to a minimum notice period). We also entered into a full content agreement which is due to expire on December 31, 2014.

In our IT Solutions business area, we entered into an IT Services Agreement with Lufthansa in July 2005. This agreement is due to expire on December 31, 2020, and is subject to automatic renewal for a further two-year term at the request of Lufthansa. Lufthansa has contracted for all of our Altéa PSS modules (Inventory and Departure Control) and our Altéa e-Commerce solution.

Amadelux

As set out more fully in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Profit Participating Loan" above, our Board decided on March 23, 2007 that our company, as borrower, would enter into a profit participating loan with Amadelux International, as lender, for a principal amount of €910.0 million. We intend to use the proceeds received by us from the offering, plus cash on hand, to repay this profit participating loan in full. The board of Amadelux International has, in turn, agreed to make available a loan in the same principal amount to Amadeus IT Group, which will be applied, in full, in the partial prepayment of our senior credit facilities (see "Use of Proceeds" above).

On April 8, 2005, we entered into an agreement with Amadelux for the provision of management services. In the years ended December 31, 2007, 2008 and 2009, we recorded an expense of €600,000, €600,000 and €600,000, respectively, in relation to the provision of such services. This agreement is due to terminate on admission of our shares to trading on the Spanish Stock Exchanges.

MARKET INFORMATION

Prior to the offering, there has been no public market for our shares. We have applied to list our shares on the Spanish Stock Exchanges and to have the shares quoted through the AQS of the Spanish Stock Exchanges.

The Spanish securities market for equity securities consists of the four stock exchanges located in Madrid, Barcelona, Bilbao and Valencia and the AQS, or *Mercado Continuo*.

SIBE

The SIBE (*Sistema de Interconexión Bursátil Español*) links the four Spanish Stock Exchanges, providing those securities listed on it with a uniform continuous market that eliminates certain of the differences between the local exchanges. The principal feature of the system is the computerized matching of bid and offer orders at the time of entry of the relevant order. Each order is executed as soon as a matching order is entered, but can be modified or canceled until it is executed. The activity of the market can be continuously monitored by investors and brokers. The SIBE is operated and regulated by Sociedad de Bolsas, S.A. ("Sociedad de Bolsas"). All trades on the SIBE must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchange.

In a pre-opening session held from 8:30 a.m. to 9:00 a.m. each trading day, an opening price is established for each security traded on the SIBE based on a real-time auction in which orders can be entered, modified or canceled but not executed. During this pre-opening session, the system continuously displays the price at which orders would be executed if trading were to begin at that moment. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer price. If an auction price does not exist, the best bid and offer price and associated volumes are shown. The auction terminates with a random period of 30 seconds in which share allocation takes place. Until the allocation process has finished, orders cannot be entered, modified or canceled. In exceptional circumstances (including the inclusion of new securities on the SIBE) and after giving notice to the CNMV, Sociedad de Bolsas may establish an opening price without regard to the reference price (the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price or modify the reference price.

The computerized trading hours are from 9:00 a.m. to 5:30 p.m. During the trading session, the trading price of a security is permitted to vary up to a maximum so-called 'static' range of the reference price, provided that the trading price for each trade of such security is not permitted to vary in excess of a maximum so-called 'dynamic' range with respect to the trading price of the immediately preceding trade of the same security. If, during the trading session, there are matching bid and offer orders for a security within the computerized system which exceed any of the above 'static' and/or 'dynamic' ranges, trading on the security is automatically suspended and a new auction is held where a new reference price is set, and the 'static' and 'dynamic' ranges will apply over such new reference price. The 'static' and 'dynamic' ranges applicable to each particular security are set up and reviewed periodically by Sociedad de Bolsas.

Between 5:30 p.m. and 8:00 p.m., trades may occur outside the computerized matching system without prior authorization of Sociedad de Bolsas (provided such trades are communicated to Sociedad de Bolsas), at a price within the range of 5% above the higher of the average price and closing price for the day and 5% below the lower of the average price and closing price for the day if (i) there are no outstanding bids or offers, respectively, on the system matching or bettering the terms of the proposed off-system transaction, and (ii) if, among other things, the trade involves more than €300,000 and more than 20% of the average daily trading volume of the stock during the preceding three months. These trades must also relate to individual orders from the same person or entity and be reported to Sociedad de Bolsas before 8:00 p.m.

At any time trades may take place (with the prior authorization of Sociedad de Bolsas) at any price if:

- the trade involves more than €1.5 million and more than 40% of the average daily trading volume of the stock during the preceding three months;
- the transaction derives from a merger or spin-off, or from the reorganization of a group of companies;
- the transaction is executed for the purpose of settling litigation or completing a complex set of contracts; or
- Sociedad de Bolsas finds another appropriate cause.

Information with respect to the computerized trades which take place between 9:00 a.m. and 5:30 p.m. is made public immediately, and information with respect to trades which occur outside the computerized matching system is reported to the Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

Clearance and Settlement System

Transactions carried out on the SIBE are cleared and settled through the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* ("Iberclear"). Only those entities participating in Iberclear are entitled to use it, and participation is restricted to authorized members of the Spanish Stock Exchanges, the Bank of Spain (when an agreement, approved by the Spanish Ministry of Economy, is reached with Iberclear) and, with the approval of the CNMV, other brokers who are not members of the Spanish Stock Exchanges, banks, savings banks and foreign settlement and clearing systems. Iberclear is owned by *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.*, a holding company which holds a 100% interest in each of the Spanish official secondary markets and settlement systems. The clearance and settlement system and its participating entities are responsible for maintaining records of purchases and sales under the book entry system. Shares of listed Spanish companies are held in book-entry form. Iberclear, which manages the clearance and settlement system, maintains a registry reflecting the number of shares held by each of its participating entities on its own behalf as well as the number of shares held on behalf of third parties. Each participating entity, in turn, maintains a registry of the owners of such shares. Spanish law considers the legal owner of the shares to be:

- the participating entity appearing in the records of Iberclear as holding the relevant shares in its own name; or
- the investor appearing in the records of the participating entity as holding the shares.

Iberclear has approved regulations introducing the so-called "T+3 Settlement System" by which the settlement of any transactions must be made within the three business days following the date on which the transaction was carried out.

Obtaining legal title to shares of a company listed on a Spanish Stock Exchange requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorized under Spanish law to record the transfer of shares. In order to evidence title to shares, the relevant participating entity must, at the owner's request, issue a certificate of ownership. If the owner is a participating entity, Iberclear is in charge of the issuance of the certificate with respect to the shares held in the participating entity's name.

Euroclear and Clearstream, Luxembourg

Shares deposited with depositories for Euroclear Bank, S.A./N.V., as operator of the Euroclear System ("Euroclear"), and Clearstream Banking, société anonyme ("Clearstream") and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System, as amended from time to time, the Management Regulations of Clearstream and the Instructions to Participants of Clearstream as amended from time to time, as applicable. Persons on whose behalf accounts at Euroclear or Clearstream are maintained and to which shares have been credited ("investors") shall have the right to receive the number of shares equal to the number of shares so credited, upon compliance with the foregoing regulations and procedures of Euroclear or Clearstream.

With respect to the shares that are deposited with depositories for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees described below, if any, and upon obtaining the relevant recording in the book-entry registries kept by the members of lberclear.

Under Spanish law, only the record holder of the shares according to the registry kept by Iberclear is entitled to receive dividends and other distributions and to exercise voting, preemptive and other rights in respect of such shares. Euroclear or its nominee or Clearstream or its nominee will be the sole record holder of the shares that are deposited with the depositories for Euroclear and Clearstream, respectively, until such time as investors exercise their rights to withdraw such shares and cause them to obtain the recording of the investor's ownership of the shares in the book-entry registries kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositories for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction for applicable withholding taxes, in accordance with the applicable regulations and procedures of Euroclear and Clearstream. See "Taxation" below.

Each of Euroclear and Clearstream will endeavor to inform investors of any significant events of which they have notice affecting the shares recorded in the name of Euroclear or its nominees and Clearstream or its nominees and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at its discretion, take such action as it shall deem appropriate in order to assist investors to direct the exercise of voting rights in respect of the shares. Such actions may include (i) acceptance of instructions from investors to execute or to arrange for the execution of, proxies, powers of attorney or other similar certificates for delivery to us, or our agent or (ii) voting of such shares by Euroclear or its nominees and Clearstream or its nominees in accordance with the instructions of investors.

If we offer or cause to be offered to Euroclear or its nominees and Clearstream or its nominees, as the record holders of the shares that are deposited with the depositories for Euroclear and Clearstream, respectively, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will endeavor to inform investors of the terms of any such rights issue of which it has notice in accordance with the provisions of its regulations and procedures referred to above. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or such rights may be sold and, in such event, the net proceeds will be credited to the cash account maintained on behalf of the investor with Euroclear or Clearstream.

Tender Offers

On April 12, 2007, the Spanish parliament approved Law 6/2007, which implements European Directive 2004/25/EC on takeover bids into Spanish law, and on July 27, 2007, the Spanish government approved Royal Decree 1066/2007, which contains regulations developing further the provisions set out in Law 6/2007. Law 6/2007 and Royal Decree 1066/2007, which both became effective on August 13, 2007, introduced significant amendments to the Spanish rules governing tender offers. In particular:

- a bidder must make a tender offer in respect of 100% of the issued shared capital of a target company if:
  - it acquires an interest in shares which (taken together with shares in which persons acting in concert with the bidder are interested) carry 30% or more of the voting rights of the target company;
  - it acquires an interest in shares which (taken together with shares in which persons acting in concert with the bidder are interested) carry less than 30% of the voting rights but, within the period of 24 months following the acquisition, the bidder has appointed a majority of the members of the target company's board of directors; or
  - it holds 30% or more of the voting rights of the target company on the date the law came into force, and it subsequently:
    - acquires, within 12 months, an additional interest in shares which carries 5% or more of the voting rights;
    - acquires an additional interest in shares so that the bidder's aggregate interests carry 50% or more of the voting rights; or
    - acquires an additional interest in shares and, within a period of 24 months following such acquisition, the bidder has appointed a majority of the members of the target company's board of directors;
- 'a priori' or partial tender offers (i.e., in respect of less than 100% of the issued share capital of a target company) become voluntary;
- the board of directors of a target company is exempt from the rule prohibiting board interference with a tender offer (the "passivity rule") provided that (i) it has been authorized by the general shareholders' meeting to take the action or enter into the transaction which could disrupt the offer, or (ii) it has been released from the passivity rule by the general shareholders' meeting vis-à-vis bidders, with a registered office outside Spain whose boards of directors are not subject to an equivalent passivity rule; and
- defensive measures included in a listed company's bylaws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer unless the general shareholders' meeting has resolved otherwise (in which case any shareholders whose rights are diluted or who are otherwise adversely affected may be entitled to compensation).

DESCRIPTION OF CAPITAL STOCK

The following summary provides information concerning our capital stock and briefly describes certain significant provisions of our bylaws (*estatutos*) and Spanish corporate law. This summary does not purport to be complete and is qualified in its entirety by reference to our bylaws and Spanish corporate law. Copies of our bylaws are available at our principal executive offices.

General

As of the date of this offering memorandum, the share capital of our company is €2,923,403.50, represented by two classes of shares: (i) 364,854,670 shares with a nominal value of €0.001 per share, and (ii) 255,854,883 Class B shares with a nominal value of €0.01 per share. All of the shares and Class B shares are registered by way of book entries (*anotaciones en cuenta*) and are fully subscribed and paid up. For a description of the preferential rights attaching to the Class B shares, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Class B shares" above.

On February 23, 2010, our general shareholders' meeting approved the repurchase and subsequent cancellation of all of the Class B shares and, to this end, approved a reduction of capital in the amount of €255.9 million. Given that, at the date of approval, the net equity of our company was less than its share capital (by virtue of our company having negative equity for accounting purposes), the effectiveness of the reduction of capital, and the repurchase and subsequent cancellation of the Class B shares, was made conditional on (i) a share capital increase by our company in the amount of €910.0 million, as contemplated pursuant to the offering, and (ii) receipt by our company of an extraordinary dividend from Amadeus IT Group in the amount of €512.6 million. It is anticipated that the repurchase of the Class B shares and their subsequent cancellation will take place immediately following the execution of the capital increase in connection with the offering and receipt of the extraordinary dividend from Amadeus IT Group. For a description of the impact of these and certain other transactions on our net equity, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Net Equity—Class B shares" above.

Non-residents of Spain may hold and vote our shares, subject to the restrictions described under "—Restrictions on Foreign Investment" below.

Dividend and Liquidation Rights

The payment of dividends is proposed by the Board of Directors and authorized by our shareholders at a general shareholders' meeting. Holders of shares participate in such dividends for each year from the date such dividends are agreed at a general shareholders' meeting. Spanish law requires each company to contribute at least 10% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of such company's issued share capital. A company's legal reserve is not available for distribution to its shareholders except upon such company's liquidation. According to Spanish law, dividends may only be paid out of profits (after the necessary transfer to legal reserves) or distributable reserves and only if the value of our net equity (*patrimonio neto*) is not, and as a result of distribution would not be, less than our share capital. In addition, no profits may be distributed unless the amount of the distributable reserves is at least equal to the amount of research and development expenses recorded as an asset on our consolidated statement of financial position. Spanish law also requires the creation of a non-distributable reserve equal to the amount of goodwill recorded as an asset on our consolidated statement of financial position and that an amount at least equal to 5% of such goodwill be transferred from the profit from each financial year to such non-distributable reserve until such time as the non-distributable reserve is of an amount at least equal to the goodwill recorded on the consolidated statement of financial position. If, in any given financial year, there are no or insufficient profits to transfer an amount equal to 5% of the goodwill recorded on the consolidated statement of financial position, Spanish law requires that the shortfall be transferred from freely distributable reserves to the non-distributable reserve.

In accordance with Section 947 of the Spanish Commercial Code, the right to a dividend lapses and reverts to us if it is not claimed within five years after it becomes payable. Dividends payable by us to non-residents of Spain are subject to Spanish withholding tax at the rate of 19%. However, residents of certain countries will be entitled to the benefits of a Double Taxation Convention. See "Taxation—Spanish Tax Considerations—Taxation of Dividends" below.

Upon our liquidation, our shareholders would be entitled to receive proportionately any assets remaining after the payment of our debts and taxes and expenses of the liquidation.

Shareholders' Meetings and Voting Rights

Pursuant to our bylaws, rules of the general shareholders' meeting and Spanish corporate law, the annual general meeting of our shareholders is held during the first six months of each financial year on a date fixed by the Board of Directors. Extraordinary shareholders' meetings may be called by the Board of Directors whenever the Board of Directors deems it appropriate or at the request of shareholders representing at least 5% of our share capital. Notices of all shareholders' meetings are published in the Commercial Registry's Official Gazette (*Boletín Oficial del Registro Mercantil*) and in a local newspaper of wide circulation in the province where we are domiciled (currently Madrid, Spain). Meetings must be called at least one month before the date on which the meeting is to be held.

Action is taken at ordinary shareholders' meetings on the following matters (i) the approval of the management of the Company by the directors during the previous financial year, (ii) the approval of the financial statements from the previous financial year, and (iii) the application of the previous financial year's income or loss. All other matters can be considered at either an extraordinary shareholders' meeting or at an ordinary shareholders' meeting if the matter is within the authority of the meeting and is included on the agenda.

In general, each share entitles the holder to one vote and there is no limit as to the maximum number of voting rights that may be held by each shareholder or by companies of the same group. Only holders of 300 or more shares are entitled to attend our general shareholders' meetings, but holders of fewer than 300 shares may aggregate their shareholdings so as to reach the minimum number of shares required and grant their representation to one of their number or delegate the representation of their shares to a shareholder with the right to attend the meeting. Any shareholder having the right to attend a general shareholders' meeting may also be represented by a proxy. Proxies must be granted in writing or in electronic form acceptable under the regulations of our general shareholders' meeting and are valid for a single shareholders' meeting. Proxies may be given to any person and may be revoked, either expressly or by attendance by the shareholder at the meeting.

Subject to the minimum share requirements and aggregation rules described in the preceding paragraph, shareholders duly registered in the book-entry records maintained by Iberclear and its member entities at least five days prior to the day on which a shareholders' meeting is scheduled may, in the manner provided in the notice for such meeting, attend and vote at such meeting.

Our bylaws provide that, on the first call of an ordinary or extraordinary general shareholders' meeting, the presence in person or by proxy of shareholders representing at least 25% of our voting capital will constitute a quorum. If on the first call a quorum is not present, the meeting can be reconvened by a second call, which according to Spanish corporate law requires no quorum. However, a resolution in a shareholders' meeting to increase or decrease our share capital, issue bonds, suppress or limit the preemptive subscription right over new shares, transform, merge, spin-off, globally assign our assets and liabilities, transfer our registered address abroad or otherwise modify our bylaws, requires on first call the presence in person or by proxy of shareholders representing at least 50% of our voting capital and on second call the presence in person or by proxy of shareholders representing at least 25% of our voting capital. On second call, and in the event that less than 50% of our voting capital is represented in person or by proxy, such resolutions may only be passed upon the vote of shareholders representing two-thirds of our capital present or represented at such meeting. The interval between the first and the second call for a shareholders' meeting must be at least 24 hours. Resolutions in all other cases are passed by a majority of the votes cast.

Voting on the resolutions included in the agenda of a shareholders' meeting may be exercised by shareholders by post or electronic means received by the company at least five days prior to the day on which a shareholders' meeting is scheduled to be held (unless the Board reduces such period, which must, in all events, be at least 24 hours), and provided that the identity of the shareholder who exercises his right to vote is duly verified and the formalities determined by the Board of Directors through resolution and subsequent notification in the call announcement of the shareholders' meeting are complied with. Voting via electronic means is only permitted when the Board of Directors so resolves, notifying its decision in the announcement of the call to the general shareholders' meeting in question.

Under Spanish corporate law, shareholders who voluntarily aggregate their shares so that the capital stock so aggregated is equal to or greater than the result of dividing the total capital stock by the number of directors have the right, provided there are vacancies on the Board of Directors, to appoint a corresponding proportion of the members of the Board of Directors (disregarding fractions). Shareholders who exercise this right (in person or by proxy) may not vote on the appointment of other directors.

A resolution passed in a shareholders' meeting is binding on all shareholders. However, in the case of resolutions contrary to Spanish law, the right to contest is extended to all shareholders, directors and interested third parties. In the case of resolutions prejudicial to the interests of the Company or contrary to the Company's bylaws, such right is extended to shareholders who attended the shareholders' meeting and recorded their opposition in the minutes of the meeting, to shareholders who were absent and to those unlawfully prevented from casting their vote as well as to members of the Board of Directors. In certain circumstances (such as a modification of corporate purpose or change of the corporate form), Spanish corporate law gives dissenting or absent shareholders the right to withdraw from the Company. If this right were exercised, the Company would be obliged to purchase the relevant shareholding(s) at a price equal to the average market value of the shares for the quarter preceding the date of exercise of this right.

Actions Against Directors

Under Spanish corporate law, directors are liable to the company, the shareholders and the creditors for illegal acts, acts that violate the bylaws and failure to carry out their legal duties with due diligence. Under Spanish law, an action against directors should first be instituted by the company, then by the shareholders and ultimately by the company's creditors. Actions against directors must generally be brought in the province where we are domiciled (currently Madrid, Spain).

Registration and Transfers

Our shares are in registered book-entry form and are indivisible. Joint holders of one share must designate a single person to exercise their shareholders' rights, but they are jointly and severally liable to us for all the obligations relating to their status as shareholders, such as the payment of any pending capital calls. Iberclear, which manages the Spanish clearance and settlement system of the Spanish Stock Exchanges, maintains the central registry reflecting the number of shares held by each of its member entities (*entidades participantes*) as well as the amount of these shares held by beneficial owners. Each member entity, in turn, maintains a registry of the owners of such shares. Since our shares are in registered form, we will keep an electronic shareholder registry and Iberclear will report to us on a daily basis all transactions entered into by our shareholders in respect of our shares to enable us to maintain the electronic shareholder registry up-to-date.

As a general rule, transfers of shares quoted on the Spanish Stock Exchanges must be made through or with the participation of a member of a Spanish Stock Exchange. Brokerage firms, official stockbroker or dealer firms, Spanish credit entities, investment services entities authorized in other EU member states and investment services entities authorized by their relevant authorities and in compliance with Spanish regulations are eligible to be members of the Spanish Stock Exchanges. See "Market Information" above. The transfer of shares may be subject to certain fees and expenses.

Restrictions on Foreign Investment and Exchange Control Regulations

Restrictions on Foreign Investment

Exchange controls and foreign investments were, with certain exceptions, completely liberalized by Royal Decree 664/1999, of April 23, 1999, in conjunction with the Spanish Foreign Investment Law ("Law 18/1992"), bringing the existing legal framework on foreign investments in line with the provisions of the Treaty of the European Union.

According to Royal Decree 664/1999 on Foreign Investments and Law 18/1992, and subject to the restrictions described below, foreign investors may invest freely in shares of Spanish companies as well as transfer invested capital, capital gains and dividends out of Spain without limitation (subject to applicable taxes and exchange controls). For foreign investors who are not resident in a tax haven, notification is only required to be given to the Spanish Registry of Foreign Investments following an investment or divestiture, and such notification is solely for statistical, economic and administrative purposes. Where the investment or divestiture is made in shares of a Spanish company listed on any of the Spanish Stock Exchanges, the duty to provide notice of a foreign investment or divestiture lies with the relevant entity with whom the shares (in book-entry form) have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident of a tax haven, notice must be provided to the Spanish Registry of Foreign Investments prior to making the investment, as well as after the transaction has been completed. However, prior notification is not necessary in the following cases:

- investments in listed securities, whether or not such securities are trading on an official secondary market;

- investments in participations in investment funds registered with the CNMV; and
- foreign shareholdings that do not exceed 50% of the capital of the Spanish company in which the investment is made.

Investments in certain industries are subject to additional regulation to that described above, but there is no such additional regulation for companies operating in the GDS industry. These restrictions do not apply to investments made by EU residents, other than investments by EU residents in activities relating to the Spanish defense sector or the manufacturing and sale of weapons and explosives for non-military use.

The Spanish Council of Ministers, acting on the recommendation of the Ministry of Economy, may suspend the aforementioned provisions relating to foreign investments for reasons of public policy, health or safety, either generally or in respect of investments in specified industries, in which case any proposed foreign investments falling within the scope of such suspension would be subject to prior authorization from the Council of Ministers, acting on the recommendation of the Ministry of Economy.

Exchange Control Regulations

Pursuant to Royal Decree 1816/1991 of December 20, 1991, relating to economic transactions with non-residents, and EC Directive 88/361/EEC, charges, payments or transfers between non-residents and residents of Spain must be made through a registered entity, such as a bank or other financial institution registered with the Bank of Spain and/or the CNMV (*entidades registradas*), through bank accounts opened abroad with a foreign bank or a foreign branch of a registered entity, in cash, or by check payable to bearer. All charges, payments or transfers which exceed €6,010, if made in cash or by check payable to bearer, must be notified to the Spanish exchange control authorities.

Preemptive Rights and Increases of Share Capital

Pursuant to Spanish corporate law, shareholders have preemptive rights to subscribe for any new shares (or other securities convertible into, or exchangeable for, shares) issued by the Company in any capital increase via monetary contributions. Such preemptive rights may be waived under special circumstances by a resolution passed at a meeting of shareholders or the Board of Directors (when the Company is listed and the general shareholders' meeting delegates to the Board of Directors the right to increase the share capital and to waive preemptive rights) in accordance with Article 159 of the Spanish corporate law. Further, preemptive rights, in any event, will not be available in connection with an increase in share capital to meet the requirements of a convertible bond issue or a merger in which shares are issued as consideration.

Preemptive rights are transferable, may be traded on the AQS and may be of value to existing shareholders because new shares may be offered for subscription at prices lower than prevailing market prices. In the case of a share capital increase charged to reserves, the same rule applies to the free allocation rights.

Reporting Requirements

Pursuant to Royal Decree 1362/2007 of October 19, 2007, any individual or legal entity that, by whatever means, purchases or transfers shares which grant voting rights in a company for which Spain is listed as the Country of Origin (*Estado Miembro*) (as defined therein) and which is listed on a secondary official market or other regulated market in the EU, must notify the relevant issuer and the CNMV, if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a 3% threshold of the company's total voting rights. The notification obligations are also triggered at thresholds of 5% and multiples thereof (excluding 55%, 65%, 85%, 95% and 100%).

The individual or legal entity obliged to carry out the notification must serve the notification by means of the form approved by the CNMV from time to time for such purpose, within four business days from the date on which the transaction is acknowledged (the Royal Decree deems a transaction to be acknowledged within two business days from the date on which such transaction is entered into). Should the individual or legal entity effecting the transaction be a non-resident of Spain, notice must also be given to the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments (a department of the Ministry of Economy).

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it.

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares, and any individual or legal entity who owns, acquires or transfers, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, will also have an obligation to notify the company and the CNMV of the holding of a significant stake in accordance with the regulations.

Should the individual or legal entity effecting the transaction be resident in a tax haven (as defined in Royal Decree 1080/1991 of July 5, 1991), the threshold that triggers the obligation to disclose the acquisition or disposition of our shares is reduced to 1% (and successive multiples thereof).

We will be required to report to the CNMV any acquisition of our own shares which, aggregated together with all other acquisitions since the last notification, reaches or exceeds 1% of our share capital (irrespective of whether we have sold any of our own shares in the same period). In such circumstances, the notification must include the number of shares acquired since the last notification (detailed by transaction), the number of shares sold (detailed by transaction) and the resulting net holding of treasury shares.

All members of the Board of Directors must report to both the Company and the CNMV the percentage and number of voting rights in the Company held by them at the time of becoming or ceasing to be a member of the Board of Directors. Furthermore, all members of the Board of Directors must report any change in the percentage of voting rights they hold, regardless of the amount, as a result of any acquisition or disposition of our shares or voting rights, or financial instruments which carry a right to acquire or dispose of shares which have voting rights attached, including any stock-based compensation that they may receive pursuant to any of our compensation plans.

Members of our senior management must also report any stock-based compensation that they may receive pursuant to any of our compensation plans or any subsequent amendment to such plans. Royal Decree 1362/2007 refers to the definition given by Royal Decree 1333/2005, of November 11, 2005, developing the Stock Market Act, regarding market abuse, which defines senior management (*directivos*) as those "high-level employees in positions of responsibility with regular access to insider information (*información privilegiada*) related, directly or indirectly, to the issuer and that, furthermore, are empowered to adopt management decisions affecting the future development and business perspectives of the issuer".

In addition, pursuant to Royal Decree 1333/2005 of November 11, 2005 (implementing European Directive 2004/72/EC), any member of our Board of Directors and any of our senior management or any parties closely related to any of them, as such terms are defined therein, must report to the CNMV any transactions carried out with respect to our shares or derivatives or other financial instruments relating to our shares within five business days of such transaction. The notification of the transaction must include particulars of, among others, the type of transaction, the date of the transaction and the market in which the transactions were carried out, the number of shares traded and the price paid.

The Securities Market Act (Law 24/1998, of July 28, 1988) and the Spanish Companies Act (Royal Decree 1564/1989) require parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a general shareholders' meeting or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares. If our shareholders enter into such agreements with respect to our shares, they must disclose the execution, amendment or extension of such agreements to us and the CNMV and file such agreements with the appropriate commercial registry, and accordingly, immediately following admission, we intend to file a copy of the Relationship Agreement between our company and our principal shareholders with the CNMV and the Mercantile Registry of Madrid (see "Related Party Transactions—Relationship Agreement" above). Failure to comply with these disclosure obligations renders any such shareholders' agreement unenforceable and constitutes a violation of the Securities Market Act.

Share Repurchases

Pursuant to Spanish corporate law, we may only repurchase our own shares within certain limits and in compliance with the following requirements:

- the repurchase must be authorized by the general shareholders' meeting in a resolution establishing the maximum number of shares to be acquired, the minimum and maximum acquisition price and the duration of the authorization, which may not exceed five years from the date of the resolution; and
- the repurchase, including the shares already acquired and currently held by us, or any person or company acting in its own name but on our behalf, must not bring our net worth below the aggregate amount of our share capital and legal reserves.

For these purposes, net worth means the amount resulting from the application of the criteria used to draw up the financial statements, subtracting the amount of profits directly imputed to that net worth, and adding the amount of share capital subscribed but not called and the share capital nominal and issue premiums recorded in our accounts as liabilities. In addition:

- the aggregate nominal value of the shares directly or indirectly repurchased, together with the aggregate nominal value of the shares already held by us and our subsidiaries, must not exceed 10% of our share capital; and
- the shares repurchased must be fully paid up. A repurchase shall be considered null and void if (i) the shares are partially paid up, except in the case of free repurchase, or (ii) the shares entail ancillary obligations.

Treasury shares do not have voting rights or economic rights (e.g., the right to receive dividends and other distributions and liquidation rights), except the right to receive bonus shares, which will accrue proportionately to all of our shareholders. Treasury shares are counted for purposes of establishing the quorum for shareholders' meetings and majority voting requirements to pass resolutions at shareholders' meetings.

Directive 2003/6/EC of the European Parliament and the European Council dated January 28, 2003 on insider dealing and market manipulation establishes rules in order to ensure the integrity of European Community financial markets and to enhance investor confidence in those markets. Article 8 of this Directive establishes an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU member state. European Commission Regulation No. 2273/2003, dated December 22, 2003, implemented the aforementioned Directive with regard to exemptions for buy-back programs. Article 3 of this Regulation states that in order to benefit from the exemption provided for in Article 8 of the Directive, a buy-back program must comply with certain requirements established under such Regulation and the sole purpose of the buy-back program must be to reduce the share capital of an issuer (in value or in number of shares) or to meet obligations arising from either of the following:

- debt financial instruments exchangeable into equity instruments; or
- employee share option programs or other allocations of shares to employees of the issuer or an associated company.

TAXATION

Spanish Tax Considerations

General

The following is a summary of the material Spanish tax consequences of the acquisition, ownership and disposition of our shares by Holders (as defined below). This summary is not a complete analysis or listing of all the possible tax consequences of such transactions and does not address all tax considerations that may be relevant to all categories of potential purchasers, some of whom may be subject to special rules. In particular, this tax section does not address the Spanish tax consequences applicable to "look-through" entities (such as trusts or estates) that may be subject to the tax regime applicable to such non-Spanish entities under the Spanish Non-Resident Income Tax Law.

Accordingly, prospective investors in the shares should consult their own tax advisors as to the applicable tax consequences of their purchase, ownership and disposition of the shares, including the effect of tax laws of any other jurisdiction, based on their particular circumstances.

The description of Spanish tax laws set forth below is based on Spanish law as of the date of this offering memorandum and on administrative interpretations of Spanish law. As a result, this description is subject to any changes in such laws or interpretations occurring after the date hereof, including changes having retroactive effect.

As used in this "Spanish Tax Considerations" section, the term "Holder" means a beneficial owner of our shares:

(1) who is an individual or corporation resident for tax purposes in any country other than Spain;

(2) whose ownership of shares is not effectively connected with a permanent establishment in Spain through which such Holder carries on, or has carried on, business or with a fixed base in Spain from which such Holder performs, or has performed, independent personal services; and

(3) who is not treated as owning 5% or more of the shares.

Taxation of Dividends

Under Spanish law, dividends paid by a Spanish resident company, such as us, to a Holder are subject to Spanish Non-Resident Income Tax, approved by Royal Legislative Decree 5/2004 of March 5 ("NRIT"), withheld at the source on the gross amount of dividends, currently at a tax rate of 19% absent reduction under an applicable Double Taxation Convention ("DTC"). Notwithstanding the above, the NRIT Law includes an exemption in respect of the first €1,500 of any dividends received annually by individuals (without a permanent establishment in Spain and not acting through a tax haven) who are resident in an EU member state or in a territory or country that has an effective exchange of fiscal information agreement with Spain (including the United States). However, Spanish withholding tax will nevertheless be required to be deducted from the gross amount of the dividends paid. Holders will have to seek a refund of such withholding taxes from the Spanish tax authorities by following the Standard Refund Procedure (as described below).

However, Holders resident in certain countries may benefit from a reduced tax rate or an exemption under an applicable DTC with Spain (for example, 15% under the DTC entered into between Spain and the United States), subject to the satisfaction of any conditions specified in the relevant DTC, including providing evidence of the tax residence of the Holder by means of a certificate of tax residence duly issued by the tax authorities of the country of tax residence of the Holder or, as the case may be, the equivalent document specified in the Spanish law Order applicable to such DTC.

According to the Order dated April 13, 2000, upon distribution of a dividend, we or our paying agent will withhold an amount equal to the tax required to be withheld according to the general rules set forth in relation to Spanish corporate income tax and Spanish personal income tax (i.e., applying the general withholding tax rate of 19%) and transfer the net amount to the depositary. For this purpose, the depositary is the financial institution with which the Holder has entered into a contract of deposit or management with respect to our shares. If the depositary is resident, domiciled or represented in Spain and it provides timely evidence of the Holder's right to obtain the DTC-reduced rate or exemption, it will immediately receive the excess amount withheld (the "Quick Refund Procedure"). For these purposes, the relevant certificate of tax residence must be provided before the tenth day following the end of the month in which the dividends were paid. To satisfy the evidentiary requirement, Holders must provide a certificate of tax residence issued by the relevant tax authorities of the Holder's country of residence stating that, to the best knowledge of such authorities, the Holder is, for tax purposes, a resident of such country within the meaning of the relevant DTC or, if applicable, an equivalent document provided for in the Order. The tax residence certificate is valid only for a period of one year from the date of issuance. For US Holders (as defined below), the certificate of residence is Internal Revenue Service ("IRS") Form 6166. US Holders must request IRS Form 6166 by filing IRS Form 8802 with the IRS. The US Holder must attach to IRS Form 8802 a statement declaring that it was or will be a resident of the United States for the period for which the treaty benefit was claimed. Issuance of Form 6166 by the IRS may be subject to substantial delay.

If this certificate of residence or, if applicable, the equivalent document referred to above, is not provided within this time period or if the depositary of the Holder is not resident, domiciled or represented in Spain, the Holder may subsequently obtain a refund of the excess amount withheld from the Spanish tax authorities, following the standard refund procedure established by Royal Decree 1776/2004, dated July 30, 2004, and an Order dated December 23, 2003, as amended (the "Standard Refund Procedure").

Notwithstanding the above, the Quick Refund Procedure established in Order dated April 13, 2000, will not be applicable in respect to the first €1,500 dividends exempt from taxation in the terms indicated above. In such event, dividends will be paid net of the general withholding tax rate and the Holder may obtain refund of the amount withheld from the Spanish tax authorities, following the Standard Refund Procedure.

Spanish Standard Refund Procedure

According to Spanish Regulations on NRIT, approved by Royal Decree 1776/2004 and the Order dated December 23, 2003, a refund for the amount withheld in excess of the DTC-reduced rate can be obtained from the relevant Spanish tax authorities. To pursue the refund claim, the Holder is required to file:

(1) the applicable Spanish Tax Form (currently, Form 210);

(2) the certificate of tax residence or equivalent document referred to above under "—Taxation of Dividends"; and

(3) a certificate from us by writing to our registered office (marked for the attention of the company secretary), stating that Spanish NRIT was withheld with respect to such Holder,

within the four-year period following the end of the period within which the Spanish entity should report and pay the amounts withheld. The Spanish Revenue Office must make the refund within the six months after the filing of the refund claim. If such period elapses without the Holder receiving the corresponding refund, the Holder would be entitled to receive interest for late payment on the amount of the refund claimed.

For further details, prospective Holders should consult their tax advisors.

Taxation of Preemptive Rights

Distributions to Holders of preemptive rights to subscribe for new shares made with respect to the shares are not treated as income under Spanish law and, therefore, are not subject to Spanish NRIT. The exercise of such preemptive rights is not considered a taxable event under Spanish law and thus is not subject to Spanish NRIT. However, if these preemptive rights are transferred by a Holder, the amount received from the transfer will reduce the acquisition cost of the shares to which they pertain. If the amount received exceeds this acquisition cost, the excess will be regarded as a capital gain and subject to Spanish NRIT in the manner described under "—Taxation of Capital Gains" below.

Taxation of Capital Gains

Capital gains derived from the transfer, exchange, redemption or sale of the shares will be deemed income arising in Spain, and, therefore, are taxable in Spain at a rate of 19%.

Capital gains and losses will be calculated separately for each transaction. It is not possible to offset losses against capital gains.

However, capital gains derived from the transfer, exchange, redemption or sale of our shares will be exempt from taxation in Spain in the following cases:

(1) Capital gains derived from the transfer of the shares on an official Spanish secondary stock market (such as the Spanish Stock Exchanges) by any Holder who is a resident of a country that has entered into a DTC with Spain containing an "exchange of information" clause (including the United States). This exemption is not applicable to capital gains obtained by a Holder through a country or territory that is defined as a tax haven by Spanish regulations.

(2) Capital gains obtained directly by any Holder resident in another EU member state or indirectly through a permanent establishment of such Holder in an EU member state other than Spain, provided that (i) during the preceding twelve months, the Holder has not had a direct or indirect interest of at least 25% in our capital or net equity, and (ii) the gain is not obtained through a country or territory defined as a tax haven under applicable Spanish regulations.

(3) Capital gains realized by non-residents of Spain who benefit from a DTC that provides for taxation only in the Holder's country of residence.

Holders must submit a Spanish Tax Form (currently Form 210) within one month from the date on which the relevant capital gain is realized in order to pay the corresponding tax or qualify for an exemption. In order for the exemptions mentioned above to apply, a Holder must provide a certificate of tax residence or equivalent document as described under "Taxation of Dividends", together with the Spanish Tax Form. The Holder's tax representative in Spain and the depositary of the shares are also entitled to carry out such filing.

Spanish Inheritance and Gift Tax

Unless otherwise provided under an applicable DTC, transfers of shares upon death and by gift to individuals not resident in Spain for tax purposes are subject to Spanish Inheritance and Gift Tax (Spanish Law 29/1987) if the shares are located in Spain (as is the case with our shares) or the rights attached to such shares are exercisable in Spain, regardless of the residence of the heir or the beneficiary. The effective tax rate, after applying all relevant factors, ranges between 0% and 81.6% for individuals.

Gifts granted to non-Spanish resident corporations will be generally subject to Spanish NRIT as capital gains, without prejudice to the exemptions referred to above under "Taxation of Capital Gains".

Spanish Transfer Tax

Subscription, acquisition and transfers of shares will be exempt from Transfer Tax (*Impuesto sobre Transmisiones Patrimoniales*) and Value Added Tax. Additionally, no stamp duty will be levied on such subscription, acquisition and transfers.

US Federal Income Tax Considerations

The following discussion is a summary based on current law of certain US federal income tax considerations relevant to the purchase, ownership and disposition of our shares. The summary is not tax advice. It does not describe all tax considerations that may be relevant to a particular holder. It addresses only US Holders (as defined below) that purchase our shares in the global offering, hold our shares as capital assets and use the US dollar as their functional currency. It does not address the tax treatment of investors subject to special rules, such as banks, tax-exempt entities, insurance companies, dealers, traders in securities that elect to mark to market, investors liable for alternative minimum tax, US expatriates, investors that directly, indirectly or constructively own 10% or more of our shares, investors that have a permanent establishment or fixed base in Spain or investors that hold shares as part of a straddle, hedging, conversion or other integrated transaction. It also does not address US federal estate and gift tax or US state and local tax considerations.

THE STATEMENTS ABOUT US FEDERAL TAX CONSIDERATIONS ARE MADE TO SUPPORT THE MARKETING OF OUR SHARES. NO TAXPAYER CAN RELY ON THEM TO AVOID US TAX PENALTIES. INVESTORS SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISOR ABOUT THE TAX CONSEQUENCES UNDER THEIR OWN PARTICULAR CIRCUMSTANCES OF INVESTING IN THE GLOBAL OFFERING UNDER THE LAWS OF SPAIN, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS AND ANY OTHER JURISDICTIONS WHERE AN INVESTOR MAY BE SUBJECT TO TAXATION.

As used here, a "US Holder" means a beneficial owner of shares that is for US federal income tax purposes (i) a citizen or resident of the United States, (ii) a corporation or other business entity treated as a corporation created or organized under the laws of the United States or its political subdivisions, (iii) an estate the income of which is subject to US federal income tax without regard to its source or (iv) a trust subject to the primary supervision of a US court and the control of one or more US persons or that has elected to be treated as a domestic trust for US federal income tax purposes.

The US federal income tax treatment of a partner in a partnership that holds our shares will depend on the status of the partner and the activities of the partnership. An investor purchasing our shares through a partnership should consult an independent tax advisor about the US federal income tax consequences of investing in our shares.

US Holders should also review the discussion entitled "—Spanish Tax Considerations" above for important information.

Taxation of Dividends

Subject to the passive foreign investment company ("PFIC") rules discussed below, a US Holder generally must treat distributions on our shares (including the amount of Spanish tax withheld) as ordinary income from foreign sources. Distributions will not be eligible for the dividends-received deduction generally available to US corporations, but should qualify for the reduced rate on qualified dividend income available to certain non-corporate holders in taxable years beginning before January 1, 2011, provided that our shares are substantially and regularly traded on a Spanish stock exchange and we are not a PFIC.

Dividends paid in euro will be includable in income at their US dollar amount based on the exchange rate in effect on the date of receipt whether or not the payment is converted into US dollars at that time. Any gain or loss on a subsequent conversion or other disposition of euro for a different US dollar amount generally will be US source ordinary income or loss.

A US Holder eligible for benefits under the income tax treaty between Spain and the United States generally may claim a reduced 15% rate of Spanish withholding tax. Investors should consult their own tax advisor about eligibility for treaty benefits. A US Holder may claim a deduction or a foreign tax credit (subject to other applicable limitations) only for tax withheld at the appropriate rate. A US Holder will not be allowed a foreign tax credit for withholding tax it could have avoided by claiming benefits under the treaty. In computing foreign tax credit limitations, non-corporate US Holders whose dividends have borne tax at the reduced rate on qualified dividend income may take into account only the portion of the qualified dividend income effectively taxed at the highest applicable marginal rate.

Taxation of Gains

Subject to the PFIC rules described below, a US Holder will recognize a gain or loss on the sale or other disposition of our shares in an amount equal to the difference between the US Holder's adjusted tax basis in the shares and the amount realized from the disposition. The gain or loss will be capital gain or loss, and it will be long-term gain or loss if our shares are held for more than one year. Deductions for capital losses are subject to limitations. For purposes of computing the US Holder's foreign tax credit limitation, the gain or loss generally will be treated as arising from US sources.

A US Holder that receives currency other than US dollars on the disposition of our shares will realize an amount equal to the US dollar value of the currency received on the date of disposition (or, in the case of cash basis and electing accrual basis US Holders, the settlement date). An accrual basis US Holder that does not elect to determine the amount realized using the spot rate on the settlement date will recognize currency gain or loss equal to the difference between the US dollar value of the currency received based on the spot rate in effect on the date of sale or other disposition and the settlement date. A US Holder will have a tax basis in the currency received equal to the US dollar value of the currency on the settlement date. Currency gain or loss generally will be US source ordinary income or loss for foreign tax credit limitation purposes.

Passive Foreign Investment Company

We believe that we are not, and do not expect to become, a PFIC. However, because PFIC status is determined annually and depends upon the composition of our income and assets, including goodwill, we can provide no assurance that we will not be a PFIC in the current taxable year or any future taxable year.

A non-US company is a PFIC in any taxable year in which either (i) at least 75% of its gross income is passive income or (ii) at least 50% of the average quarterly value of its assets is attributable to assets that produce or are held to produce passive income. In applying these tests, a non-US corporation that directly or indirectly owns at least 25% by value of the stock of another corporation is treated as if it held its proportionate share of the other corporation's assets and received directly its proportionate share of the other corporation's income. Whether a non-US company is a PFIC is determined annually, and a company's status could change depending among other things upon changes in the composition and relative value of gross receipts and assets.

If we were treated as a PFIC for any taxable year during which a US Holder held our shares, gains recognized by such US Holder on a sale or other disposition of shares would be allocated ratably over the US Holder's holding period for such shares. The amount allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, and an interest charge would be imposed on the amount allocated to each such taxable year. Further, any distribution on shares in excess of 125% of the average of the annual distributions on such shares received by a US Holder during the preceding three years or the holder's holding period, whichever is shorter, would be subject to taxation as described above. Certain elections, including a mark-to-market election, may be available to US Holders that may mitigate some of the adverse tax consequences resulting from PFIC status. However, regardless of whether such elections are made, dividends paid by a PFIC will not be eligible for the preferential rates applicable to dividends received by certain non-corporate US Holders discussed above.

US Holders should consult their own tax advisors regarding the potential application of the PFIC rules to their ownership of our shares.

Backup Withholding and Information Reporting

Dividends on our shares and proceeds from the sale or other disposition of our shares that are made within the United States or by certain US-related financial intermediaries may be reported to the IRS unless the holder is a corporation or otherwise establishes a basis for exemption. Backup withholding tax may apply to amounts subject to reporting if the holder fails to provide an accurate taxpayer identification number. The amount of any backup withholding tax will be refunded or allowed as a credit against the holder's US income tax liability if the holder furnishes the appropriate information to the IRS.

Prospective investors should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

Recently enacted legislation requires certain US Holders to report information with respect to their investment in our shares not held through an account with a financial institution to the IRS, generally beginning in 2011. Investors who fail to report required information could become subject to substantial penalties. Prospective investors are encouraged to consult their tax advisors regarding the implications of this legislation for their investment in our shares.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN OUR SHARES UNDER THE INVESTOR'S OWN CIRCUMSTANCES.

PLAN OF DISTRIBUTION

The Offering

We will enter into a purchase agreement with the selling shareholders and the managers named below with respect to the shares being offered by this offering memorandum. Goldman Sachs International, J.P. Morgan Securities Ltd. and Morgan Stanley & Co. International plc are acting as the joint global coordinators and bookrunners of the offering and Banco Santander, S.A., BNP PARIBAS, HSBC Bank plc and Merrill Lynch International are acting as joint lead managers. Subject to specified conditions, each manager will severally and not jointly agree to procure purchasers for or, failing which, to purchase, the number of shares to be sold in the offering indicated in the following table.

Managers	Number of shares
Goldman Sachs International	26,593,932
J.P. Morgan Securities Ltd.	26,593,932
Morgan Stanley & Co. International plc	26,593,932
Banco Santander, S.A.	9,975,717
BNP PARIBAS	9,975,717
HSBC Bank plc	9,975,716
Merrill Lynch International	9,975,716

In consideration of the agreement by the managers to purchase or procure the purchase of the shares, and subject to the shares being sold as provided in the purchase agreement, we and the selling shareholders will pay to the managers selling, underwriting and management commissions totaling 1.50% of the aggregate offering price of the shares sold in the offering (including shares sold pursuant to the over-allotment option, if and to the extent exercised). In addition, we have agreed that we may, in the sole discretion of the Company and the selling shareholders, pay to the managers a further incentive fee of up to 1.00% of the aggregate offering price of the shares sold in the offering (including shares sold pursuant to the over-allotment option, if and to the extent exercised) to be distributed among the managers as determined by us and the selling shareholders. Furthermore, we and the selling shareholders have agreed to reimburse the managers for certain expenses and we have agreed to indemnify the managers against certain liabilities that the managers may incur in connection with the offering.

We expect the closing date of the offering, or *fecha de operación bursátil*, to be on or about April 28, 2010. Under Spanish law, on the closing date, purchasers become unconditionally obligated to pay for, and entitled to receive delivery of, shares purchased in the offering. In order to expedite the registration and listing of the shares to be issued and offered by us, it is anticipated that the joint global coordinators will subscribe for such shares on the closing date. Payment for these shares is expected to be made to our company in its account maintained with Banco Bilbao Vizcaya Argentaria, S.A., as agent bank, and these shares will come into existence once registered at the Mercantile Registry of Madrid and recorded in book-entry form with Iberclear. We expect that all of the shares sold through the offering, including those subscribed on the closing date by one or more of the joint global coordinators, will be delivered against payment on or about May 3, 2010 through the facilities of Iberclear and that our shares will be listed and quoted on the Spanish Stock Exchanges on or about April 29, 2010 under the symbol “AMS”.

The purchase agreement provides that the obligations of the managers are subject to certain customary conditions precedent and that the purchase agreement may be terminated by the joint global coordinators, acting unanimously in their absolute discretion, in certain circumstances, upon the occurrence of certain events. In addition, the offering will be automatically revoked if the shares are not admitted to listing on the Spanish Stock Exchanges and the AQS of the Spanish Stock Exchanges before July 31, 2010 and upon termination of the purchase agreement. In these circumstances, where shares have already been delivered by us or the selling shareholders, as the case may be, and the purchase price has been paid by the managers or investors, the principal consequences of revocation of the offering are: (i) the managers or investors (as applicable) would be obligated to return title to the shares to us, and (ii) we would be obligated to return the moneys paid by such investors or the managers (as applicable) in respect of the sale of the shares in the offering, together with interest calculated at the statutory rate (*interés legal*, currently set at 4%) from the date on which the managers or investors (as applicable) paid for the shares until the date on which we repay the purchase price. If the new shares have been issued and paid for by investors or the managers (as applicable) before revocation of the offering takes place, we will reduce our share capital and cancel the new shares in order to return the subscription moneys received by us. Except as set out above, none of the Company, the selling shareholders or the managers shall be liable to any person as a result of the revocation of the offering.

The shares have not been registered under the Securities Act, and may not be offered or sold within the United States, except in certain transactions exempt from the registration requirements of the Securities Act. The managers have advised us that they propose to resell the shares initially at the offering price set forth herein (i) in the United States, through their respective selling agents, to qualified institutional buyers (as defined in Rule 144A under the Securities Act) ("QIBs") in reliance on Rule 144A under the Securities Act, and (ii) outside the United States in compliance with Regulation S under the Securities Act. Any offer or sale of shares in reliance on Rule 144A will be made by broker-dealers who are registered as such under the Exchange Act. In addition, until 40 days after the closing of the offering, any offer or sale of shares that is made in the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if made otherwise than in accordance with Rule 144A under the Securities Act.

Stabilization

In connection with the offering, J.P. Morgan Securities Ltd. (or its agents) acting on behalf of the managers, may, to the extent permitted by applicable law, at its discretion engage in transactions that stabilize, support, maintain or otherwise affect the price of the shares for a period of 30 calendar days from the date our shares are listed on the Spanish Stock Exchanges. The stabilization period is expected to commence on April 29, 2010 and end on May 29, 2010. Specifically, J.P. Morgan Securities Ltd. (or its agents) may sell more shares than are required to be purchased under the purchase agreement, thereby creating a short position. A short sale is covered if the short position is no greater than the number of shares available for purchase under the over-allotment option. J.P. Morgan Securities Ltd. (or its agents) on behalf of the managers, can close out a covered short sale by exercising the over-allotment option or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, J.P. Morgan Securities Ltd. (or its agents) will consider, among other things, the open market price of shares compared to the price available under the over-allotment option. Such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise. J.P. Morgan Securities Ltd. (or its agents) may also reclaim selling concessions allowed to any manager or dealer for distributing the shares in the offering, if the syndicate repurchases previously distributed shares to cover syndicate short positions or to stabilize the price of the shares.

Except as required by law or regulation, none of J.P. Morgan Securities Ltd., any of its agents or any of the managers intends to disclose the extent of any stabilization and/or over-allotment transactions in connection with the offering and/or any investments or transactions of the nature described in the preceding paragraph.

These stabilization activities may raise or maintain the market price of the shares above independent market levels or prevent or retard a decline in the market price of the shares. None of J.P. Morgan Securities Ltd., any of its agents or any of the managers is required to engage in these activities, and may end any of these activities at any time. There can be no assurance that any such activities will be undertaken. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the shares.

Over-Allotment Option

Amadelux Investments, S.àr.l., Société Air France and Lufthansa Commercial Holding GmbH have granted the managers an option to purchase additional shares representing up to 10% of the total number of shares offered by us and the selling shareholders in the offering to cover over-allotments, if any, made in connection with the offering. Any such additional shares will be sold by such shareholders *pro rata* to the number of shares to be sold by them in the offering. The managers may exercise the over-allotment option, in whole or in part, once during the 30 days following the listing of our shares on the Spanish Stock Exchanges. This period is expected to commence on April 29, 2010 and end on May 29, 2010. If the over-allotment option is exercised, the managers will purchase such shares severally in approximately the same proportions as they purchased shares in the initial offering, at the offering price set forth herein.

Stamp Taxes

Buyers of shares may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the offer price.

Dealings for Own Accounts

In connection with the offering, the managers and any of their respective affiliates acting as an investor for its or their own account(s) may subscribe for or purchase shares and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account(s) in such securities, any other securities of our company or other related investments in connection with the offering or otherwise. Accordingly, references in this offering memorandum to the shares being issued, offered, subscribed or otherwise dealt with should be read as including any issue or offer to, or subscription or dealing by, the managers or any of them and any of their affiliates acting as an investor for its or their own account(s). The managers do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

Relationships Between the Company and the Managers

From time to time, certain of the managers and their respective affiliates may have provided us, our principal shareholders and our respective affiliates with investment banking, commercial banking and other advisory services. They may provide us, our principal shareholders and our respective affiliates with similar or other services, and engage in similar activities, in the future. Goldman Sachs International and its affiliates hold interests in the debt under the Senior Credit Agreement. J.P. Morgan Securities Ltd. and its affiliates are lenders under the Senior Credit Agreement and a member of the J.P. Morgan group acts as agent under such agreement. Each of BNP PARIBAS, HSBC Bank plc and Merrill Lynch International, or their respective affiliates, are also lenders under the Senior Credit Agreement. In addition, certain members of the HSBC group act as counterparty to interest rate hedging arrangements with members of our group in respect of loans, credit facilities and financial derivatives, and members of the HSBC group provide us and our affiliates with transactional banking services.

Lock-Up Periods

We have agreed that, without the prior written consent of the joint global coordinators (such consent not to be unreasonably withheld or delayed), we will not, during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges, (i) directly or indirectly, issue, offer, pledge, sell, announce an intention to or contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, pledge or otherwise transfer or dispose of, directly or indirectly, any of our shares or other securities convertible into, or exercisable or exchangeable for, our shares or file any registration statement under the Securities Act with respect to any of the foregoing, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of our shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of our shares or any securities convertible into or exercisable or exchangeable for our shares, in cash or otherwise. The foregoing restrictions shall not, however, apply to (A) the issuance and sale of our shares pursuant to the offering, (B) any shares issued or options to purchase shares granted pursuant to any employee benefit plans of the group in the terms described in this offering memorandum, or (C) any shares issued or transferred for the purpose of executing strategic transactions we may effect in the future, provided, however, that in the case of (C) above only, the subscriber or transferee shall agree to be bound by the lock-up obligations described in this paragraph for the remainder of such 180-day lock-up period.

Our principal shareholders have agreed to abide by similar restrictions during the period commencing on the date the purchase agreement is signed and ending 180 days after the listing of the shares on the Spanish Stock Exchanges; provided, however, the restrictions shall not apply to (A) the sale of our shares pursuant to the offering (including transfers pursuant to the exercise of the over-allotment option), (B) the loan of our shares by the selling shareholders to the managers, (C) transfers of shares by a selling shareholder in favor of a company within such selling shareholder's control or to one or more persons, whether natural or legal, who exercise ultimate control, whether individually or jointly, over such selling shareholder, subject to the transferee of such shares agreeing to be bound by the lock-up obligations described in this paragraph, (D) transfers by way of acceptance of a public takeover offer (*oferta pública de adquisición*) for all of our share capital, and (E) in the case of Amadelux only, transfers of shares to any of its shareholders or to any company, fund, body corporate, partnership or person, whether natural or legal, in whom any such shareholder (or any body corporate, partnership or person, whether natural or legal, on whose behalf such shareholder holds the shares in Amadelux) is, directly or indirectly, interested, subject to the transferee of such shares agreeing to be bound by the lock-up obligations described in this paragraph.

Members of our senior management team, comprising our Executive Committee and our Management Committee, have agreed to abide by similar restrictions during the period commencing on the date the purchase agreement is signed and ending 360 days after the listing of the shares on the Spanish Stock Exchanges; provided, however, the restrictions shall not apply to (A) any transfer of shares notified in writing in advance to the joint global coordinators and to our company and to which the joint global coordinators give their prior consent in writing (such consent not to be unreasonably withheld or delayed), (B)(i) transfers by way of acceptance of a public takeover offer (*oferta pública de adquisición*) for all of our share capital, (ii) the provision of an irrevocable undertaking in respect of our shares to accept such an offer, or (iii) transfers of shares to an offeror that is making a public takeover offer (*oferta pública de adquisición*) in respect of all of the issued shares during the offer period (as defined in the applicable Spanish regulation), (C) any transfer of shares pursuant to an intervening court order, (D) any transfer of shares pursuant to a compromise or arrangement between our company and its creditors or any class of our creditors or between our company and our members or any class of our members which is agreed by the relevant creditors or members, (E) any transfer of shares pursuant to any offer by our company to purchase shares which is made on identical terms to, and is open for acceptance by, all holders of our shares, (F) any transfer of shares by way of gift to certain persons, including family members and persons acting in the capacity of trustee of a trust created by such individual, provided the transferee agrees to be bound by the lock-up obligations described in this paragraph, and (G) any transfer of shares by personal representatives of an individual who dies during the lock-up period.

Shares Excluded from the Lock-Up Arrangements

Certain of the shares held by the Chairman of our Board of Directors, Mr. José Antonio Tazón, and by our Chief Executive Officer, Mr. David V. Jones, are not subject to these lock-up arrangements, as follows:

- On July 2, 2008, we committed to buy, and the Chairman of our Board of Directors, Mr. José Antonio Tazón, committed to sell, 97,651 shares. Following the share split approved by our general shareholders' meeting on February 23, 2010, these shares have been transformed into 976,510 shares (representing 0.27% of our existing share capital). Similarly, on July 15, 2008, we committed to buy, and our Chief Executive Officer, Mr. David V. Jones, committed to sell, 52,000 shares. Following the share split approved by our general shareholders' meeting on February 23, 2010, these shares have been transformed into 520,000 shares (representing 0.14% of our existing share capital). It is intended that these purchases will be completed within a maximum of 30 calendar days following the date of admission of our shares to trading on the Spanish Stock Exchanges. See "Management and Board of Directors—Shareholdings of Directors and Senior Management—Agreements to Acquire Class A Shares" above for further details of these arrangements. The shares the subject of these arrangements with Mr. Tazón and Mr. Jones are not subject to the lock-up arrangements described above in order to allow the sale of these shares to our company.
- A further 580,255 shares (representing 0.16% of our existing share capital) held by our Chairman, Mr. José Antonio Tazón, are excluded from the lock-up arrangements described above and may be sold by Mr. Tazón at any time.

In addition, other management and former management shareholders (who are not members of our Executive Committee or Management Committee) and other individuals holding an aggregate of 12,980,400 shares (representing 3.56% of our shares as of the date of this offering memorandum) are not subject to the lock-up arrangements described above. Certain of such shareholders are offering an aggregate of 1,686,337 shares in the offering and all of such shareholders may sell their shares at any time. In this regard, we have entered into an agreement with the Agent Bank pursuant to which those of our management shareholders who wish to sell some or all of their shares (and are not subject to the lock-up arrangements described above) may do so via the Agent Bank at the prevailing market price during the 15 stock exchange working days following the admission to trading of our shares on the Spanish Stock Exchanges. Any management shareholder who sells shares in this manner must pay to the Agent Bank an intermediation commission, which is lower than the underwriting and management commissions to be paid by our company and the selling shareholders described above. Such shareholders remain at liberty to sell some or all of their shares after the period of 15 stock exchange working days but the brokerage facility offered by the Agent Bank would not then be available.

Pricing of the Offering

The offering price indicated on the cover of this offering memorandum has been discussed and agreed by the managers and us, and no independent experts were consulted in determining the offering price. Among the factors considered in determining the offering price were our future prospects and the prospects of our industry in general, our revenue and certain other financial and operating information in recent periods, and the financial ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to ours. There can be no assurance that the prices at which our shares will trade in the public market after the offering will not be lower than the offering price or that an active trading market in our shares will develop and continue after the offering.

TRANSFER AND SELLING RESTRICTIONS

Transfer Restrictions

Because of the following restrictions, purchasers of our shares in the United States are advised to consult legal counsel prior to making any offer for, or resale, pledge or other transfer of, the shares.

The shares offered hereby are being offered in accordance with Rule 144A and Regulation S under the Securities Act. Terms used in this section that are defined in Rule 144A or in Regulation S under the Securities Act are used herein as defined therein. The shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction within the United States and, accordingly, may not be offered, sold or delivered within the United States except to QIBs in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and outside the United States in accordance with Regulation S.

In addition, until 40 days after the closing of the offering, any offer or sale of the shares originally distributed outside the United States in accordance with Regulation S that is made within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if made otherwise than in accordance with Rule 144A under the Securities Act or pursuant to another exemption from registration under the Securities Act.

Each purchaser of our shares offered hereby in reliance on Rule 144A will be deemed to have represented and agreed as follows:

(1) the purchaser is (a) a QIB, (b) aware, and each beneficial owner of our shares has been advised, that the sale of our shares to it is being made in reliance on Rule 144A and (c) acquiring our shares for its own account or for the account of a QIB; and

(2) the purchaser understands that our shares have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be reoffered, resold, pledged or otherwise transferred except (A) (i) to a person whom the purchaser and any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S or (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available) and (B) in accordance with all applicable securities laws of the states of the United States. Such purchaser acknowledges that our shares offered and sold in accordance with Rule 144A are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and that no representation is made as to the availability of the exemption provided by Rule 144 for resales of our shares.

Selling Restrictions

European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), each manager has severally represented, warranted and agreed that it has not made and will not make an offer to the public of our shares in that Relevant Member State other than the offers contemplated in the *Folleto Informativo* in Spain once the *Folleto Informativo* has been approved by the CNMV and published in accordance with the Prospectus Directive as implemented in Spain, except that it may make an offer to the public in that Relevant Member State of any of our shares at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000; and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the managers for any such offer; or

(d) at any time in any other circumstances falling within Article 3(2) of the Prospective Directive, provided that no such offer of shares shall result in a requirement for the publication by the Company or any manager of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this selling restriction, the expression an "offer to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe for our shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

United Kingdom

Each manager has severally represented, warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of any shares in circumstances in which section 21(1) of the FSMA does not apply to the selling shareholders or the Company; and

(b) it has complied with and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

Australia

This offering memorandum does not constitute a disclosure document under Part 6D.2 or Part 7.9 of the Corporations Act 2001 of the Commonwealth of Australia (the "Corporations Act 2001 (Cth)") and has not been, and will not be, lodged with the Australian Securities and Investments Commission. Accordingly, this offering memorandum does not necessarily contain all of the information a prospective investor would expect to be contained in an offering document or which he/she may require to make an investment decision. The offer to which this document relates is being made in Australia to persons who fall within one of the categories set out in sections 708(8) or 708(11) of the Corporations Act 2001 (Cth), and who are "wholesale clients" which has the meaning given in subsection 761G(4) of the Corporations Act 2001 (Cth).

As any offer for the shares under this offering memorandum will be made without disclosure in Australia under the Corporations Act 2001 (Cth), the offer of such shares for resale in Australia within 12 months of their issue may, under the Corporations Act 2001 (Cth), require disclosure to investors under Part 6D.2 or Part 7.9 unless one of the exemptions in section 708 of the Corporations Act 2001 (Cth) apply to that resale, the sale offer is made to a "wholesale client" or is received outside of Australia. This offering memorandum is intended to provide general information only and has been prepared by us without taking into account any particular person's objectives, financial situation or needs. Recipients should, before acting on this information, consider the appropriateness of this information having regard to their personal objectives, financial situation or needs. Recipients should review and consider the contents of this offering memorandum and obtain financial advice (or other appropriate professional advice) specific to their situation before making any decision to accept the offer of the shares.

Italy

This offering memorandum and the offering of the shares have not been and will not be registered with, approved or subject to any formal review or clearance by the *Commissione Nazionale per la Società e la Borsa*, or CONSOB, the Italian securities market regulator, pursuant to the Italian securities legislation. Accordingly, the shares may not and will not be offered, sold, promoted, advertised or delivered, directly or indirectly, nor any copies of the offering memorandum or any other document relating to the shares may or will be distributed in the Republic of Italy, or Italy, other than:

(i) to qualified investors (*investitori qualificati*) as defined under Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended, or CONSOB Regulation No. 11971; or

(ii) in circumstances where an exemption from the rules governing offers of securities to the public applies pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended, or Financial Services Act, and Article 34-ter, first paragraph, of CONSOB Regulation No. 11971 and provided further that any such offer, sale, promotion, advertising or delivery of the shares or distribution of this offering memorandum, or any part thereof, or of any other document or material relating to the shares in Italy, under (i) or (ii), is made in compliance with any Italian securities, tax, exchange control and other applicable laws and regulations, and, in particular, is made:

- by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, Legislative Decree No. 385 of 1 September 1993, as amended from time to time, or Italian Banking Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and any other applicable laws and regulations;
- in compliance with Article 129 of the Italian Banking Act and the implementing guidelines of the Bank of Italy; and
- in compliance with any relevant limitations or procedural requirements that CONSOB and any competent authority may impose upon the offer or sale of the shares.

Japan

Our shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan ("FIEL"). Our shares may not be offered or sold in Japan or to, or for the benefit of, any resident of Japan or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and ministerial guidelines of Japan. As used in this paragraph, the term "resident of Japan" means any natural person having his place of domicile or residence in Japan, or any corporation or other entity organized under the laws of Japan or having its main office in Japan.

Kuwait

By receiving this offering memorandum, the person or entity to whom it has been issued understands, acknowledges and agrees that this offering memorandum has not been approved by the Kuwait Central Bank, the Kuwait Ministry of Commerce and Industry or any other authority in Kuwait, nor have the managers for Kuwait received authorization or licensing from the Kuwait Central Bank, the Kuwait Ministry of Commerce and Industry or any other authority in Kuwait to market or sell the securities within Kuwait.

No marketing of any financial products or services has been or will be made from within Kuwait and no subscription to any securities, financial products or financial services may or will be consummated within Kuwait. The managers for Kuwait do not advise parties in Kuwait as to the appropriateness of investing in, purchasing or selling securities or other financial products. Nothing contained in this offering memorandum is intended to constitute investment, legal, tax, accounting or other professional advice. This offering memorandum is for your information only and nothing in this offering memorandum is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice rendered on the basis of your situation.

Qatar

This offering memorandum has not been filed with, reviewed or approved by the Qatar Central Bank, or any other relevant Qatar governmental body or securities exchange. The shares have not been offered, sold or delivered, and will not be offered sold or delivered at any time, directly or indirectly, in Qatar in a manner that would constitute a public offering. This offering memorandum is being issued to a limited number of sophisticated investors and should not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar and should not be reproduced or used for any other purpose.

Singapore

This offering memorandum or any other material relating to our shares has not been and will not be registered as a prospectus with the monetary authority of Singapore. Accordingly, this offering memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of our shares may not be circulated or distributed, nor may any shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than

(a) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "Securities and Futures Act")

(b) to a relevant person or any person pursuant to Section 275(1a) of the Securities and Futures Act, and in accordance with the conditions specified in Section 275 of the Securities and Futures Act, or

(c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act.

Each of the following relevant persons specified in Section 275 of the Securities and Futures Act which subscribes or purchases our shares, namely a person who is:

(a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, should note that shares, debentures, units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for six months after that corporation or trust has acquired our shares under section 175 of the Securities and Futures Act except:

    (A) to an institutional investor under section 274 of the Securities and Futures Act or to a relevant person as defined in Section 275(2) of the Securities and Futures Act;

    (B) where the transfer arises from an offer referred to in Section 275(1a) of the Securities and Futures Act (for the corporation), or from an offer that is made on terms that the rights or interest are acquired at a consideration of not less than s$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets (for the trust);

    (C) where no consideration is given for the transfer; or

    (D) by operation of law.

By accepting this offering memorandum, the recipient hereof represents and warrants that he is entitled to receive such document in accordance with the restrictions set forth above and agrees to be bound by the limitations contained herein. Any failure to comply with these limitations may constitute a violation of law.

Switzerland

This offering memorandum does not constitute a public offering prospectus as that term is understood pursuant to Article 652a or 1156 of the Swiss Code of Obligations nor it is a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange. The shares may not be publicly offered, sold or advertised, directly or indirectly, in or from Switzerland. Neither this offering memorandum nor any other offering material relating to the shares may be publicly distributed or otherwise made publicly available in or from Switzerland. This offering memorandum is not intended as an offer or solicitation with respect to the purchase or sale of the shares by the public and may be distributed only on a private placement basis, without any public distribution, offering or marketing in, or from, Switzerland, provided that any such distribution does not occur as a result of, or in connection with, public solicitation or marketing with respect to the purchase or sale of the shares.

United Arab Emirates

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED ARAB EMIRATES (EXCLUDING THE DUBAI INTERNATIONAL FINANCIAL CENTRE)

The shares have not been, and are not being, publicly offered, sold, promoted or advertised in the United Arab Emirates ("U.A.E.") other than in compliance with the laws of the U.A.E. Prospective investors in the Dubai International Financial Centre should have regard to the specific notice to prospective investors in the Dubai International Financial Centre set out below. The information contained in this offering memorandum does not constitute a public offer of securities in the U.A.E. in accordance with the Commercial Companies Law (Federal Law No. 8 of 1984 of the U.A.E., as amended) or otherwise and is not intended to be a public offer. This offering memorandum has not been approved by or filed with the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or the Dubai Financial Services Authority. If you do not understand the contents of this offering memorandum you should consult an authorized financial adviser. This offering memorandum is provided for the benefit of the recipient only, and should not be delivered to, or relied on by, any other person.

NOTICE TO PROSPECTIVE INVESTORS IN THE DUBAI INTERNATIONAL FINANCIAL CENTRE

This offering memorandum relates to an "exempt offer" in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This offering memorandum is intended for distribution only to persons of a type specified in those rules. It must not be delivered to, or relied on by, any other person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with exempt offers. The Dubai Financial Services Authority has not approved this offering memorandum nor taken steps to verify the information set out in it, and has no responsibility for it. The shares to which this offering memorandum relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this offering memorandum you should consult an authorized financial adviser. For the avoidance of doubt, the shares are not interests in a "fund" or "collective investment scheme" within the meaning of either the Collective Investment Law (DIFC Law No. l of 2006) or the Collective Investment Rules Module of the Dubai Financial Services Authority Rulebook.

Buyer's Representation

Each person in a Relevant Member State (other than, in the case of paragraph (a) below, persons receiving offers contemplated in the offering memorandum in Spain) who receives any communication in respect of, or who acquires any shares under, the offers contemplated in this offering memorandum will be deemed to have represented, warranted and agreed to and with each manager and the Company that:

(a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospective Directive; and

(b) in the case of any shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the managers has been given to the offer or resale; or (ii) where shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this representation, the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

ENFORCEMENT OF CIVIL LIABILITIES

We are a Spanish company and substantially all of our assets are located in Spain, France, Germany and other jurisdictions outside of the United States. In addition, all of our directors and executive officers, as well as the selling shareholders, reside or are located in France, Germany, Luxembourg and Spain. As a result, investors may not be able to effect service of process outside these countries upon us or these persons or to enforce judgments obtained against us or these persons in foreign courts predicated solely upon the civil liability provisions of US securities laws.

Furthermore, there is doubt that a lawsuit based upon US federal or state securities laws, or the laws of any non-Spanish jurisdiction, could be brought in an original action in Spain and that a foreign judgment based upon such laws would be enforceable in Spain. There is also doubt as to the enforceability of judgments of this nature in several other jurisdictions in which we operate and where our assets are located.

LEGAL MATTERS

The validity of our shares and certain matters governed by Spanish law will be passed on for us by Freshfields Bruckhaus Deringer LLP, our Spanish counsel, and for the managers by Uría Menéndez Abogados, S.L.P., Spanish counsel to the managers.

Certain other matters governed by US federal and New York state law will be passed on for us by Freshfields Bruckhaus Deringer LLP, our US counsel, and for the managers by Davis Polk & Wardwell LLP, US counsel to the managers.

INDEPENDENT ACCOUNTANTS

The Audited Consolidated Financial Statements included elsewhere in this offering memorandum have been audited by Deloitte, S.L., independent public accountants, as stated in their reports appearing elsewhere in this offering memorandum.

Professional fees for auditing services contracted by our company and our subsidiaries with Deloitte, S.L. and related member firms for the years ended December 31, 2007, 2008 and 2009 were €2.0 million, €2.2 million and €1.9 million, respectively. In addition, fees for audit related services, such as due diligence and purchase audits, and other professional services contracted by our company and our subsidiaries with Deloitte, S.L. and related member firms were €0.8 million, €0.5 million and €0.9 million, respectively.

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INDEX TO FINANCIAL STATEMENTS

WAM Acquisition, S.A.
and Subsidiaries

Consolidated Financial Statements
for 2009, 2008 and 2007 together with Auditors' Report

Translation of a report originally issued in Spanish based on our work performed in accordance with generally accepted auditing standards in Spain. In the event of a discrepancy, the Spanish-language version prevails.

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Translation of a report originally issued in Spanish based on our work performed in accordance with generally accepted auditing standards in Spain. In the event of a discrepancy, the Spanish-language version prevails.

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of
WAM Acquisition, S.A.:

We have audited the consolidated financial statements of WAM Acquisition, S.A (the Parent Company) and its subsidiaries (the Group) which comprise the consolidated statements of financial position as of December 31, 2009, 2008 and 2007, the consolidated statements of comprehensive income, changes in equity and cash flows and the notes to the consolidated financial statements for the years then ended, the preparation of which is the responsibility of the Parent Company's Directors. Our responsibility is to express an opinion on the consolidated financial statements taken as a whole, based on procedures performed in accordance with auditing standards generally accepted in Spain, which requires examination, by means of selective test, of the evidence supporting the amounts and disclosures in the consolidated financial statements, the accounting principles used and the estimates made.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS-EU"), with the sole purpose of complying with the requirements of historical financial information included in the Regulation of the European Commission No 809/2004 related to the implementation of the Directive 2003/71/EC of the European Parliament and of the Council as regards as the information contained in the prospectus as well as the format, incorporation by reference, publication of such prospectuses and advertising distribution (see Note 2). The consolidated financial statements presentations for 2008 and 2007 differ from those contained in the approved consolidated annual accounts for those years; the differences are detailed in Note 2 of the attached notes to these consolidated financial statements.

In our opinion, the accompanying consolidated financial statements for the years ended December 31, 2009, 2008 and 2007, present fairly, in all material respects, the consolidated equity and consolidated financial position of WAM Acquisition, S.A. and its subsidiaries as of December 31, 2009, 2008 and 2007 and the consolidated results of its operations, the changes in consolidated equity and consolidated cash flows for the years then ended, and contain the required information, sufficient for an adequate interpretation and understanding, in conformity with International Financial Reporting Standards as adopted by the European Union applied on a basis consistent.

DELOITTE, S.L.
Registered in ROAC under no. S0692

Jesus Mota Robledo
February 22, 2010

Deloitte, S.L. Inscrita en el Registro Mercantil de Madrid, Tomo 13.650, folio 188, sección 8, hoja M-54414. inscripción 96, C.I.F.: B-79104469 Domicilio Social: Plaza Pablo Ruiz Picasso, 1 Torre Picasso - 28020 Madrid

Member of
Deloitte Touche Tohmatsu

WAM ACQUISITION, S.A.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	31/12/2009	31/12/2008	31/12/2007
ASSETS			
Tangible assets (note 7)			
Land and buildings	87,200	87,870	90,327
Data processing hardware and software	173,938	199,341	128,937
Other tangible assets	52,638	58,488	61,991
	313,776	345,699	281,255
Intangible assets (note 8)			
Patents, trademarks and licenses	295,312	295,710	295,376
Technology and content	1,162,971	1,186,658	1,201,801
Contractual relationships	222,177	318,726	416,906
Other intangible assets	817	1,332	1,805
	1,681,277	1,802,426	1,915,888
Goodwill (note 9)	2,238,687	2,239,735	2,219,164
Deferred tax assets (note 23)	48,664	63,294	76,719
Loans receivable—related parties (note 17)	1,012	271	271
Investments in joint ventures and associates (note 10)	11,883	14,852	12,493
Other long-term investments, net (note 10)	39,739	28,713	39,836
Derivative financial instruments (note 22)	1,881	118	32,955
Total other non-current assets	103,179	107,248	162,274
Total non-current assets	4,336,919	4,495,108	4,578,581
Current assets			
Accounts receivable, net (note 5)	210,022	178,594	185,893
Accounts receivable, net—related parties (notes 5 and 17)	39,480	28,301	53,884
Loans receivable—related parties (note 17)	—	314	1,217
Income taxes receivable (note 23)	21,383	14,811	16,583
Prepayments and other current assets (note 6)	123,897	147,697	117,070
Derivative financial instruments (note 22)	2,567	5,947	506
Cash and cash equivalents (note 24)	810,998	617,256	571,801
Total current assets	1,208,347	992,920	946,954
Non-current assets classified as held for sale (note 12)	16,620	17,067	2,400
Total assets	5,561,886	5,505,095	5,527,935

See the accompanying notes to the consolidated financial statements

WAM ACQUISITION, S.A.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	31/12/2009	31/12/2008	31/12/2007
EQUITY AND LIABILITIES			
Equity (note 16)			
Share capital	365	365	365
Treasury shares	(1,716)	(1,679)	(569)
Additional paid-in capital	(35,974)	(35,974)	(35,661)
Retained earnings and other reserves	(222,954)	(484,728)	(585,914)
Cumulative translation adjustments	(20,793)	(20,565)	(16,415)
Equity attributable to owners of the parent	(281,072)	(542,581)	(638,194)
Minority interest	3,434	3,392	3,322
Total equity	(277,638)	(539,189)	(634,872)
Non-current liabilities			
Non-current debt (note 13)	2,849,795	3,023,450	3,150,842
Non-current debt—related parties (note 13 and 17)	1,155,517	1,151,915	1,148,142
Obligations under finance leases (note 14)	72,018	79,997	84,545
Deferred tax liabilities (note 23)	548,693	567,493	638,319
Other long-term liabilities and provisions (note 15)	61,160	53,423	57,762
Derivative financial instruments (note 22)	128,927	147,070	43,049
Total non-current liabilities	4,816,110	5,023,348	5,122,659
Current liabilities			
Accounts payable, net (note 5)	489,497	433,779	401,202
Accounts payable, net—related parties (note 5 and 17)	64,835	64,043	56,302
Dividends payable	296	305	312
Debt payable within one year (note 13)	239,571	275,339	290,666
Debt payable within one year—related parties (note 13 and 17)	2,048	4,282	31,075
Current obligations under finance leases (note 14)	9,678	11,318	12,485
Income taxes payable (note 23)	3,972	12,689	46,263
Other current liabilities and provisions (note 6)	204,688	178,009	198,975
Derivative financial instruments (note 22)	5,877	37,814	2,868
Total current liabilities	1,020,462	1,017,578	1,040,148
Liabilities associated with non-current assets classified as held for sale (note 12)	2,952	3,358	—
Total equity and liabilities	5,561,886	5,505,095	5,527,935

See the accompanying notes to the consolidated financial statements

WAM ACQUISITION, S.A.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	31/12/2009	31/12/2008	31/12/2007
STATEMENT OF COMPREHENSIVE INCOME			
Revenue	2,461,383	2,505,104	2,578,123
Cost of revenue	(591,948)	(626,843)	(669,849)
Personnel and related expenses	(605,627)	(598,219)	(583,425)
Depreciation and amortization	(346,535)	(318,032)	(401,591)
Other operating expenses	(367,764)	(404,921)	(455,642)
Operating income	549,509	557,089	467,616
Interest expense, net (note 21)	(183,906)	(355,127)	(286,604)
Exchange gains (losses)	7,212	(19,669)	767
Other income	(1,040)	54,390	36,663
Profit before income taxes	371,775	236,683	218,442
Income taxes (note 23)	(102,115)	(59,910)	(26,134)
Profit after taxes	269,660	176,773	192,308
Share in profit from associates and joint ventures accounted for using the equity method (note 10)	2,460	7,322	9,715
Profit for the year	272,120	184,095	202,023
Profit (loss) for the year attributable to:			
Minority Interest	(423)	600	(220)
Owners of the parent	272,543	183,495	202,243
Actuarial gains and losses	(6,607)	107	1,343
Cash flow hedges	(8,857)	(77,961)	42,604
Available-for-sale financial assets	4,665	(4,159)	912
Changes in tax rate	—	—	(11,908)
Exchange differences on translation of foreign operations	(228)	(4,150)	(10,711)
Other comprehensive income for the year, net of tax	(11,027)	(86,163)	22,240
Total comprehensive income for the year	261,093	97,932	224,263
Total comprehensive income for the year attributable to:			
Minority Interest	(423)	600	(197)
Owners of the parent	261,516	97,332	224,460
Earnings per share (note 20)			
Basic and diluted	7.51	5.06	5.97

See the accompanying notes to the consolidated financial statements

WAM ACQUISITION, S.A.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	Share capital	Additional paid-in capital	Treasury Shares	Retained earnings and other reserves	Cumulative translation adjustments	Minority Interest	Total
Balance at December 31, 2006	1,052	59,774	(3,852)	(208,674)	(5,718)	1,516	(155,902)
Capital decrease	(687)	(89,447)	2,350	(608,007)	—	—	(695,791)
Acquisitions of Treasury Shares	—	(158)	(158)	158	—	—	(158)
Disposal of treasury shares	—	—	1,091	—	—	—	1,091
Cancellation costs	—	(5,064)	—	368	—	—	(4,696)
Changes in equity allocated to minorities	—	—	—	—	—	124	124
Dividends	—	—	—	—	—	(3,105)	(3,105)
Others	—	(766)	—	(4,916)	—	4,984	(698)
Total comprehensive income for the year	—	—	—	235,157	(10,697)	(197)	224,263
Balance at December 31, 2007	365	(35,661)	(569)	(585,914)	(16,415)	3,322	(634,872)
Acquisitions of Treasury Shares	—	(1,523)	(1,523)	1,523	—	—	(1,523)
Disposal of treasury shares	—	35	413	(7)	—	—	441
Cancellation costs	—	(475)	—	—	—	—	(475)
Changes in equity allocated to minorities	—	—	—	—	—	(530)	(530)
Others	—	1,650	—	(1,812)	—	—	(162)
Total comprehensive income for the year	—	—	—	101,482	(4,150)	600	97,932
Balance at December 31, 2008	365	(35,974)	(1,679)	(484,728)	(20,565)	3,392	(539,189)
Acquisitions of Treasury Shares	—	—	(37)	—	—	—	(37)
Changes in equity allocated to minorities	—	—	—	—	—	465	465
Others	—	—	—	30	—	—	30
Total Comprehensive income for the year	—	—	—	261,744	(228)	(423)	261,093
Balance at December 31, 2009	365	(35,974)	(1,716)	(222,954)	(20,793)	3,434	(277,638)

See the accompanying notes to the consolidated financial statements

WAM ACQUISITION, S.A.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	31/12/2009	31/12/2008	31/12/2007
Cash flows from operating activities			
Operating income/(loss)	549,509	557,089	467,616
Adjustments for:			
Depreciation and amortization	346,535	318,032	401,592
Depreciation and amortization included in capitalization	(2,006)	(1,603)	(1,616)
Operating income/(loss) before changes in working capital net of amounts acquired	894,038	873,518	867,592
Accounts receivable	(42,400)	28,852	84,467
Other current assets	4,702	(31,868)	(35,144)
Accounts payable	52,057	19,107	(38,610)
Other current liabilities	39,894	16,800	89,357
Other long-term liabilities	6,198	(23,391)	(24,379)
Cash provided from operating activities	954,489	883,018	943,283
Taxes paid	(117,890)	(97,890)	(52,859)
Net cash provided from operating activities	836,599	785,128	890,424
Cash flows from investing activities			
Additions to tangible assets	(50,742)	(120,542)	(60,987)
Additions to intangible assets	(132,093)	(146,131)	(121,623)
Intangible assets incentives (Research Tax Credit—RTC)	7,035	1,061	4,401
Investment in subsidiaries and associates, net of cash acquired	(26,596)	(18,400)	(16,674)
Interest received	5,918	26,903	19,207
Sundry investments and deposits	(3,858)	(1,667)	(4,015)
Loans to third parties and affiliates	(1,209)	(1,089)	(743)
Cash proceeds collected—derivative agreements	6,092	2,416	1,147
Cash proceeds paid—derivative agreements	(3,480)	(3,834)	(1,747)
Disposals of sundry investments and loans	1,495	3,353	8,295
Dividends received	6,095	5,776	5,480
Proceeds obtained from disposal of fixed assets	941	3,535	1,187
Proceeds obtained from disposal of associates	—	56,012	36,727
Proceeds obtained from disposal of subsidiaries	1,500	1,931	64,115
Net cash used in investing activities	(188,902)	(190,676)	(65,230)
Cash flows from financing activities			
Proceeds from borrowings	—	3	1,448,137
Repayments of borrowings	(178,403)	(180,258)	(886,614)
Dividends paid	—	(7)	(98,533)
Interest paid	(140,459)	(415,567)	(197,068)
Cash proceeds collected—derivative agreements	50,964	108,911	32,291
Cash proceeds paid—derivative agreements	(163,239)	(33,460)	(15,384)
Acquisition of Class A shares	—	—	(674,396)
Disposal of Treasury shares	—	35	207
Acquisition of treasury shares	(37)	(1,523)	—
Cash paid to holders of equity instruments	—	(7,860)	(23,820)
Payments of finance lease liabilities and others	(20,507)	(18,711)	(35,147)
Net cash used in financing activities	(451,681)	(548,437)	(450,327)
Effect of exchange rate changes on cash and cash equivalents	(842)	(604)	(896)
Net increase in cash and cash equivalents	195,174	45,411	373,971
Cash and cash equivalents net at beginning of period (note 24)	615,501	570,090	196,119
Cash and cash equivalents net at end of period (note 24)	810,675	615,501	570,090

See the accompanying notes to the consolidated financial statements

WAM ACQUISITION, S.A.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

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WAM ACQUISITION, S.A.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

1. ACTIVITY

WAM Acquisition, S.A. (hereinafter, 'the Company') was incorporated on 4 February 2005 and registered at the Companies Register of Madrid. Its registered office is in Madrid, street Salvador de Madariaga, 1.

The Company's corporate purpose, as set out in article 4 of its by-laws, is the following:

(a) Carrying out any kind of economic, financial and commercial studies, as well as real estate assessments, including those related to the management, administration, acquisition, merger and takeover of companies, and the provision of services related to document management and processing.

(b) Development and execution of any kind of real estate, planning and land development transactions, whether with industrial, commercial or housing purposes.

(c) Acquisition, subscription, holding, management, administration, exchange and sale of movable assets, whether Spanish or foreign, for its own account and without any brokerage activity. Activities reserved by law to Group Investment Institution or any activities as expressly reserved by law the Stock Exchange or to Stock Agencies and/or Companies are excluded.

(d) Coordination, administration and management of all or any part of the operations of any company which is a subsidiary company or under the control of the Company and generally to carry on the business of a parent company.

The Company will be entitled to carry out any activity as listed above, either in whole or in part, indirectly, through its participation in other companies with the same or similar corporate purpose.

WAM Acquisition, S.A. is the parent company of the Amadeus Group ('the Group'). The Group is a leader in information technology, serving the marketing, sales and distribution needs of the global travel and tourism industry. Its worldwide data network and database of travel information are used by travel agencies and airline sales offices. Today, travel agencies and airline offices can make bookings, with airlines, hotel chains, car rental companies and groups of providers such as ferry, rail, cruise, insurance and tour operators through the Amadeus system. The Group provides this distribution services ("GDS") through a computerised reservation system ("CRS") and through its e-commerce channel of distribution. Additionally, the Group provides information technology ("IT Solutions") services and solutions mainly to the airline industry, including inventory management and passenger departure control.

Given the activity it develops, the Group has no environmental responsibilities, expenses, assets, contingencies or liabilities as may have a significant impact on the net equity, financial position or net income of the Group. As a result, the Group does not present any type of disclosures concerning environmental issues in the notes to the consolidated financial statements.

2. BASIS OF PRESENTATION AND COMPARABILITY OF THE INFORMATION INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

a) *Basis of presentation*

i) General Information

These financial statements are required by the EU Prospectus Directive, Annex I, 20-1 and have been prepared, in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS-EU"), solely for the purpose of complying with the EU Prospectus Directive on historical information that should be included in the "Prospectus" and for no other purpose. These consolidated financial statements have been derived from the consolidated annual accounts for each of the years ended as of December 31, 2009, 2008 and 2007 which were already reported under IFRS. The retrospective modifications included with respect to the consolidated annual accounts for each of the years ended as of December 31, 2008 and 2007 are as follows:

- The statement of comprehensive income is presented by nature of expense, this presentation has been adopted in the year 2009. The Group has opted to voluntarily change its accounting policy as in 2008 and 2007 it was presented by function. The presentation by nature highlights better the different components of financial performance of the Group and enhances predictability of the business. A consolidated statement of financial position as of January 1, 2007 has not been included as requested by IAS 1 as this statement is not affected by the this change as this change represents a reclassification in the statement of comprehensive income only.

- In the year 2009, the Group has decided to voluntarily change its accounting policy in relation to the presentation of payments made to certain customers (airlines) in exchange of services rendered or assumed obligations by them, to or from the Group. The changes have principally involved those payments made in the framework of agreements that permit to have access to the content of the airline ("content agreements"), and payments made to airlines which are connected to Amadeus system ("system users") when acting as agents in the reservation of their own tickets (direct sales). The accounting treatment for these payments made to customers is not specifically discussed in IFRS-EU. However, as allowed by IAS 8.10, under United States Generally Accepted Accounting Principles (USGAAP), these elements are presented as a deduction from gross revenue. Accordingly, the payments made to customers by an amount of KEUR 533,817 in 2009, KEUR 482,025 in 2008 and KEUR 456,527 in 2007 are presented as a deduction to revenue, while in 2008 and 2007 they were presented as cost of revenues. This change in presentation does not have any impact on profit for the year, net equity or earnings per share (EPS). A consolidated statement of financial position as of January 1, 2007 has not been included as requested by IAS 1 as this statement is not affected by the this change as this change represents a reclassification in the statement of comprehensive income only.
- The Group has included within these financial statements segment reporting and earnings per share informations, as requested by IFRS 8 and IAS 33, respectively, for a company in filing process. The consolidated annual accounts for 2008 and 2007 did not include this information as the Group was exempted from such requirement.
- The presentation and classification of certain line items in the face of the statement of financial position, in the statement of comprehensive income and in the statement of cash flows, have been revised and 2008 and 2007 information have been reclassified accordingly. This change in presentation does not have any impact on profit for the year, net equity or earnings per share (EPS). The review achieves materiality and aggregation criteria which is more comprehensive, and the changes are not material.

The issue of these financial statements was authorized for issue by the Board of Directors of the Company on February 22, 2010.

At December 31, 2009 the Group's equity is negative in the amount of KEUR (277,638). This is mainly due to a capital reduction through treasury shares acquisition and its subsequent amortization that took place in 2007 as described in note 16, as well as to the presentation of class "B" shares as financial debt in line with IFRS-EU requirements in the amount of KEUR 255,855 (notes 13 and 16).

This does not affect the fulfilment of both, capital and reserves legal requirements that WAM Acquisition S.A., the parent company of the Group, needs to comply with as a standalone entity, because it has subscribed a profit participative loan in the amount of KEUR 911,053 (note 13 c). This loan is subject to Spanish Royal Decree 7/1996 dated of June 7th, modified by Law 10/1998 dated of December 18th and Third Additional Provision to Act16/2007, dated July 4. Pursuant the Spanish Legislation, profit participating loans qualify as liabilities, but will be considered as equity in order to avoid a capital reduction situation and company dissolution for the purposes of sections 163.1 and 260.1.4 of the Spanish Companies Act.

Additionally, the business plan approved by Management is being achieved in relation to the profits obtained as well as to the generation of cash flows to cover the financial obligations derived from the repayment of debt and interests.

The Group presented negative working capital for the years ended on December 31, 2008 and 2007, which given the industry in which the Group operates and its financial structure, is not an unusual circumstance, and does not present an impediment for the normal development of its business.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The presentation currency of the Group is the Euro. The statement of financial position is presented with a difference between current and non-current items. The Group decided to prepare the statement of cash flows by applying the indirect method.

ii) Use of estimates

Use of estimates and assumptions, as determined by Management, is required in the preparation of the consolidated financial statements in accordance with IFRS-EU. The estimates and assumptions made by management affect the carrying amount of assets and liabilities. Those with a significant impact in the consolidated financial statements are discussed in different sections of this document.

a) Estimated recoverable amounts used for impairment testing purposes (note 9).

b) Provisions (note 6 and 15).

c) Pension and post-retirement benefits (note 15).

d) Income tax liabilities (note 23).

e) Cancellation reserve (note 5).

f) Doubtful debt provision (note 5).

The estimates and assumptions are based on the information available at the date of issuance of the consolidated financial statements, past experience and other factors which are believed to be reasonable at that time. The actual results may differ from the estimates.

b) *Comparison of information*

The Group presents, together with the amounts included in the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the explanatory notes at and for the years ended December 31, 2009, 2008, and 2007.

c) *Consolidation scope*

The Appendix to these consolidated financial statements lists the subsidiaries, associates and joint-ventures in which the Group has direct or indirect holdings at December 31, 2009, 2008 and 2007, as well as the consolidation method applied in each case.

3. PROPOSED APPROPRIATION OF THE PARENT COMPANY'S RESULT

The proposed appropriation of the results prepared under Spanish GAAP for the year ended December 31, 2009, which the Board of Directors will submit to the General Shareholders' Meeting for approval, is as follows:

	31/12/2009
	Expressed in Euros
Amount for appropriation	
Net income for the period (losses)	(40,534,890.18)
	(40,534,890.18)
Appropriation to:	
Retained earnings	(40,534,890.18)
	(40,534,890.18)

4. ACCOUNTING POLICIES

Adoption of new and revised International Financial Reporting Standards (IFRS)

- IFRS 8 "Operating Segments". The effective date of the standard is January 1, 2009. This IFRS requires identification, measurement and disclosure of operating segments on the basis of internal reports that are regularly reviewed by the entity's chief operating decision maker in order to allocate resources to the segment and asses its performance. This IFRS applies only to those entities whose debt or equity instruments are traded in a public market and entities that file or are in the process of filing their financial statements with a securities commission or other regulatory organisation for the purpose of issuing any class of instruments in a public market, (see note 19).
- IAS 1 (Revised) "Presentation of Financial Statements". The effective date of the amendments is January 1, 2009. The revised standard affects the structure and aggregation criteria of information in the financial statements. The revised standard requires separate presentation of non-owner changes in equity. Components of comprehensive income may not be presented in the statement of changes in equity. Certain disclosures on components of other comprehensive income are required: income tax of each component as well as amounts reclassified to profit or loss in the current period that were recognised in other comprehensive income in previous periods. The Group has adopted the single statement option for presentation of the income and expense.
- Amendments to IFRS 7 Financial Instruments: Disclosures. The effective date of the amendments is January 1, 2009. The amendments to IFRS 7 expand the disclosures required in respect of fair value measurements and liquidity risk. The Group has adopted the required enhancing disclosures as detailed in note 22.
- "Improvements to International Financial Reporting Standards (2008)". The effective date of most of the amendments is January 1, 2009 and affects 15 IFRS standards. Most of the amendments relate to disclosure and classification requirements as well as terminology and definitions used in the respective standards. Some of the amendments apply only to separate financial statements. Most of the amendments may be applied prospectively.
- IAS 23 (Revised) "Borrowing Costs". The effective date of the amendment is January 1, 2009. The revised standard has eliminated the alternative treatment of expensing borrowing costs (interest and other costs) in connection with the borrowing of funds directly attributable to the acquisition, construction and production of assets that take a substantial period of time to get ready for its intended use. Under the revised standard, borrowing costs must be capitalized as part of the cost of such assets on the commencement date of capitalisation. The amendment is to be applied prospectively.
- "Amendments to IFRS 2 Share-based Payment—Vesting Conditions and Cancellations". The effective date of the amendment is January 1, 2009 and retrospective application is required. The amendments clarify that vesting conditions are service and performance conditions only. Other conditions are included in the grant date fair value. Also, cancellations whether by the entity or other parties should receive the same accounting treatment.
- "Amendments to IAS 32 Financial Instruments: Presentation" and "IAS 1 Presentation of Financial Statements"—"Puttable Financial Instruments and Obligations arising on Liquidation". The effective date of the amendments is January 1, 2009 to be applied retrospectively. The amendments require certain puttable instruments and instruments that impose an obligation to deliver a pro-rata share of net assets only on liquidation, to be classified as equity only if specific criteria are met.
- "Amendments to IAS 39 and IFRIC 9: Clarification regarding ending assessment of embedded derivatives". The effective date is for periods ended on or after June 30, 2009. Following the amendments to IAS 39 in October 2008, which permitted reclassifications out of the fair value through profit and loss category for certain held-for-trading financial assets in limited circumstances, IFRIC 9 and IAS 39 were amended to make clear that an entity is required to assess whether an embedded derivative is closely related to the host contract at the date of the reclassification.
- "Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards—Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate". The effective date is January 1, 2009.

IFRS 1 is amended to allow an entity, in its separate financial statements, to determine the cost of investments in subsidiaries, jointly controlled entities or associates as one of the following amounts: cost determined in accordance with IAS 27, at the fair value of the investment at the date of transition to IFRS determined in accordance with IAS 39 or at the previous GAAP carrying amount at the date of transition to IFRS. This determination is made for each investment rather than being an accounting policy decision.

- "Amendments to IAS 27 Consolidated and Separate Financial Statements—Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate". The effective date is January 1, 2009 to be applied prospectively. IAS 27 is amended for the following changes in respect of a parent entity separate financial statements: the cost method of recognizing an investment in the parent entity separate financial statements is amended so that all dividends will be recognised in the statement of comprehensive income without distinction between pre- and post-acquisition profits. Also, in cases of reorganisations where a new parent is inserted above an existing parent of the group (subject to meeting specific requirements), the new parent will recognize its investment in the subsidiary based on the previous carrying amount of the subsidiary rather than its fair value.

The adoption of the standards listed above has not resulted on a material impact on the consolidated financial statements. The new disclosures have been included within the relevant notes to the consolidated financial statements as necessary.

The following are interpretations issued by the International Financial Reporting Interpretations Committee which are effective for the first time in the current period:

- IFRIC 13 "Customer Loyalty Programmes". The effective date is for annual periods beginning on or after July 1, 2008. This IFRIC requires an entity that grants loyalty award credits to recognize these as a separate component in a sale transaction by allocating some of the proceeds of the initial sale and to recognise a liability by reference to the fair value of the award. The deferred portion of the proceeds is recognized as revenue at the time the obligation is extinguished: the award credit is redeemed by the entity itself or a third party.
- IFRIC 15 "Agreements for the Construction of Real Estate". The effective date is January 1, 2009. The application is retrospective. The interpretation clarifies the criteria for revenue recognition in an arrangement for the construction of real estate subject to an analysis of whether the arrangement is within the scope of IAS 11 Construction Contracts or IAS 18 Revenue—rendering of service or sales of goods. As a result, entities subject to the scope of IFRIC 15 may have to defer revenue until construction is complete rather than recognize revenue based on the degree of completion method.
- IFRIC 16 "Hedges of a Net Investment in a Foreign Operation". The effective date is October 1, 2008. The application is prospective. The interpretation clarifies the accounting treatment in respect of net investment hedging were the risk being hedged should relate to the differences in functional currency and not in the presentation currency and hedging instruments may be held anywhere in the group. The requirements in IAS 21, "the effects of changes in foreign exchange rates" do apply to the hedged item.
- IFRIC 18 "Transfers of Assets from Customers". The interpretation applies to transfers from customers received on or after July 1, 2009. The interpretation applies to an entity receiving an asset transfer from its customers either in the form of property, plant and equipment ("PP&E") or cash to be used only to construct or to acquire "PP&E" which the entity must then use either to connect the customer to a network or to provide the customer with ongoing access to a supply of goods or services, or both. When the entity receiving the asset determines that it controls the asset received, the asset is recognized as "PP&E" in the statement of financial position at fair value or cost in the case of a cash transfer to construct or to acquire "PP&E". The entity determines the separable identifiable services that are to be provided to the customer in exchange for the asset received. Revenue is then recognized over the period in which those services are performed. Total revenue is measured based on the fair value of the asset or cash amount received.

The Group does not issue significant award credits under customer loyalty programmes falling under the scope of IFRIC 13, nor does the Group have agreements for the construction of real estate therefore it is out of the scope of IFRIC 15. At present, the Group risk management strategy is not to hedge the net investment in a foreign operation and consequently the Group will not be affected by IFRIC 16.

The Group will apply IFRIC 18 starting on January 1, 2010. Starting on this date, the Group will defer the revenue for the cash received from customers to develop software which is controlled by the Group but that will be used by that customer. The Group will recognise the revenue when the service is performed over the term of the agreement with the customer or during the useful life of the asset, if the agreement does not state a period. IFRIC 18 also clarifies how the asset controlled by the Group is measured. As a result, all costs incurred will be subject to the asset measurement criteria irrespective of the funding party. On adoption of IFRIC 18, cost subject to capitalization will not be treated as an expense if funded by the customer.

IFRS and IFRIC interpretations issued not yet effective in the current period

The following standards have been issued but are not yet effective until annual periods beginning on or after the date indicated in each case and thus do not apply at the December 31, 2009:

- IFRS 3 (Revised) "Business Combinations". The revised standard is applied jointly with IAS 27 (Revised) "Consolidated and Separate Financial Statements" in business combinations for which the acquisition date is on annual periods beginning on or after July 1, 2009. Early application is allowed subject to certain conditions. Amendments impact the goodwill recognised as a result of an option added to allow an entity (on a transaction per transaction basis) to measure any non-controlling interest (minority interest) either at the acquisition date fair value and thus recognising 100% of goodwill acquired or at the non-controlling interest proportionate share of the acquiree's identifiable net assets. Once control is achieved, all other increases or decreases in ownership interests are treated as transactions among equity holders and reported within equity with no re-measurement of goodwill. Other significant amendments relate to the acquisition costs incurred to affect a business combination which are now required to be expensed as incurred and changes in the measurement of contingent consideration which in many instances will not result in adjustments to the goodwill balance and will be charged to the statement of comprehensive income.
- IAS 27 (Revised) "Consolidated and Separate Financial Statements". The effective date of the amendments is for annual periods starting on or after July 1, 2009. Early application is allowed subject to certain conditions and in combination with the revised IFRS 3 standard. The most relevant changes are applied prospectively: the treatment of increases or decreases in a parent's ownership interest that do not result in a loss of control to be accounted for as equity transactions of the consolidated entity; when control is lost, the parent derecognises all assets, liabilities and non-controlling interest at their carrying amounts. Any gain or loss is recognised in the statement of comprehensive income. Any retained interest in the former subsidiary is measured at its fair value at the date control is lost; losses are attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interest having a deficit balance.
- IAS 28 (Revised) Investments in Associates IAS 28(2008) is effective for annual periods beginning on or after 1 July 2009. The principle adopted under IAS 27(Revised) that a loss of control is recognised as a disposal and re-acquisition of any retained interest at fair value is extended by consequential amendment to IAS 28; therefore, when significant influence is lost, the investor measures any investment retained in the former associate at fair value, with any consequential gain or loss recognised in the statement of comprehensive income.
- IFRS 2 "Share-based payments" issued in June 2009. These amendments clarify the scope of IFRS 2, as well as the accounting for the group cash-settled share-based payment transactions in the separate financial statements of an entity receiving the goods or services when another group entity or shareholder has the obligation to settle the award. The amendments are effective for annual periods beginning on or after January 1, 2010 and must be applied retrospectively.

- "Amendments to IAS 39 Eligible Hedged Items". The effective date for annual periods beginning on or after July 1, 2009 and the application is retrospective. The application guidance in IAS 39 has been expanded to clarify that only the intrinsic value of purchase options can be designated as a hedging instrument. In a hedge of one-sided risk with options, it prohibits to include time value in the hedged risk. Also, a clarification that designating inflation as a hedgeable component of a fixed rate debt is prohibited.
- "Amendments to IAS 32: Classification of rights issues". The effective date is from February 1st, 2010. Rights, options and warrants issued to acquire a fixed number of an entity's own non-derivative equity instruments for a fixed amount in any currency are classified as equity instruments, provided the offer is made pro-rata to all existing owners of the same class of the entity's own non-derivative equity instruments.
- Amendments to IFRIC 14 Prepayments of a Minimum Funding Requirement. This amendment to IFRIC 14 has an effective date for mandatory adoption of 1 January 2011, with early adoption permitted for 2009 year-end financial statements. Applies in limited circumstances when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover those requirements. The amendment permits such an entity to treat the benefit of such an early payment as an asset.
- IFRIC 17 "Distribution of non-cash assets to owners". The effective date is for annual periods starting on or after July 1, 2009. The application is prospective. The interpretation does not apply when the non-cash asset is ultimately controlled by the same parties both before and after the distribution. The interpretation deals with the recognition and measurement of dividends payable other than in cash or dividend distributions that give the owner a choice of receiving either non-cash assets or a cash alternative. The interpretation applies only to distributions in which all owners of the same class of equity instruments are treated equally. A liability is recognized when the dividend is authorized and no longer at the discretion of the entity. The liability is recognized at fair value with changes in fair value recognized in equity. When the liability is settled the difference, if any, between the carrying amount of the assets distributed and the liability is recognized in the statement of comprehensive income.
- IFRIC Interpretation 19 "Extinguishing Financial Liabilities with Equity Instruments" which provides guidance on how to account for the extinguishment of a financial liability by the issue of equity instruments. These transactions are often referred to as debt for equity swaps. The interpretation is effective for annual periods beginning on or after 1 July 2010.
- IFRS 9 Financial Instruments. The standard forms the first part of a three-part project to replace IAS 39 Financial Instruments: Recognition and Measurement with a new standard, to be known as IFRS 9 Financial Instruments. IFRS 9 will become mandatory as of 1 January 2013 with early application permitted. The new standard enhances the ability of investors and other users of financial information to understand the accounting of financial assets and reduces complexity. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the many different impairment methods in IAS 39.
- Revised version of IAS 24 Related Party Disclosures. IAS 24 simplifies the disclosure requirements for government-related entities and clarifies the definition of a related party. The revised standard is effective for annual periods beginning on or after 1 January 2011, with earlier application permitted.
- "Improvements to International Financial Reporting Standards (2009)". The effective date of most of the amendments is January 1, 2010 and affects 12 IFRS standards. Most of the amendments relate to disclosure and classification requirements as well as terminology and definitions used in the respective standards.

The adoption of most of the amendments as mentioned above is expected to have no material impact on the financial statements of the Group. The Group will apply IFRIC 17 if and when it enters into transactions within the scope of this interpretation. The European Union has not yet endorsed IFRS 9 and, as such, the effect on our financial statements has not yet been evaluated.

Significant accounting policies

The main accounting policies used in the preparation of the consolidated financial statements are as follows:

a) *Principles of consolidation*

The consolidated financial statements include within the scope of consolidation, all the subsidiaries and the Company. Subsidiaries are those entities over which the Company or one of our subsidiaries has control (defined as the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities). Subsidiaries are fully consolidated even when acquired with an intention of disposal. Intercompany balances, transactions, and gains and losses, arising from transactions between Group companies have been eliminated.

Investments in associates, being those entities over which the Group has significant influence but which are not subsidiaries, and investments in joint-ventures, being investments jointly controlled with third parties, are accounted for by using the equity method except when these investments meet the "held for sale" classification. Gains and loses arising from transactions between the Group, and associates and joint-ventures have been eliminated to the extent of the Group's interests in the relevant entity. If the Group share of losses of an entity accounted for under the equity method exceeds its interest in the entity, the Group ceases to recognize its share of further losses. The interest in an entity accounted for the equity method is the carrying amount of the investment in the entity together with any long-term interests that, in substance form part of the investor's net investment in the entity.

The financial statements of all our subsidiaries, associates and joint ventures, are prepared at the same financial year-end as the Company's, and the same accounting policies (IFRS-EU) are applied thereto.

b) *Foreign currency transactions*

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation at year-end of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income.

c) *Currency translation*

The stand-alone financial statements of each of the subsidiaries are presented in each subsidiary's functional currency. As the consolidated financial statements are presented using the Euro, the assets and liabilities for each subsidiary are translated into Euros at year-end closing rates; components of the statement of comprehensive income are translated at average exchange rates for the year; and share capital, additional paid-in capital, and reserves are translated at historical rates. Any exchange differences arising as a result of this translation, for subsidiaries and investments in associates and joint-ventures, are shown together as a separate component of equity attributable to owners of the parent in the "Cumulative translation adjustments" caption. In the case of translation differences related to minority interests, these are included in the minority interests caption within equity.

d) *Related parties*

The Group considers the following as its related parties: its significant shareholders and controlled companies, subsidiaries, associates, joint-ventures and post employment benefit plans, as well as key management personnel and members of the Board of Directors and their close family members.

e) *Cash equivalents*

The Group classifies its short-term investments as cash equivalents when held for the purpose of meeting short-term cash commitments, the investments are highly liquid, readily convertible to known amounts of cash and subject only to an insignificant risk of changes in value. These short-term investments generally consist of certificates of deposit, time deposits, commercial paper, short-term government obligations and other money market instruments with maturity of three months or less. Such investments are stated at cost, which approximates fair value.

Bank overdrafts that are repayable on demand are included as a component of cash and cash equivalents for the purposes of presenting the statement of cash flows.

f) *Tangible assets*

Tangible assets are recognized at cost less accumulated depreciation and impairment losses. They are depreciated by applying the straight-line method over the estimated useful lives of the assets:

	Useful life in years
Buildings	50
Data processing hardware and software	2 – 5
Other tangible assets	3 – 20

Repairs and renewals are charged to the statement of comprehensive income within "Other operating expenses" when the expenditure is incurred.

The cost of software licences acquired to be used by data processing hardware that needs the software to be capable of operating, are regarded as highly integrated with the data processing hardware and as a tangible fixed asset.

g) *Leases*

Leases where the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. The assets are capitalized at an amount equal to the lower of their fair value and the present value of the minimum lease payments at the inception of the lease, and a liability is recognised for such amount. Each lease payment is allocated between the liability and interest expense based on a constant rate of interest on the outstanding principal. The capitalized leased assets are depreciated by applying the straight-line method over the above-mentioned useful lives.

Operating lease payments are charged to the statement of comprehensive income within "Other operating expenses" as incurred over the term of the lease.

h) *Goodwill*

Goodwill is measured as the excess of the cost of the business combination over the fair values of identifiable assets, liabilities and contingent liabilities acquired at the acquisition date. When settlement of the purchase consideration is deferred, the cost of the acquisition includes the net present value of the deferred consideration. If the deferred consideration is contingent on future events, the amount of the deferred consideration is estimated at the acquisition date and recognized as liability when the realization is considered probable. Any subsequent adjustment to the estimated amount of deferred consideration is applied as a cumulative adjustment to goodwill in the period of the change in estimate and recognized as liability. The carrying amount of investments in associates includes the related goodwill on these investments.

Negative goodwill is not recognised but charged to the statement of comprehensive income once the fair value of net assets acquired is reassessed.

Goodwill is not amortized and is tested for impairment at the operating segment level which is the cash generating unit or group of cash generating units that are expected to benefit from the synergies of the business combination. Impairment testing is performed annually and whenever there is an indication that the carrying amount may not be fully recoverable. Impairment losses relating to goodwill cannot be reversed in future periods.

When goodwill has been allocated to a cash-generating unit and the Group has disposed of an operation within that unit, goodwill associated with the disposed operation, is measured on the basis of the relative value with regards to the portion of the cash-generating unit retained. The attributable amount of goodwill is included in the determination of the profit or loss on disposal.

i) *Intangible Assets*

Intangible assets are carried at cost less accumulated amortization and impairment losses, and reviewed periodically and adjusted for any decrease in value as noted in paragraph k). These assets include the following:

- Patents, Trademarks and Licenses—This includes the net cost of acquiring brands and trademarks either by means of business combinations or in separate acquisitions. It also includes the net cost of acquiring software licenses developed outside the Group for GDS and IT solutions. When a brand is deemed to contribute to Group net cash inflows indefinitely, then it is treated as having an indefinite useful life. As such it would not be amortized until its useful life is determined to be finite, impairment tests will be performed annually or whenever there are signs that suggest impairment. For the finite useful life of assets will range between 3 to 10 years, the straight line method being the method applied for charging expense to the statement of comprehensive income within "Depreciation and amortization".
- Technology and Content—This caption includes the net costs of acquiring Technology and Content by means of acquisitions through business combinations, through separate acquisitions, or internally generated. These assets are the combination of software elements and travel content, the latter being obtained by Amadeus through its relationships with travel providers. This combination allows the processing of travel transactions (bookings) between supply (travel providers) and demand (travel agencies), and it makes the travel information available to users through the Amadeus System. It also includes the development technology of the IT solutions. Internally generated Technology and Content includes software applications developed by the Group. These costs are recognized as an asset once technical feasibility is established, it is reasonably anticipated that the costs will be recovered through future activities or benefit in future periods; and the cost of the assets can be measured reliably (see paragraph t).
- These assets are amortized by applying the straight line method over an estimated useful life from 3 to 20 years, and within this category, those assets that were acquired through business combinations, are amortized using a straight line method over an estimated useful life between 15 and 20 years. Amadeus IT technology is unique and complex with reference to the developed functionalities which have led to be considered the new generation IT platform for the airline industry which implies the decision to abandon their old legacy systems developed in the first years of functioning. The IT industry model is for the very long run as demonstrated through the client contracts signed for 10 or more years of time. Therefore we estimate an useful life for the IT Technology identified in the business combination of 20 years. Considering past experiences, the status of Amadeus reservation system, the complete offer of different types of travel and the technological gap perceived by the company over competitors, the useful life estimated for the main components of the GDS technology and content identified in the business combination is 15 years.
- Contractual relationships—This includes the net cost of contractual relationships with Travel Agencies and with Users, as acquired through business combinations, as well as capitalizable costs, related to travel agency incentives, that can be recognized as an asset. These latter assets relate mainly to upfront payments made with the objective of increasing the number of clients, or to improve the customer loyalty of the customer portfolio. They are instrumented through agreements with a term that is always over a year, in which the customer commits to achieve certain economic objectives. The agreements include penalty clauses applicable if those objectives are not met. The useful life of contractual relationships, has been determined by taking into consideration the contractual-legal rights, the renewal period and the technological lock-in period for these intangible assets. It has been determined to range over a period of 1 to 15 years. A straight-line method of amortization is applied. And within this category, those assets that were acquired through the business combination are amortized using a straight line method over a period between 8 and 15 years.
- Other intangible assets are amortized on a straight line basis over 3 to 5 years.

Amortization expenses related to intangible assets are included in the "Depreciation and amortization" caption of the statement of comprehensive income.

The Group receives tax incentives in the form of reduced liability for taxes in relation to research and development costs incurred by the Group. These incentives are in substance government grants and are recognized when there is reasonable assurance that the Group will comply with the relevant conditions and the grant will be received. The incentives for the period are recognized as a lower research and development expenditure in the statement of comprehensive income. When the costs incurred first meet the intangible asset recognition criteria the incentive for the period which is attributable from this point onwards is recognized as a lower intangible asset cost.

j) *Non-current assets held for sale*

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is deemed to be met only when the asset or disposal group is available for immediate sale in its present condition and the sale is highly probable. A sale is considered highly probable when the appropriate level of management is committed to a plan to sell, the sale price marketed is reasonable in relation to the asset current fair value, an active program to locate a buyer and complete the sale plan must have been initiated, actions required to complete the plan indicate that it is unlikely that the plan will be significantly changed or withdrawn, and the plan is expected to qualify for recognition as a completed sale within one year from the date of classification except in certain limited circumstances.

k) *Impairment of non-current assets*

The carrying amounts of significant non-current assets are reviewed at each balance sheet date to determine if there is an indication of impairment. If such indication exists the recoverable amount is estimated. The recoverable amount is the greater of fair value less cost to sell and the value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value, by applying an appropriate risk adjusted discount rate. As a result of this evaluation, an impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount, by reducing the carrying amount of the asset to its recoverable amount, with the corresponding charge to the statement of comprehensive income in the "Depreciation and amortization" caption. Future depreciation charges are adjusted for the new carrying amount for the asset's remaining useful life. A previously recognized impairment loss is reversed when new events or changes in circumstances indicate a change in the estimated recoverable amount. In such cases, the carrying amount of the asset is increased, not exceeding the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Impairment loss reversals are recognized in the statement of comprehensive income within "Depreciation and amortization". Future depreciation charges are adjusted to the revised carrying amount over the asset's remaining useful life.

l) *Pension and other post-retirement obligations*

The Group operates a number of defined benefit and defined contribution pension plans. Liabilities of the Group arising from defined benefit obligations are determined by applying the projected unit credit method. Independent actuarial valuations are carried out annually for the largest plans and on a regular basis for other plans. The actuarial assumptions used to calculate the benefit obligations vary according to the economic conditions of the country in which the plan is located. Such plans are either externally funded, with the assets within the schemes held separately from those of the Group, or unfunded with the related liabilities carried in the statement of financial position.

For the funded defined benefit plans, the deficit or excess of the fair value of plan assets over the present value of the defined benefit obligation is recognised as a liability or an asset in the statement of financial position. However, excess assets are recognised only to the extent that they represent a future economic benefit available to the Group, for example in the form of refunds from the plan or reductions in future contributions.

Actuarial gains and losses arise mainly from changes in actuarial assumptions and differences between actuarial assumptions and what has actually occurred. The Group accounting policy is the immediate recognition for all actuarial gains and losses of the period in equity.

The defined benefit plans actuarial cost charged to the statement of comprehensive income within "Personnel and related expenses", consists of current service cost, interest cost and expected return on plan assets.

Contributions made to defined contribution plans are charged to the statement of comprehensive income within "Personnel and related expenses" as incurred. The same accounting policy is applied for defined benefit plans which are funded by multi-employer plans where sufficient information is not available to apply defined benefit plan accounting.

m) *Capital issuance costs*

Expenses incurred in connection with the incorporation or increases in capital are applied as a reduction to the proceeds received in the "additional paid-in capital" caption of the statement of financial position, net of any related income tax benefit.

n) *Revenue recognition*

In the distribution business (GDS), the Group charges fees to travel providers for each booking made through our Amadeus GDS platform, and for other services that are closely related to the booking process (ticketing, revenue maximization products and other optional products). The pricing of the fee is dependent upon the usage and the level of functionality at which the provider participates.

Revenue from travel provider bookings is recognized based on the number of bookings and when the booking is made, and for services in the month on which services are rendered. Airline bookings revenue is presented net of cancellations made and an allowance for future cancellations (see paragraph o).

Another component of the distribution revenues are the non-booking revenues. This principally relates to subscriber services agreements entered by the Group, mainly with travel agents, which provide the user the tools and services that permit access to Amadeus system. The customer is charged a fee and revenue is recognized when services are provided.

Revenue derived from charges to customers on a transactional basis for the use of our IT solutions is recognised when the reservation is used by the end customer. Users of these services (Altéa suite mainly) have access to a complete portfolio of technology solutions that automate business processes of travel providers (such as reservations, inventory management and operations).

The Group also generates revenues from direct sales offices and web pages of certain airlines ("system users") which are connected directly to Amadeus system. The airline receives a payment from the group in connection with these own inventory sales, these payments are being accounted for as a deduction of revenue.

The Group has certain content and other agreements with airlines. Pursuant a content agreement the airlines will give the Group access to their schedule information, seat inventory and fares for flights for sale in the territories covered in the respective agreements. Payments made by the Group to airlines in the framework of these agreements are accounted for as a deduction of revenue.

The accounting treatment of content agreements and payments to system users, described above, is in accordance with Emerging Issues Task Force Issue N 01-09, Accounting for consideration given by a vendor to a customer (Including a reseller of the vendor's products) (EIFT 01-09).

Revenues obtained from customization and implementation of IT solutions is recognised when services are provided to customers.

Revenue for sales where the Group acts as a principal and purchases products for resale (airline seats, hotel bookings, dynamic and pre-packaged tours), is recognised when reservations are used by the end customer. For reservations paid but not yet used by the end customer, revenue recognition is deferred and recognized as a liability up until the reservation is used by the end customer.

Revenue for sales where the Group acts as an agent is recognized on a net basis, representing the amount of the commission received.

o) *Cancellation provision*

Gross revenue from airline reservations, is recorded at the time that the booking is made. However, if the booking is cancelled in a later month, the corresponding booking fee must be refunded to the airline. At the same time the distribution fee and related commercial incentives (“distribution costs”) payable to the third party distributors (travel agencies, airlines and ACOs which are not subsidiaries of the group) are also cancelled.

Accordingly, revenues are recorded net of the cancellation provision of booking fees, and cost of revenues are offset by the distribution costs derived from the cancelled booking fee. Accounts receivable are recorded net of a cancellation reserve, and accounts payable are recorded net of the reduction in distribution costs derived from cancellations. This reserve is calculated based on:

- The cancellation rate, which is estimated based on historical cancellation rates. The cancellation rate is calculated dividing the number of cancellations net of re-bookings, during the reporting period (e.g. during the year 2009) by the inventory of unused bookings at the end of the previous reporting period (e.g. as of December 31, 2008). When estimating the cancellation rate, we assume that a significant percentage of cancellations are followed by an immediate re-booking without net loss of revenues; and
- The inventory of open bookings, which is the number of bookings made but not yet used by final customers and which may still be cancelled.

p) *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; when it is probable that the Group will be required to settle the obligation; and when a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, and the risks and uncertainties surrounding the obligation are taken into account. Where the effect of the time value of money is material, provisions are discounted.

q) *Doubtful debt provision*

As of each balance sheet date, we make an allowance for potentially uncollectible accounts receivable. Our management assesses credit risk for large customers (airlines) on a client-by-client basis taking into consideration, among other factors, that credit risk is mitigated by the fact that the majority of our customers’ accounts receivables and payables are settled through the clearing houses operated by the International Air Transport Association (“IATA”) and Airlines Clearing House, Inc. (“ACH”). Through this system we guarantee that cash inflows from our customers will be settled at a certain fixed date, and we mitigate the credit risk partially by the fact that the members of the clearing house are required to make deposits that would be used in the event of default. For all other customers, we make a generic provision for credit risk based on the average length of time their total receivables are overdue.

r) *Onerous contracts*

Present obligations arising under onerous contracts are recognised and measured as a provision. An onerous contract is considered to exist when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received there under. When this is the case, a provision is recognised for the lower cost of exiting the contract or continuing to fulfil it.

s) *Employee share-based payments*

The Group accounts for its employee share based payment obligations as follows:

- Equity settled share-based payments: compensation expense for services received is recognised during the vesting period based on the grant date fair value of the awards. The cancellation of equity settled share based payments is accounted for as the repurchase of an equity instrument. No additional compensation expense is recognised if the consideration paid equals the fair value of the instrument measured at the repurchase date.

- Cash settled share-based payments: compensation expense is recognised during the vesting period based on the fair value of the liability. The fair value of the liability is remeasured until settled with changes in fair value recognised in the statement of comprehensive income for the period. Where the settlement of the obligation is contingent on future events, a liability is not recognised until it is considered probable that the contingent event will take place.

Accordingly, the Amadeus Group has a series of remuneration plans linked to the price at admission to listing of the shares of WAM Acquisition, S.A. and conditional, therefore, upon their admission to listing and initial and secondary offering (see Note 26—Subsequent events).

In accordance with IFRS 2—Share-based Payment—the aforementioned condition, whereby the vesting of the remuneration plans is subject to the admission to listing of WAM Acquisition, S.A., is a an unusual and very specific situation with respect to other normal conditions of these plans, in that this one is subject to a large number of external factors which are beyond the control of the Group and its employees. Noteworthy amongst these factors are the following:

- Approval of the admission to listing from the competent regulators
- The setting of the price at admission to listing at an amount which meets the expectations of Amadeus Group management
- The market liquidity so that the shares to be issued can be effectively placed.

As has happened in the past, even when Group management has approved its intention to be admitted to listing (see Note 26—Subsequent events), the aforementioned circumstances introduce elements of uncertainty which are strong and significant enough that, in accordance with International Financial Reporting Standards and various accounting interpretations, it must be taken into account that the admission of shares to listing and initial and secondary offering cannot be classified as probable until listing takes place. All these uncertainties are also taken into consideration by the Group employees subject to the remuneration plans and, accordingly, the services associated with these plans will be considered to have been provided to the Group when these shares are actually admitted to listing.

Accordingly, at 31 December 2009 the conditions to recognise the staff costs arising from the existence of these plans had not been met. As indicated in Note 26—Subsequent events, when the shares of WAM Acquisition, S.A. are effectively admitted to listing and initial and secondary offering, the Group will recognise the corresponding impact (personal expenses) arising from the provision of services by the employees associated with these plans in the first financial statements issued after that date.

t) *Research and development*

Research expenditure (mainly related to research in connection with the evaluation and adoption of new technology) is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success, its commercial and technological feasibility being taken into consideration, and cost can be measured reliably. Other development expenditures are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial production of the product on a straight-line basis over the period of its expected benefit for the Group (see note in paragraph i). The research and development costs expensed for the years ended December 31, 2009, 2008 and 2007, amounted to KEUR 155,708, KEUR 144,397 and, KEUR 149,739, respectively. The development costs that have been capitalized (before deducting any research incentives) for the years ended December 31, 2009, 2008 and 2007, amounted to KEUR 101,183, KEUR 91,562 and KEUR 77,771, respectively.

u) *Financial instruments*

Financial assets are classified on initial recognition into the following categories depending on the nature and purpose of the investment: "at fair value through profit or loss", "held-to-maturity investments", "available-for-sale financial assets" and "loans and receivables". Held-to-maturity investments and loans and receivables are measured at amortised cost, by applying the effective interest method less impairment. The remaining categories are measured at fair value. Changes in fair value of available for sale financial assets are explained in ii) below.

i) Currency and interest rate related derivatives

The Group uses derivative financial instruments to hedge certain currency and interest rate exposures. All these derivatives, whether designated as hedges or not, are measured at fair value, which is the market value for listed instruments or valuation based on option pricing models and discounted cash flow calculations for unlisted instruments. Interests accrued for these derivatives which are either payable or receivable at the end of the reporting period, are reported according to their maturity under the caption "Prepayments and other current assets" if they are receivable, or under "Debt payable within one year" if they are payable.

The accounting treatment of gains or losses resulting from changes in the fair value of the derivatives is as follows:

- Cash flow hedges: the portion of changes in the fair value of derivatives which are effective are accounted for, net of tax, directly through equity until the committed or forecasted transaction occurs, at which point these will be reclassified to the statement of comprehensive income within "Interest expense, net". The portion considered ineffective is recognized directly in the statement of comprehensive income within "Interest expense, net".
- Hedges of net investment in a foreign entity: the portion of changes in the fair value of derivatives which are effective are included, net of tax, within cumulative translation adjustments up until the disposal of the foreign entity at which time these will be reclassified to the statement of comprehensive income within "Exchange gains and losses". The portion considered ineffective is recognized directly in the statement of comprehensive income within "Exchange gains and losses".
- No hedge accounting: gains and losses on derivatives neither designated nor qualifying for hedge accounting treatment are accounted for directly in the statement of comprehensive income within "Interest expense, net".

The Group also uses non derivative financial liabilities denominated in foreign currency to hedge the cash flow currency risk of its highly forecasted transactions. The functional currency translation difference of these hedging instruments are recognized directly in equity up until the forecasted transaction occurs, at which point these are reclassified to the statement of comprehensive income within "Revenue". Ineffective gains or losses are recorded directly in the statement of comprehensive income within "Exchange gains and losses".

ii) Equity investments

Investments in companies over which the Group does not have significant influence, control or joint control are classified as available for sale financial assets and measured at their fair values. Fair value is measured by reference to the market value for the listed instrument or by using techniques such as market value for similar instruments, discounted cash flow analysis and option pricing models for unlisted instruments. Gains and losses arising from changes in fair value are recognised directly in equity, net of tax, up until the asset is derecognised at which point these are reclassified to the statement of comprehensive income. When there is objective evidence that the asset is impaired the cumulate loss recognised in equity is removed from equity and recognised in the statement of comprehensive income. Foreign exchange gains and losses related to these items are recognized directly in the statement of comprehensive income. When fair value cannot be reliably determined, these investments are measured at amortized cost.

iii) Debt

Short and long-term debts are measured at the amount at which they are to be repaid and any implicit interest paid included either in their face value or repayment value is recorded as a direct deduction from the debt face amount. Such interest is expensed applying a financial method over the life of the financial liability. When the debt is extinguished, the relevant liability amount is derecognised. Any difference between the liability carrying amount and the settlement amount is charged to statement of comprehensive income within "Interest expense, net".

iv) Derecognition of financial assets

Financial assets are derecognised from the statement of financial position when the rights to receive the cash flows associated with the asset have expired. When the Group retains the contractual right to receive the cash flows of a financial asset but has assumed a contractual obligation to pay said cash flows to a third party, the financial asset qualifies for derecognition if the assets have been transferred (the Group has an obligation to pay the cash flows only if collected and without material delay and the original asset cannot be sold or pledged) and under the terms of the agreement the Group has transferred substantially all risks and rewards associated with the asset.

v) *Income taxes*

Current income tax is recognised in the statement of comprehensive income within "Income taxes", except to the extent that it relates to items directly taken to equity, in which case it is recognised in equity.

Deferred taxes are determined under the liability method. Under this method, deferred tax assets and liabilities are recognized based on temporary differences between the financial statement and tax bases of assets and liabilities using tax rates that are expected to apply when the assets or liabilities are realized based on tax rates and laws that have been enacted by the balance sheet date.

Deferred taxes arising from movements in equity are charged or credited directly to equity. Deferred tax assets are recognized when the probability of realization is reasonably assured and are adjusted only to the extent that it is no longer probable that a benefit will be realized in the future. Deferred tax assets and liabilities related to the same tax jurisdiction are presented net in the statement of financial position.

Tax credits for investments in subsidiaries and associates are applied to reduce the amount of the investment when there is an increase in the percentage of ownership. In the case of capital increases that do not represent an increase in the percentage of ownership or for newly created companies, tax credits are recognized at the time that the capital contribution occurs.

w) *Treasury shares*

Treasury shares held by the Group are stated at cost and reported as a reduction in equity attributable to owners of the parent. The gain or loss on disposal of these shares is recorded in the "Additional Paid in Capital" caption.

x) *Preference shares*

Preference shares are classified as a financial liability or equity instrument in accordance with the substance of the contractual arrangement. A preference share issue is considered equity only when the issuer is not under an obligation to deliver cash or another financial asset in the form of principal repayment or dividend payment. A preference share issue is recorded as a financial liability in the statement of financial position when the issuer does not have full discretion to avoid cash payments or is required to issue a variable number of its own equity instruments as a means to settle the contract.

According to the terms and conditions of the preference shares, as detailed in Note 13, these are classified as financial liabilities and are initially recognised at fair value net of issuance costs and subsequently measured at amortized cost with dividend and cost of issuance charged to the statement of comprehensive income within "Interest expense, net" by applying the effective interest method.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

y) *Minority interests*

Minority interests represent the share of minority shareholders in the equity and income or loss for the year of fully consolidated Group companies. When the loss applicable to the minority in a consolidated subsidiary exceeds the minority interest in the subsidiary's equity, that excess is allocated to the majority unless the minority has a binding obligation and is able to make an additional investment to cover the loss.

5. DOUBTFUL DEBT PROVISION AND CANCELLATION PROVISION

The Group's doubtful debts provision at December 31, 2009, amounted to KEUR 78,708, and for financial years ended at December 31, 2008 and 2007, this provision amounted to KEUR 78,430 and KEUR 81,895, respectively. The movement in the doubtful debts provision was as follows:

	31/12/2009	31/12/2008	31/12/2007
Carrying amount at the beginning of the period	78,430	81,895	84,143
Additional amounts through income statement	22,597	13,302	17,031
Write-off amounts	(4,960)	(7,979)	(4,912)
Unused reversed amounts through SoCI*	(17,242)	(9,130)	(10,905)
Acquisition / Disposal of subsidiaries	152	—	—
Transfer to assets held for sale	143	(195)	(1,390)
Translation changes	(412)	537	(2,072)
Carrying amount at the end of the period	78,708	78,430	81,895

* SoCI: Statement of Comprehensive Income

Trade receivables of the Group include amounts which were past their due date at 2009 year-end, but against which the Group has not recognised doubtful debt provision because there has not been a significant change in credit quality and the amounts are still considered recoverable. Among other factors, that credit risk is mitigated by the fact that the majority of our customers' accounts receivables and payables are settled through the clearing houses operated by the International Air Transport Association ("IATA") and Airlines Clearing House, Inc. ("ACH"). Through this system we guarantee that cash inflows from our customers will be settled at a certain fixed date, and we mitigate the credit risk partially by the fact that the members of the clearing house are required to make deposits that would be used in the event of default.

The analysis of the age of amounts to be recovered from customers that are past due but not impaired, for the year ended at December 31, 2009, and for the years ended at December 31, 2008 and 2007, is:

	31/12/2009	31/12/2008	31/12/2007
Up to 3 months	15,227	26,968	36,439
From 3 to 6 months	4,482	5,195	9,812
From 6 to 12 months	4,286	5,244	2,853
Over 12 months	3,568	2,072	3,632
	27,564	39,480	52,736

The Management estimates that the credit risk arising from its amounts receivable is adequately covered by the existing doubtful debt provision.

The Group has agreements with financial institutions to carry out factoring transactions over a part of the accounts receivable resulting from its business. At December 31, 2009, the Group has transferred 26,000 KEUR to the financial institution under these agreements (28,000 KEUR at December 31, 2008 and zero K EUR at December 31, 2007). The average interest rates for these transactions were 1.74% for the period ended at December 31st, 2009, and 4.67% and 4.36% for the periods ended at December 31, 2008, and 2007 respectively.

The Group recorded a provision against accounts receivable for estimated cancellations of airline bookings at December 31, 2009, of KEUR 46,589; and the Group reserve for the related reduction in accounts payable for distribution fees at December 31, 2009, was KEUR 20,009. At December 31, 2008, the related allowances amounted to KEUR 59,165 against accounts receivable and KEUR 25,609 as a reduction in accounts payable, and at December 31, 2007, the related allowances amounted to KEUR 63,778 against accounts receivable and KEUR 17,831 as a reduction in accounts payable.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

6. PREPAYMENTS AND OTHER CURRENT ASSETS AND LIABILITIES

Breakdown of the "Prepayments and other current assets" caption at December 31, 2009, 2008 and 2007 was as follows:

	31/12/2009	31/12/2008	31/12/2007
Prepaid expenses	23,217	20,830	22,232
Short-term deposits	9,318	9,478	10,852
Taxes receivable—non income tax (note 23)	73,380	82,409	55,346
Interest receivable from financial instruments (IRS)	—	10,766	1,934
Other	17,982	24,214	26,706
Total	123,897	147,697	117,070

Breakdown of the "Other current liabilities and provisions" caption at December 31, 2009, 2008 and 2007 was as follows:

	31/12/2009	31/12/2008	31/12/2007
Tax payable—non income tax (note 23)	19,896	16,793	19,030
Employee related accrual	104,471	89,816	114,421
Deferred purchase consideration	2,925	6,768	7,320
Deferred Revenue	14,114	5,950	5,815
Other public institutions	28,847	26,350	27,486
Provisions	24,085	24,321	17,643
Other	10,350	8,011	7,260
Total	204,688	178,009	198,975

The "Tax receivable—non income tax" and "Tax payable—non income tax" captions include VAT receivable and payable and other tax receivable and payable (see note 23).

The "Other" caption within "Prepayments and other current assets", includes, mainly, advance payments made to customers and other receivables.

The "Employee related accrual" caption includes mainly the unpaid accumulated variable compensation, being the major component that related to performance bonus, and holidays accrued but not yet taken at December 31, 2009, 2008 and 2007.

The "Deferred purchase consideration" caption is the short-term portion of the deferred consideration liability related to certain corporate acquisitions carried out by the Group.

The "Deferred revenue" caption relates mainly to paid tour packages reservations which have not yet been used by the end customer, and the revenues not yet earned of certain software developments done for customers.

The "Other" caption within "Other current liabilities and provisions" includes mainly other sundry creditors, other deposits received and advance payments received.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Balances and movements related to the "Provisions" caption for financial years ended December 31, 2009, 2008 and 2007, were as follows:

	Provisions
Carrying amount at December 31, 2006	14,896
Additional amounts through SoCI*	4,718
Payments	(1,287)
Unused reversed amounts through SoCI*	(755)
Translation changes	71
Carrying amount at December 31, 2007	17,643
Additional amounts through SoCI*	9,741
Payments	(1,227)
Unused reversed amounts through SoCI*	(1,796)
Transfers	(10)
Translation changes	(30)
Carrying amount at December 31, 2008	24,321
Additional amounts through SoCI*	10,679
Payments	(9,432)
Unused reversed amounts through SoCI*	(1,532)
Translation changes	49
Carrying amount at December 31, 2009	24,085

* SoCI: Statement of Comprehensive Income

Basically, provisions relate to litigation and a provision of KEUR 6,833 for amounts which could become payable to a bank, in accordance with a comfort letter, in connection with loans granted by this bank to Quivive GmbH, an associate company. In 2008, the provision in an amount of KEUR 1,517, relating to one on the comfort letters, was reversed, as the claims lapsed have prescribed according to the German Civil Code.

As part of the disposal of the subsidiary Karavel, S.A. in 2007, a co-operation agreement was signed under which Opodo Ltd. made a sales commitment to sell at least KEUR 50,000 gross of Karavel, S.A. product per annum from 2008 to 2012. If this target was not reached, Opodo Ltd. was required to pay certain penalties. Such agreement was early terminated in 2008, and the Group accrued at December 31, 2008, KEUR 5,000 to cover termination penalties (see note 12). This provision was fully paid by Opodo in January 2009.

The Group has recorded a provision during the year ended December 31, 2009 by an amount of approximately 5,550 KEUR as the best estimate of the final compensation that would be required to settle certain disputes with customers. The remaining additions mainly correspond to tax risks and restructuring costs of group subsidiaries.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

7. TANGIBLE ASSETS

Reconciliation of the carrying amounts for the periods ended December 31, 2009, 2008 and 2007, of the items included under tangible assets were as follows;

	Land & buildings	Data processing hardware & software	Other tangible assets	Total
Carrying amount at December 31, 2006	92,784	152,752	56,896	302,432
Additions	—	58,786	21,532	80,318
Retirements and disposals	—	(3,565)	(1,976)	(5,541)
Transfers	—	626	(626)	—
Depreciation charge	(2,457)	(79,264)	(13,134)	(94,855)
Exchange rate adjustments	—	(398)	(701)	(1,099)
Carrying amount at December 31, 2007	90,327	128,937	61,991	281,255
Additions	—	134,936	12,715	147,651
Additions due to acquisitions	—	299	92	391
Assets classified as held for sale (note 12)	—	—	(1,691)	(1,691)
Retirements and disposals	—	(1,234)	(423)	(1,657)
Transfers	—	804	(814)	(10)
Depreciation charge	(2,457)	(63,565)	(12,564)	(78,586)
Exchange rate adjustments	—	(836)	(818)	(1,654)
Carrying amount at December 31, 2008	87,870	199,341	58,488	345,699
Additions	209	47,929	9,085	57,223
Additions due to acquisitions	—	100	26	126
Retirements and disposals	—	(938)	(1,672)	(2,610)
Transfers	1,634	98	(1,738)	(6)
Depreciation charge	(2,517)	(72,764)	(11,832)	(87,113)
Exchange rate adjustments	4	172	281	457
Carrying amount at December 31, 2009	87,200	173,938	52,638	313,776

The "Other tangible assets" caption includes building installations, furniture and fittings, and miscellaneous.

Additions for the year ended 2009 mainly relate to the data processing hardware acquired by the group subsidiary Amadeus Data Processing GmbH by KEUR 27,212.

At December 2008 Amadeus Data Processing GmbH acquired unlimited rights to use the TPF programme, a core system software licence, and other IBM software, for amounts of KEUR 80,000 and KEUR 5,900, respectively. The TPF software licence was capitalized under "Data processing hardware and software". The cash payment corresponding to these investments was done by KEUR 80,000 in 2008 and KEUR 5,900 in 2009. Both assets have a useful life of five years.

The additions due to acquisitions relate to the assets of Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda. The Group acquired control of this company in 2009 as detailed in note 11. The additions due to acquisitions in 2008 correspond to the assets of Sistemas de Distribución Amadeus Chile, S.A. after the acquisition of the control of this company by the Group in 2008.

The retirements include the assets of Amadeus Saudi Arabia Limited and Amadeus Egypt Computerized Reservation Services S.A.E. by KEUR 1,155 as a result of the loss of control over these entities during the year 2009.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

In addition, some write-offs of tangible assets were made, mainly data processing hardware, in the gross amount of KEUR 40,605 at December 31, 2009, and KEUR 71,903 and KEUR 11,960 as of December 31, 2008 and 2007, respectively. The Group has derecognized these assets as they were not expected to generate future economic benefits. The equipment was already fully depreciated at the time it was written off.

The amount of expenditures recognised in the carrying amount of tangible assets under construction for the period ended December 31, 2009, is KEUR 437, and KEUR 2,291 and KEUR 909 for the periods ended December 31, 2008 and December 31, 2007, respectively.

The Group had contractual commitments for the acquisition of tangible assets at December 31, 2009, in the amount of KEUR 4,404. The commitments at December 31, 2008 and 2007, were KEUR 3,883 and KEUR 6,453 respectively.

The carrying value of tangible assets under finance lease was as follows:

	31/12/2009	31/12/2008	31/12/2007
Land & buildings	64,378	77,996	80,137
Data processing hardware & software	7,928	9,534	4,500
Other	9,039	12,127	13,553
Total	81,345	99,657	98,190

The depreciation charge related to assets acquired under finance leases, for the period ended December 31, 2009 is KEUR 8,069, and KEUR 7,739 and KEUR 7,000 for the periods ended December 31, 2008 and 2007 respectively. The acquisitions of tangible assets under finance leases were KEUR 3,356 for the period ended December 31, 2009, and KEUR 9,168 and KEUR 13,342 for the periods ended December 31, 2008, and 2007 respectively.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

8. INTANGIBLE ASSETS

Reconciliation of the carrying amounts for the years ended December 31, 2009, 2008 and 2007, of the items included under intangible assets were as follows:

	Patents, trademarks & licenses	Technology and content	Contractual Relationships	Other intangible assets	Total
Carrying amount at December 31, 2006	305,184	1,230,258	571,118	950	2,107,510
Additions acquired separately	971	955	42,035	460	44,421
Additions of software internally developed	—	72,169	—	—	72,169
Retirements and disposals	(6,795)	(5,781)	(971)	(676)	(14,223)
Transfers	—	12,874		2,155	15,029
Impairment losses charged to SoCI*	—	(6,593)	(150)	—	(6,743)
Reversals of impairment losses charged to SoCI*	—	673	—	—	673
Amortization charge	(3,981)	(102,038)	(193,651)	(1,028)	(300,698)
Exchange rate adjustments	(3)	(716)	(1,475)	(56)	(2,250)
Carrying amount at December 31, 2007	295,376	1,201,801	416,906	1,805	1,915,888
Additions acquired separately	1,442	—	47,766	376	49,584
Additions of software internally developed	—	83,023	—	—	83,023
Retirements and disposals	—	(1,485)	(1,221)	—	(2,706)
Transfers	(185)	908		—	723
Additions due to acquisitions	—	—	588	—	588
Assets classified as held for sale (note 12)	—	(1)	(1,553)	—	(1,554)
Impairment losses charged to SoCI*	—	(2,113)	(1,748)	—	(3,861)
Amortization charge	(781)	(95,381)	(138,755)	(983)	(235,900)
Exchange rate adjustments	(142)	(94)	(3,257)	134	(3,359)
Carrying amount at December 31, 2008	295,710	1,186,658	318,726	1,332	1,802,426
Additions acquired separately	422	31	40,334	317	41,104
Additions of software internally developed	—	95,252	—	—	95,252
Retirements and disposals	(3)	(579)	(2,531)	—	(3,113)
Transfers	43	2,732	(847)	(15)	1,913
Additions due to acquisitions	6	143	178	—	327
Impairment losses charged to SoCI*	—	(26,182)	(3,165)	—	(29,347)
Amortization charge	(847)	(95,369)	(132,984)	(1,062)	(230,262)
Exchange rate adjustments	(19)	285	2,466	245	2,977
Carrying amount at December 31, 2009	295,312	1,162,971	222,177	817	1,681,277

* SoCI: Statement of Comprehensive Income

The caption "Technology and content" is comprised of net costs of acquiring Technology and Content by means of acquisitions through business combinations, through separate acquisitions, or internally generated. These assets are the combination of software elements and travel content, these latter being obtained by the Group through its relationships with travel providers. This combination allows the processing of travel transactions (bookings) between supply (travel providers) and demand (travel agencies), and it makes the travel information available to users through the Amadeus system. It also includes the technology development of the IT Solutions business.

Under the caption "Contractual relationships" the Group includes the net cost of contractual relationships with travel agencies and with travel providers, as acquired through business combinations, as well as costs that can be capitalized and relate to travel agency incentives that meet the requirements to be recognized as an asset.

The carrying amount of intangible assets with indefinite useful lives amounted to KEUR 293,200 at December 31, 2009, 2008 and 2007 classified under the caption "Patents, trademarks and licenses" and it related mainly to the Amadeus Brand. We have analyzed the relevant factors stated in IFRS 38 for the determination of the useful life of an intangible asset and the following matters should be highlighted:

- There are no expectations of the Amadeus brand to be abandoned;
- There is certain stability within the GDS industry since it is composed of few players worldwide and Amadeus has a strong positioning.

As a consequence, we do not see any fact or circumstance driving us to estimate a definite useful life for the corporate brand, thus, qualifying the asset as an indefinite useful life intangible asset. The Amadeus Brand is allocated to the cash generating units of Global Distribution System (GDS) by 257,800 KEUR, and Information Technology (IT) by 35,400 KEUR, and is therefore tested for impairment as part of these cash generating units. The key assumptions used for the impairment tests as well as the methodology followed is described in note 9.

During the year ended December 31, 2009, total additions to intangible assets amounted to KEUR 136,356, of which KEUR 41,104 were acquired separately, and KEUR 95,252 were internally developed.

Significant additions during the years ended at December 31, 2009, 2008 and 2007 included software capitalizations by the subsidiary Amadeus s.a.s. for a total amount of KEUR 90,673, 78,316 and 66,310, respectively, as well as the payments made to travel agents and travel providers that meet the requirements to be recognised as an asset by KEUR 40,334, 47,766 and 42,035, for each year respectively.

Additions due to acquisitions in 2009 relate to the assets of Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda. The group acquired control of this company in 2009 as detailed in note 11. The additions due to acquisitions in 2008 correspond to the assets of Sistemas de Distribución Amadeus Chile, S.A. after the acquisition of the control of this company by the Group in 2008.

The retirements and disposals during 2007 mainly relate to the sale during the year of the subsidiary Karavel. As a result of this divestment, the Group derecognised the Promovacances brand with a carrying value of KEUR 6,795 and some technology and other intangible assets with a carrying value of KEUR 6,172.

The Group has carried out a review of the recoverable amount of the significant intangible assets that shows signs of impairment. As a result of this review the Group has recognised an impairment loss of KEUR 29,347 at December 31, 2009. This amount includes impairments over certain internal software developments in Amadeus s.a.s. and Amadeus Hospitality s.a.s., of which the most significant individual assets are a rail solution for U.K. (6,645 KEUR), a solution for an integrated leisure and business platform for the German market (6,105 KEUR), an IT solution for hotels (3,586 KEUR) and development costs capitalised for the IT solutions migration of an airline (3,763 KEUR). This amount includes also an impairment loss of KEUR 2,415 of contractual relationships in Amadeus IT Group, S.A., for which the recoverable amount was lower than its carrying value. From the total impairment expense for the year 2009, KEUR 19,448 corresponds to the IT Solutions operating segment and KEUR 9,899 to the GDS operating segment.

Impairments at December 31, 2008, amounted to KEUR 3,861 which mainly pertained to random software developments for the hospitality business and certain contractual relationships. During 2007 the impairment charges amounted to KEUR 6,743 and were basically due to the abandonment of the legacy technology platform in Opodo when management decided to focus on developing a more cost efficient platform.

The transfers during the year 2007 reflect the finalization of the purchase price allocation of the business combination of TravelTaiment Group. As a result of this transaction, intangible assets with a value of KEUR 15,994 have been identified

Technology and Content additions are presented net of grants received from the French Tax Authorities (Research Tax Credit) in the amount of KEUR 6,306 for the period ended on December 31, 2009. The grants received for the periods ended on December 31, 2008 and 2007 were KEUR 8,871 and KEUR 4,401 respectively. The total government grants received from the French Tax Authorities, including the part allocated to capitalised software is KEUR 12,312 for the period ended on December 31, 2009 and KEUR 16,967 and KEUR 11,427 for 2008 and 2007 respectively.

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In addition, some write offs of fully amortised intangible assets took place in 2009, mainly contractual relationships that were identified as a result of the purchase price allocation of the combination between WAM Acquisition S.A. and Amadeus IT Group, S.A., by the gross amount of KEUR 163,435. The Group has derecognized these assets as they were not expected to generate future economic benefits. Write offs of fully amortized intangible assets that took place during 2008 mainly contractual relationships, amounted to KEUR 65,252.

9. GOODWILL

Reconciliation of the carrying amount of goodwill for the years ended at December 31, 2009, 2008 and 2007 was as follows:

	31/12/2009	31/12/2008	31/12/2007
Carrying amount	2,239,735	2,219,164	2,297,801
Additions	83	1,281	5,501
Additions due to acquisitions of subsidiaries and minority interests	462	25,466	—
Retirements	(339)	—	(74,510)
Assets classified as held for sale (note 12)	—	(5,866)	—
Transfers	(1,254)	(310)	(9,628)
Carrying amount	2,238,687	2,239,735	2,219,164

The “Additions due to acquisitions of subsidiaries and minority interest” caption shows the effect on goodwill of the business combination with Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísiticos Savia Ltda, carried out by the Group during 2009 and described in note 11. The completion of the allocation of the purchase price for this acquisition is not yet finalized and is within the transitional period permitted by IFRS.

The retirement in goodwill for the period ended at December 31, 2009 relates to the adjustment to the contingent purchase consideration (earn-outs) of certain corporate acquisitions.

Transfers in 2009 related to the completion of the purchase price allocation accounting for the business combinations with Onerail Global Holdings Pty Limited, as described in note 11.

Additions in the years 2008 and 2007 were mainly due to adjustments to the contingent purchase consideration (earn-outs) of certain corporate acquisitions.

For financial year 2008, the caption “Additions due to acquisitions of subsidiaries and minority interest” shows the effect on goodwill of the business combination with Onerail Global Holdings Pty Limited and Sistemas de Distribución Amadeus Chile, S.A., and the acquisition of minority interests in the subsidiary Opodo Ltd, as described in note 11.

The retirement in goodwill for the period ended at December 31, 2007 mainly related to the sale of the subsidiary Karavel, S.A., as described in note 12.

In 2008 the goodwill allocated to the subsidiary Vacation.com was classified as an asset held for sale, as described in note 12.

Transfers in 2008 and 2007 relate to the completion of the purchase price allocation accounting for the business combination with Sistemas de Distribución Amadeus Chile, S.A and TravelTainment Group, respectively.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Goodwill derived from any acquisition is allocated, based on Amadeus' organizational structure and operations, to the cash generating unit that is expected to benefit from the acquisition that originated the goodwill. The cash generating units are the lowest level within the Group at which goodwill is monitored for internal management purposes.

The carrying amount of goodwill per cash generating unit is as follows:

	31/12/2009	31/12/2008	31/12/2007
Global Distribution System (GDS)	1,952,735	1,953,866	1,950,565
Information Technology (IT)	125,100	125,100	125,100
Opodo Group	160,852	160,769	143,499
Carrying amount	2,238,687	2,239,735	2,219,164

The Group tests the carrying amount of goodwill for impairment annually, or more frequently if there is any indicator that suggests that the carrying amount of the goodwill might be impaired.

Whenever the carrying amount of an asset exceeds its recoverable value, an impairment loss is recognised. This implies reducing the carrying amount of the asset to its recoverable amount, with the corresponding charge to the statement of comprehensive income in the "Depreciation and Amortization" caption.

The goodwill recoverable amounts for the GDS, IT and Opodo's cash generating units are based on a "value in use" assessment. In order to determine the "value in use" of each cash generating unit the following steps are followed:

i) For the purposes of the Impairment Test exercise, specific forecasts are developed for each cash generating unit, which imply performing a cost allocation exercise for some cost items. These forecasts are developed from the available financial budgets and financial projections approved by the Group management. The forecast developed for each cash generating unit take into account the market environment, market growth forecasts as well as the Group's market position.

ii) Based on the specific forecast developed, after tax cash-flow forecasts for each cash generating unit are calculated. The discount rates calculated are also after tax.

iii) The present value of each cash generating unit's cash-flow forecasts is obtained, using specific discount rates that take into account the appropriate risk adjustment factors.

Regarding the 2009 Impairment Test exercise, the forecasts considered have been based on the Group's 2009-2012 LTP. Unallocated costs have been allocated between the three cash generating units and additional forecasts have been developed for 2013 and 2014. The resulting gross revenues CAGR for the 2009 – 2014 period are between 3% and 8% (depending on the cash generating unit).

Management believes that any reasonable deterioration of the key assumptions considered would not result in the "value in use" being lower than the aggregate carrying amount of goodwill.

For the GDS cash generating unit the value in use exceeds the carrying amount of Goodwill in all the scenarios of the sensitivity analysis performed, considering a growth rate to perpetuity in the range between -1% and 2%, and with discount rates as high as 10.5%, not resulting in any case of impairment.

For the IT cash generating unit the value in use exceeds the carrying amount of Goodwill in all the scenarios of the sensitivity analysis performed, considering a growth rate to perpetuity in the range between 1.5% and 3.5%, and with discount rates as high as 10.5%, not resulting in any case of impairment.

For the Opodo cash generating unit the value in use exceeds the amount of Goodwill in all the scenarios of the sensitivity analysis performed, considering a growth rate to perpetuity in the range between 2% and 4%, and with discount rates as high as 13.5%, not resulting in any case of impairment.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

10. INVESTMENTS IN ASSOCIATES AND OTHER LONG-TERM INVESTMENTS

Reconciliation of the carrying amount for the periods ended December 31, 2009, 2008 and 2007, of the items included under investments in associates and other long-term investments was as follows:

	Investments in associates and joint ventures	Other long-term investments	Total
Carrying amount at December 31, 2006	15,578	47,518	63,096
Additions	—	8,106	8,106
Disposals/collections	(2,221)	(16,013)	(18,234)
Share of profit of associates and joint-ventures accounted for using the equity method	9,174	—	9,174
Distribution of dividends	(5,391)	—	(5,391)
Transfers	(3,554)	(2,683)	(6,237)
Remeasurement to fair value of investments	—	3,369	3,369
Exchange rate adjustment	(1,093)	(461)	(1,554)
Carrying amount at December 31, 2007	12,493	39,836	52,329
Additions	1,621	4,558	6,179
Disposals/collections	—	(4,545)	(4,545)
Share of profit of associates and joint-ventures accounted for using the equity method	7,322	—	7,322
Distribution of dividends	(4,550)	—	(4,550)
Transfers	(588)	(3,484)	(4,072)
Remeasurement to fair value of investments	—	(6,893)	(6,893)
Exchange rate adjustment	(1,446)	(759)	(2,205)
Carrying amount at December 31, 2008	14,852	28,713	43,565
Additions	140	6,135	6,275
Disposals/collections	—	(1,765)	(1,765)
Share of profit of associates and joint-ventures accounted for using the equity method	2,460	—	2,460
Distribution of dividends	(7,269)	—	(7,269)
Transfers	2,073	(173)	1,900
Remeasurement to fair value of investments	—	6,425	6,425
Exchange rate adjustment	(373)	404	31
Carrying amount at December 31, 2009	11,883	39,739	51,622

The "Share of profit of associates and joint ventures accounted for using the equity method" caption excludes the impact of tax payable at the respective shareholder level.

The entities that the Group consolidated under the equity method are not quoted in any organized stock market.

Additions to investments in associates in 2009 were due to the incorporation of Amadeus Libya Technical Services JV, consolidated under the equity method. In 2008 Moneydirect Limited, Amadeus Syria Limited Liability and Amadeus Yemen Limited were also incorporated as associate companies.

The distribution of dividends in 2009, in the amount of KEUR 7,269 was registered as a reduction in the investment in those associates, as it was considered as a refund of the original investment. The distribution of dividends in 2008 amounted to KEUR 4,550 and in 2007 to KEUR 5,391.

Disposal of investments in associates in 2007 were related to the investment in Traventec (KEUR 149) and Comtec (Europe) Limited (KEUR 2,072).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The transfers for the period ended December 31, 2009 show the increase in the investment in associates due to the loss of control of Amadeus Saudi Arabia Limited and Amadeus Egypt Computerized Reservation Services S.A.E. These entities were wholly-owned subsidiaries until December 2008, and at January 1st, 2009 the fair value of the investment in both entities was reclassified to investment in associates. The Group did not recognise any gain or loss as a result of this transfer as the ownership level did not change. The cost of the investment on initial recognition was KEUR 678 for Amadeus Saudi Arabia Limited, and KEUR 389 for Amadeus Egypt Computerized Reservation Services S.A.E. The transfers also include the increase in the investments in associates by an amount of KEUR 127 due to the acquisition of a 50% additional interest in the entity Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda. by the Group. After the purchase of this additional interest in this entity the Group controls 100% of the shares as described in note 11. Within transfers we also have the adjustment of the share of losses in the joint-venture Moneydirect Limited in excess of our investment, which is being recognised as a reduction on the carrying value of a long term loan to this entity by KEUR 380.

The transfers for the period ended December 31, 2008, related mainly to the consolidation of Amadeus Kuwait Company W.L.L. as a subsidiary starting November 2008. The transfers for the period ended December 31, 2007, related mainly to the reclassification of the carrying amount of the investment in Rumbo by KEUR 2,400 as an asset held for sale at December 31, 2007. The investment in this associate was sold in March 4, 2008.

Additions in the “Other long-term investments” caption are mainly due to an increase on certain deposits made by Group companies and increase in long term receivables in the amount of KEUR 5,739 for the period ended December 31, 2009. The additions for the period ended December 31, 2008 were due to the increase in the deposits by KEUR 3,330 and increase in the Long term debt receivable by KEUR 1,089. The additions for the period ended December 31, 2007 were due to the increase in the deposits held by Group companies by KEUR 7,246.

The disposals in the “Other long-term investments” caption for the period ended December 31, 2009 and 2008, were mainly due to the collection of certain deposits held by Group companies. The disposals in the “Other long-term investments” caption for the period ended December 31, 2007, were mainly due to the retirement of the deposits owned by Karavel, S.A. in the amount of KEUR 7,769 as a result of the sale of this entity, and the shares disposal of the investment in Travelsky for the amount of KEUR 4,726.

Summarised financial information in respect of the Group’s associates is set forth in the table below:

	31/12/2009	31/12/2008	31/12/2007
Total assets	69,614	73,124	57,688
Total liabilities	37,298	29,986	21,371
Net assets	32,316	43,138	36,317
Group’s share in net assets of associates	11,883	14,852	12,493
Total revenue	68,618	74,674	308,830
Total profit for the period	8,539	20,951	26,660
Group’s share in profits of associates	2,460	7,322	9,174

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

11. BUSINESS COMBINATIONS AND ACQUISITIONS OF MINORITY INTERESTS

The main impacts of these transactions on the statement of financial position at December 31, 2009, 2008, and 2007 are below:

	31/12/2009	31/12/2008	31/12/2007
Cash paid for current transactions	559	11,960	725
Deferred consideration	(339)	18,502	4,776
Equity in net assets acquired	(10)	(3,715)	—
Excess purchase price related to acquisition of subsidiaries and minority interests	210	26,747	5,501
Allocation of fair value of net assets acquired	(1,254)	(310)	(9,628)
Total	(1,044)	26,437	(4,127)

The reconciliation between the cash paid for current acquisitions and the net cash invested in subsidiaries, associates and joint-ventures at December 31, 2009, 2008, and 2007 was as follows:

	31/12/2009	31/12/2008	31/12/2007
Cash paid for current transactions	559	11,960	725
Cash paid on deferred purchase consideration from prior period	24,233	6,747	16,334
Cash acquired as a result of current acquisition	1,804	(307)	(385)
Net cash invested in subsidiaries and associates	26,596	18,400	16,674

a) *Business combinations*

In financial year ended December 31, 2009, indirectly through its subsidiary Amadeus IT Group, S.A. the Company acquired 50% additional interest in Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda (Amadeus Colombia). At December 31, 2009 the Group owns 100% of the shares of this entity.

The purchase consideration paid for this acquisition and the excess purchase price resulting is set forth in the table below:

	KEUR
Purchase consideration	335
Equity in net assets acquired	(127)
Excess Purchase Price	462

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The accounting for this acquisition was incomplete as of December 31, 2009. As such, we are using the provisional values available at the date of the acquisition which are set forth in the table below. The initial accounting will be adjusted when the purchase price allocation is completed. The net loss contributed to the Group's results by this subsidiary since acquisition has been KEUR 13. The net loss that would have been contributed to the Group's net income if this company would have been consolidated for the full year is KEUR 609.

	Amadeus Colombia
Assets	3,664
Current assets	3,216
Tangible assets	112
Intangible assets	336
Liabilities	3,918
Current liabilities	3,902
Long- term liabilities	16
Equity in net assets	(254)
Equity in net assets acquired	(127)

In financial year ended December 31, 2008, indirectly through its subsidiary Amadeus IT Group, S.A., the Group carried out the following business combinations:

- 100% interest in Sistemas de Distribución Amadeus Chile, S.A.
- 100% interest in Onerail Global Holdings Pty Limited
- 65% additional interest in Amadeus Kuwait Company W.L.L. (total interest 100%)

On June 5, 2008, the Company acquired 100% equity interest in Onerail Global Holdings Pty Limited and its wholly-owned subsidiaries Onerail Canada Inc., Onerail Pty Limited and Onerail Services Limited.

Onerail is an application service and content provider with headquarters in Sydney (Australia). The company offers a fully Web-based integrated reservation and ticketing system built for rail businesses.

The purchase consideration paid in 2008 for the above acquisition and the excess purchase price resulting was as follows:

	KEUR
Purchase consideration	7,065
Equity in net assets acquired	(449)
Excess Purchase Price	7,514

The net loss that would have been contributed to the Group's net income if this company would have been consolidated for the full year is KEUR 2,660 and since acquisition KEUR 992.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

In the year ended December 31, 2009, we have completed the purchase accounting for the combination with Onerail Global Holdings Pty. The table below sets forth the provisional amount of assets and liabilities recognized at the acquisition date, and those identified after the measurement period has finalised, together with the resulting goodwill:

	Carrying amounts at acquisition date	Fair Value Adjustments to purchase value	Fair value of net assets acquired
Assets			
Current assets	873	—	873
Tangible assets	127	—	127
Technology and Content	—	1,791	1,791
Other intangible asset	18	—	18
Intangible assets	18	1,791	1,809
Liabilities			
Deferred Tax liabilities	—	537	537
Current liabilities	1,467	—	1,467
Net identifiable assets acquired	(449)	1,254	805
Total Purchase Consideration	7,065		7,065
Goodwill resulting from the acquisition	7,514		6,260

The main intangible asset identified is a technology for rail providers (Orion suite) developed by Onerail.

The main impacts on the statement of financial position due to business combinations at December 31, 2007 were related to the completion of the purchase price allocation accounting for the business combination with TravelTainment Group. As a result, part of the excess purchase price determined provisionally at December 31, 2006, was allocated to Technology and Content and Other Intangible assets.

	Carrying amounts at acquisition date	Fair Value Adjustments to purchase value	Fair value of net assets acquired
Assets			
Current assets	3,069	—	3,069
Tangible assets	330	—	330
Technology and Content	508	13,590	14,098
Goodwill (pre-existing)	2,208	(2,208)	—
Other intangible assets	294	2,404	2,698
Intangible assets	3,010	13,786	16,796
Other non current assets	1,507	—	1,507
Liabilities			
Deferred Tax liabilities	203	6,366	6,569
Financial debt L/T third parties	281	—	281
Current liabilities	1,923	—	1,923
Net identifiable assets acquired	5,509	7,420	12,929
Total Purchase Consideration	61,694		61,694
Goodwill resulting from the acquisition	56,185		48,765

The main identified intangible assets were the technology supporting TravelTainment's search engine, (the capacity of processing travel offers in an optimised manner, in conjunction with the ability to offer a wide range of travel content matching the end-users preferences), the multimedia content database (as it reinforces TravelTainment's competitive position within the market), and the non-competition clauses in the contracts with the former owners.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

b) *Acquisitions of minority interest*

At December 31, 2009, 2008 and 2007, the Group held the following Amadeus IT Group S.A. shares:

	31/12/2009		31/12/2008		31/12/2007	
Shareholder	Number of shares	% of economic rights	Number of shares	% of economic rights	Number of shares	% of economic rights
WAM Acquisition, S.A.	4,210,554,249	99.73%	4,210,554,249	99.73%	4,210,397,035	99.72%
Minority Interests	11,516,938	0.27%	11,516,938	0.27%	11,674,152	0.28%
Total	4,222,071,187	100.00%	4,222,071,187	100.00%	4,222,071,187	100.00%

In December 2008, the put option held by the Opodo's nine airline remaining shareholders was exercised by eight of them. The value of the stake was KEUR 17,270, paid in January 2009. Following the acquisition of the 24.29% additional interest in Opodo Limited, the Group owns 99.72% of the company, indirectly through its subsidiary company Amadeus IT Group S.A.

In financial year ended December 31, 2008 and 2007, the Group acquired from minority shareholders, 157,214 and 1,439,136 shares, respectively of Amadeus IT Group, S.A., for a total consideration of KEUR 43 and KEUR 392 respectively.

c) *Other equity investments*

In financial year ended December 31, 2009, indirectly through its subsidiary Amadeus IT Group, S.A., the Group carried out the following equity investments:

i) Newly created companies:

- 100% interest in Amadeus Lebanon S.A.R.L
- 100% interest in Amadeus Customer Center Americas S.A. (Costa Rica)
- 100% interest in Amadeus Content Hellas Electronic Tourism Services S.A.
- 25% interest in Amadeus Libya Technical Services JV

ii) Capital Increases:

- Amadeus Hellas S.A.
- Amadeus Marketing Nigeria Ltd. (loan capitalization)
- Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda.

In financial year ended December 31, 2008, indirectly through its subsidiary Amadeus IT Group, S.A., the Group carried out the following equity investments:

i) Newly created companies:

- 100% interest in Amadeus Information Technology LLC (Russia)
- 100% interest in Amadeus Purchase Debt, S.A., Sociedad Unipersonal (Spain)
- 100% interest in Amadeus Taiwan Limited
- 100% interest in Amadeus Yemen Limited (consolidated under the equity method)
- 100% interest in Amadeus Syria Limited Liability (consolidated under equity method)

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

ii) Capital Increases:

- Amadeus Hospitality S.A.S.
- Moneydirect Limited

In financial year ended December 31, 2007, the Group did not carry out any equity investment.

12. ASSETS HELD FOR SALE AND DIVESTITURES

On August, 19 2009, Amadeus IT Group sold 44.99% of its equity stake in Amadeus Bulgaria OOD for a total amount of KEUR 1,500. After the sale the Group retains control through an interest of 55.01% in this subsidiary. A gain of KEUR 1,169 was recognised in the statement of comprehensive income under the caption "Other Income".

At December, 31 2009 the Group's subsidiary Vacation.com was presented as a disposal group of assets and liabilities held for sale. The Board of Directors of the Company approved on December 11, 2008 the sale of the Group's interest in this entity subject to certain conditions. Although Vacation.com has been classified as held for sale for a period longer than a year, the management considers that the conditions to retain this presentation were met as of December 31, 2009, and that the carrying amount of this investment will be recovered principally through a sale transaction rather than through continuing use. The major classes of assets and liabilities classified as held for sale at December 31, 2009 and 2008 were:

	Vacation.com 31/12/2009	Vacation.com 31/12/2008
Assets classified as held for sale	16,620	17,067
Current assets	4,704	4,696
Tangible assets	2,650	1,691
Intangible assets	857	1,554
Goodwill	5,667	5,866
Other non-current assets	2,742	3,260
Liabilities associated with non-current assets classified as held for sale	(2,952)	(3,358)
Current liabilities	(2,952)	(3,358)
Net assets classified as held for sale	13,668	13,709

In financial year ended December 31, 2008, the Group made the following divestiture:

On March 4, 2008 the 50% equity stake in the associate Red Universal de Marketing y Bookings Online, S.A. (RUMBO) which was classified as held for sale at the end of 2007 was sold. A gain of KEUR 53,613 was recognised in the "Other Income" caption of the statement of comprehensive income.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

In financial year ended December 31, 2007, the Group made the following divestitures:

a) The sale of Karavel Group was effective on September 24, 2007 for KEUR 107,500. The carrying amount of assets, liabilities and contingent liability de-recognised at the sale date were as follows:

	KARAVEL
Assets	83,393
Current assets	59,716
Tangible assets	2,476
Intangible assets	12,967
Other non current assets	8,234
Liabilities	(57,588)
Current liabilities	(52,929)
Long term liabilities	(4,659)
Net assets sold	25,805
Sale price	107,500
Net assets sold	(25,805)
Goodwill in Karavel	(74,071)
Transaction cost (Bankers, advisors, etc…)	(1,800)
Gains on disposal as recognised in “Other income”	5,824

b) On February 2, 2007, the Group sold its shares in Internet Travel Agent, Inc (ITA) for KUSD 42,321 (KEUR 32,338). The Group recognised the gains in this operation under the caption “Other Income” by KEUR 25,923.

c) On February 7, 2007, the Group sold its 45% equity stake in Traventec for KEUR 150. The Group recognised a loss of KEUR 568 under the caption “Other Income”.

d) On September 21, 2007, the Board of Directors of WAM Acquisition, S.A. authorized and approved a plan for Amadeus IT Group, S.A. to sell its 50% equity stake in Red Universal de Marketing y Bookings Online, S.A. (RUMBO).

e) On October 31, 2007, the Group proceeded with the sale of its 20% interest in Comtec (Europe) Limited for KGBP 3,200 (KEUR 4,589). The gain resulting from this sale, in the amount of KEUR 1,277 was recognised by the Group under the caption “Other Income”.

f) On December 21, 2007, the Group entered into an agreement to sell the investment in RUMBO. The consideration to be received was approximately by KEUR 56,783. As of this date the participative loans borrowed by RUMBO and owed to the Group, in the amount of KEUR 1,217, were repaid by the purchaser. At 2007 year-end, this sale was pending to be completed until certain precedent conditions established in the sale agreement were met. The carrying amount of this investment was classified as an asset held for sale by an amount of KEUR 2,400 (see note 10).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

13. CURRENT AND LONG-TERM DEBT

Breakdown of carrying amounts of debt with financial institutions, third parties and shareholders by maturity, was as follows at December 31, 2009, 2008, and 2007:

	31/12/2009	31/12/2008	31/12/2007
Senior Credit Agreement denominated in EUR (note 13.a)	130,920	138,975	137,495
Senior Credit Agreement denominated in USD (note 13.a)	35,765	40,608	43,956
Senior Credit Agreement interest (note 13.a)	6,009	11,241	105,513
Other debt with financial institutions (note 13.b)	66,877	84,515	3,702
Shareholders loans interest (note 13.c)	2,048	4,282	31,075
Total current debt	241,619	279,621	321,741
Senior Credit Agreement denominated in EUR (note 13.a)	2,311,108	2,443,296	2,605,770
Senior Credit Agreement denominated in USD (note 13.a)	577,212	631,916	612,293
Deferred financing fees	(38,744)	(52,000)	(67,478)
Other debt with financial institutions (note13.b)	219	238	257
Shareholders loans (note 13.c)	1,155,517	1,151,915	1,148,142
Total non-current debt	4,005,312	4,175,365	4,298,984
Total debt	4,246,931	4,454,986	4,620,725

The Group has financed the acquisition of Amadeus IT Group, S.A. by means of a combination of equity and the external resources arising from the financial institutions, third parties and shareholders, as described below:

a) *Senior Credit Agreements:*

The Senior Credit Agreements were obtained by the Group on April 8, 2005, and arranged by Barclays Capital, Credit Suisse First Boston International, J.P. Morgan Plc., Merrill Lynch International and The Royal Bank of Scotland Plc., acting as mandated lead arrangers.

On March 23, 2007, as a result of the negotiations held with the financial entities, the Board of Directors of Amadeus IT Group, S.A. agreed to amend the terms of the "Senior Phase Two Credit Agreement".

On April 27, 2007, the Group subscribed a Bank Financing Agreement with Barclays Capital, Credit Suisse International, J.P. Morgan Plc., Merrill Lynch International and The Royal Bank of Scotland Plc., acting as mandated lead arrangers, amending and replacing the previous agreement signed on April 8, 2005, which had been amended on May 4, 2006. The Senior Phase Two Credit Agreement has a credit limit of EUR 4,860 million.

As part of the same transaction, the Amadeus IT Group S.A. paid in advance the term Senior D, for an amount of EUR 270 million and disposed of EUR 570 million, under the Senior Phase Two Credit Agreement, against term Senior B and C (each term for EUR 285 million).

On April 14, 2008, a mandatory prepayment for the amount of KEUR 82,870 and KUSD 30,255 (KEUR 22,973) was made in respect of the facilities of Senior Term loans A, B and C, and Acquisition facility.

On April 30 and May 5, 2009, a new mandatory prepayment was settled in respect of the facilities Senior Term loans A, B and C, and Acquisition facility for a total amount of KEUR 35,411 and KUSD 12,830 (KEUR 9,591).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Breakdown of the Bank Financing agreement ("Senior Phase Two Credit Agreement") at December 31, 2009, 2008, and 2007 was as follow:

Loans	Credit limit(1)	Outstanding balance(1)	Currency	Final maturity date
Senior A	549,710	413,991	EUR	July 2012
		113,891	USD	July 2012
Senior B	1,745,328	994,306(2)	EUR	July 2013
		249,541	USD	July 2013
Senior C	1,745,328	994,308(2)	EUR	July 2014
		249,541	USD	July 2014
Acquisition Facility	39,427	39,427	EUR	July 2012
Revolving Credit A	150,000	—(3)	EUR	July 2012
Total at December 31, 2009	4,229,793	3,055,005		

Loans	Credit limit(1)	Outstanding balance(1)	Currency	Final maturity date
Senior A	683,275	512,211	EUR	July 2012
		148,594	USD	July 2012
Senior B	1,763,582	1,008,373(2)	EUR	July 2013
		261,964	USD	July 2013
Senior C	1,763,582	1,008,375(2)	EUR	July 2014
		261,966	USD	July 2014
Acquisition Facility	53,312	53,312	EUR	July 2012
Revolving Credit A	150,000	—(3)	EUR	July 2012
Total at December 31, 2008	4,413,751	3,254,795		

Loans	Credit limit(1)	Outstanding balance(1)	Currency	Final maturity date
Senior A	789,687	584,188	EUR	July 2012
		168,758	USD	July 2012
Senior B	1,805,000	1,040,289(2)	EUR	July 2013
		255,495	USD	July 2013
Senior C	1,805,000	1,040,289(2)	EUR	July 2014
		255,495	USD	July 2014
Acquisition Facility	200,000	55,000	EUR	July 2012
Revolving Credit A	150,000	—(3)	EUR	July 2012
Total as of December 31, 2007	4,749,687	3,399,514		

(1) Amounts expressed in thousand of Euros (KEUR).

(2) Additionally, Amadelux International, S.à.r.l, a wholly-owned company of Amadelux Investments, S.A., drew upon KEUR 910,000 against term B and C. Amadelux International. S.à.r.l. has granted the Company a profit participative loan with those funds, as described on section c) of this note.

(3) Additionally, the Group drew upon banking guarantees from the term Revolving Credit A, in order to cover Group companies' commitments, in the amount of KEUR 11,226, KEUR 13,300 and KEUR 29,940 as for December 2009, 2008 and 2007, respectively.

Under the terms of this financial agreement, the Company and some of its subsidiaries are obliged, since December 31, 2005 onwards, to meet certain covenants. The most relevant covenants are calculated as the ratio of total Group net debt to adjusted Group EBITDA, total Group Senior net debt to adjusted Group EBITDA, adjusted Group EBITDA to total Group net interest payable, and adjusted Group cash flows to total Group debt service. In addition, it was agreed that in any financial year, capital investment would be kept within certain limits. At December 31, 2009, 2008 and 2007, the above mentioned covenants were met.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

(i) Senior Term A

It was used to settle partially the Takeover Bid for Amadeus IT Group, S.A. shares, the relating costs and the refinancing of the Subordinated Bridge Facility Agreement signed with Aqua Finance, S.A. Repayments are made each semester, the annual payments being as follows:

	31/12/2009	31/12/2008	31/12/2007
2008	—	—	100,256
2009	—	130,304	120,754
2010	153,543	154,809	156,980
2011	171,673	173,083	173,080
2012	202,666	202,609	201,876
Total	527,882	660,805	752,946

(ii) Senior Term B, C

It was used to settle part of the Takeover Bid for Amadeus IT Group, S.A. shares, the relating costs and the refinancing of the Subordinated Bridge Facility Agreement signed with Aqua Finance, S.A. Repayment of terms Senior B and C will be made in July 1, 2013 and 2014, respectively, apart from the mandatory prepayments described above.

(iii) Acquisition Facility

It was used to finance certain investments and specific acquisitions as allowed under the Bank Financing agreement, for a period of 3 years since the date of first drawdown of the loan (July 1, 2005). Repayments were to be made each year starting April 2009, the annual payments being as follows:

	31/12/2009	31/12/2008	31/12/2007
2008	—	—	1,687
2009	—	13,816	13,750
2010	13,142	13,003	13,750
2011	13,142	13,165	13,750
2012	13,143	13,328	12,063
Total	39,427	53,312	55,000

(iv) Revolving Credit A

It shall be used to cover the working capital needs of the Amadeus IT Group, S.A. and the Group companies. Repayment of Revolving Credit A Facilities will be made in July 1, 2012.

The interest payable for the Senior Credit Agreement as of December 31, 2009 denominated in Euros is KEUR 4,848 and US dollars KEUR 1,161. At December 31, 2008, and 2007, the interest payable denominated in Euros was KEUR 9,515 and KEUR 80,805, respectively, and US dollars KEUR 1,733 and KEUR 23,231, respectively.

Financial expenses for the year 2009, as derived from the debt with financial institutions, in the amount of KEUR 94,525, were registered in the statement of comprehensive income under the "Interest expense, net" caption, as described in note 21. Financial expenses for the years 2008 and 2007 were KEUR 217,339 and KEUR 235,301, respectively.

As described in note 22 the principals of the Senior Term B and C Credit Agreements, denominated in US Dollar, were designated to hedge forecasted cash flows in US Dollars to be earned by Amadeus IT Group, S.A., and its subsidiaries up to the end of 2015.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

b) *Other debt with financial institutions*

At December 31, 2009, 2008 and 2007, the long-term debt with third parties was as follows:

	31/12/2009	31/12/2008	31/12/2007
Other debt with financial institutions	219	238	257
Total non current	219	238	257
Other debt with financial institutions	66,877	84,515	3,702
Total current	66,877	84,515	3,702

Under the caption "current debt" the Group includes:

- Interest payable in relation to the interest rate derivates (IRS) at December 31, 2009, 2008 and 2007, in the amounts of KEUR 61,657, KEUR 77,814 and KEUR 487, respectively.
- Instalment credits with IBM Deutschland GmbH for the acquisition of equipment amounting to KEUR 3,934, KEUR 4,714 and KEUR 1,671 at December 31, 2009, 2008, and 2007, respectively. The interest rate was 2.00%, 2.50% and 2.90% as of December 31, 2009, 2008, and 2007, respectively. The maturity dates ranged between February 1, 2010 and November 30, 2010, for the instalments outstanding at December 31, 2009.
- Overdraft bank accounts which are payable on demand.

c) *Shareholders loans*

i) Long-term debt and interest

On March 23, 2007, the Board of Directors resolved that the Group, as a borrower, with Amadelux International, S.a.r.l, a wholly-owned subsidiary of Amadelux Investments, S.A., as a lender, should enter into a profit participating loan up to KEUR 910,000, subject to Spanish Royal Decree 7/1996 dated of 7 June.

Breakdown of said profit participating loan, including accrued interest as of December 31, 2009, 2008, and 2007, was as follows:

	31/12/2009	31/12/2008	31/12/2007
Amadelux International Sarl.	911,053	910,600	910,054
Deferred financing fees	(10,400)	(13,373)	(16,354)
Total principal	900,653	897,227	893,700
Amadelux International Sarl.	2,048	4,282	31,075
Total interest short term	2,048	4,282	31,075
Total	902,701	901,509	924,775

The profit participating loan, with maturity date July 1, 2013 or when the change in control of the Group occurs, accrues an annual interest rate of EURIBOR plus a margin related to the earnings obtained by the Company. According to the article 20 of Spanish Royal Decree 7/1996 dated of June 7, as amended by Act 10/1996 dated of December 18, the Group is only allowed to the early amortization of the profit participating loan if there is an equity increase in the Company by the same amount.

The "Debt payable within one year—related parties" caption as of December 31, 2009, 2008 and 2007 includes the unpaid accrued interests of this loan in the amount of KEUR 2,048, KEUR 4,282 and KEUR 31,075 respectively. The related financial expenses classified as "Interest expense, net" have been KEUR 30,742, KEUR 64,115 and KEUR 38,830 in the years 2009, 2008 and 2007, as described in note 21b).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

On March 23, 2007, WAM Acquisition, S.A. Board of Directors resolved to amortize in full the subordinated shareholders loans. On May 16, 2007, the Group proceeded to their effective amortization. These were long-term loans (15 years), with a maturity term higher than the Bank Financing. These loans, which interest (13.75% annual) was capitalized every 12 months from drawdown date and payable at the date of principal repayment, were subordinated to the Bank Financing. The related financial expenses for the period ended as of December 31, 2007, amounted to KEUR 18,976, as described in note 21b.

ii) Preferred Class "B" shares

Breakdown of this item as of December 31, 2009, 2008, and 2007, was as follows:

	31/12/2009	31/12/2008	31/12/2007
Iberia Líneas Aéreas de España, S.A.	29,794	29,794	29,794
Societé Air France	59,587	59,587	59,587
Lufthansa Commercial Holding, GmbH	29,794	29,794	29,794
Amadelux Investments, S.A.	135,865	135,865	135,865
Amadeus employees	815	815	748
Deferred financing fees	(991)	(1,168)	(1,347)
Total	254,864	254,687	254,441

Class "B" shares have the following preference rights:

1. To receive a fixed and cumulative dividend equal to 13.75% per year of these shares' subscription price on account of the distributable profits or of the available reserves in the Company, but the holder shall not be entitled to participate in any additional dividend. If in a given year, the Company resolves not to distribute the preferred dividend, to which holders of Class "B" shares are annually entitled, or if the Company resolves to distribute it partially, the amount not distributed by the Company shall be cumulative and increase the preferred dividend to which holders of Class "B" shares are entitled in the following year.

   Since the Company did not have distributable profits or reserves available at December 31, 2009, 2008 and 2007, the holders of class "B" shares are not entitled to such dividend for 2009, 2008 and 2007.

2. To receive preferentially any distribution of any of the assets resulting from the Company's liquidation in an amount per share up to the subscription price, plus accrued and unpaid dividends, but without any right to any additional quota.

3. In the event of a listing of the Company, the preferred shares are redeemed for ordinary shares. The number of ordinary shares necessary to redeem is variable as a result of the redemption exchange terms. The Company will have to issue as many ordinary shares as necessary in order to redeem the preferred share subscription price plus any unpaid accrued dividend. The number of ordinary shares therefore is variable depending on the market price of the ordinary shares at the time of redemption.

4. Class "A" shares shall not be entitled to receive any other dividend as long as the annual preferential dividend has not been fully paid to holders of Class "B" shares or any accrual of dividend as still unpaid, to which the holders are entitled.

On March 28, 2007, the Company Extraordinary General Assembly of Shareholders, approved the distribution of the accumulated preferred dividend corresponding to the Class "B" shares accrued during the periods ended as of July 31, 2005 and 2006, amounting to KEUR 68,080, registered in the statement of financial position under the "Dividends payable" caption, at December 31, 2006. Additionally, on June 14, 2007, the Company Extraordinary General Assembly of Shareholders approved the distribution of the accumulated preferred dividend corresponding to the Class "B" shares accrued in the period ended at December 31, 2006, amounting to KEUR 26,526. At December 31, 2009, 2008 and 2007, the Group had no preferred dividend, derived from Class "B" shares pending to be paid.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

On July 23, 2007 the Company General Assembly of Shareholders in the context of sections 170 of the Spanish Companies Act, approved a capital reduction by means of an acquisition of treasury shares and its subsequent amortization. The Group has treated this transaction, in respect of the Preferred Class “B” shares as a repayment of debt.

This operation was completed on August 30, 2007. The Group acquired the following Class “B” shares from the shareholders: 23,917,658 Class “B” shares from Iberia Líneas Aéreas de España, S.A.; 23,917,660 Class “B” shares from Lufthansa Commercial Holding GmbH; 47,835,320 Class “B” shares from Société Air France; 109,068,709 Class “B” shares from Amadelux Investments, S.A.; 202,113 Class “B” shares from the employees holding shares in the Group. The mentioned Class “B” shares were acquired for a purchase price of 1 euro each.

14. COMMITMENTS

a) *Finance and operating leases*

The Group leases certain facilities and equipment under operating and finance leases.

The most significant asset acquired under finance lease is the data processing center in Erding. The original cost (in 1988) of this facility was KEUR 106,558, which was increased due to new construction, by KEUR 10,942 in the year 2000. These expenditures were financed via lease agreements recognized as tangible assets under finance leases (see note 7). The Group had the option to purchase the land and the buildings for the residual value of KEUR 70,235 at the end of the year 2009, such option was not exercised. Both leases have been renegotiated during the year 2009 and the terms set forth are those applicable after completion of said negotiation. Both leases expire on December 31, 2019, at this date the Group has a purchase option by KEUR 16,720 and KEUR 4,377, respectively. Before this date is reached, the Group has a restricted purchase option to terminate the main lease on December, 2012.

Quarterly payments consisted of principal plus interest at an average of 2.97%, 5.12% and 4.99% during the period ended December 31, 2009, 2008 and 2007, respectively.

In October 2007 a finance lease with a capitalized value of KEUR 8,493 was arranged to acquire equipment power supply. The finance lease has a four years term.

The future minimum lease payments for finance leases at December 31, 2009, 2008 and 2007 were as follows:

Year(s) due	**31/12/2009**		**31/12/2008**		**31/12/2007**	
	Gross	**Net present value**	**Gross**	**Net present value**	**Gross**	**Net present value**
0 – 1	15,085	14,525	15,692	15,148	17,037	16,336
1 – 2	13,761	12,544	13,514	12,563	13,890	12,974
2 – 3	9,128	7,713	11,914	10,615	10,312	9,121
3 – 4	8,149	6,327	7,479	6,260	9,882	8,258
4 – 5	8,128	5,883	7,309	5,793	7,213	5,754
5 – 10	40,647	23,973	36,221	24,677	35,701	24,638
10 – 15	21,096	10,731	28,329	16,259	35,376	19,949
Total minimum lease payments	115,994	81,696	120,458	91,315	129,411	97,030
Less amount representing interest	34,298		29,143	—	32,381	—
Obligations under finance leases	81,696	81,696	91,315	91,315	97,030	97,030
Current portion	9,678		11,318		12,485	
Long-term portion	72,018		79,997		84,545	
	81,696		91,315		97,030	

For the periods ended December 31, 2009, 2008 and 2007, the rental expense for operating leases was KEUR 30,348, KEUR 33,229 and KEUR 33,007 respectively.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The future minimum lease payments for operating leases at December 31 were as follows:

Year(s) due	31/12/2009	31/12/2008	31/12/2007
0 – 1	27,644	25,959	26,971
1 – 2	24,232	24,034	26,083
2 – 3	21,136	21,167	23,647
3 – 4	18,744	19,006	19,727
4 – 5	17,596	15,878	18,948
5 – 10	18,516	27,806	46,506
Total payments	127,868	133,850	161,882

b) *Other commitments*

On 8 April 2005, the Company granted in a public document a promise for first and second ranking pledge over the shares and other assets, as a guarantee of the Company's fulfilment of the obligations undertaken under Financial Agreements, undertaking to pledge the credit rights in bank accounts, the intra-group credit rights, the Amadeus IT Group, S.A. shares, and its credit rights related to the subscription and payment of capital increases of the Company. This pledge was renewed and ratified in public document, the latest date being on 16 May 2007, as a guarantee of the obligations undertaken by the Company and other companies within the Group under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

On the same date, the Company granted a pledge over the credit rights in bank accounts in BBVA and JP Morgan. This pledge was renewed, ratified and revised in public document on 4 May 2006, together with the pledge over the credit rights in bank accounts in BBVA (denominated in EUR and USD) of 24 October 2005. This pledge was renewed and ratified in public document, the latest date being on 16 May 2007, as a guarantee of the obligations undertaken by the Obligors, excluding those registered in Germany, under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements, although the pledge is cancelled in relation to the open bank account in JP Morgan, under public document of the same date.

On 16 May 2007, the Company granted a pledge under French Law over one share of Amadeus France, SNC, which represented 1% of the mentioned company's share capital, cancelling the pledge granted on 29 December 2006, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the obligations undertaken by Amadeus IT Group, S.A. under the Hedge Phase Two Agreements.

On 16 May 2007, the Company granted first ranking pledge over the credit rights due from Amadeus IT Group, S.A. derived from the profit participating loan subscribed on 23 April 2007, amounting to KEUR 600,000, as a guarantee of the obligations assumed by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

At 31 December 2008, the Company has a pledge over all the present and future shares of Amadeus IT Group, S.A. This pledge was renewed and ratified in public document, the latest date being on 16 May 2007, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements. Additionally, the Company granted the financial institutions a call option over these shares, which may be exercised in the event of a major default of certain obligations of the Financial Agreements.

On 31 October 2005, the Amadeus IT Group, S.A. granted in public document a first ranking pledge under German Law over all the present and future Amadeus Verwaltungs GmbH shares, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase One Credit Agreement and the Senior Phase Two Credit Agreement, including both parallel obligations. This pledge was renewed and ratified in public document on 4 May 2006. On 16 May 2007, Amadeus IT Group, S.A granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and replacement of the Senior Phase Two Credit Agreement.

On 3 November 2005, Amadeus IT Group, S.A. granted a first ranking pledge in a public document over the credit rights derived from the transfer of Amadeus IT Group, S.A. credit rights to the Company, due from Amadeus Verwaltungs GmbH. This pledge was renewed and ratified in public document, the latest date being on 16 May 2007, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

On 4 May 2006, Amadeus IT Group, S.A. granted a pledge under English Law over the current accounts in Deutsche Bank AG London.

On the same date, Amadeus IT Group, S.A. granted a promise to constitute a pledge over credit rights in bank accounts and over all the intra-group credit rights. This pledge was ratified in public document on 29 December 2006, as a guarantee of the obligations undertaken by Amadeus IT Group, S.A. and the other companies within its Group under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

On 28 November 2006, Amadeus IT Group, S.A., granted a first ranking pledge under German Law, over all the present and future shares of Amadeus Germany GmbH, as a guarantee of the obligations assumed by Amadeus IT Group, S.A. under the Senior Phase Two Credit Agreement and parallel present and future obligations. On 16 May 2007, Amadeus IT Group, S.A granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and replacement of the Senior Phase Two Credit Agreement.

On 16 May 2007, Amadeus IT Group, S.A. granted in a public document a pledge under French Law, over all Amadeus s.a.s. shares, cancelling the pledge granted on 29 December 2006, as a guarantee of the obligations assumed by Amadeus IT Group, S.A. under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements, as well as in guarantee of the obligations assumed by the Obligors under the Senior Phase Two Credit Agreement.

On the same date, Amadeus IT Group, S.A. granted a pledge under French Law over 99 shares of Amadeus France, SNC, which represented 99% of the mentioned company share capital, cancelling the former pledge as granted on 29 December 2006, in guarantee of the obligations assumed by Amadeus IT Group, S.A. under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements, as well as in guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement.

On 16 May 2007, in public document, Amadeus IT Group, S.A. renewed, ratified and revised in a single document a first ranking pledge over the credit rights in bank accounts, as a guarantee of the obligations undertaken by the Obligors, excluding those registered in Germany, under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

On the same date, Amadeus IT Group, S.A., renewed and ratified in public document a first ranking pledge over the credit rights in accounts receivable (airlines), excluding those transferred by the factoring agreement signed with financial institutions, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements. On 14 January 2010, said credit rights as updated at 31 December 2009 were converted to public document.

On 16 May 2007, Amadeus IT Group, S.A. renewed and ratified in public document the pledge granted on 29 December 2006, over all the Amadeus Soluciones Tecnológicas, S.A., Sociedad Unipersonal shares, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements.

On 29 December 2006, Amadeus IT Group, S.A. granted in public document promise to constitute a trade mark and pledge chattel mortgage, as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements. This pledge was renewed and ratified in public document on 16 May 2007.

On 29 November 2006, Amadeus Soluciones Tecnológicas, S.A., Sociedad Unipersonal, granted in a public document a first ranking pledge over the credit rights in bank accounts, as a guarantee of the obligations undertaken by the Obligors, excluding those registered in Germany, under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements. This pledge was renewed and ratified in public document on 16 May 2007.

On 16 May 2007, Amadeus Soluciones Tecnológicas S.A., Sociedad Unipersonal, renewed and ratified in public document a first ranking pledge over the credit rights in accounts receivable (travel agencies, legal entities), as a guarantee of the obligations undertaken by the Obligors under the Senior Phase Two Credit Agreement and the Hedge Phase Two Agreements. On 14 January 2010, said credit rights as updated at 31 December 2009 were converted to public document.

On 7 November 2005, Group company Amadeus Germany GmbH granted a first ranking pledge under German Law, over the credit rights in bank accounts. This pledge was amended on 3 May 2006 and 8 December 2006. On 16 May 2007, Amadeus Germany GmbH granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and replacement of the Senior Phase Two Credit Agreement.

On the same date, Amadeus Germany GmbH granted a pledge under German Law over the credit rights in accounts receivable from customers, from future indemnities from insurance companies, and over all the intra-group credit rights. This pledge was renewed and ratified on 16 May 2007. Within the following 15 calendar days of each calendar quarter, the pledge over the credit rights has been updated, the latest date being January 2010.

On 31 October 2005, the Group company Amadeus Verwaltungs GmbH granted a first ranking pledge under German Law, over the credit rights in bank accounts. On 16 May 2007, Amadeus Verwaltungs GmbH granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and substitution of the Senior Phase Two Credit Agreement.

On the same date, Amadeus Verwaltungs GmbH granted a pledge under German Law over the rights in accounts receivable from customers, from future indemnities from insurance companies (travel agencies), and over all the intra-group credit rights. This pledge renewed and ratified on 16 May 2007. Within the following 15 calendar days of each calendar quarter, the pledge over the credit rights has been updated, the latest date being January 2010.

On 31 October 2005, Amadeus Verwaltungs GmbH granted a first ranking pledge under German Law over the Amadeus Beteiligungs GmbH shares, which represented 100% of the mentioned company share capital. On 16 May 2007, Amadeus Verwaltungs GmbH granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and substitution of the Senior Phase Two Credit Agreement.

On 31 October 2005, the Group company Amadeus Beteiligungs GmbH granted a first ranking pledge under German Law, over the credit rights in bank accounts. On 16 May 2007, Amadeus Beteiligungs GmbH granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and substitution of the Senior Phase Two Credit Agreement.

On the same date, Amadeus Beteiligungs GmbH granted a pledge under German Law over the credit rights in accounts receivable from customers, from future indemnities from insurance companies (travel agencies), and over all the intra-group credit rights. Such pledge was renewed and ratified on 16 May 2007. Within the following 15 calendar days of each calendar quarter, the pledge over the credit rights has been updated, the latest date being January 2010.

On 31 October 2005, Amadeus Beteiligungs GmbH granted a first ranking pledge under German Law over the Amadeus Data Processing GmbH shares, which represented 100% of the mentioned company share capital. On 16 May 2007, Amadeus Beteiligungs GmbH granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and substitution of the Senior Phase Two Credit Agreement.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

On 12 August 2005, the Group company Amadeus Data Processing GmbH granted in a public document a first ranking pledge under German Law over the credit rights in bank accounts. This pledge was modified on 31 October 2005 and 8 December 2006. On 16 May 2007, the Company granted a second ranking pledge over the mentioned shares, as a guarantee of the obligations undertaken as a result of amendment to and substitution of the Senior Phase Two Credit Agreement.

On the same date, Amadeus Data Processing GmbH granted a pledge under German Law over credit rights in accounts receivable from customers, from future indemnities from insurance companies (travel agencies), and over all the intra-group credit rights. This pledge was modified on 31 October 2005. This pledge was renewed and ratified on 16 May 2007. Within the following 15 calendar days of each calendar quarter, the pledge over the credit rights has been updated, the latest date being January 2010.

c) *Guarantees and commitments for the acquisition of tangible and intangible assets*

The Group maintains certain guarantees, mainly corresponding to bookings reservations guarantees with aviation authorities and IATA (International Air Transport Association), amounting to KEUR 45,092 KEUR 42,447 and KEUR 51,657 at December 31, 2009, 2008 and 2007 respectively.

At December 31, 2009, the Group has short-term and long-term commitments to acquire tangible assets for KEUR 1,639 and KEUR 524 (KEUR 716 and KEUR 375 as of December 31, 2008 and KEUR 3,267 and KEUR 1,250 as of December 31, 2007 respectively).

Additionally, the Group undertook a commitment to enter into different software license agreements, which could entail future payments. The likelihood that the Group will make these payments is subject to the fulfilment by the counterparty with certain contractual obligations. The maximum amount committed under these agreements, at December 2009 is KEUR 1,548 and KEUR 1,100 for the short and the long-term, respectively (KEUR 1,355 and KEUR 1,437 KEUR at December 31, 2008, KEUR 1,544 and KEUR 800 as of December 31, 2007 for the short and the long-term, respectively).

15. OTHER LONG-TERM LIABILITIES AND PROVISIONS

Breakdown of this caption at December 31 for the years ended 2009, 2008, and 2007, was as follows:

	31/12/2009	31/12/2008	31/12/2007
Deferred purchase consideration	5,589	9,075	12,178
Defined benefit plans	25,064	16,776	15,003
Provisions	25,629	22,459	26,362
Others	4,878	5,113	4,219
	61,160	53,423	57,762

a) *Deferred purchase consideration*

The amount of this liability is contingent on the evolution of the respective businesses previously acquired by Amadeus.

b) *Pension and Post-retirement benefits*

Certain Group companies operate defined benefit plans. Depending on the country, these plans are offered on a voluntary basis or are mandatory as a result of the respective legal or Collective Agreement requirements. The benefits consist mainly of a life long annuity or lump sum payable at retirement, death, disability or early retirement when certain conditions are met. Some of the plans provide death and retirement benefits to spouses subject to member contributions at higher rates. The Group provides for post-retirement medical plan and post-retirement life insurance benefits to a group of beneficiaries in the U.S.A. Most of the obligations under defined benefit plans are voluntary based and operate on a funded basis with plan assets covering the obligations whilst mandatory plans are generally unfunded and book reserved.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The amounts related to defined benefit plans recognized in the statement of financial position at December 31 for the years ended 2009, 2008, and 2007, were the following:

	31/12/2009	31/12/2008	31/12/2007
Present value of wholly unfunded obligations	14,056	12,586	13,358
Present value of partially or wholly funded obligations	47,873	33,868	43,819
Present value of defined benefit obligations	61,929	46,454	57,177
Fair value of plan assets	(36,865)	(29,678)	(42,174)
Net (asset)/liability in the statement of financial position	25,064	16,776	15,003

Reconciliation of the funded status of the plan was as follows:

	31/12/2009	31/12/2008	31/12/2007
Funded status	25,064	16,776	15,003
Net (asset)/liability in the statement of financial position	25,064	16,776	15,003

The Group recognises in equity all actuarial gains and losses in the period in which they occur. As a result, actuarial losses of KEUR 6,607 were recognised within the directly through the statement of comprehensive income, net of tax as of December 31, 2009, and KEUR 107 and KEUR 1,343 actuarial gains were recognised at December 31 for the years 2008 and 2007, respectively.

The defined benefit plan amounts recognized in the statement of comprehensive income at December 31 for the years 2009, 2008, and 2007, are as follows:

	31/12/2009	31/12/2008	31/12/2007
Net Current service cost	2,574	2,512	2,986
Interest cost	3,144	2,824	2,841
Past service cost	—	—	991
Curtailment gains/(losses)	(184)	109	(77)
Expected return on plan assets	(2,021)	(2,355)	(2,416)
Total net periodic pension cost	3,513	3,090	4,325

At December 31 2009, 2008 and 2007, balances and movements of the items included under defined benefit plan liability were as follows:

	31/12/2009	31/12/2008	31/12/2007
Balance at the beginning of the period	16,776	15,003	18,589
Company contributions	(4,356)	(2,789)	(5,044)
Benefits paid directly by the company	(322)	(437)	(562)
Net periodic pension cost for the year	3,513	3,090	4,325
Actuarial gains and losses for the period recognised directly in Equity	9,891	1,143	(2,008)
Exchange rate adjustment	(438)	766	(297)
Balance at the end of the period	25,064	16,776	15,003

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Reconciliation of the present value of the defined benefit obligation was as follows:

	31/12/2009	31/12/2008	31/12/2007
Defined benefit obligation, beginning of year	46,454	57,177	57,473
Company current net service cost	2,574	2,512	2,986
Interest cost	3,144	2,824	2,841
Plan Amendment (past service cost)	—	—	991
Curtailments	(326)	(61)	(77)
Settlements	—	(7,681)	—
Employee contributions	100	116	136
Benefits paid	(1,496)	(1,319)	(1,305)
Actuarial (gains)/losses	11,594	(5,246)	(2,251)
Foreign currency exchange rate changes	(115)	(1,868)	(3,617)
Defined benefit obligation, at year's end	61,929	46,454	57,177

Reconciliation of the fair value of plan assets was as follows:

	31/12/2009	31/12/2008	31/12/2007
Fair value of plan assets, beginning of year	29,678	42,174	38,884
Actual employer contributions	4,356	2,789	5,044
Actual participants contributions	100	116	136
Actual benefits paid	(1,174)	(881)	(743)
Expected return on plan assets	2,021	2,355	2,416
Actuarial gains/(losses)	1,703	(6,389)	(243)
Settlements	(142)	(7,852)	—
Foreign currency exchange rate changes	323	(2,634)	(3,320)
Fair value of plan assets, at year's end	36,865	29,678	42,174

The best estimate of contributions expected to be paid into the plan in the next annual financial year is KEUR 371.

At December 31, 2009, the pension plan weighted average asset allocation by asset category, was as follows:

Asset Category	France Pension Plan	France Ret. Indemnity	Norway	U.K	U.S.A
Equity Securities	—	20%	7%	13%	49%
Debt Securities	—	67%	55%	87%	42%
Real Estate	—	13%	16%	—	—
Money market instruments	—	—	14%	—	—
Insurance Contracts	100%	—	—	—	—
Other	—	—	8%	—	9%
Total	100%	100%	100%	100%	100%

At December 31, 2008, the pension plan weighted average asset allocation by asset category was as follows:

Asset Category	France Pension Plan	France Ret. Indemnity	Norway	U.K	U.S.A
Equity Securities	—	20%	5%	12%	52%
Debt Securities	—	67%	59%	88%	44%
Real Estate	—	13%	17%	—	—
Money market instruments	—	—	9%	—	—
Insurance Contracts	100%	—	—	—	—
Other	—	—	10%	—	4%
Total	100%	100%	100%	100%	100%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

At December 31, 2007, the pension plan weighted average asset allocation by asset category was as follows:

Asset Category	France	Norway	Spain	U.K	U.S.A
Equity Securities	—	26%	—	—	62%
Debt Securities	—	55%	—	100%	33%
Real Estate	—	9%	—	—	—
Money market instruments	—	4%	—	—	—
Insurance Contracts	100%	—	100%	—	—
Other	—	6%	—	—	5%
Total	100%	100%	100%	100%	100%

The expected rate of return on plan assets for the year was determined based on the asset allocation per asset category. The assets relate mainly to the defined benefit plans in place in the U.S.A, U.K and France Group companies. The expected rate of return on plan assets in the U.S.A was 7% and it was determined based on a financial model which considers the weighted average return of a long-term portfolio by taking into account inflation, volatility, portfolio balancing and diversification as well as active investment management. For U.K plan assets, the expected rate of return was 4.4% and it was mainly determined based on the expected rate return of index linked gilts 3.75%, corporate bonds 5.25% and return of equity 7.75% based on its assets allocation. The expected return on plan assets for the plan in France was 5%, as the Amadeus pension plan is invested in an insurance contract which is mainly invested 100% in fixed income.

The major actuarial assumptions applied in the preparation of the statement of financial position can be summed up as follows:

	31/12/2009	31/12/2008	31/12/2007
Discount rate for Obligations	5.69%	6.72%	5.62%
Discount rate for Expense	6.73%	5.62%	5.13%
Long-Term Rate of Return on Plan Assets	6.45%	6.23%	6.06%
Rate of Future Compensation Increases	3.63%	3.51%	3.50%
Rate of Pension Increases	0.84%	1.10%	1.04%
Medical rate and ultimate rate	8%/5%	9%/5%	9%/5.25%

The above summary is a weighted average based on the defined benefit obligation of each country.

The effect of an increase/decrease of one percentage point in the healthcare cost trend rate over the medical plan defined benefit obligation is an obligation increase/decrease of KEUR 1,023 and KEUR 999 respectively.

For the period ended December 31, 2009 the expense for defined contribution plans amounted to KEUR 25,303 and for the periods ended December 31, 2008 and 2007 KEUR 25,158 and KEUR 22,973, respectively.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

c) *Provisions*

Balances and movements for the financial year ended December 31, 2009, 2008 and 2007, were as follows:

	Employee liability	Claims and litigations	Other provisions	Total
Carrying amount at December 31, 2006	20,928	1,051	11,980	33,959
Additional amounts through income statement	6,361	4,315	5,423	16,099
Payments	(1,002)	(67)	(4,391)	(5,460)
Unused reversed amounts	—	—	(1,957)	(1,957)
Transfers	(15,923)	—	—	(15,923)
Translation changes	(261)	—	(95)	(356)
Carrying amount at December 31, 2007	10,103	5,299	10,960	26,362
Additional amounts through income statement	4,302	244	2,235	6,781
Payments	(558)	(144)	(5,223)	(5,925)
Unused reversed amounts	(3,738)	—	(4)	(3,742)
Transfers	343	—	—	343
Translation changes	(68)	—	(1,292)	(1,360)
Carrying amount at December 31, 2008	10,384	5,399	6,676	22,459
Additional amounts through income statement	2,063	1,691	2,456	6,210
Payments	(1,067)	(2)	(1,059)	(2,128)
Unused reversed amounts	0	(376)	(287)	(663)
Transfers	153	(24)	(410)	(281)
Translation changes	(89)	—	121	32
Carrying amount at December 31, 2009	11,444	6,688	7,497	25,629

The provision for liabilities with employees refers mainly to the Group's obligation under the different bonus and profit-sharing schemes in place within the Group.

Liabilities are transferred to short-term when the settlement date is expected to take place within twelve months from closing.

The provision for claims and litigation refers mainly to the Corporate Income tax litigation and VAT of NMC Eastern European CRS B.V. registered in 2007 by KEUR 3,700 that amounts to KEUR 3,118 at December 31, 2009.

Other provisions refer mainly to provisions for onerous lease agreements concerning the facilities used by the Group.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

16. EQUITY

The consolidated changes in the components of other comprehensive income for the years ended at December 31, 2009, 2008 and 2007 are as follows:

	Available-for-sale financial instruments	Cash-flow hedges of exchange rates	Cash-flow hedges of interest rates	Actuarial gains and losses	Exchange differences	Others	Total
Balance at December 31, 2006	5,981	55,689	46,142	(30)	(5,898)	(5,861)	96,023
Changes in fair value	1,303	81,295	241	1,865	(10,711)	(11,908)	62,085
Tax effect of changes in fair value	(391)	(24,370)	(25)	(522)	—	—	(25,308)
Transfers to income and expense	—	—	(20,767)	—	—	—	(20,767)
Tax effect of transfers	—	—	6,230	—	—	—	6,230
Balance at December 31, 2007	6,893	112,614	31,821	1,313	(16,609)	(17,769)	118,263
Changes in fair value	(5,745)	(42,799)	(59,976)	153	(4,150)	—	(112,517)
Tax effect of changes in fair value	1,586	12,840	17,751	(46)	—	—	32,131
Transfers to income and expense	—	—	(8,253)	—	—	—	(8,253)
Tax effect of transfers	—	—	2,476	—	—	—	2,476
Balance at December 31, 2008	2,734	82,655	(16,181)	1,420	(20,759)	(17,769)	32,100
Changes in fair value	6,665	32,692	(37,434)	(9,438)	(228)	—	(7,743)
Tax effect of changes in fair value	(2,000)	(9,916)	11,118	2,831	—	—	2,033
Transfers to income and expense	—	—	(7,596)	—	—	—	(7,596)
Tax effect of transfers	—	—	2,279	—	—	—	2,279
Balance at December 31, 2009	7,399	105,431	(47,814)	(5,187)	(20,987)	(17,769)	21,073

As detailed in note 22, the Company holds some hedge instruments in order to cover certain foreign exchange and interest rate risks, recognizing the change in fair value of the hedging instruments directly through equity, net of tax effect.

As a result of tax regulations in Germany, in 2007 the Group wrote off part of deferred tax assets that were originally accounted through equity in the amount of KEUR 11,908.

Movements of Class 'A' shares for the years ended December 31, 2009, 2008 and 2007, were as follows:

	Class "A" shares (0.01 Euros nominal value)
Balance at December 31, 2006	105,247,746
Capital reduction-amortization	(68,762,279)
Balance at December 31, 2007	36,485,467
Balance at December 31, 2008	36,485,467
Balance at December 31, 2009	36,485,467

The shares mentioned above, together with Class "B" shares which are presented as debt (see note 13 c) ii)), represent the authorized share capital of the Company. All shares are fully subscribed and paid.

On March 28, 2007, the Extraordinary General Assembly of Shareholders of Amadeus IT Group, S.A. agreed to distribute a dividend against the share premium reserve, in the amount of 0.236851 Euros per share, i.e. a total amount of KEUR 1,000,002 out of which KEUR 3,105 were distributed to the minority shareholders of Amadeus IT Group, S.A.

On July 23, 2007, the Company General Assembly of Shareholders agreed, in the context of Sections 170 of the Spanish Companies Act, a capital reduction by means of a treasury shares acquisition and its subsequent amortization.

Following this agreement, on August 30, 2007, the Group acquired the following shares from shareholders: 7,590,622 Class ‘A’ shares from Iberia Líneas Aéreas de España, S.A.; 7,590,621 Class ‘A’ shares from Lufthansa Commercial Holding GmbH; 15,181,240 Class ‘A’ shares from Société Air France; 34,614,626 Class “A” shares from Amadelux Investments, S.A.; 1,254,568 Class ‘A’ from the employees holding shares in the Group. The mentioned treasury shares were acquired at a purchase price of EUR 10.18 each share. Also the class “B” shares detailed in note 13.c) ii) where repurchased as a result of this agreement.

Additionally, the same Assembly of Shareholders, resolved as part of the capital reduction, on the amortization of a treasury shares portfolio of 750,895 Class ‘A’ shares. Said Class ‘A’ treasury shares were acquired with a purchase price of EUR 1 each. As a result of this transaction, the restricted reserves were cancelled, for an amount of KEUR 952 against “Additional paid-in capital”.

On September 21, 2007, the Board of Directors proceeded with the Extraordinary General Assembly of Shareholders resolution of July 23, 2007, and the Group reduced its capital by KEUR 687, through the amortization of 68,762,279 Class ‘A’ ordinary treasury shares, with a nominal of EUR 0.01 each, out of which 66,231,677 shares derived from the acquisition from the shareholders aforementioned, and 2,530,602 shares derived from the amortization of treasury shares (of which 1,779,707 were shares acquired from the subsidiary Amadeus IT Group, S.A.)

As a result of this capital reduction, the legal reserve of the Company exceeded in KEUR 548 the maximum required amount of capital at January 1, 2008. Accordingly, the distribution of results related to 2007, proposed that the excess was used to offset losses from previous years during 2008, and the legal reserve was completed at December 31, 2008.

The Group holds Class ‘A’ treasury shares for hedging the future specific share delivery commitments with the Group employees and/or senior executives.

In financial year 2007, after the treasury shares acquisition and its subsequent amortization, the Company acquired 28,534 Class ‘A’ shares from the Group employees, at a purchase price of KEUR 158. Additionally, in the period 2007, Amadeus IT Group, S.A. granted certain Group employees, treasury shares of WAM Acquisition, S.A. (516,083 Class ‘A’) related to the employee incentive scheme (note 18) for an amount of KEUR 1,188 with a purchase price of EUR 1 per share.

The disposal of treasury shares registered for the period 2007 included 394,095 Class ‘A’ shares delivered to the Group employees and/or senior executives of the Group subsidiary Amadeus s.a.s. (France).

In January 2008, the outstanding share-based payment plans (RSUs) with its employees at December 31, 2007, were settled by its early conversion, by means of a cash payment and by the delivery of the underlying 407,195 ordinary Class ‘A’ shares as mentioned in note 18. Also in 2008, the Group registered the disposal of 7,100 Class ‘A’ shares delivered to the mentioned Group employees and/or senior executives. During the financial year 2009 the Company acquired 25,422 Class ‘A’ shares from these Group employees.

On February 7, 2008, certain senior executives of the Group acquired the right to put 149,651 Class ‘A’ shares back to the Company subject to certain conditions. The cost of the Class ‘A’ shares repurchased was KEUR 1,523 as described in note 18. This transaction was instrumented by means of a committed share purchase agreement, whereby the senior executives retain the legal ownership of the shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

At December 31, 2009, 2008 and 2007, the Company's Class 'A' shares with a nominal value of EUR 0.01, were held as follows:

Shareholder	31/12/2009	31/12/2008	31/12/2007	(**)% Total voting rights Dec 2009	(**)% Total voting rights Dec 2008	(**)% Total voting rights Dec 2007
Iberia Líneas Aéreas de España, S.A.	4,027,606	4,027,606	4,027,606	11.57%	11.57%	11.57%
Lufthansa Commercial Holding, GmbH	4,027,606	4,027,606	4,027,606	11.57%	11.57%	11.57%
Société Air France	8,055,211	8,055,211	8,055,211	23.14%	23.14%	23.14%
Amadelux Investments, S.A.	18,366,622	18,366,622	18,366,622	52.76%	52.76%	52.76%
Treasury Shares	(***)59,725	(***)34,303	448,598	(*)0.02%	(*)0.02%	(*)0.17%
Minority Shareholders	1,948,697	1,974,119	1,559,824	0.94%	0.94%	0.79%
Total	36,485,467	36,485,467	36,485,467	100.00%	100.00%	100.00%

(*) Ineffective voting rights while being treated as shares of the parent company

(**) Class "A" and Class "B" shares voting rights being considered

(***) Does not include 149,651 Class "A" shares which rights of ownership are legally retained by minority shareholders

In 2008 the Company reversed the restricted reserve for treasury shares portfolio against the "Additional paid-in capital" caption by an amount of KEUR 1,666, following changes in Spanish regulations.

Within the context of Shareholders' Agreements, Iberia Líneas Aéreas de España, S.A. and Lufthansa Commercial Holding GmbH have put options over the shares of the Company depending on certain events.

The ability of subsidiaries to declare or pay dividends is restricted, except for those distributed by a Group company to another Group company which is wholly-owned by the Company or by its subsidiary Amadeus IT Group, S.A. and for certain transactions as permitted in accordance with the Bank Financing Agreement.

17. RELATED PARTY BALANCES AND TRANSACTIONS

Below is a summary of significant balances and transactions with related parties. All transactions with related parties are carried out on an arm's length basis.

a) *Subsidiaries*

Transactions between the Group and its subsidiaries, which are related parties of the Company, were eliminated on consolidation. Accordingly they are not disclosed in this note.

b) *Associates and joint-ventures*

Transactions and year-end balances between the Group and its associates and joint-ventures at December 31, 2009, 2008 and 2007, were as follows:

Statement of comprehensive income	31/12/2009	31/12/2008	31/12/2007
Revenues	7,069	7,193	5,122
Cost of revenue	48,156	41,873	39,187

Statement of financial position	31/12/2009	31/12/2008	31/12/2007
Dividends receivable	1,404	249	1,224
Accounts receivable and advances	4,041	2,646	2,813
Accounts payable	12,985	16,523	12,809
Loans receivable short-term	—	314	1,217
Loans receivable long-term	741	—	—

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

c) *Significant shareholders*

The Group is controlled by Amadelux Investment, S.A., Société Air France, Iberia Líneas Aéreas de España, S.A. and Lufthansa Commercial Holding GmbH (note 16), as well as certain Group employees.

The shareholders of Amadelux Investments, S.A. are a series of funds exclusively managed by CIE Management II Limited (BC Funds) and advised by BC Partners Limited, and a series of funds (Cinven Funds) managed and advised by Cinven Limited. The BC Funds and the Cinven Funds hold 50% each of the share capital of Amadelux Investments, S.A.

Transactions and year-end balances between the Group and its significant shareholders and their controlled subsidiaries, at December 31, 2009, 2008 and 2007, are as follows:

Statement of comprehensive income	31/12/2009	31/12/2008	31/12/2007
Revenues	484,077	493,341	474,967
Cost of revenue	12,693	22,603	23,396

Statement of financial position	31/12/2009	31/12/2008	31/12/2007
Accounts receivable	34,035	25,406	49,847
Loans receivable long-term	271	271	271
Accounts payable	51,850	47,520	43,493
Non-current debt (note 13 c)	1,155,517	1,151,915	1,148,142
Debt payable within one year interests (note 13 c)	2,048	4,282	31,075

Amadelux Investment S.A. signed a contract with the Company for rendering management support services. In the years ended December 31, 2009, 2008 and 2007, services as rendered each period amounted to KEUR 600, KEUR 600 and KEUR 600, respectively.

d) *Board of Directors remuneration*

The position of Member of the Board of Directors is remunerated in accordance with the Company's by-laws. The remuneration consists of a fixed remuneration to be determined by the General Assembly of Shareholders before the relevant financial year ends.

At meetings held on 5 June 2009, 19 June 2008 and 26 January 2007, the General Assembly approved a fixed remuneration of KEUR 350 for the period 1 January, to 31 December 2009, and KEUR 200 for the periods 1 January to 31 December 2008 and 2007, respectively; and it vested the Board of Directors with the authority to resolve on how said remuneration was to be distributed among the members of the Board, following article 16 of the Company's by-laws. The Board of Directors of the Company may agree an unequal remuneration scheme distribution. This compensation accrues at year-end, and payment thereof can be requested within the month following said date.

Breakdown by payment that the members of the Board of directors received in financial years 2009, 2008, and 2007 was as follows (in Euros):

	31/12/2009		31/12/2008	31/12/2007
	Payment in Cash	Payment in Kind	Payment in Cash	Payment in Cash
Pierre-Henri Gourgeon	50,000	—	50,000	50,000
Chrisitian Boireau	50,000	—	50,000	50,000
Enrique Dupuy de Lôme	50,000	—	50,000	50,000
Stephan Gemkow	50,000	—	50,000	50,000
José Antonio Tazón García	150,000	30,000	—	—
TOTAL	350,000	30,000	200,000	200,000

At December 31, 2009 and 2008, the Group accrued under the 'Accounts payable, net' caption KEUR 350, and KEUR 200, respectively.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

No loans, advances or stock options were granted to the members of the Board of Directors with the following exception:

Name	Company	Class 'A' shares(1)	Class 'B' shares(1)
Jose Antonio Tazón Garcia	WAM Acquisition S.A.	213,702	36,509

(1) These shares represent 0.08558% of the share capital of the Company.

Pursuant to section 127, article 4 of Ley de Sociedades Anónimas (Spanish Public Limited Companies Act), introduced by Act 26/2003, dated 17 July, which amends Act 24/1988, dated 28 July, on the Securities Market, and the Rewritten Text of Ley de Sociedades Anónimas, with the purpose of reinforcing the transparency of quoted public limited companies, it is reported that no member of the Board of Directors has held shareholding interests in the capital of companies engaged in the same activities as or similar or additional to those within the corporate purpose of the Company.

Furthermore, in accordance with the aforementioned precept, the activities performed by the different members of the Board of Directors, for their own account or for a third party, in companies engaged in the same activities as or similar or additional to those of the Company, at 31 December 2009, were the following:

Name	Activity realised on own account or on behalf of third party	Name of third party on behalf of which the transaction was performed	Position or function in the company involved
José Antonio Tazón García(3)	Own account	Amadeus IT Group, S.A.	Chairman
José Antonio Tazón García(3)	Own account	Expedia, Inc	Board Member
Stuart Anderson McAlpine	Third party	Amadeus IT Group, S.A.	Board Member
Enrique Dupuy de Lôme (1)	Third party	Amadeus IT Group, S.A.	Vice-Chairman
Pierre-Henri Gourgeon(1)	Third party	Amadeus IT Group, S.A.	Board Member
Francesco Loredan	Third party	Amadeus IT Group, S.A.	Board Member
John Downing Burgess	Third party	Amadeus IT Group, S.A.	Board Member
Stephan Gemkow	Third party	Amadeus IT Group, S.A.	Board Member
Hugh MacGillivray Langmuir	Third party	Amadeus IT Group, S.A.	Board Member
Benoît Louis Marie Valentin	Third party	Amadeus IT Group, S.A.	Board Member
Christian Boireau	Third party	Amadeus IT Group, S.A.	Board Member
Christian Boireau	Third party	Amadeus France, SNC	Board Member
Denis Villafranca(2)	Third party	Amadeus IT Group, S.A.	Board Member

(1) Mr. Gourgeon acted as Vice-Chairman of Amadeus IT Group, S.A. until 25 February 2009. As of that date, Mr. Dupuy was appointed Vice-Chairman of Amadeus IT Group, S.A.

(2) Mr. Villafranca was appointed Board Member of Amadeus IT Group, S.A. on 9 June 2008.

(3) Mr. Tazón acted as CEO of Amadeus IT Group, S.A., as well as sole administrator of Amadeus Americas, Inc, until December 31, 2008.

e) *Key Management Compensation*

Remuneration of directors and other members of Key Management of the Group in the years 2009, 2008 and 2007, was as follows:

	31/12/2009	31/12/2008	31/12/2007
Cash compensation	3,998	16,654	13,383
Compensation in kind	558	473	116
Contributions to Pension Plan and Collective Life Insurance Policies	489	426	241
Severance payment	742	—	—
Total	5,787	17,553	13,740

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

At December 31, 2009, 2008 and 2007, the Class 'A' and Class 'B' shares held by the Group Management were the following:

	31/12/2009	31/12/2008	31/12/2007
	In thousand Euro		
Class 'A' shares	437	709	301
Class 'B' shares	165	248	181
Total	602	957	464

Certain Management members acquired the right to put 149,651 Class 'A' shares back to the Company, and the Company repurchased said shares by means of a committed shares purchase agreement for an amount in cash, as described in note 18.

18. SHARE-BASED PAYMENTS

The Group has the following share-based payment schemes:

i) At the effective date of change in control, July 2005, certain management of Amadeus Group committed to invest an amount of KEUR 1,900 in restricted stock units (RSUs) and ordinary shares of the Company which contain certain contingent clawback provisions. These equity instruments are subject to certain transfer restriction periods as well as callable features, under certain conditions, which relate to subsequent change in control events. Under IFRS 2, the awards were considered fully vested at grant date and are classified as equity settled in the Group consolidated financial statements. At grant date, the award's (RSUs and ordinary shares) subscription price equaled its fair value, therefore no compensation expense was charged to the statement of comprehensive income. Fair value of the award at grant date was based on an estimate of the fair value of the underlying shares and has been adjusted by the post vesting restrictions and factors that a market participant would consider to acquire the underlying shares excluding the contingent clawback provisions. In 2005, a total amount of KEUR 3,440 was offered to and subscribed by an additional Management group.

ii) Additionally, in 2005 the Group granted investment units to the same management group. These units had been granted in similar terms and conditions as those described above. The investment units represented a percentage of ordinary and preferred shares of the Company as well as loan liability for the management. These units had been subscribed by management at fair value therefore no compensation expense was charged to the statement comprehensive income. The share portion of these units represented an equity settled share based payment and was accounted for following IFRS 2.

iii) In 2007 certain management received a cash bonus based on the appreciation in value of the Company shares. Compensation expense amounting to KEUR 693 has been recognized for the difference between the appreciation in value of the shares and the award grant subscription price paid. The Group also offered this management the opportunity to acquire ordinary shares subject to the same terms and conditions mentioned above. The investment offer was fully subscribed. Compensation expense amounting to KEUR 367 was recognized which is the difference between the fair value of the ordinary shares at grant date and the subscription price paid.

   Additionally, during 2007, it took place the early conversion of the majority of the RSUs as well as the cancellation of all the future specific share delivery commitments with the Group employees and/or senior executives of the Group company Amadeus s.a.s. (France), all granted prior to 2007. The conversion and cancellation conditions were the same applied to shareholders as a result of a capital reduction by means of a treasury shares acquisition and its subsequent amortization, being settled by means of a cash payment by the delivery of shares of the Company. In 2007, a total amount of 834,326 and 496,005 ordinary and preferred shares were delivered, and 407,195 ordinary and 67,177 preferred shares were delivered in 2008.

iv) At the effective date of change in control, the Group granted to the above said management, a cash settled share based payment (ratchet payment). The ratchet payment will be made based on the achievement of certain performance conditions related to the share value of the Company at the time of an exit event (future sale, listing or liquidation of the Company). An obligation exists to the extent that the performance condition is met and will be accounted for at the time the contingent event, the exit event, takes place.

v) On March 22, 2006, the Board of Directors of the Company approved the implementation of a New Incentive Scheme for Staff which is a cash settled share based payment. This scheme has been granted to the Group employees who do not participate in any other share based payment scheme. The terms and conditions of this scheme are similar to the ratchet payment granted at the date of change in control to certain management and follow the same accounting treatment.

vi) On September 21, 2006, the Remuneration Committee of the Board of Directors of the Company approved the implementation of a New Management Ratchet Scheme to a group of employees. This scheme is also a cash settled share based payment which vests upon the same performance conditions as the other cash settled share based payments schemes which is, mainly, at time of the Initial Public Offering (IPO) of the Group. This group of employees which choose to adhere to the scheme will have the opportunity to participate in the appreciation in value at Exit of units representing ordinary, preferred shares and shareholder loans. The scheme follows the same accounting treatment as the aforementioned plans.

vii) On February 7, 2008, certain senior executives of the Group acquired the right to put 149,651 Class ‘A’ shares back to the Company, and the Company by means of a committed share purchase agreement, has repurchased those shares for an amount in cash, as described in note 16. A compensation expense amounting to 8,110 KEUR has been recognized for the difference between the cash paid and the fair value of the ordinary shares at the agreement date. In 2008 the mentioned management has also been granted a cash settled share based payment over those shares, which is subject to certain performance conditions related to the share value of the Company at the time of an exit event. No liability is recognized until the performance condition, an exit event, takes place.

viii) During the year 2009, a new scheme named “Plan value units” has been approved for a very reduced number of Group executives, who had not been included in previous plans, with the exception of one executive who has the category of key management. The remuneration consists of a cash payment calculated on the basis of certain value units that have been previously agreed with each eligible participant, which are referenced to the increase in the value of Class “A” shares from the reference value at grant date to the exit price as a result of a future sale, Initial Public Offering or change in control.

19. SEGMENT REPORTING

The Group has adopted IFRS 8 Operating Segments with effect from January 1, 2009. This information has been prepared in accordance with the “management approach”, which requires presentation of the segments on the basis of the internal reports about components of the entity which are regularly reviewed by the chief operating decision maker in order to allocate resources to a segment and to assess its performance.

The Group is organised into three operating segments:

(i) Distribution;

(ii) IT Solutions; and

(iii) Opodo

Over the past decade, Amadeus has evolved the core GDS offering into two highly synergetic businesses, Distribution and IT Solutions, through which the Group principally generates revenue by charging customers fees on a per transaction basis. Both businesses, although closely related, have different strategic objectives and offer to the customer different products and services. Amadeus also owns and operates a leading European online travel agency, Opodo that was acquired as a separate unit. Our operating segments are referred to internally as business areas.

Distribution (GDS)

The core offering of our Distribution operating segment is our GDS platform. It provides a worldwide network that connects travel providers, such as full service and low cost airlines, hotels, rail operators, cruise and ferry operators, car rental companies, tour operators and insurance companies, with online and offline travel agencies, facilitating the distribution of travel products and services through a digital marketplace.

IT Solutions (IT)

Through our IT Solutions operating segment we provide a comprehensive portfolio of technology solutions that automate certain mission-critical business processes, such as reservations, inventory management and operations, for travel providers. The nature of the revenue obtained by this operating segment is also transactional in its majority, being those derived from the Altéa PSS platform and the direct distribution revenue ("system users") those most significant. Non-transactional revenue comprises revenue mainly obtained from the implementation of our Altéa PSS platform and other consulting services.

Opodo

Our third operating segment includes Opodo, our online travel agency business, which generates transaction-based revenue principally through commissions charged to travel providers, service fees charged to end users and intra-group travel agency incentives paid by our Distribution operating segment to Opodo.

The accounting policies of the operating segments are the same as those described in note 4. However, management when evaluating the performance of each operating segment uses performance measures that present the accounting information with the following criteria:

- Contribution margin which is defined as the revenue for the relevant operating segment less operating direct costs plus direct capitalizations and research incentives. The operating expenses (excluding capitalised expenses and those research incentives associated to those capitalizations) of the Group are allocated either to operating direct costs or to indirect costs; operating direct costs are those direct costs that can be assigned to an operating segment. Contribution margin is used when evaluating the performance of the Distribution or IT Solutions operating segments,

or,

- EBITDA which is defined as the operating income less depreciation and amortization charges, is the measure used when evaluating the operating segment Opodo. The other operating segments enter into agreements with Opodo on an arm's-length basis, and Opodo is managed as a stand-alone business, sharing resources and costs with our other two business areas on only a very limited basis.

Additionally, Amadeus Group manages its borrowing activities and taxes centrally and they are not followed up per segment.

Information regarding the Group's operating segments and the reconciliation of the performance measures followed by management to the consolidated statement of comprehensive income as of December 31, 2009, 2008 and 2007 are set forth in the table below;

	2009		2008		2007	
	GDS	IT	GDS	IT	GDS	IT
			In millions			
Revenues	1,836.3	547.5	1,931.2	499.6	1,937.3	455.9
Intercompany revenues	(2.8)	—	(2.1)	—	(4.7)	—
Net revenues	1,833.5	547.5	1,929.1	499.6	1,932.6	455.9
Contribution margin	**872.8**	**349.5**	**907.2**	**334.5**	**934.7**	**309.9**

OPODO	2009	2008	2007
		In millions	
Revenues	98.5	90.3	201.3
Intercompany revenues	(18.1)	(13.9)	(11.8)
Net revenues	**80.4**	**76.4**	**189.5**
EBITDA	**26.2**	**10.6**	**7.7**

The main reconciling items correspond to:

Reconciliation	2009	2008	2007
		(in millions)	
Net revenue			
GDS	1,833.5	1,929.1	1,932.6
IT	547.5	499.6	455.9
OPODO	80.4	76.4	189.5
Total net revenue	**2,461.4**	**2,505.1**	**2,578.0**
GDS	872.8	907.2	934.7
IT	349.5	334.5	309.9
Total contribution margin	**1,222.3**	**1,241.7**	**1,244.6**
Indirect fixed cost(1)	(386.0)	(408.3)	(410.9)
Indirect capitalizations and research incentives(2)	34.7	37.5	31.4
EBITDA Opodo Ltd (3)	26.2	10.6	7.7
Extraordinary items(4)	(3.3)	(8.0)	(5.1)
Depreciation and amortization(5)	(344.4)	(316.4)	(400.0)
Operating profit	**549.5**	**557.1**	**467.7**

(1) Principally comprises indirect fixed costs that are shared between the Distribution and IT Solutions operating segments, such as: (i) costs associated with our technology systems, including our processing of multiple transactions, and (ii) corporate support, including various corporate functions such as finance, legal, human resources, internal information systems, etc.

(2) Principally capitalization of expenses included within the indirect fixed costs, and research incentives received from the French government in respect of certain IT/GDS product development activities in Nice and which have not been allocated to an operating segment.

(3) Represents the EBITDA of our subsidiary, Opodo Limited, and its controlled entities.

(4) Principally comprises extraordinary variable compensations referred to LBO process (2008 and 2007) and other IPO expenses (2009).

(5) Includes the capitalization of certain depreciation and amortization costs in the amount of €2.0 million, €1.6 million, €1.6 million in each of the years ended December 31, 2009, 2008 and 2007, respectively.

Geographical information

The Group operates in the travel industry and, accordingly, events that significantly affect the industry could also affect the Group's operations and financial position. The geographical revenue distribution set forth below is disclosed attending to the country where the legal entity has its registered address.

	2009	2008	2007
Europe	2,409,794	2,447,774	2,519,999
Spain	2,163,264	2,189,509	2,150,836
France	47,148	53,737	57,921
Germany	90,559	91,454	88,689
Other	108,823	113,074	222,553
United States	33,058	35,689	39,489
Rest of the world	18,531	21,641	18,635
Total	2,461,383	2,505,104	2,578,123

Amadeus IT Group, S.A. is based in Spain and is the counterparty to all key contractual arrangements with airlines and other travel providers for Distribution and IT Solutions operating segments. However, the geographical distribution that is set forth in the table below, attends to air travel agency bookings, and is based primarily on the country where bookings were made. This distribution represents a good measure of where the business of the Group is located. The geographical distribution has been broken down into six regions Western Europe; CESE; Central, Eastern and Southern Europe, MEA; Middle East and Africa, APAC; Asia-Pacific region, Latin America and North America, as follows;

Air TA bookings by region	2009 Number of air TA bookings	2009 % of air TA bookings	2008 Number of air TA bookings	2008 % of air TA bookings	2007 Number of air TA bookings	2007 % of air TA bookings
	(in millions, except percentages)					
Western Europe	172.8	49.0%	183.6	50.4%	181.9	50.2%
CESE	34.2	9.7%	37.2	10.2%	34.2	9.4%
MEA	42.1	11.9%	34.1	9.3%	31.2	8.6%
APAC	47.9	13.6%	47.8	13.1%	50.4	13.9%
Latin America	23.5	6.7%	26.6	7.8%	27.6	8.2%
North America	31.9	9.1%	35.1	9.2%	37.0	9.7%
Total	**352.4**	**100.0%**	**364.4**	**100.0%**	**362.3**	**100.0%**

The following tables represent the non current assets caption by geographic area for the years ended 2009, 2008 and 2007:

2009	EUROPE				USA	Rest of the world	PPA Assets	TOTAL
	Spain	France	Germany	Other				
Tangible assets	8,011	49,761	234,406	8,480	2,431	10,687	—	313,776
Intangible assets	33,130	373,503	25,397	19,342	8,851	24,767	1,196,287	1,681,277
Investments associates	—	—	—	481	—	11,402	—	11,883
Total	41,141	423,264	259,803	28,303	11,282	46,856	1,196,287	2,006,936

2008	EUROPE				USA	Rest of the world	PPA Assets	TOTAL
	Spain	France	Germany	Other				
Tangible assets	9,798	50,854	260,754	9,625	2,852	11,816	—	345,699
Intangible assets	32,447	351,779	35,131	15,942	4,280	24,395	1,338,452	1,802,426
Investments associates	—	—	—	417	—	14,435	—	14,852
Total	42,245	402,633	295,885	25,984	7,132	50,646	1,338,452	2,162,977

2007	EUROPE				USA	Rest of the world	PPA Assets	TOTAL
	Spain	France	Germany	Other				
Tangible assets	8,060	49,417	194,438	11,832	3,973	13,535	—	281,255
Intangible assets	34,020	293,905	32,774	26,086	14,616	19,582	1,494,905	1,915,888
Investments associates	—	—	—	277	—	12,216	—	12,493
Total	42,080	343,322	227,212	38,195	18,589	45,333	1,494,905	2,209,636

The PPA Assets caption corresponds to the carrying value of the assets identified during the Purchase Price Allocation (PPA) performed as a result of the business combination between Amadeus Group and WAM Acquisition S.A. in July 2005.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

20. EARNINGS PER SHARE

Reconciliation of the weighted average number of shares and diluted weighted average number of shares outstanding at December 31, 2009, 2008 and 2007 was as follows:

	Class "A" shares at December 31, 2009	Class "A" shares at December 31, 2008	Class "A" shares at December 31, 2007
Total shares issued	36,485,467	36,485,467	36,485,467
Treasury shares	(209,376)	(183,954)	(448,598)
Total shares outstanding	36,276,091	36,301,513	36,036,869

	Weighted average number of class "A" shares at December 31, 2009	Weighted average number of class "A" shares at December 31, 2008	Weighted average number of class "A" shares at December 31, 2007
Total shares issued	36,485,467	36,485,467	36,485,467
Treasury shares	(200,860)	(238,303)	(2,595,955)
Total shares outstanding	36,284,607	36,247,164	33,889,512

For the purposes of allocating earnings between class "A" and class "B" shares, the assumption is made that the maximum economic rights attributable to class "B" shares would be according to the dividend calculation described in note 13. For avoidance of doubt, the holders of class "B" shares are not entitled to dividend as of December 31, 2009, 2008 and 2007. Additionally, the assumption is made that 100% of the profits is paid out as dividends and the relevant portion is allocated to class "B" shares first and the remainder to the class "A" shares.

The calculation of basic and diluted earnings per share (rounded to two digits) for the years ended at December 31, is as follows:

	2009	2008	2007
Profit for the year attributable to owners of the parent in KEUR	272,543	183,495	202,243
Weighted average number of class "A" shares outstanding	36,284,607	36,247,164	33,889,512
Basic and diluted earnings per class "A" share, in EUR	7.51	5.06	5.97

21. ADDITIONAL STATEMENT OF COMPREHENSIVE INCOME INFORMATION AND OTHER DISCLOSURES

a) The employee distribution by category and gender is as follows:

	31/12/2009		31/12/2008		31/12/2007	
	Female (%)	Male (%)	Female (%)	Male (%)	Female (%)	Male (%)
CEO/SVP/VP	13.64	86.36	13.04	86.96	13.6	86.4
Amadeus Group Director	8.74	91.26	8.74	91.26	9.3	90.7
Non—TMF Level GM	26.92	73.08	25.00	75.00	37.5	62.5
Manager / Snr. Manager	35.01	64.99	34.55	65.45	33.1	66.9
Staff	46.82	53.18	45.42	54.58	47.2	52.8

As of December 31, 2009, 2008 and 2007, the number of employees is 7,751, 7,702 and 7,292, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

b) The interest expense as of December 31, 2009, 2008 and 2007, corresponds to the borrowings which are described in note 13. The breakdown of the interest expense is as follows:

	31/12/2009	31/12/2008	31/12/2007
Senior financial agreement	94,525	217,339	235,301
Participative loan with owners	30,742	64,115	38,830
Interests from derivative instruments (IRS)	98,189	(23,417)	(22,636)
Subtotal	223,456	258,037	251,495
Changes in fair value from derivative instruments	(58,510)	89,940	(3,512)
Shareholders loans	—	—	18,976
Deferred financing fees	16,405	18,638	28,843
Others	2,555	(11,488)	(9,198)
Interest expense, net	183,906	355,127	286,604

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group has exposure, as a result of the normal course of its business activities, to foreign exchange, interest rate and liquidity risk. The goal of the Group is to identify, measure and minimize these risks using the most effective and efficient methods to eliminate, reduce, or transfer such exposures. With the purpose of managing these risks, in some occasions, the Group has to enter into hedging activities with derivatives and non-derivative instruments.

a) *Foreign exchange rate risk*

The reporting currency in the Group's consolidated financial statements is the Euro (EUR). As a result of the multinational orientation of its business, the Group is subject to foreign exchange rate risks derived from the fluctuations of many currencies. The target of the Group's foreign exchange hedging strategy is to protect the EUR value of the consolidated foreign currency denominated operating cash flows. The instruments used to achieve this goal depend on the denomination currency of the operating cash flow to be hedged:

- The strategy for USD exposures makes use of natural hedge by matching future USD denominated operating cash inflows with the USD payments of principals of the USD denominated debt.
- Aside from the USD, the main foreign currency exposures are expenditures denominated in GBP, AUD and SEK. For these exposures, a natural hedge strategy is not possible. In order to hedge a significant portion of the aforementioned short exposures (net expenditures) the Group will engage into derivative contracts with Banks: basically FX-forwards, currency options and combinations of currency options.

Provided the objective in relation with the foreign exchange rate risk of preserving the EUR value of the foreign currency denominated operating cash flows, the total exposure of the Group to changes in the foreign exchange rates is measured in terms of Cash-flow at Risk (CFaR). This risk measure provides an estimate of the potential EUR loss of the foreign currency denominated cash flows from the moment the estimation is calculated to the moment the cash flow is expected to take place. These estimates are made using a 95% confidence interval.

CFaR with a 95% confidence level

	31/12/2009			31/12/2008			31/12/2007		
	2010 CFaR	2011 CFaR	2012 CFaR	2009 CFaR	2010 CFaR	2011 CFaR	2008 CFaR	2009 CFaR	2010 CFaR
Under Normal Market Conditions	(6,262)	(18,124)	(29,291)	(2,943)	(13,023)	(33,790)	(2,056)	(6,905)	(15,617)

The reason for the slight increase in CFaR with respect to 2008 is mainly due to the lower level of hedging in 2009.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The reason for the increase in the levels of CFaR with respect to 2007 is twofold: on the one hand the amount of GBP cash outflows hedged is smaller in order to benefit from an eventual depreciation of the GBP versus the EUR; on the other hand the implied volatilities used for calculating the CFaR had more than doubled as a consequence of the uncertainty spread throughout the financial markets.

b) *Interest rate risk*

The objective of the Group in terms of interest rate risk management is protecting the net interest flows payable by the Group. In line with this goal, the Group has set up hedges that eliminate most of the volatility in the interests to be paid up to July 2011. This reduction in interest volatility has been basically achieved by fixing most of the interest amounts to be paid through interest rate swaps (IRS).

Although the interest rate swaps which hedge the Group debt fix the amount of interests to be paid in the coming years, their fair values are sensitive to changes in the level of interest rates. In the table below you can see an estimation of the Group's sensitivity to a 1% parallel shift of the interest rate curve:

Sensitivity of fair value to parallel changes in the interest rate curve

	31/12/2009		31/12/2008		31/12/2007	
	+100 bps	-100 bps	+100 bps	-100 bps	+100 bps	-100 bps
EUR denominated debt	5,431	(5,451)	8,038	(8,316)	12,122	(12,597)
USD denominated debt	995	(993)	1,596	(1,652)	2,233	(2,321)
EUR accounting Hedges	32,705	(34,398)	17,801	(18,362)	74,150	(77,003)
USD accounting Hedges	2,703	(3,238)	3,391	(3,492)	8,449	(8,774)
TOTAL DEBT + Accounting Hedges	41,834	(44,080)	30,826	(31,822)	96,954	(100,695)
EUR economic Hedges	—	—	30,306	(31,138)	(146)	(208)
USD economic Hedges	2,909	(4,231)	8,521	(9,547)	8,803	(10,302)
Economic Hedges	2,909	(4,231)	38,827	(40,685)	8,657	(10,510)
TOTAL	44,743	(48,311)	69,653	(72,507)	105,611	(111,205)

Note that although almost all of the Group's debt is floating rate debt, the spread payable on this debt is fixed and therefore its fair value is sensitive to changes in the level of interest rates.

The interest rate exposure of the economic hedges is mainly the result of structures made up by combinations of interest rate options that, although acting as a hedge from a financial perspective, do not qualify for hedge accounting according to the IFRS rules.

According to the table above a 100 bps drop in the level of interest rates would cause a loss in the fair value of the debt and the derivatives hedging it amounting to 48,311 KEUR at December 31, 2009, and 72,507 KEUR and 111,205 KEUR, at December 31, 2008 and 2007, respectively. However, given that changes in the fair value of the derivatives that qualify for hedge accounting are recognized directly in equity and the hedged item (underlying debt) is measured at amortized cost, the impact of a 100 bps drop in the level of interest rate would imply a loss in the statement of comprehensive income of just 4,231 KEUR at December 31, 2009 and 40,685 KEUR and 10,510 KEUR, for the years ended 2008 and 2007, respectively.

Finally, in the case of a 100 bps parallel drop (or rise) in the level of interest rates the losses (or gains) in the hedges would be compensated by a similar amount of lower (or higher) debt interests to be paid during the life of the hedges (cash flow hedge concept).

c) *Liquidity risk*

The Corporate Treasury is responsible for providing the cash needed by all the companies of the Group. In order to perform this task more efficiently the Group concentrates the excess liquidity of the subsidiaries with excess cash and channel it to the companies with cash needs.

This allocation of the cash position among the companies of the Group is mainly made through:

- A cash pooling agreement with most of the subsidiaries located in the Euro area.
- Through bilateral Treasury Optimization agreements between Amadeus IT Group S.A. and its subsidiaries.

Corporate Treasury monitors the Group's cash position through rolling forecasts on the basis of expected cash flows. The Group's cash and cash equivalents are deposited in major banks or invested through short term repurchase agreements guaranteed by prime government debt.

The details of the Group's remaining contractual maturity for its debt financing in accordance with the agreed repayment periods that were in place at the end of the financial year 2009 is described in note 13 "current and long term debt".

The Group has access to a Revolving Credit facility amounting to KEURs 150,000, as described in note 13 which could be used to cover working capital needs.

d) *Capital management*

The Group manages its capital to ensure that entities in the Group will be able to continue going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Group bases its capital management decisions on the relationship between the estimated fair value price of its equity and the notional value of its debt, or in different words: on the relationship between the Group's earnings and free cash flows and its debt amount and debt service payments. These capital management decisions are limited by the boundaries contained in the financial covenants that are described in note 13.

The capital structure of the Group consists of net debt (borrowings detailed in note 13 and offset by the ending balances of cash and cash equivalents) and the equity of the Group. The total borrowings for the year ended December 31, 2009 were KEUR 4,246,931, for the years ended December 31, 2008 and 2007 it was KEUR 4,454,986 and KEUR 4,620,725 respectively. During the year 2009 the Group made scheduled debt repayments and mandatory prepayments for a total amount of KEUR 177,982, and during the years 2008 and 2007 the Group settled debt under the same categories by an amount of KEUR 179,692 and KEUR 55,508. The Group has not obtained additional borrowings from December 31, 2007, nor modified the initially agreed repayment terms.

During 2009 has continued the deleveraging of the Group thanks to the increase of the operating result and the mandatory repayments of the Term A and the Acquisition Facility. Apart from this natural deleveraging, there has not been any significant change in the financial structure of the Group.

e) *Analysis of financial assets and liabilities and fair value measurements*

The fair values of financial assets or liabilities traded on active liquid markets are fixed according to the prices quoted in those markets. If the market for a financial asset is not active or no market price is available, fair values are determined in accordance with generally accepted pricing valuation techniques which include discounted cash flows, standard valuation models based on market parameters, dealer quotes and use of comparable arm's length transactions.

The Group's foreign currency forward contracts are measured using quoted forward exchange rates and interest rate curves derived from quoted interest rates. Interest rate swaps are measured discounting the cash flows estimated based on the applicable interest rate curves derived from quoted interest rates. As such, the financial assets or liabilities on our statement of financial position resulting from these derivative financial instruments that are measured at fair value (see section f) within this note), would fall within the level 2 category of the fair value hierarchy.

The financial assets on our statement of financial position that are classified as available for sale assets by an amount of KEUR 11,654, are measured at fair value using quoted prices and would be classified within level 1 of the fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The table below sets out the Group's classification of financial assets and liabilities at 31 December 2009:

	Held for trading	Available for sale	Loans and Receivables	Amortized Cost	Total
Cash and cash equivalents	—	810,998	—	—	810,998
Trade investments	—	15,959	—	—	15,959
Debt payable within one year	—	—	—	(251,297)	(251,297)
Debt payable after more than one year	—	—	—	(4,077,330)	(4,077,330)
Derivative liabilities(1)	(20,564)	—	—	—	(20,564)
Other financial assets	—	—	361,767	—	361,767
Other financial liabilities	—	—		(732,043)	(732,043)
TOTAL	(20,564)	826,957	361,767	(5,060,670)	(3,892,510)

(1) Includes derivatives that are not designated as effective hedging instruments according to IAS 39

The table below sets out the Group's classification of financial assets and liabilities at 31 December 2008:

	Held for trading	Available for sale	Loans and Receivables	Amortized Cost	Total
Cash and cash equivalents	—	617,256	—	—	617,256
Trade investments	—	9,559	—	—	9,559
Debt payable within one year	—	—	—	(295,689)	(295,689)
Debt payable after more than one year	—	—	—	(4,258,546)	(4,258,546)
Derivative assets(1)	5,393	—	—	—	5,393
Derivative liabilities(1)	(48,047)	—	—	—	(48,047)
Other financial assets	—	—	293,674	—	293,674
Other financial liabilities	—	—	—	(688,209)	(688,209)
TOTAL	(42,654)	626,815	293,674	(5,242,444)	(4,364,609)

(1) Includes derivatives that are not designated as effective hedging instruments according to IAS 39

The table below sets out the Group's classification of financial assets and liabilities at 31 December 2007:

	Held for trading	Available for sale	Loans and Receivables	Amortized Cost	Total
Cash and cash equivalents	—	571,801	—	—	571,801
Trade investments	—	16,362	—	—	16,362
Debt payable within one year	—	—	—	(308,875)	(308,875)
Debt payable after more than one year	—	—	—	(4,408,870)	(4,408,870)
Derivative assets(1)	1,323	—	—	—	1,323
Derivative liabilities(1)	(27,834)	—	—	—	(27,834)
Other financial assets	—	—	311,675	—	311,675
Other financial liabilities	—	—	—	(632,890)	(632,890)
TOTAL	(26,511)	588,163	311,675	(5,350,635)	(4,477,308)

(1) Includes derivatives that are not designated an effective hedging instruments according to IAS 39

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

f) *Derivative Instruments*

As of December 31, 2009, the fair value accumulated and before taxes and notional amount of the Group's derivative financial assets and liabilities is as follows:

Derivative Financial Assets:

Type	Financial instrument	Currency	Maturity	Notional	Fair Value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow	Forward	Others	< 1 year	12,245	1,956	496	2,452
			> 1 year	16,412	1,881	—	1,881
Others(*)	Forward	Others	< 1 year	9,913	—	115	115
	Total				3,837	611	4,448
	Total current				1,956	611	2,567
	Total non-current				1,881	—	1,881

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

Derivative Financial Liabilities:

Type	Financial instrument	Currency	Maturity	Notional	Fair Value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow	Forward	Others	< 1 year	53,374	4,358	1,231	5,589
			> 1 year	18,334	714	—	714
		USD	< 1 year	10,477	—	65	65
	IRS	EUR	> 1 year	2,583,711	57,314	36,166	93,480
		USD	> 1 year	892,428	10,526	24,207	34,733
	BASIS SWAP	EUR	< 1 year	4,543,862	223	—	223
	Total				73,135	61,669	134,804
	Total current				4,581	1,296	5,877
	Total non-current				68,554	60,373	128,927

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

At December 31, 2008, the fair value accumulated and before taxes and notional amount of the Group's derivative financial assets and liabilities is as follows:

Derivative Financial Assets:

Type	Financial instrument	Currency	Maturity	Notional	Fair Value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow	Forward	Others	< 1 year	2,891	40	5	45
			> 1 year	7,527	118	—	118
Others(*)	Forward	USD	< 1 year	13,928	—	446	446
		Other	< 1 year	11,230	—	63	63
	IRS	EUR	< 1 year	899,750	—	2,539	2,539
	IRS	USD	< 1 year	262,734	—	2,854	2,854
	Total				158	5,907	6,065
	Total current				40	5,907	5,947
	Total non-current				118	—	118

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

Derivative Financial Liabilities:

Type	Financial instrument	Currency	Maturity	Notional	Fair Value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow	Forward	Other	< 1 year	99,313	14,753	3,139	17,892
			> 1 year	84,428	10,326	—	10,326
Others(*)	Forward	Other	< 1 year	1,636	—	83	83
		EUR	< 1 year	919,000	(6,601)	6,979	378
	IRS	EUR	> 1 year	2,876,747	22,399	63,968	86,367
		USD	< 1 year	262,734	—	3,478	3,478
		USD	> 1 year	435,948	17,202	4,590	21,792
	COLLAR KIKO	EUR	< 1 year	55,000	—	339	339
		USD	> 1 year	500,000	—	28,585	28,585
		EUR	< 1 year	2,963,046	—	11,680	11,680
	BASIS SWAP	USD	< 1 year	931,948	—	3,964	3,964
	Total				58,079	126,805	184,884
	Total current				8,152	29,662	37,814
	Total non-current				49,927	97,143	147,070

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

At December 31, 2007, the fair value accumulated and before taxes and notional amount of the Group's derivative financial assets and liabilities is as follows:

Derivative Financial Assets:

Type	Financial Instrument	Currency	Maturity	Notional	Fair value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow	Forward	Others	< 1 year	(13,357)	421	66	487
		Others	> 1 year	(6,513)	45	—	45
Others(*)	Forward	Others	< 1 year	(5,458)	—	19	19
	IRS	EUR	2009 – 2011	4,379,518	29,095	2,492	31,587
	IRS	USD	2009	274,219	—	1,214	1,214
	COLLAR KIKO	EUR	2009	55,000	—	109	109
	Total				29,561	3,900	33,461
	Total current				421	85	506
	Total non-current				29,140	3,815	32,955

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

Derivative Financial Liabilities:

Type	Financial Instrument	Currency	Maturity	Notional	Fair value (KEUR)		
				(KEUR)	Equity(**)	Profit or loss	Total
Cash Flow		Others	< 1 year	(86,992)	2,510	354	2,864
			> 1 year	(95,876)	2,701	—	2,701
Others(*)	Forward	Others	< 1 year	(6,573)	—	4	4
	IRS	EUR	2009	952,250	—	17,513	17,513
		USD	2011	774,876	9,523	2,991	12,514
	COLLAR KIKO	USD	2011	500,000	—	10,321	10,321
	Total				14,734	31,183	45,917
	Total current				2,510	358	2,868
	Total non-current				12,224	30,825	43,049

(*) "Others" includes derivative instruments, which do not qualify for hedge accounting, that are used by the Group to protect itself from changes in value of foreign currency denominated monetary assets and liabilities.

(**) This is included under the caption "Cash flow hedges" which is a component of Other Comprehensive Income (OCI) in the Statement of Comprehensive Income (SoCI).

i) *Currency derivatives*

The Group is exposed to risks associated with fluctuations in currency exchange rates and uses currency derivatives to hedge future cash flows and certain monetary assets and liabilities. The Group has subscribed foreign currency forward contracts to manage these exchange rate exposures as detailed in the section a) of this note discussing the foreign exchange risk.

ii) *Natural Hedge*

As detailed in the Note 13.a the principals of the Senior Credit Agreements that are denominated in US Dollar have been designated to hedge forecasted cash flows in US dollar to be earned by Amadeus IT Group, S.A. and its subsidiaries up to the end of 2015.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The forecasted calendar of revenues subject to the hedge is detailed below:

	2009	Fair Value KEUR at 31 December 2009		2008	Fair Value KEUR at 31 December 2008		2007	Fair Value KEUR at 31 December 2007	
Year	Revenues Hedged KUSD	Profit or loss	Equity	Revenues Hedged KUSD	Profit or loss	Equity	Revenues Hedged KUSD	Profit or loss	Equity
2008	—	—	—	—	—	—	32,640	295	4,407
2009	—	—	—	—	641	7,518	42,311	—	6,258
2010	—	758	8,796	—	—	9,553	49,564	—	7,325
2011	—	—	10,941	—	—	10,941	56,818	—	8,388
2012	—	—	11,892	—	—	11,892	61,654	—	9,101
2013	253,029	—	34,980	248,614	—	29,096	266,759	—	37,994
2014	262,109	—	36,755	265,817	—	30,464	274,230	—	40,483
2015	211,723	—	30,079	214,718	—	24,997	221,514	—	33,090
2016	—	—	18,140	—	—	18,140	—	—	18,140
TOTAL	726,861	758	151,583	729,149	641	142,601	1,005,490	295	165,186

During 2008 the Group discontinued designating the US Dollar portion of the Term A facility as a hedging instrument of future US Dollar denominated revenues.

The natural hedge of the cash inflows generated by the Group related to US Dollar denominated revenues for the year 2016, was fixed when the hedging instruments were cancelled (the Subordinated Bridge Facility in May 2006 and the Term D of the Senior Financing Agreement in May 2007). The changes in the fair value of this hedging instrument are temporarily recognized in equity, and they will be recycled to the profit or loss in the period when the hedged element is taken to income or expense.

The Group has recognized exchange gains on the hedging instrument (US Dollar Debt) directly through equity during the period by an amount before income taxes of KEUR 9,006 (KEUR 6,304 after tax) in 2009, and 22,583 (KEUR 15,808 after tax), and KEUR 83,067 (KEUR 58,147 after tax) during 2008 and 2007, respectively.

iii) *Interest rate derivatives (IRS)*

As of December 31, 2009, the Group has several derivatives contracted with external counterparties. The purpose of these agreements is to limit the Group's exposure to an eventual increase in the interest rates of its loans.

In order for these financial instruments to qualify as hedge accounting, there is at the inception of the instrument a formal designation and documentation of the hedging relationship, and the effectiveness of such relationship has to be assessed periodically throughout the life of the instrument. When a derivative is an economic hedge instrument but the hedge is not effective, the gains and losses from changes in the fair value of the derivative as from the last time it was effective are presented in the statement of comprehensive income within "Interest expense, net".

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The table below is a summary of the interest rate derivatives assets and liabilities accumulated and before taxes contracted as of the end of 2009 (in the tables set forth below, the positive amounts are gains, if the are related to derivative financial assets, or losses if they are related to derivative financial liabilities. The negative amounts are losses if they relate to derivative financial assets, or gains if the relate to derivative financial liabilities):

Derivative Financial Liabilities:

Type	Start date	Maturity Date	Notional 31/12/09	Interest receivable	Interest payable	Value KEUR at 31 December 2009		
						Equity	Profit or loss	Total
IRS 1	16/05/07	30/06/11	398,206	EURIBOR 6M	4.331%	3,571	9,568	13,139
IRS 2	16/05/07	04/07/11	377,645	EURIBOR 6M	4.288%	14,857	28	14,885
IRS 3	16/05/07	04/07/11	127,645	EURIBOR 6M	4.337%	5,118	7	5,125
IRS 4	16/05/07	04/07/11	605,289	EURIBOR 6M	4.384%	9,980	14,753	24,733
IRS 5	17/05/07	04/07/11	370,000	EURIBOR 6M	4.296%	14,604	24	14,628
IRS 6	30/05/07	04/07/11	370,000	EURIBOR 6M	4.387%	6,116	9,019	15,135
IRS 7	30/05/07	03/01/11	322,000	EURIBOR 6M	4.290%	2,268	2,763	5,031
IRS 11	30/06/06	30/06/16	12,927	Swap 1Y 30/360	4.222%	802	3	805
IRS 12	16/05/07	05/07/11	163,278	USDLIBOR 6M	4.964%	1,437	3,661	5,098
IRS 13	17/05/07	05/07/11	229,149	USDLIBOR 6M	4.932%	9,088	(18)	9,070
IR COLLAR 14	16/05/07	05/07/11	500,000	(1)	(1)	—	20,564	20,564
BS22	03/07/09	04/01/10	1,110,578	EURIBOR 1M+0.47%	EURIBOR 6M	33	—	33
BS 23	03/07/09	04/01/10	1,062,000	EURIBOR 1M+0.4725%	EURIBOR 6M	31	—	31
BS 24	30/09/09	31/03/10	398,206	EURIBOR 1M+0.4830%	EURIBOR 6M	73	—	73
BS 25	04/01/10	05/07/10	740,000	EURIBOR 1M+0.43%	0.993%	47	—	47
BS 26	04/01/10	05/07/10	687,789	EURIBOR 1M+0.4375%	0.993%	18	—	18
BS 27	04/01/10	05/07/10	545,289	EURIBOR 1M+0.4350%	0.993%	21	—	21
				Total		68,064	60,372	128,436
				Total short-term		223	—	223
				Total long-term		67,841	60,372	128,213
			Total interest payable short term with financial institutions			—	61,681	61,681

(1) See descriptions included below

At the end of 2009, the IRSs 1, 2, 3, 4, 7, 12 and 13 in addition to the Basis Swaps 22 to 27 hedged the flows of the utility requests by the Group of Senior Term Loans A, B and C. All these derivatives have the consideration of accounting hedges in accordance with IAS 39.

The IRS 4, in addition to a portion of the Basis Swap 22 and Basis Swap 27, hedges the Senior Term Loans C currently disposed by Amadeus Verwaltungs GmbH. Note that Amadeus Verwaltungs GmbH made a utility request of Term Loan C (amounting initially to KEUR 712,500).

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The IRS 5 and IRS 6 in addition to a portion of the Basis Swap 23 and Basis Swap 25 partially hedge the debt of WAM Acquisition, S.A. with Amadelux International, S.à.r.l. All these derivatives have hedge consideration in accordance with IAS 39.

The USD Collar KIKO 14 (knock in floor, knock out cap) is a structured product made up of a purchased cap with a strike of 5.03% that “knocks out” above 6.22% and a written floor with strike at 5.03% that “knocks in” below 3.90%. This structure was contracted to hedge part of the USD denominated portion of the Senior Term B and C. In the moment this structure was contracted, its fair value was nil. Due to the particular features of this type of derivatives, the structure does not qualify for hedge accounting. Currently this derivative fixes the interest of the debt at a rate of 5.03%.

The IRS 11 hedges the interest rate exposure generated by a leasing contract signed by Amadeus Data Processing GmbH.

The interests receivable on these financial instruments, amounting to zero recognized under the “Prepayments and other current assets” caption as of December 31, 2009 and KEUR 10,766 and KEUR 1,934 during the years 2008 and 2007, respectively. Additionally, the interest payable, amounting to KEUR 61,681 is recognized under “debt payable within one year” caption as of December 31, 2009 and KEUR 77,814 and KEUR 408 during the years 2008 and 2007, respectively.

The changes in fair value of interest rate financial instruments (IRS) that did not qualify for hedge accounting, and which were presented in the statement of comprehensive income within “Interest expense, net”, amounts to a gain of KEUR 58,510 as at December 31, 2009 (of which a gain of KEUR 18,808 corresponds to ineffectiveness), a loss of KEUR 89,940 (of which a loss of KEUR 60,063 correspond to ineffectiveness) and a gain of KEUR 3,512 for the years ended 2008 and 2007.

The table below is a summary of the interest rate derivatives assets and liabilities accumulated and before taxes contracted as of the end of 2008 (in the tables set forth below, the positive amounts are gains, if the are related to derivative financial assets, or losses if they are related to derivative financial liabilities. The negative amounts are losses if they relate to derivative financial assets, or gains if the relate to derivative financial liabilities):

Derivative financial Assets:

Type	Start date	Maturity Date	Notional 31/12/08	Interest receivable	Interest payable	Fair Value KEUR at 31 December 2008		
						Equity	Profit or loss	Total
IRS 10	30/03/07	30/06/09	919,000	3.139%	EURIBOR 3M	—	2,539	2,539
IRS 16	Novated 29/12/06	30/06/09	262,734 KUSDs	4.328%	USD LIBOR 3M	—	2,854	2,854
				Total		—	5,393	5,393
				Total short-term		—	5,393	5,393
		Total interest receivable short term with financial institutions				—	10,766	10,766

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Derivative Financial Liabilities:

Type	Start date	Maturity Date	Notional 31/12/08	Interest receivable	Interest payable	Fair Value KEUR at 31 December 2008		
						Equity	Profit or loss	Total
IRS 1	16/05/07	30/06/11	495,468	EURIBOR 6M	4.331%	(2,588)	14,360	11,772
IRS 2	16/05/07	04/07/11	377,645	EURIBOR 6M	4.288%	13,001	—	13,001
IRS 3	16/05/07	04/07/11	127,645	EURIBOR 6M	4.337%	4,548	—	4,548
IRS 4	16/05/07	04/07/11	605,289	EURIBOR 6M	4.384%	(3,099)	25,356	22,257
IRS 5	17/05/07	04/07/11	370,000	EURIBOR 6M	4.296%	12,810	—	12,810
IRS 6	30/05/07	04/07/11	370,000	EURIBOR 6M	4.387%	(1,869)	15,501	13,632
IRS 7	30/05/07	03/01/11	467,000	EURIBOR 6M	4.290%	(861)	8,750	7,889
COLLAR KIKO 8	Novated 29/12/06	30/06/09	55,000	(1)	(1)	—	339	339
IRS 9	Novated 29/12/06	30/06/09	919,000	EURIBOR 3M	2.659%	(6,602)	6,980	378
IRS 11	30/06/06	30/06/16	13,700	Swap 1Y 30/360	4.222%	457	2	459
IRS 12	16/05/07	05/07/11	206,799 KUSD	USD LIBOR 6M	4.964%	3,828	4,590	8,418
IRS 13	17/05/07	05/07/11	229,149 KUSD	USD LIBOR 6M	4.932%	13,373	—	13,373
COLLAR KIKO 14	16/05/07	05/07/11	500,000 KUSD	(1)	(1)	—	28,586	28,586
IRS 15	Novated 29/09/06	30/06/09	262,734 USD	LIBOR 3M	5.000%	—	3,476	3,476
BS 17	03/07/08	03/07/09	1,233,789	EURIBOR 1M+0.17%	EURIBOR 6M	—	4,211	4,211
BS 18	03/07/08	03/07/09	1,233,789	EURIBOR 1M+0.172%	EURIBOR 6M	—	4,196	4,196
BS 19	31/03/08	31/03/09	495,468	EURIBOR 1M+0.231%	EURIBOR 6M	—	3,273	3,273
BS 20	03/07/08	03/07/09	729,149 KUSD	USD LIBOR 1M+0.1925%	USD LIBOR 6M	—	2,605	2,605
BS 21	30/09/08	30/09/09	206,799 KUSD	USD LIBOR 1M+0.1950%	USD LIBOR 6M	—	1,361	1,361
				Total		32,998	123,586	156,584
				Total short-term		(6,602)	26,441	19,839
				Total long-term		39,600	97,145	136,745
	Total interest payable short term with financial institutions					—	77,848	77,848

(2) See descriptions included below

In order to reduce the cost of financing, the interest rate hedging strategy of the Group was slightly changed during 2008: The utility requests on Senior Credit Agreements were performed on a monthly basis rather than on a semester basis. As a result of this change, the interest rate flows of the interest rate swaps (IRS) and the debt were no longer fully matched, resulting in some interest rate swaps becoming ineffective. In order to make interest rate hedges flows match again with the interest of the Senior Credit Agreements a series of Basis Swaps (BS) were contracted.

During the period in which the outstanding hedging relationships become ineffective the loss in the fair value of the interest rate swaps (IRS) amounting to KEURs 60,063, has been recognized through the statement of comprehensive income instead of through equity in line with IAS 39 requirements.

Additionally to the IRSs explained above, at 31 December 2008, the Group had the following structures, which matured or were cancelled during 2009:

The Basis Swaps 19, 20 and 21 and a portion of Basis Swap 17 and 18, in addition to the IRSs 1, 2, 3, 7 and 12 hedge the flows of the utility requests by the Group of Senior Term Loans A, B and C. However, due to changes in debt settlement periods, from every six months to every month, and the designated hedging relationships, IRSs 1, 7 and 12 became ineffective in the course of 2008.

The IRS 5 and IRS 6 in addition to a portion of the Basis Swap 18 partially hedged the profit participated loan contracted by Wam Acquisition, S.A. with Amadelux International, S.à.r.l. Of all these derivatives only the IRS 5 had the hedge consideration in accordance with IAS 39.

The IRSs 9 and 10 were contracted following a mutual cancellation strategy. The floating interest rate payable of IRS10 was fully cancelled with the floating interest rate receivable of IRS 9. Hedge accounting was not applied.

Likewise, IRSs 15 and 16 had been contracted following a mutual cancellation strategy. The floating interest rate payable of IRS16 was fully cancelled with the floating interest rate receivable of IRS 15. Hedge accounting was not applied.

The EUR Collar KIKO (knock in floor, knock out cap) agreement was a structured product made up of a purchased cap with a strike of 3.85% that "knocks out" above 4.60% and a written floor with strike at 3.85% that "knocks in" below 3.00%. This structure was contracted to hedge the KEURs 55,000 Acquisition Loan Facility (note 13.a). Due to the particular features of this type of derivatives, the structure does not qualify for hedge accounting.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The table below is a summary of the interest rate derivatives assets and liabilities accumulated and before taxes contracted as of the end of 2007 (in the tables set forth below, the positive amounts are gains, if the are related to derivative financial assets, or losses if they are related to derivative financial liabilities. The negative amounts are losses if they relate to derivative financial assets, or gains if the relate to derivative financial liabilities):

Derivative financial asset 2007

Type	Start date	Maturity Date	Notional	Interest receivable	Interest payable	Fair Value KEUR at 31 December 2007		
						Equity	Profit or loss	Total
IRS 1	16/05/07	30/06/11	571,063	EURIBOR 6M	4.331%	1,267	—	1,267
IRS 2	16/05/07	04/07/11	377,645	EURIBOR 6M	4.288%	1,609	—	1,609
IRS 3	16/05/07	04/07/11	377,645	EURIBOR 6M	4.337%	340	—	340
IRS 4	16/05/07	04/07/11	755,289	EURIBOR 6M	4.384%	858	—	858
IRS 5	17/05/07	04/07/11	370,000	EURIBOR 6M	4.296%	1,481	—	1,481
IRS 6	30/05/07	04/07/11	370,000	EURIBOR 6M	4.387%	384	—	384
IRS 7	30/05/07	03/01/11	591,000	EURIBOR 6M	4.290%	1,411	—	1,411
COLLAR KIKO 8	30/12/06	30/06/09	55,000	(1)	(1)	—	109	109
IRS 9	21/07/05	30/06/09	952,250	EURIBOR 3M	2.659%	21,515	2,492	24,007
IRS 11	30/06/06	30/06/16	14,444	SWAP 1Y 30/360	4.222%	230	—	230
IRS 16	30/09/06	30/06/09	274,219 KUSD	4.3275%	USDLIBOR 3M	—	1,214	1,214
			Total			29,095	3,815	32,910
			Total long-term			29,095	3,815	32,910
		Total interest receivable short term with financial institutions				—	1,934	1,934

Derivative Financial Liabilities

Type	Start date	Maturity Date	Notional	Interest receivable	Interest payable	Fair Value KEUR at 31 December 2007		
						Equity	Profit or loss	Total
IRS 10	30/03/07	30/06/09	952,250	3.139%	EURIBOR 3M	—	17,513	17,513
IRS 12	16/05/07	30/06/11	248,429	USD LIBOR 6M	4.964%	3,996	—	3,996
IRS 13	17/05/07	04/07/11	252,228	USD LIBOR 6M	4.932%	5,527	—	5,527
COLLAR KIKO 14	16/05/07	05/07/11	500,000 KUSD	(1)	(1)	—	10,321	10,321
IRS 15	30/09/06	30/06/09	274,219 KUSD	USD LIBOR 3M	5.000%	—	2,990	2,990
			Total			9,523	30,824	40,347
			Total long-term			9,523	30,824	40,347
		Total interest payable short term with financial institutions				—	408	408

(1) See descriptions included below

As described in note 13.a, on April 27, 2007, the Group subscribed a Bank Financing Agreement with financial institutions, modifying and replacing the previous agreement signed on April 8, 2005, that was modified on May 4, 2006. As a consequence of this transaction the Group has cancelled some of the financial instruments and has entered into new instruments with the purpose of limiting the Group's exposure to an eventual increase in the interest rates of its loans and also extending the hedging horizon.

The gains derived from the interest rate swaps cancellations mentioned above amounting to KEUR 10,928, were recognized under the "Interest expense, net" caption. The losses derived from the interest rate swaps amounting to KEUR 473, are recognized under the "Interest expense, net" caption.

g) *Equity related instruments*

SITA Inc N.V. depository certificates:

At December 31, 2009, 2008 and 2007, the Company holds 3,579,518 depository certificates of SITA Inc N.V. issued by Stitching, "SITA Information Networking Computing Foundation" ("the Foundation"), representing 3,579,518 shares of SITA Inc N.V., at a cost of KEUR 3,916, which are included in the "Long-term Investments" caption.

23. TAXATION

The companies that make up the Group are all individually responsible for their own tax assessments in their countries of residence, without any worldwide Group tax consolidation. The statute of limitations varies from one company to another according to local tax laws in each case. Income tax returns are not considered definitive until the statute of limitations expires or they are accepted by the Tax Authorities. Independently that the fiscal legislation is open to different interpretations, it is estimated that any additional fiscal liability as may arise from a possible tax audit will not have a significant impact on the consolidated financial statements taken as a whole.

In this regard, in December 2003, in December 2006 and in July 2008, the French Tax Authorities issued tax reassessments without penalties on Amadeus s.a.s. due to transfer pricing adjustments for fiscal years 2000 and 2001, 2003 and 2004, and, 2005 and 2006, respectively. In November 2008, the French Tax Authorities gave up the tax reassessments for fiscal years 2000 and 2001. Regarding the other two tax reassessment, in both cases, irrespective of the final outcome of the administrative/legal process initiated by the Group, in the event that the tax reassessment becomes final, it will not have a significant effect on the consolidated financial statements at December 2009 due to a bilateral tax adjustment to be applied at group level. For this purpose, and in connection with both tax reassessments, the Group initiated in October 2007, the EU Arbitration Convention and the Mutual Agreement procedures between Spain and France. According to French law, when the Arbitration procedure is initiated, the payment of the tax reassessment is suspended until the end of the procedure, and also the interest accrued during the period of time involved.

In December 2008, the German Tax Authorities initiated a tax audit on Amadeus Data Processing GmbH, due to transfer pricing adjustments for fiscal year 2003 to 2006. At December 31, 2009, the German Tax Authorities had not issued any tax reassessment. In the event that a tax assessment is issued, it will not have a significant effect on the consolidated financial statements at December 2009 due to a bilateral tax adjustment to be applied at group level. For this purpose, the Group will initiate the EU Arbitration Convention and the Mutual Agreement procedures between Spain and Germany.

In 2008, the tax audit for fiscal years 1999 to 2002 in Amadeus Germany had been finalized. Although, the amounts were not significant, Amadeus IT Group, S.A has the right to request from the former owner of Amadeus Germany a proportional refund of the tax burden relating to the tax audits 1999 to 2002, in accordance with the Share Purchase agreements of 1999 and 2003.

All taxes from financial year 2005 onwards, as related to WAM Acquisition, S.A., are open to tax audit.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

On July 20, 2005, the Extraordinary General Assembly of WAM Acquisition, S.A., the parent company, approved the application of the Special Tax Consolidation System, in accordance with the Section 70 of the Spanish Act on Corporate Income Tax, as approved by Royal Legislative Decree 4/2004, dated 5 March, for fiscal years starting August 1, 2005 onwards (filed on July 28, 2005), complying with the remaining requirements set forth in Section 67 of said Act on Corporate Tax. It was authorized by the Spanish Tax Authorities, under Group number 256/05.

Consolidation Group is formed by the following companies:

Parent company:	WAM Acquisition, S.A.
Subsidiaries:	Amadeus IT Group, S.A.
	Amadeus Soluciones Tecnológicas, S.A., Sociedad Unipersonal
	Amadeus Purchase Debt, S.A. Sociedad Unipersonal

The Income tax expense was as follows:

	31/12/2009	31/12/2008	31/12/2007
Current	124,889	98,434	115,775
Deferred	(22,774)	(38,524)	(89,641)
Total	102,115	59,910	26,134

Reconciliation between the statutory income tax rate in Spain and the effective income tax rate applicable to the Group at December 31, 2009, 2008 and 2007, was as follows:

	31/12/2009	31/12/2008	31/12/2007
	%	%	%
Statutory income tax rate in Spain	30.0	30.0	32.5
Effect of changes in tax rates	—	—	0.7
Effect of different tax rates in other countries	1.0	1.8	1.7
Recognition of losses from prior periods	—	—	(0.2)
Other permanent differences	(0.7)	(0.5)	(1.4)
Losses with no tax benefit recognition	0.5	0.2	0.5
Subtotal	30.8	31.5	33.8
Purchase price allocation impact	(3.3)	(6.2)	(21.9)
Effective income tax rate	27.5	25.3	11.9

At December 31, 2009, 2008 and 2007, the main impact on the income tax expense and on the explanation of differences between statutory tax rate and effective tax rate, are derived from the change of the tax rate applicable to the deferred tax liability recognised as a result of the allocation of the purchase price in relation to the business combination between the Company and Amadeus IT Group, S.A., to align it with the Group's effective tax rate applicable in those years. Additionally, during the financial year 2007, the difference can also be partially explained as a result of the change in the statutory tax rate in Germany.

Other relevant permanent differences mainly related to certain operating expenses considered as non deductible for tax purposes and certain operating income considered as non taxable for tax purposes in the Group.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Detail of tax receivables and payables at December 31, 2009, 2008, and 2007 was as follows:

	31/12/2009	31/12/2008	31/12/2007
Tax receivable			
Income tax receivable	21,383	14,811	16,583
VAT (Note 6)	53,109	64,407	39,868
Others receivable (Note 6)	20,271	18,002	15,478
Total	94,763	97,220	71,929
Tax payable			
Income tax payable	3,972	12,689	46,263
VAT (Note 6)	4,251	4,650	1,298
Other tax payable (Note 6)	15,645	12,143	17,732
Total	23,868	29,482	65,293

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The Group's deferred tax balances at December 31, 2009 came from the following:

	01/01/2009	Charged to SoCI(*)	Charged to Equity	Reclassified as Assets held for sale	Transfers	Translation changes	31/12/2009
Assets							
Amadeus Operations KG—acquisition	27,801	(6,913)	—	—	—	—	20,888
Unused tax losses	3,435	(2,592)	—	137	—	(3)	977
Unused investment tax credits	23,941	(13,763)	—	—	—	—	10,178
Finance leases	1,534	(50)	—	—	—	—	1,484
Net cancellation reserve	10,067	(2,093)	—	—	—	—	7,974
Depreciation and amortization	17,429	(2,722)	—	8	—	(204)	14,511
Bad debt provision	9,562	(80)	—	59	—	(4)	9,537
Hedge accounting	18,295	(153)	(5,318)	—	(319)	—	12,505
Employees benefits	10,510	1,422	102	—	—	137	12,171
Liquidation and sale of Group companies	28	(28)	—	—	—	—	—
Dividends tax credits	3,184	(398)	—	—	—	—	2,786
Other	12,648	(3,748)	94	314	—	(37)	9,271
	138,434	(31,118)	(5,122)	518	(319)	(111)	102,282
Netting	(75,140)	21,522	—	—	—	—	(53,618)
Total	63,294	(9,596)	(5,122)	518	(319)	(111)	48,664

(*) SoCI: Statement of Comprehensive Income

	01/01/2009	Charged to SoCI(*)	Charged to Equity	Changes in tax rate	Transfers	Translation changes	31/12/2009
Liabilities							
Unrealized gains—foreign currency and financial instruments	919	184	—	—	—	—	1,103
Iberia Shares contribution	16,799	—	—	—	—	—	16,799
Provision for decline in value of investments	44,095	(3,611)	—	—	—	—	40,484
Depreciation and amortization	94,727	13,543	—	—	—	46	108,316
Capitalization of IT related costs	2,975	(647)	—	—	—	—	2,328
Purchased Intangible Assets	450,837	(43,111)	—	(10,986)	537	—	397,277
Hedge accounting	20,179	325	3,384	—	(319)	16	23,585
Finance leases	3,100	530	—	—	—	—	3,630
Tax audits	7,235	(1,455)	—	—	—	—	5,780
Other	1,767	(853)	1,998	—	—	97	3,009
	642,633	(35,095)	5,382	(10,986)	218	159	602,311
Netting	(75,140)	21,522	—	—	—	—	(53,618)
Total	567,493	(13,573)	5,382	(10,986)	218	159	548,693

(*) SoCI: Statement of Comprehensive Income

The classification of the assets and liabilities of the Group's subsidiary Vacation.com Inc. to the category of assets held for sale resulted in the reclassification of deferred tax assets in the amount of KEUR 518

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Deferred tax assets and liabilities charged to equity in the year ended in December 2009 amounted to KEUR 5,122 and KEUR 5,382, as mainly related to the tax effect of the changes in fair value of derivative instruments designated as effective hedges in 2009.

The Group's deferred tax balances at December 31, 2008 came from the following:

	01/01/2008	Charged to SoCI(*)	Charged to Equity	Reclassified as Assets held for sale	Transfers	Translation changes	31/12/2008
Assets							
Amadeus Operations KG—acquisition	34,764	(6,963)	—	—	—	—	27,801
Start-up expenses	7,574	(7,574)	—	—	—	—	—
Unused tax losses	4,623	(703)	—	(159)	—	(325)	3,436
Unused investment tax credits	23,941	—	—	—	—	—	23,941
Finance leases	5,517	(3,983)	—	—	—	—	1,534
Net cancellation reserve	13,784	(3,717)	—	—	—	—	10,067
Depreciation and amortization	19,905	(714)	—	(2,170)	—	407	17,428
Bad debt provision	8,028	1,711	—	(74)	—	(103)	9,562
Hedge accounting	4,594	47	14,898	—	(1,244)	—	18,295
Employees benefits	9,022	1,454	100	—	—	(66)	10,510
Liquidation and sale of Group companies	122	(94)	—	—	—	—	28
Dividends tax credits	3,479	(295)	—	—	—	—	3,184
Other	11,891	1,781	(314)	(851)	—	141	12,648
	147,244	(19,050)	14,684	(3,254)	(1,244)	54	138,434
Netting	(70,525)	(4,394)	—	—	(221)	—	(75,140)
Total	76,719	(23,444)	14,684	(3,254)	(1,465)	54	63,294

(*) SoCI: Statement of Comprehensive Income

	01/01/2008	Charged to SoCI(*)	Charged to Equity	Changes in tax rate	Transfers	Translation changes	31/12/2008
Liabilities							
Unrealized gains—foreign currency and financial instruments	29,844	(4,255)	(24,670)	—	—	—	919
Iberia Shares contribution	16,799	—	—	—	—	—	16,799
Provision for decline in value of investments	47,216	(3,120)	—	—	—	—	44,096
Depreciation and amortization	74,361	20,317	—	—	—	48	94,726
Capitalization of IT related costs	3,403	(429)	—	—	—	—	2,974
Purchased Intangible Assets	511,270	(47,110)	—	(13,323)	—	—	450,837
Hedge accounting	10,608	(9,311)	20,126	—	(1,244)	—	20,179
Finance leases	6,371	(3,271)	—	—	—	—	3,100
Tax audits	5,780	1,455	—	—	—	—	7,235
Other	3,192	1,163	(2,550)	—	—	(37)	1,767
	708,844	(44,561)	(7,094)	(13,323)	(1,244)	11	642,633
Netting	(70,525)	(4,394)	—	—	(221)	—	(75,140)
Total	638,319	(48,955)	(7,094)	(13,323)	(1,465)	11	567,493

(*) SoCI: Statement of Comprehensive Income

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

The classification of the assets and liabilities of the Group's subsidiary Vacation.com Inc. to the category of assets held for sale resulted on the reclassification of deferred tax assets amounted on KEUR 3,254.

Deferred tax assets and liabilities charged to equity during the year ended in December 2008 amounted to KEUR 14,684 and KEUR 7,094, as mainly related to the tax effect of the changes in fair value of derivative instruments that are designated as effective hedges in 2008.

The Group's deferred tax balances at December 31, 2007, arise from the following:

	01/01/2007	Charged to SoCI(*)	Charged to Equity	Acquisitions/ (Disposals)	Changes in tax rate	Transfers	Translation changes	31/12/2007
Assets								
Amadeus Operations KG—acquisition	56,030	(9,338)	—	—	(11,928)	—	—	34,764
Start-up expenses	11,288	(4,339)	—	—	625	—	—	7,574
Unused tax losses	11,183	(6,388)	—	—	(88)	—	(84)	4,623
Unused investment tax credits	23,345	596	—	—	—	—	—	23,941
Finance leases	2,770	3,295	—	—	(548)	—	—	5,517
Net cancellation reserve	14,840	(1,056)	—	—	—	—	—	13,784
Depreciation and amortization	27,201	(2,933)	—	—	(3,654)	—	(709)	19,905
Bad debt provision	4,809	3,518	—	(33)	(166)	—	(100)	8,028
Hedge accounting	—	1,678	3,169	—	(253)	—	—	4,594
Employees benefits	11,764	(1,652)	(1,070)	—	(5)	—	(15)	9,022
Liquidation and sale of Group companies	7,972	(7,666)	—	—	—	—	(184)	122
Dividends tax credits	3,865	(386)	—	—	—	—	—	3,479
Other	18,008	(4,944)	—	(432)	(1)	—	(740)	11,891
	193,075	(29,615)	2,099	(465)	(16,018)	—	(1,832)	147,244
Netting	(82,874)	—	—	—	—	12,349	—	(70,525)
Total	110,201	(29,615)	2,099	(465)	(16,018)	12,349	(1,832)	76,719

(*) SoCI: Statement of Comprehensive Income

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007 (EXPRESSED IN THOUSANDS OF EUROS—KEUR)

	01/01/2007	Charged to SoCI(*)	Charged to Equity	Acquisitions/ (Disposals)	Changes in tax rate	Transfers	Translation changes	31/12/2007
Liabilities								
Unrealized gains—foreign currency and financial instruments	3,495	2,401	26,726	—	(2,782)	—	4	29,844
Iberia Shares contribution	16,799	—	—	—	—	—	—	16,799
Provision for decline in value of investments	50,128	(2,912)	—	—	—	—	—	47,216
Depreciation and amortization	55,976	18,381	—	—	—	—	4	74,361
Capitalization of IT related costs	5,339	(744)	—	—	(1,192)	—	—	3,403
Purchased Intangible Assets	631,774	(74,181)	—	—	(46,323)	—	—	511,270
Hedge accounting	7,981	5,501	(982)	—	(1,892)	—	—	10,608
Finance leases	5,717	656	—	—	(2)	—	—	6,371
Tax audits	6,900	(1,120)	—	—	—	—	—	5,780
Other	12,813	(7,315)	(98)	(2,802)	(272)	—	866	3,192
	796,922	(59,333)	25,646	(2,802)	(52,463)	—	874	708,844
Netting	(82,874)	—	—	—	—	12,349	—	(70,525)
Total	714,048	(59,333)	25,646	(2,802)	(52,463)	12,349	874	638,319

(*) SoCI: Statement of Comprehensive Income

Disposal of Karavel reduced in KEUR 465 and KEUR 2,802 the deferred tax assets and liabilities, respectively.

Deferred tax assets and liabilities charged to equity in the year ended in December 2007 amounted to KEUR 2,099 and KEUR 25,646, as mainly related to the tax effect of the changes in fair value of derivative instruments designated as effective hedges in 2007. Deferred tax assets and liabilities amounted to KEUR 12,173 and KEUR 2,156 due to the tax rate change in Spain and Germany.

The table below shows the expiry date of unused tax losses for which no deferred tax asset was recognized in the financial statements mainly due to the uncertainty of their recoverability at December 31, 2009, 2008 and 2007:

	Thousand euros		
Year(s) of expiration	**31/12/2009**	**31/12/2008**	**31/12/2007**
0-1	1,596	1,060	1,103
1-2	2,829	1,617	1,060
2-3	897	2,829	1,617
3-4	285	897	2,040
4-5	—	285	1,840
More than 5 years	27,319	29,776	8,639
Unlimited	252,021	257,230	246,504
Total	284,947	293,694	262,803

Out of the total of unrecognized tax losses KEUR 249,835 relate to the Opodo Group.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

24. ADDITIONAL STATEMENT OF CASH FLOWS RELATED DISCLOSURE

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand and in banks and in short-term money market investments, net of outstanding bank overdrafts. Cash and cash equivalents at December 31, 2009, 2008 and 2007, as shown in the cash flow statement can be reconciled to the related items in the statement of financial position as follows (KEUR):

	31/12/2009	31/12/2008	31/12/2007
Cash on hand and balances with banks	55,636	58,606	49,512
Short-term investments	755,362	558,650	522,289
Total cash and cash equivalents	810,998	617,256	571,801
Bank overdrafts	(323)	(1,755)	(1,711)
Total net cash and cash equivalents	810.675	615,501	570,090

At December 31, 2009, the Group maintained short-term money market investments with an average yield rate of 1.00%, for EUR investments, 0.24%, for USD investments; and 0.65% for GBP investments. At December 31, 2008 and 2007, the Group maintained short-term money market investments with an average yield rate of 4.33% and 4.44% respectively for EUR investments; and 2.55% and 4.48% respectively, for USD investments, and 4.52% for GBP investments, respectively.

These investments are readily convertible to a known amount of cash and do not have an appreciable risk of change in value.

25. AUDITING SERVICES

Professional fees for auditing services, as contracted by the Company and its subsidiaries with its auditor Deloitte and related member firms for the period ended December 31, 2009 amounted to KEUR 1,912 of which KEUR 344 related to services contracted by the Company. For the period ended December 31, 2008 and 2007 these fees amounted to KEUR 2,164 and 2,000, respectively, of which KEUR 444 and 393, respectively, related to services contracted by the Company.

Additionally, fees for audit related services, such as due diligence and purchase audits, and other professional services contracted by the Company and its subsidiaries with its auditor Deloitte and related member firms amounted to KEUR 934 for the period ended December 31, 2009, of which KEUR 11 related to services contracted by the Company. For the periods ended December 31, 2008 and 2007, the fees for audit related services amounted to KEUR 524 and 758, respectively, of which KEUR 15 and 3, respectively, related to services contracted by the Company.

26. SUBSEQUENT EVENTS

On 28 January 2010, the Board of Directors of the Company, in the context of a possible public offering and listing of the Company, agreed to renegotiate the terms of Senior Phase Two Credit dated 8 April 2005, for the purpose of, among others, reducing the level of financial indebtedness of the Group, by the partial repayment of the financing granted under the Senior Credit Agreement Phase Two with the funds obtained from the Offer, the modification of the terms of the Senior Credit Agreement Phase Two and the modification of intra-group debt structure in order to fit the Group's financial structure resulting after the Offer.

On 22 February 2010, the Board of Directors of the Company, has agreed to convene the Ordinary and Extraordinary General Meeting of Shareholders to be held on 23 February 2010 with universal character, including as items in the agenda, among others, those listed below:

Amendment of the Company's name and consequential amendment of the Corporate By-laws

It will be proposed to change the Company's name "WAM Acquisition, S.A." to "Amadeus IT Holding, S.A.".

Application for admission of the Company's shares to listing and delegation of authority to the Board of Directors

It will be resolved to apply for the admission of all of the ordinary shares of the share capital of the Company to official listing on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, as well as the incorporation of such shares in the Stock Exchange Networking System, S.I.B.E. or Mercado Contínuo. It is expressly mentioned that the Class 'B' shares of the Company, preference shares, are not included in the application for admission to listing since such Class 'B' shares shall be cancelled by virtue of the resolution regarding the reduction of capital. The reduction of the Company's share capital will be carried out by the Company's Board of Directors as soon as possible after the implementation of the Company's share capital increase which will be effected for the Primary Offering of the Shares of the Company which are the subject of the admission to listing.

Accordingly, after the implementation of the Company's share capital reduction to cancel the Class 'B' shares, the Company's share capital shall consist only of ordinary shares of one single class with the same rights and obligations.

Amendment of the nominal value of the Class 'A' shares of the Company, cancellation of the existing Class 'A' shares of the Company and issuance of new shares replacing the old ones. Amendment of Corporate By-laws

It will be proposed to modify the nominal value of the Class 'A' shares of the Company, which at present is 0.01 Euros per Class 'A' share, establishing a new nominal value of 0.001 Euros per Class 'A' share, to cancel the existing 36,485,467 Class 'A' shares of the Company, and to issue 364,854,670 new Class 'A' shares, each with a nominal value of 0.001 Euros.

Amendment of the Company shares representation system by conversion of nominative shares into book entries, amendment of the Corporate By-laws and delegation of authority to the Board of Directors

Taking into account the application for admission to listing of the shares of the Company further to the resolutions, to amend the shares' representation system, such that the nominative shares issued pursuant to the resolution above shall henceforth be held in book entry format.

Amendment of the minimum and maximum number of members of the Board of Directors, amendment of the period of office and establishment of the new number of members. Appointment of Directors and modification of the Corporate By-laws

As a consequence of the potential admission of the Company's shares to listing, it will be proposed to modify the number of directors comprising the Company's Board of Directors, so that the minimum number of members becomes five (5) and the maximum number of members becomes fifteen (15), and the new number of directors which comprise the Company's Board of Directors will be fixed at thirteen directors. It will be resolved to appoint two Company directors.

Share capital reduction in a total amount of 2,558,548.83 Euros through the purchase by the Company from shareholders of Class 'B' shares in the capital of the Company for their subsequent cancellation, according to the procedure contemplated in article 170 of the Spanish Companies Act (Ley de Sociedades Anónimas), against the free distributable reserves of the Company. Resolution not to publish the terms of the Purchase Offer in the Commercial Registry Gazette and in a newspaper of wide circulation in Madrid. Exclusion of the creditors' opposition right. Separate voting of shareholders affected by the capital reduction. Delegation of faculties in favour of the management body for the implementation of the sale and purchase of said shares and for the implementation of the share capital reduction resolution and the subsequent cancellation of the acquired shares, the resulting amendment of the Corporate By-laws and the execution of any other necessary or appropriate actions for the full effectiveness of the share capital reduction resolution adopted.

It will be proposed to the General Shareholder's Meeting to reduce the share capital of the Company, against free distributable reserves, by a purchase proposal of the Class 'B' shares, in accordance with the provisions of article

170 of the Spanish Companies Act (Ley de Sociedades Anónimas), by a nominal amount of 2,558,548.83 Euros, through the cancellation of all of the Class 'B' shares, in other words, 255,854,883 shares with a nominal value of 0.01 Euros each, offering the shareholders for each Class 'B' share that is transferred to the Company, the amount of one Euro (subscription value). The payment of the shares acquired by the Company will be postponed until the date of settlement of the Initial Public Offering and the Secondary Offering which will be made by the Company in the process for admission to listing of the Company's shares.

Execution by the Company of a Secondary Offering (Oferta Pública de Venta) (OPV) of shares of the Company on behalf of the shareholders

As a necessary complement to the resolution to request the admission to listing of the shares of the Company, and with the aim of obtaining enough distribution in the market of such shares, the Company, simultaneously with the Primary Offering to which the following resolution refers and prior to the admission to listing of the shares of the Company on the Stock Exchanges, will make an offer for the sale of shares of the Company acting on behalf of the following shareholders of the Company.

In addition, and for the purposes of covering possible excess of awards of shares between investors, it will be proposed to the General Shareholder's Meeting, that the shareholders, Iberia Líneas Aéreas de España, S.A., Sociètè Air France, Lufthansa Commercial Holding GmbH y Amadelux Investments, S.A., undertake to grant in favour of the entities designated by WAM Acquisition S.A. as Joint Global Coordinators of the listing process, in representation of the syndicate of underwriters, a purchase option green shoe over such number of shares as agreed by the mentioned global coordinator entities, this being understood that such number of shares may not exceed 15% of the number of shares initially offered in the Secondary Offering and the Primary Offering.

Execution of a Primary Offering for Subscription of shares of the Company (Oferta Pública de Suscripición) and for these purposes delegation to the Board of Directors of the power to increase the share capital in the terms of article 153.1 b) of the Spanish Companies Act (Ley de Sociedades Anónimas), with all shareholders expressly waiving their preferential subscription right

As a necessary complement to the resolution to request the admission to listing of the shares of the Company, and with the aim of obtaining enough distribution in the market of such shares, it will be proposed to General Shareholder's Meeting it is hereby resolved to execute a Primary Offer for Subscription of shares of the Company (the Primary Offering), subject to the agreement that all the shareholders of the Company waive their preferential subscription right, by the public which will take place simultaneously with the Secondary Offering which is the subject of the previous resolution and prior to the admission of the shares of the Company to listing, empowering the Board of Directors as broadly as permitted by Law, to define the terms, conditions and other details of this Primary Offering and for these purposes, to be able to increase the share capital of the Company as necessary to reach the envisaged amount of 910 million euro in light of the subscription price of the shares of the Company that may result from the bookbuilding process that will be carried out in the context of the Primary Offering.

Such share capital increase shall be carried out by the Board of Directors of the Company further to the provisions of article 153.1 b) of the Spanish Companies Act , on one or more occasions, and at any moment from the date of this General Meeting by the maximum amount of 182,427.335 Euros, equivalent to half of the Company's nominal share capital, the share capital resulting following the implementation of the reduction of share capital agreed by this General Shareholders' Meeting, by means of cash contributions.

Delegation of authority to the Board of Directors in relation to resolutions ten and eleven above, related to the execution of a Primary Offering and a Secondary Offering of the shares of the Company on account of their shareholders

Taking into account that the Secondary Offering is made by the Company acting on behalf of and on account of the Offering Shareholders, and that the Primary Offering is made by the Company, it will be proposed to authorise the Board of Directors, with express powers of substitution of any of its members.

Approval of the Regulations of the General Shareholders' Meeting of the Company subject to the admission to listing of all the shares of the Company

In anticipation of the future admission to listing of the shares of the Company on the Stock Exchange, it will be proposed to approve the Regulations which will regulate the structure and functioning of the General Shareholders' Meeting of the Company, that will enter into force upon admission of the shares of the Company to listing on the Stock Exchange, through the Mercado Contínuo.

The above mentioned plans will only be effective if the shares of the Company are admitted to listing

Two plans consisting of the delivery of shares for directors will be proposed to the General Shareholders' Meeting approval, one of them subject to permanence requirements and the achievement of specific objectives to be detailed before the start of each cycle, Performance Shares Plan, and the other linked only to the requirement of permanence, Restricted Shares Plan. Cyclical plans are two to three years long.

Similarly, the adoption of a non-recurring incentive scheme will be proposed, with a duration of two years, payable in cash, but tied to the evolution of the share price of the Company with the participation of all employees of the Company which do not participate in the Performance Share Plan above mentioned.

The effectiveness of the plans are subject to the effective listing of the Company.
Additionally, said Board of Directors' Meeting of 22 February 2010, has adopted the Board Members Rules and has approved the Conduct Internal Rules on matters related to Securities Market, which will be submitted to the Meeting for acknowledgment (toma de razón).

Finally, the aforementioned Board of Directors' Meeting, in the context of the operation of admission to trading of the shares of the Company that is being proposed to the General Shareholders' Meeting and subject to its approval and its effective implementation, has agreed to allocate the funds obtained by the Company in the context of that transaction and the amount required, for the redemption, total or partial, of the profit participating loan agreement signed by the Company as borrower and Amadelux International, Sarl as lender dated 23 April 2007 (Note 13 c)).

Also under the same context, it has been approved the cancellation of intragroup claims and liabilities which the Company holds Amadeus IT Group S.A. by offsetting them, and for that purpose, shall be, amongst others, the early repayment of the profit participating loan dated 23 April 2007 between the Company and its subsidiary, Amadeus IT Group SA, so that after the clearing operations will be the entitlement for Amadeus IT Group SA for approximately KEUR 225,000. The Board of Directors agrees that the right of the credit arising in favour of Amadeus IT Group SA may be offset, to the extent and in the amount necessary, with any dividends that could receive the Company.

The Board of Directors of Amadeus IT Group, S.A. approved, at its meeting on 22 February 2010, has agreed to propose to the Shareholder's Meeting, among other agreements, the distribution of a dividend charged to the profit for the year and to other retained earnings, that amounts approximately to KEUR 514,000.

Employee share-based payments (Note 4 s and 18)

As indicated in Note 4 s), the definitive success of the secondary offering and initial public offering of the shares is subject to a high level of uncertainty as there are very significant factors that may affect, in one way or another, the final result of the transaction.

If the admission to listing successfully takes place, the Group will recognise a liability in the consolidated statement of financial position and the corresponding staff costs in the consolidated statement of comprehensive income in the first financial statements issued after that date.

Even if at the date of preparation of these consolidated financial statements, and due to the nature and significance of the uncertainties surrounding a transaction of this type, Group management considers that the admission to listing is not probable, in the event that the transaction is finally successful, the best estimate of the impact on the consolidated statement of comprehensive would in a range of between EUR 260 million and 380 million. Logically, this estimate would be entirely conditioned by the high variability intrinsically linked to a quantification of this nature, performed in situations with very high degree of uncertainty.

On February 2010, the Spanish Tax Authorities initiated a tax audit on the Company, as parent company, and the rest of companies belonging to the Tax Consolidation Group, for fiscal years 2005 to 2007, for all the applicable taxes open for tax audit within the four-year lapse period.

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

APPENDIX

Summary of the consolidated Group companies at December 31, 2009, 2008 and 2007:

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Fully Consolidated Companies						
Amadeus América S.A.	Av. del Libertador 1068. Buenos Aires C1112ABN.	Argentina	Regional Support	99.73%	99.73%	99.72%
Amadeus Americas, Inc.	9250 NW 36th Street. Miami, Florida 33178.	U.S.A.	Regional Support	99.73%	99.73%	99.72%
Amadeus Argentina S.A.	Av. del Libertador 1068. 6º Piso Buenos Aires C1112ABN.	Argentina	Distribution	95.24%	95.24%	95.23%
Amadeus Asia Limited	21st, 23rd and 27th Floor, Capital Tower. 87/1 All Season Place. Wireless Road, Lumpini, Pathumwan. 10330 Bangkok.	Thailand	Regional Support	99.73%	99.73%	99.72%
Amadeus Austria Marketing GmbH	Alpenstrasse 108A. A-5020 Salzburg.	Austria	Distribution	99.73%	99.73%	99.72%
Amadeus Benelux N.V.	Medialaan, 30. Vilvoorde 1800.	Belgium	Distribution	99.73%	99.73%	99.72%
Amadeus Beteiligungs GmbH[14]	Unterreut 6. 76135 Karlsruhe.	Germany	Holding	99.73%	99.73%	99.72%
Amadeus Bolivia S.R.L.	Calle Pedro Salazar 351.Edificio Illimani II Nivel 2 Of. 202-203. La Paz.	Bolivia	Distribution	99.73%	99.73%	99.72%
Amadeus Brasil Ltda.	Av. Rio Branco 85, 10th Floor. Rio de Janeiro CEP 20040-004.	Brazil	Distribution	75.79%	75.79%	75.79%
Amadeus Bulgaria OOD	1, Bulgaria Square, 16th Floor. Triaditza Region. 1463 Sofia.	Bulgary	Distribution	54.86%	99.73%	99.72%
Amadeus Central and West Africa S.A.	2 Avenue Treich Lapleine, Plateau. Boite Postale V228. Abidjan 01.	Ivory Coast	Distribution	99.73%	99.73%	99.72%
Amadeus Customer Center Americas S.A.	Oficentro La Virgen II .Torre Prisma, Piso 5, Pavas, San Jose.	Costa Rica	Regional Support	99.73%	—	—

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Amadeus Data Processing GmbH[14]	Berghamer Strasse 6. D-85435. Erding. Munich.	Germany	Data processing	99.73%	99.73%	99.72%
Amadeus Denmark A/S[4]	Banestroget 13. Taastrup DK 2630. Copenhagen.	Denmark	Distribution	99.73%	99.73%	99.72%
Amadeus France, SNC	Le Seine Saint Germain Bâtiment C, 2-8 Ave. Du Bas-Meudon. F-92445 Issy-Les-Moulineaux Cedex.	France	Distribution	99.73%	99.73%	99.72%
Amadeus France Services S.A.[6]	Le Seine Saint Germain Bâtiment C, 2-8 Ave. Du Bas-Meudon. F-92445 Issy-Les-Moulineaux Cedex.	France	Distribution	90.30%	90.30%	89.38%
Amadeus GDS LLP	86, Gogol Street. Rooms 709, 712, 713, 7th floor. 480091 Almaty.	Kazakhstan	Distribution	99.73%	99.73%	99.72%
Amadeus GDS (Malaysia) Sdn. Bhd.	Suite 1005, 10th Floor. Wisma Hamzah-kwong Hing. nº 1 Leboh Ampang. Kuala Lumpur 50100.	Malaysia	Distribution	99.73%	99.73%	99.72%
Amadeus GDS Singapore Pte. Ltd.	600 North Bridge Road 15-06. Parkview Square. Singapore 188778.	Singapore	Distribution	99.73%	99.73%	99.72%
Amadeus Germany GmbH	Marienbader Platz 1. 61348 Bad Homburg.	Germany	Distribution	99.73%	99.73%	99.72%
AMADEUSGLOBAL Ecuador S.A.	Av. Córdova 1021 y Av. 9 de Octubre. Edificio San Francisco 300. Piso 18, Oficina 1. Guayaquil.	Ecuador	Distribution	99.73%	99.73%	99.72%
Amadeus Global Travel Israel Ltd.	14 Ben Yehuda St. 61264 Tel Aviv.	Israel	Distribution	99,73%	99,73%	99.72%
Amadeus GTD Ltd	L.R. nº 209/7130,Kirungii, Ring Road Westlands, P.O. Box 30029, 00100.	Kenya	Distribution	99,73%	99,73%	99.72%
Amadeus GTD (Malta) Limited	Birkirkara Road. San Gwann. SGN 08.	Malta	Distribution	99.73%	99.73%	99.72%
Amadeus GTD Southern Africa Pty. Ltd.	Turnberry Office Park. 48 Grosvenor Road, Bryanston. 2021 Johannesburg.	South Africa	Distribution	99.73%	99.73%	99.72%
Amadeus GUAM LLC.[1]	2711 Centerville Road Suite 400. Wilmington, Delaware 19808.	U.S.A.	Financial activities	99.73%	99.73%	99.72%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Amadeus Hellas S.A.	Sygrou Ave. 157. 17121 N. Smyrni Athens.	Greece	Distribution	99.73%	99.73%	99.72%
Amadeus Honduras, S.A.[1]	Edificio El Ahorro Hondureño. Cía. de Seguros, S.A. 4to Nivel Local B. Av. Circunvalación. San Pedro Sula.	Honduras	Distribution	99.73%	99.73%	99.72%
Amadeus Hong Kong Limited	3/F, Henley Building nº 5 Queen's Road. Central Hong Kong.	Hong Kong	Distribution	99.73%	99.73%	99.72%
Amadeus Hospitality GmbH[8]	Baldhamer Strasse 39. 85591 Vaterstetten.	Germany	Software development	99.73%	99.73%	99.72%
Amadeus Hospitality S.A. Sociedad Unipersonal (former Prologest, S.A.)[8]	Ribera del Sena 21, 1ª Planta, 28042 Madrid.	Spain	Software development	99.73%	99.73%	99.72%
Amadeus Hospitality S.A.S.	5, rue Ventoux. Evry Cedex 91019.	France	Software development	99.73%	99.73%	99.72%
Amadeus Information Technology LLC	Office 4.9A, building 30A Nevsky prospect St. Petersburg 191011.	Russia	Distribution	99.73%	99.73%	—
Amadeus IT Group, S.A.[19]	Salvador de Madariaga 1. 28027 Madrid	Spain	Group management	99,73%	99,73%	99.72%
Amadeus IT Pacific Pty. Ltd.	Level 12, 300 Elisabeth Street. Surry Hills. Sydney 2010 NSW.	Australia	Distribution	99.73%	99.73%	99.72%
Amadeus Italia S.P.A.	Via Solferino, 7. I-20121 Milano.	Italy	Distribution	99.73%	99.73%	99.72%
Amadeus Japan K.K.	21 Ichibancho. Chiyoda-ku. Tokio.	Japan	Distribution	99.73%	99.73%	99.72%
Amadeus Kuwait Company W.L.L.	Al Abrar Commercial Centre, 10th floor, Plot 1-2 Salhiya Area. Fahad Al Salem Street.	Kuwait	Distribution	99.73%	99.73%	39.40%
Amadeus Lebanon S.A.R.L.	Gefinor Centre P.O. Box 113-5693 Beirut	Lebanon	Distribution	99.73%	—	—
Amadeus Magyaroszag Kft	1075 Budapest. Madách Imre út 13-14. Budapest.	Hungary	Distribution	99.73%	99.73%	99.72%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Amadeus Marketing (Ghana) Ltd.	House Number 12, Quarcoo Lane, Airport Residential Area, Accra.	Ghana	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing Ireland Ltd.	10 Coke Lane Dublin 7.	Ireland	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing Nigeria Ltd.	22 Glover Road. Ikoyi. Lagos.	Nigeria	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing Phils Inc.	36th Floor, LKG Tower ayala Avenue, Makati City.	Philippines	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing Romania S.R.L.	10-12 Gheorge Sontu Street, Sector 1. 712643 Bucharest.	Romania	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing (Schweiz) A.G.	Pfingstweidstrasse 60. Zurich CH 8005.	Switzerland	Distribution	99.73%	99.73%	99.72%
Amadeus Marketing (UK) Ltd.	The Web House. 106 High Street. Crawley. RH10 1BF West Sussex.	U.K.	Distribution	99.73%	99.73%	99.72%
Amadeus México, S.A. de C.V.[1]	Pº de la Reforma nº 265, Piso 11. Col. Cuauhtemoc 06500 México D.F.	Mexico	Distribution	99.73%	99.73%	99.72%
Amadeus North America Inc.[1]	9250 NW 36th Street. Miami, Florida 33178.	U.S.A.	Distribution	99.73%	99.73%	99.72%
Amadeus Norway AS[4]	Hoffsveien 1D, Box 651, SKOYEN, NO-0214 Oslo.	Norway	Distribution	99.73%	99.73%	99.72%
Amadeus Paraguay S.R.L.	Luis Alberto Herrera 195, 3º piso. Edificio Inter Express, Oficina 302. Asunción.	Paraguay	Distribution	99.73%	99.73%	99.72%
Amadeus Perú S.A.	Víctor Andrés Belaunde, 147. Edificio Real 5, Oficina 902. San Isidro, Lima.	Peru	Distribution	99.73%	99.73%	99.72%
Amadeus Polska Sp. Z o.o.	Ul. Ludwiki 4. PL -01-226 Warsaw.	Poland	Distribution	99.73%	99.73%	99.72%
Amadeus Purchase Debt, S.A. Sociedad Unipersonal[19]	Salvador de Madariaga 1. 28027 Madrid.	Spain	Financial activities	99.73%	99.73%	—
Amadeus Revenue Integrity Inc.[1]	3530 E. Campo Abierto Suite 200, Tucson, AZ 85718.	U.S.A.	Information technology	99.73%	99.73%	99.72%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Amadeus Rezervasyon Dagitim Sistemleri A.S.	Muallim Naci Caddesi 81 Kat 4. Ortaköy 80840 Istanbul.	Turkey	Distribution	99.73%	99.73%	99.72%
Amadeus s.a.s.	Les Bouillides, 485 Route du Pin Montard. Boite Postale 69. F-06902 Sophia Antipolis Cedex.	France	Software development and software definition	99.73%	99.73%	99.72%
Amadeus Scandinavia AB	Gävlegatan 22. P.O. Box 6602. SE 113 84, Stockholm.	Sweden	Distribution	99.73%	99.73%	99.72%
Amadeus Services Ltd.	World Business Centre 3. 1208 Newall Road. Heathrow Airport. Hounslow TW6 2RB Middlesex.	U.K.	Software development	99.73%	99.73%	99.72%
Amadeus Services Asia-Pacific Pty. Ltd.[10]	Suite 205, 4 Bridge Street. Sydney NSW 2000.	Australia	Software development	—	99.73%	99.72%
Amadeus Soluciones Tecnológicas, S.A., Sociedad Unipersonal	Ribera del Sena 21, 1ª Planta, 28042 Madrid.	Spain	Distribution	99.73%	99.73%	99.72%
Amadeus Sweden AB[4]	Gävlegatan 22. P.O. Box 6602. SE 113 84, Stockholm.	Sweden	Distribution	78.04%	78.04%	78.03%
Amadeus Taiwan Company Limited	12F, No. 77 Sec.3, Nan-Jing E. Rd. Taipei City.	Taiwan	Distribution	99.73%	99.73%	—
Amadeus Technology Center Nordic AB[10]	Bohusgatan 4. Halmstad S-302 38.	Sweden	Software development	—	99.73%	99.72%
Amadeus Verwaltungs GmbH	Unterreut 6. 76135 Karlsruhe.	Germany	Holding	99.73%	99.73%	99.72%
Content Hellas Electronic Tourism Services S.A.	157, Syngrou Av., 3rd floor, N. Smyrni, 17121 Athens.	Greece	Distribution	99.73%	—	—
CRS Amadeus America S.A.[10]	Av. 18 de Julio 841. Montevideo 11100.	Uruguay	Regional Support	99.73%	99.73%	99.72%
Enterprise Amadeus Ukraine	51/27, Voloska str., office 59, Kiev. 04070.	Ukraine	Distribution	99.73%	99.73%	99.72%
Hogatex Austria[13]	Alpenstrasse 108A. A-5020 Salzburg.	Austria	Software development	99.73%	99.73%	99.72%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Hogatex Finland[8]	Itämerenkatu 1. F-00180 Helsinki.	Finland	Software development	99.73%	99.73%	99.72%
IFF Institut für Freizetanalysen GmbH[15]	Universitätsstrasse 90. Bochum 44789.	Germany	E-Commerce	99.73%	99.73%	99.72%
NMC Eastern European CRS B.V.	Schouwburgplein 30-34. 3012 CL Rotterdam.	The Netherlands	Distribution	99.73%	99.73%	99.72%
Onerail Canada Inc[7][10]	101.366 Adelaide St West, Toronto M5V 1R9.	Canada	Distribution and Software Development	99.73%	99.73%	—
Onerail Global Holdings Pty.Ltd.	Level 1 263 Liverpool Street Sydney.	Australia	Holding	99.73%	99.73%	—
Onerail IP Limited[7]	Grand Canal House, 1 Upper Grand Canal, Dublin 4.	Ireland	Software Development	99.73%	99.73%	—
Onerail Pty Limited[7]	300 Elizabeth Street, Level 12, Sydney, NSW 2000.	Australia	Distribution and Software Development	99.73%	99.73%	—
Onerail Services Limited[7][10]	Grand Canal House, 1 Upper Grand Canal, Dublin 4.	Ireland	Distribution and Software Development	99.73%	99.73%	—
Opodo GmbH[9]	Beim Strohhause 31. Hamburg 20097.	Germany	E-Commerce	99.45%	99.45%	75.21%
Opodo Italia SRL[9]	Via Solferino 7. Milan 20121.	Italy	E-Commerce	99.45%	99.45%	75.21%
Opodo Limited	Waterfront Hammersmith Embankment. Chancellors Road, London W6 9 RU.	U.K.	E-Commerce	99.45%	99.45%	75.21%
Opodo S.A.S.[9]	13 rue Camille Desmoulins. 92441 Issy Les Moulineaux Cedex.	France	E-Commerce	99.45%	99.45%	75.21%
Opodo, S.L.[9]	C/ Villanueva, 29. 28001 Madrid.	Spain	E-Commerce	99.45%	99.45%	—

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Optims Asia Pte. Ltd.[3]	MAXWELL, 02-01 14 Science Park Drive. Singapore Science Park I. 118226.	Singapore	Software development	99.73%	99.73%	99.72%
Quest Travel Limited[9]	Waterfront Hammersmith Embankment. Chancellors Road, London W6 9 RU	U.K.	E-Commerce	—	—	75.21%
SIA Amadeus Latvija	18 Valnu Street, 5th Floor. LV-1050 Riga.	Latvia	Distribution	99.73%	99.73%	99.72%
Sistemas de Distribución Amadeus Chile, S.A.	Marchant Pereira No 221, piso 11. Comuna de Providencia, Santiago de Chile.	Chile	Distribution	99.73%	99.73%	—
Sistemas de Reservaciones CRS de Venezuela, C.A.	Avenida Romulo Gallego. Torre KLM, Piso 8, Oficina A y B. Urbanización Santa Edubiges. Caracas.	Venezuela	Distribution	99.73%	99.73%	99.72%
Sociedad Amadeus-Avianca de Reservaciones de Servicios Turísticos Savia Ltda.[17]	Carrera 9 NO.73-44. Piso 3. Cundinamarca. Bogotá, DC.	Colombia	Distribution	99.73%	49.86%	49.86%
Travellink AB[9]	Sturegatan 2, 12th Floor. Box 1108. SE 172 22 Sundyberg.	Sweden	E-Commerce	99.45%	99.45%	75.21%
Traveltainment AG	Carlo-Schmid-Straße 12 52146 Würselen/Aachen.	Germany	E-Commerce	99.73%	99.73%	99.72%
Traveltainment Polska Sp. z o.o. (former IFF Polska Sp. z o.o.)[15]	Ul. Ostrobramska 101. 04 – 041.Warszawa	Poland	E-Commerce	99.73%	99.73%	99.72%
Traveltainment UK Ltd. (former Access E-Media Limited)[15]	Benyon Grove—Orton Malborne. Peterborough PE2. 5P.	U.K.	E-Commerce	99.73%	99.73%	99.72%
UAB Amadeus Lietuva	Juozapaviciaus 6-2. 2005 Vilnus.	Lithuania	Distribution	99.73%	99.73%	99.72%
Vacation.com Inc.[1]	1650 King Street Suite 450. Alexandria, VA 22314.	U.S.A.	Distribution	99.73%	99.73%	99.72%
Vacation.com Canada Inc.[1]	717/719/721 Yonge Street. Toronto.	Canada	Distribution	99.73%	99.73%	99.72%
WAM Acquisition S.A.	Salvador de Madariaga 1, 28027 Madrid.	Spain	Group Management	N/A	N/A	N/A

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Investments Carried under the Equity Method						
Amadeus Algerie S.A.R.L	06, Rue Ahcéne Outaleb « les Mimosas »Ben Aknoun.	Algerie	Distribution	39.89%	39.89%	39.88%
Amadeus Egypt Computerized Reservation Services S.A.E.[18]	Units 81/82/83 Tower A2 at Citystars. Cairo.	Egypt	Distribution	99.73%	99.73%	99.72%
Amadeus Gulf L.L.C.	7th Floor, Al Kazna Insurance Building, Banyas Street. P.O. Box 46969. Abu Dhabi.	United Arabian Emirates	Distribution	48.87%	48.87%	48.86%
Amadeus Libya Technical Services JV	Abu Kmayshah st.Alnofleen Area.Tripoli	Libya	Distribution	24.93%	—	—
Amadeus Marketing CSA s.r.o.	Meteor Centre Office Park Sokolovská 100/94 Praha 8—Karlin 186 00.	Czech Rep.	Distribution	34.90%	34.90%	34.90%
Amadeus Maroc, S.A.S.	Route du Complexe Administratif. Aéroport Casa Anfa. BP 8929, Hay Oulfa. Casablanca 20202.	Morocco	Distribution	29.92%	29.92%	29.91%
Amadeus Qatar W.L.L.	Al Darwish Engineering W.W.L. Building nº 94 “D” Ring road 250. Hassan Bin Thabit—Street 960. Doha.	Qatar	Distribution	39.89%	39.89%	39.88%
Amadeus Saudi Arabia Limited[12][18]	Nº 301, Third Floor. Saudi Business Center. Medina Road, Sharafia Quarter. Jeddah.	Saudi Arabia	Distribution	99.73%	99.73%	99.72%
Amadeus Sudani co. Ltd.	Street 3, House 7, Amarat. Khartoum 11106.	Sudan	Distribution	39.89%	39.89%	39.88%
Amadeus Syria Limited Liability[16]	Shakeeb Arslan Street Diab Building, Ground Floor Abu Roumaneh, Damascus.	Siria	Distribution	99.73%	99.73%	—
Amadeus Tunisie S.A.	41 bis. Avenue Louis Braille. 1002 Tunis—Le Belvedere.	Tunisia	Distribution	29.92%	29.92%	29.91%
Amadeus Yemen Limited[16]	3rd Floor, Eastern Tower, Sana’a Trade Center, Algeria Street, PO Box 15585, Sana’a	Yemen	Distribution	99.73%	99.73%	—
Jordanian National Touristic Marketing Private Shareholding Company	Second Floor, nº2155, Abdul Hameed Shraf Street Shmaisani. Aman.	Jordan	Distribution	49.86%	49.86%	49.86%

(EXPRESSED IN THOUSANDS OF EUROS—KEUR)

Name	Social Address	Country	Activity	Participation 31.12.2009 (%)[2][20]	Participation 31.12.2008 (%)[2][20]	Participation 31.12.2007 (%)[2][20]
Moneydirect Americas Inc.[11]	2711 Centerville Road, Suite 400, Wilmington, 19808 Delaware.	U.S.A.	Software development	49.86%	49.86%	—
Moneydirect Limited	First Floor, Fitzwilton House, Wilton Place, Dublin.	Ireland	Electronic payment services	49.86%	49.86%	49.86%
Moneydirect Limited NZ[11]	Level 9, 63 Albert Street. Auckland.	New Zealand	Software development	49.86%	49.86%	99.72%
Moneydirect Pty. Ltd.[11]	Level 12, 300 Elizabeth Street Locked Bag A5085 Sydney South NSW 1235.	Australia	Software development	49.86%	49.86%	99.72%
Qivive GmbH[5][10]	c/o Rechtsanwälte Amend Minnholzweg 2b. 61476 Kronberg im Taunus.	Germany	Information technology	33.21%	33.21%	33.20%
Red Universal de Marketing y Bookings Online, S.A. (RUMBO)[16]	Calle Proción 1-3, P.B., Local B. La Florida. 28023 Madrid	Spain	E-Commerce	—	—	49.86%
Topas Co. Ltd.	Marine Center New Building, 19th Floor SI, Sogong-Dong Chung-Kud. Seoul.	South Korea	CRS Regional	31.91%	31.91%	31.91%

(1) The investment in these companies is held through Amadeus Americas, Inc.

(2) In certain cases companies are considered to be wholly owned subsidiaries, even though due to local statutory obligations they are required to have more than one shareholder or a specific percentage of the capital stock owned by citizens and/or legal entities of the country concerned. These shareholders are not entitled to any economic rights.

(3) The investment in this company is held through Amadeus GDS Singapore Pte. Ltd.

(4) The investment in these companies is held through Amadeus Scandinavia AB.

(5) The investment in these companies is held through Amadeus Germany GmbH.

(6) The investment in this company is held through Amadeus France, SNC.

(7) The investment in these companies is held through Onerail Global Holdings Pty. Ltd.

(8) The investment in these companies is held through Amadeus Hospitality S.A.S.

(9) The investment in these companies is held through Opodo Limited.

(10) These companies are under liquidation process or have been liquidated in 2009.

(11) The investment in these companies is held through Moneydirect Limited.

(12) The indirect investment in this Company is held through NMC Eastern European CRS, B.V.

(13) The investment in this company is held through Amadeus Austria Marketing GmbH.

(14) The investment in these companies is held through Amadeus Verwaltungs GmbH.

(15) The investment in these companies is held through Traveltainment AG.

(16) These companies are considered as associates, as the Group does not have control over them.

(17) This company was classified as investment carried under the equity method in 2007 and 2008, and has been fully consolidated since January, 1 2009.

(18) These companies were fully consolidated in 2007 and 2008, and have been carried under the equity method since August, 31 2009.

(19) These companies are held through WAM Acquisition.

(20) Except for what is indicated in footnotes (1) to (19) above the participation in these companies is held through Amadeus IT Group, S.A.

BOARD OF DIRECTORS

When these Financial statements were prepared, the members of the Board of Directors were the following:

CHAIRMAN

José Antonio Tazón García

VICE-CHAIRMAN

Enrique Dupuy de Lôme

DIRECTORS

Stuart Anderson McAlpine
Francesco Loredan
John Downing Burgess
Pierre-Henri Gourgeon
Stephan Gemkow
Christian Boireau
Benoît Louis Marie Valentin
Hugh MacGillivray Langmuir
Denis Villafranca

SECRETARY (non-Director)

Tomás López Fernebrand

VICE-SECRETARY (non-Director)

Jacinto Esclapés Díaz

Madrid, 22 February 2010

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