

Annual General Meeting of Amadeus FiRe AG on 17 June 2020

Regarding agenda item 7: Report of the Management Board in accordance with Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 German Stock Corporation Act (*Aktiengesetz – AktG*) (resolution on the creation of an Authorised Capital 2020)

The Management Board and the Supervisory Board propose under agenda item 7 to create an authorised capital in the total amount of EUR 1,559,471.00. The new authorised capital shall replace the Authorised Capital 2015 (currently Section 4 (5) of the Articles of Association), which will expire on 26 May 2020, and thus ensure that an authorised capital will again be available for capital increases against contributions in cash or in kind in the next five years. The new Authorised Capital 2020 shall neither exceed the extent of the former Authorised Capital 2015 nor contain other, fundamentally different provisions. There is no further authorised capital at the Company.

The authorised capital proposed for resolution is to authorise the Management Board to increase the share capital, subject to approval by the Supervisory Board, once or several times, up to a total amount of EUR 1,559,471.00 by issuing up to 1,559,471 new shares against contributions in cash or in kind. The term of the new authorisation is to run until 16 June 2025.

In case of a capital increase by utilisation of the Authorised Capital 2020, shareholders shall in principle have subscription rights which generally shall be settled by way of indirect subscription rights. However, the Management Board shall be entitled, subject to approval by the Supervisory Board, to exclude the subscriptions right in certain cases.

In particular, it shall be possible to exclude the subscriptions rights in order to avoid fractional amounts. Fractional amounts can result from the extent of the respective volume of the capital increase and the determination of a practicable subscription ratio. The intended exclusion of subscription rights in cases of fractional amounts enables a clean subscription ratio and therefore facilitates the implementation of the capital increase. Free fractions which are excluded from shareholders' subscription rights are either sold on the stock exchange or realised in other ways to the best of the Company. The potential dilution effect by this exclusion of subscription right is limited because of the restriction to fractional amounts.

Shareholders' subscription rights shall be excluded in particular in case of a capital increase against cash contribution by up to 10% of the share capital existing on the date of registration of the authorisation in the commercial register, or – if that amount is lower – on the date of issuance of the new shares (according to the current situation with regard to up to 519,823 new shares), if the issue price for the new shares does not fall significantly below the stock exchange price of shares already traded on the stock exchange of the same kind and with the same features (Section 186 (3) sentence 4 AktG, so-called simplified exclusion of subscription rights). The proposed resolution requires other cases of a simplified exclusion of the subscription right from an authorisation of the Annual General Meeting being counted against this 10% limitation. The authorisation to exclude the subscription right in case of a capital increases against cash contribution not exceeding 10% of the share capital enables the Company to flexibly react to arising favourable capital market conditions and to place the new shares with institutional investors in order to raise funds for corporate financing, without awaiting the period of at least two weeks for exercising subscription rights.

The simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG is a general case provided by statutory law. The limitation to 10% of the share capital protects shareholders with respect to an excessive pro-rata dilution of their shareholding. Shareholders can prevent the reduction of their shareholding quota by purchasing on the stock exchange. The facilitated exclusion of subscription rights necessarily requires that the issue price for the new shares does not fall significantly below the stock exchange price. Thereby it is ensured overall that the financial and participation interests of shareholders affected by the exclusion of subscription rights in the individual case are adequately reflected.

Furthermore, the subscription right can be excluded if the capital is increased against contributions in kind, in particular for the acquisition of companies, parts of companies and participations in companies. From the Companies' point of view, the exemplarily listed acquisition of companies, parts of companies and participations in companies are the most probable cases for a capital increase against contribution in kind, but the possibility to exclude the subscription right shall not be limited thereto. By the authorisation to exclude subscription rights, the Company shall be enabled in particular to flexibly react to arising opportunities on national and international markets for the acquisition of companies, parts of companies or participations in companies as well as offers for mergers. There are various reasons within the scope of acquisitions of companies or shareholdings to grant vendors shares either besides a purchase price in cash or in its stead. In particular, the liquidity of the Company can be preserved by this way. In practice, vendors to some extent expect to be granted shares of the acquiring company, in order to participate in future share price opportunities.

It could also happen that the Company wishes to purchase certain other contributable assets, in particular e.g. brands and other immaterial property rights, in order to improve its competitive position. It may also be appropriate in this context to exclude the subscription right to be able to issue shares to a vendor and thus preserve the liquidity of the Company or to fulfil a corresponding request of the vendor.

Although treasury shares of the Company could be used in the course of such acquisitions, this would require their prior purchase. In particular because of the liquidity requirements relating thereto, this may possibly be disadvantageous for the Company compared to the utilisation of the authorised capital and thus is not an equally suitable measure.

In case that the possibility for the acquisition of companies, parts of companies or participations in companies or other contributable assets should materialise, the Management Board will decide in each individual case if it is advisable to carry out a capital increase against contribution in kind under exclusion of subscription rights. Thereby, the Management Board will also take into account the various financing alternatives, such as the use of liquid funds of the Company, the financing through loans or the implementation of a capital increase against contribution in cash with a subscription right of the shareholders as well as the related uncertainties of the implementation and the related expenditure of time. It will only make use of the authorisation if it is convinced that the acquisition in exchange for issuing new shares utilising the Authorised Capital 2020 is in the well-understood interest of the Company and the shareholders. In particular, the Management Board will carefully review and convince itself that the value of the contribution in kind is in reasonable proportion to the value of the shares. However, a schematic reference to the stock market price is not intended; in particular, achieved negotiation results cannot not be questioned by fluctuations of the stock exchange price.

Having considered all mentioned circumstances, the Management Board for the aforementioned reasons considers the authorisation to exclude the subscriptions right to be objectively justified and

appropriate, also taking into account the potential dilution effect to the disadvantage of the shareholders which may arise in case of utilisation of the respective authorisation.

The Management Board may only utilise the authorisation to issue shares from the new Authorised Capital 2020 under exclusion of the shareholders' subscription rights to a maximum extent of 10% of the current share capital. Subject to a new authorisation to exclude subscription rights resolved by a subsequent annual general meeting, the Management Board will, however, also take into account any issuance of shares or of instruments that allow for or require the subscription of shares on the basis of other authorisations granted to the Management Board in this respect for capital measures under exclusion of subscription rights, provided that it will use the authorisations for capital measures with the exclusion of shareholders' subscription rights granted to it only to increase the share capital by a maximum of 10% in total of the currently existing share capital. The Management Board will therefore – subject to a new authorisation to exclude the subscription right by a subsequent annual general meeting – also take into account for the maximum increase volume of 10% of the current share capital the pro rata share capital attributable to shares issued during the term of this authorisation for Authorised Capital 2020 under exclusion of the subscription right of shareholders, including instruments which allow for or require the subscription of shares issued under exclusion of the subscription right in direct or respective application of Section 186 (3) sentence 4 AktG.

The Management Board currently has no plans to utilise the authorised capital and the authorisations to exclude subscription rights.