

Annual General Meeting of Amadeus FiRe AG on 27 May 2021

Report by the Management Board on the use of the Authorised Capital 2020 with the shareholders' subscription rights being excluded

By way of a resolution passed at the General Meeting on 17 June 2020 under agenda item 7, the Management Board was authorised to increase the Company's share capital until 16 June 2025 with the Supervisory Board's consent on one or several occasions by a total amount of up to EUR 1,559,471.00 by issuing up to 1,559,471 no-par value bearer shares against contributions in cash or in kind (Authorised Capital 2020).

The Authorised Capital 2020 was registered in the Company's commercial register on 3 July 2020. The Authorised Capital 2020 includes, *inter alia*, an authorisation of the Management Board to exclude, with the Supervisory Board's consent, the shareholders' subscription rights pursuant to Section 186 (3) sentence 4 AktG if the new shares are issued against contributions in cash and the issue price is not significantly lower than the stock exchange price of the Company's shares already traded on the stock exchange at the time of the final determination of the issue price, which will take place as close as possible to the placement of the shares, and the total portion of the share capital mathematically attributable to the shares issued under exclusion of the subscription rights in accordance with Section 186 (3) sentence 4 AktG does not exceed 10% of the share capital, neither at the time of this authorisation coming into effect nor at the time of its exercise.

On 5 August 2020, the Management Board resolved, with the Supervisory Board's consent, to use a portion of the Authorised Capital 2020 and to increase the Company's share capital under exclusion of the shareholders' subscription rights pursuant to Section 203 (2), Section 186 (3) sentence 4 AktG, from EUR 5,198,237.00 by EUR 519,823.00 to EUR 5,718,060.00 by issuing 519,823 new no-par value bearer shares with dividend entitlement from the start of the financial year 2020 against contributions in cash. This corresponds to an increase of the Company's share capital existing both at the time the Authorised Capital 2020 takes effect and at the time it is used of slightly less than 10%. The limit to the volume of shares to be issued under the Authorised Capital 2020 against contributions in cash with subscription rights being excluded has thus been complied with; the Company has not taken any previous measures that would have to be counted against that limit to the volume.

The capital increase took effect on 10 August 2020 after its implementation had been registered in the Company's commercial register. After such use of a portion, the remaining Authorised Capital 2020 amounts to EUR 1,039,648.00.

The new shares were placed at a price of 100 euros for each new share by means of accelerated bookbuilding as part of private placement with selected qualified investors, which corresponds to gross issuance proceeds of approx. 52.0 million euros. The placement price was thus 0.99% lower than the relevant closing price (XETRA) of EUR 101.00; consequently, the new shares were not placed at a price that was significantly lower than the stock exchange price.

The capital increase was made for the purpose of refinancing the acquisition of COMCAVE Holding GmbH.