



Invitation to the Annual General Meeting

23 May 2019, in Frankfurt/Main

Amadeus FiRe AG · Investor Relations
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Amadeus FiRe AG, Frankfurt am Main
ISIN DE0005093108 · WKN 509 310

Invitation to the Annual General Meeting

We hereby invite our shareholders to the

Annual General Meeting

at Amadeus FiRe AG's business premises,
Hanauer Landstraße 160, 60314 Frankfurt am Main

on Thursday, 23 May 2019, at 11:00 a.m. (CEST)

**Convenience Translation from German into English
Not legally binding**

Please refer to the official invitation as published in the
German Federal Gazette (Bundesanzeiger)

AGENDA

1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements of Amadeus FiRe AG for the fiscal year 2018, as well as the combined management report of Amadeus FiRe AG and the Amadeus FiRe Group including the explanatory report on the information pursuant to Sections 289a (1), 315a (1) of the German Commercial Code (Handelsgesetzbuch – HGB) and the report of the Supervisory Board for the fiscal year 2018**

The above documents shall be made available for the Annual General Meeting. They will be explained by the Management Board and – as regards the report of the Supervisory Board – by the chairman of the Supervisory Board in the course of the Annual General Meeting. In accordance with applicable statutory provisions, no resolution on this agenda item will be passed as the Supervisory Board has already approved the annual and consolidated financial statements; the annual financial statements are thus adopted.

The above documents, as well as the dividend proposal of the Management Board, will be available for inspection and download on the website of the Company at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

from the date of convocation of the Annual General Meeting. These documents will also be available for inspection during the Annual General Meeting.

2. **Resolution on the appropriation of accumulated profits**

The Management and Supervisory Boards propose that, out of the Company's accumulated profits for the fiscal year 2018 amounting to EUR 33,687,816.23

- a) a partial amount of EUR 24,223,784.42 be used to pay a dividend of EUR 4.66 per each of the 5,198,237 no-par value shares bearing dividend rights, and

- b) that the remaining amount of EUR 9,464,031.81 be carried forward to new account.

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (Aktiengesetz – AktG) claims to dividend payments will fall due on the third business day after the day on which the resolution is passed by the Annual General Meeting, i.e. on 28 May 2019.

3. Resolution on the discharge of the members of the Management Board for the fiscal year 2018

The Management and Supervisory Boards propose that the members of the Management Board who held office during the fiscal year 2018 be discharged for the fiscal year 2018.

4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2018

The Management and Supervisory Boards propose that the members of the Supervisory Board who held office during the fiscal year 2018 be discharged for the fiscal year 2018.

5. Resolution on the election of the auditor for the fiscal year 2019

Based on the recommendation of its Audit Committee, the Supervisory Board proposes to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mergenthalerallee 3 - 5, 65760 Eschborn, as auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2019.

6. Resolution on the approval of the remuneration system for members of the Management Board

The shareholders of Amadeus FiRe AG have voted on the remuneration system for the members of the Management Board pursuant to Section 120 (4) AktG at the Annual General Meeting 2018. The remuneration system was criticised, in particular, for a missing reference to the share price development and was therefore not approved.

In response, the Supervisory Board decided to adjust the remuneration system by way of including a share-price-based component into the Long Term Incentive Plan (LTI Plan). The remuneration system shall therefore be proposed to the shareholders for approval again. It is intended to amend the service agreements of the members of the Management Board at the earliest date possible.

The remuneration system for the members of the Management Board still consists of three pillars, the annual fixed remuneration, annual performance-related bonuses, which are calculated based on the EBITA of the respective fiscal year, and the LTI Plan.

Unchanged remain

- a) the annual fixed remuneration: this represents the minimum of the remuneration of the members of the Management Board if the targets for the payment of the variable remuneration are not met.
- b) the performance-related bonuses: the profit-related bonus to be paid annually, i.e. short-term, is based on the EBITA achieved in the fiscal year, provided a certain minimum EBITA ratio to revenue is achieved. In addition, the Management Board receives a share of the absolute EBITA growth compared to the previous year from the growth bonus. If EBITA declines, the growth bonus is cancelled without replacement and is only paid in a year in which the historically highest EBITA amount is exceeded ('High Watermark').

The maximum amount of the two short-term variable compensation components is capped in relation to the fixed remuneration.

The LTI Plan will be amended, whereby the basic structure will be retained. However, a close connection to the performance of the Amadeus FiRe share shall be established:

The substance of the LTI Plan, which provides for a sustained and significant increase in the average EBITA achieved during the term of the service agreements of the members of the Management Board compared to a period of several years prior to the commencement of the service agreement of the respective member of the Management Board as defined target figure prior to the commencement of the LTI period and as prerequisite for disbursement, remains unchanged. Thus, no disbursement of the LTI at all will be made in full if the targets for the average EBITA increase initially defined will not be met at the end of the term of the service agreement. The calculation logic of the LTI tranches to be granted annually to members of the Management Board, which are calculated on the basis of the EBITA achieved in the respective fiscal year, also remains unchanged.

A close connection to the share price performance of Amadeus FiRe AG is established by converting the amount of the annual LTI tranche into Performance Shares Units based on the average share price of Amadeus FiRe AG over the last 30 trading days of the relevant fiscal year. The Performance Shares Units are credited to the LTI account of the respective member of the Management Board. The accumulated Performance Shares Units will be disbursed at the end of the term of the service agreement of the respective member of the Management Board if the disbursement prerequisite of the increase in EBITA (see above) is met. To calculate the amount to be disbursed, the Performance Shares Units are multiplied by the average share price of Amadeus FiRe AG over the last 30 trading days of the last fiscal year, considering a cap for the LTI disbursement of 1.5 times the total annual performance-related bonuses received during the term.

With this long-term variable remuneration component, the members of the Management Board shall receive an incentive to contribute to a sustainable development of the Company, which is shown in the EBITA as the key performance indicator of Amadeus FiRe Group and the share price of Amadeus FiRe AG.

The remuneration system of the members of the Management Board does not provide any discretion in terms of the calculation of variable remuneration due to clear calculation criteria stipulated in the service agreement of the members of the Management Board. Furthermore, the remuneration system of the Management Board does not provide for any pension commitments in the future.

The Management and Supervisory Boards propose that the remuneration system for the member of the Management Board be approved.

Information and documents

The documents pursuant to Section 124a AktG will be available for inspection and download on the website of the Company at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

shortly after the convocation of the Annual General Meeting. These documents will also be available for inspection during the Annual General Meeting.

Participation in the Annual General Meeting

According to Section 17 of the Articles of Incorporation, the shareholders' participation in the Annual General Meeting and exercise of voting rights will be conditional on their registration with the Company prior to the Annual General Meeting, for which purpose they must also provide confirmations of their shareholdings. Each registration, together with a confirmation of the shareholding, must be received by the Company no later than six days prior to the Annual General Meeting, i.e. by the expiry of 16 May 2019 (12:00 midnight CEST), at the following address:

Amadeus FiRe AG
c/o M.M. Warburg & CO KGaA
Bestandsführung
Ferdinandstraße 75, 20095 Hamburg

by fax: +49 (0) 40 3618-1116; or
by e-mail: wpv-bv-hv@mmwarburg.com

The registration needs to be in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) and shall be made in the German or English language. The confirmation of the shareholding needs to refer to the beginning of the 21st day preceding the Annual General Meeting, i.e. 2 May 2019 (0:00 a.m. CEST) (Record Date), and must be received by the Company at the abovementioned address together with the registration. A special confirmation of the shareholding in text form (Section 126b BGB) prepared by the custodian bank will be sufficient. The special confirmation must be in the German or English language. Shareholders are entitled to freely dispose of their shares even after issuance of the confirmation of their shareholding. The only criterion for participating in the Annual General Meeting and the number of voting rights

to be exercised in relation to the Company is the number of shares held by a shareholder as at the Record Date, i.e. any disposal or other transfer of shares after the Record Date will not have any effect on a shareholder's statutory right to participate in the meeting or the number of voting rights to be exercised. The same will apply to any acquisition of shares after the Record Date. A person that does not hold any shares on the Record Date and becomes a shareholder only after that date will not have a right to either vote at, or participate in, the Annual General Meeting. The Record Date, however, does not have any effect on the dividend entitlement.

Tickets for the Annual General Meeting will be sent to shareholders after due receipt of their registrations, together with confirmations of their shareholdings. In order to ensure the tickets' timely receipt, we kindly ask shareholders to request their tickets from their custodian banks as soon as possible. In such case, the required registration and preparation of the confirmation of the shareholding will be effected by the relevant custodian bank. However, in contrast to the registration and the confirmation of the shareholdings, the ticket is no prerequisite for participation, but merely serves to simplify the process for granting access to the Annual General Meeting.

Representation by proxy

Shareholders who prefer not to participate personally in the Annual General Meeting may exercise their voting rights and their other rights through a proxy agent, e.g. through a credit institution, a shareholders' association, other third parties or a proxy agent nominated by the Company. In such case, shareholders will be equally required to ensure timely registration and to submit a confirmation of their shareholding as set out above.

Generally, the requirements for granting a proxy, for revoking such proxy and for submitting evidence of such proxy to the Company will be met if this is done in text form (Section 126b BGB). To grant a proxy, shareholders may use the dedicated section of the ticket that they receive after registration; however, it is also possible for shareholders to issue a separate proxy in text form. Furthermore, a form of proxy is available for download on the website of the Company at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

It will also be sent on request to shareholders free of charge.

If the proxy is granted neither to a credit institution nor to a shareholders' association nor to any other legal entity or institution equivalent to the above pursuant to Sections 135 (8) and (10), 125 (5) AktG, such proxy may be issued in text form, either to the proxy agent or to the Company. The same will apply if a proxy is revoked. If a proxy is granted to the Company, it must be submitted to the below address by 12:00 midnight (CEST) on Wednesday, 22 May 2019.

Amadeus FiRe AG
Mr. Jan Hendrik Wessling / Mr. Jan Webbeler
Hanauer Landstraße 160
60314 Frankfurt am Main
Germany; or

by fax: +49 (0) 69/9 68 76-1 82; or
by e-mail: investor-relations@amadeus-fire.de

If a proxy is granted to a proxy agent, the latter must provide evidence of such proxy to the Company in text form (Section 126b BGB). Evidence of a proxy may be provided on the date of the Annual General Meeting at the entrance and exit controls. Evidence of a proxy may also be sent to the aforementioned address.

However, in the cases set out below, special rules will apply:

- a) If a proxy is granted to a credit institution, a financial services institution or enterprise equivalent to a credit institution pursuant to Sections 135 (10), 125 (5) AktG, a shareholders' association or any other person equivalent to the above pursuant to Section 135 (8) AktG, neither applicable statutory provisions nor the Articles of Incorporation of the Company impose special form requirements. However, we point out that, in these cases, the institution or person to whom such proxy is to be granted might require a special form of proxy because such institution or person is required to retain the proxy for verification purposes pursuant to Section 135 (1) sentence 2 AktG. Therefore, shareholders should co-ordinate with that institution or person to whom they wish to grant a proxy about the possible form of that proxy in a timely manner.
- b) Proxies granted to the proxy agent nominated by the Company may be submitted in text form, by fax or electronically by sending an e-mail to the above address. Insofar as proxy agents nominated by the Company are granted proxies, they must be given instructions on how to exercise the voting right. If no instructions have

been given, the proxy will be invalid. Proxy agents of the Company are obliged to vote according to the instructions given. The form of proxy to be granted and instructions to be given will be sent to shareholders with their ticket for the Annual General Meeting and will also be available for download on the internet on the Company's homepage at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

from the date of convocation of the Annual General Meeting.

Proxies and instructions to the proxy agent of the Company must be submitted to the Company at the above address by 12:00 midnight (CEST) on Wednesday, 22 May 2019; otherwise they will not be taken into consideration.

If a shareholder grants a proxy to more than one person or institution, the Company may reject one or more of these persons or institutions.

Shareholder motions and voting proposals, right to obtain information

Amendments to agenda items made at the request of a minority of shareholders (Section 122 (2) AktG)

Shareholders whose shares together reach the proportionate amount of EUR 500,000 or 5% of the share capital (this corresponds to 259,912 shares) may request that items be put on the agenda and be announced. Each new agenda item must be submitted together with a statement of reasons or a resolution proposal. Such request is to be addressed to the Management Board in writing and must be received by the Company at the below address at least 30 days prior to the meeting, i.e. by 12:00 midnight (CEST) on 22 April 2019 at the latest:

Amadeus FiRe AG
Management Board
Hanauer Landstraße 160
60314 Frankfurt am Main
Germany

Shareholder motions and voting proposals (Sections 126 (1) and 127 AktG)

Each shareholder is entitled to submit counterproposals to the wording of resolutions proposed by the Management and/or Supervisory Boards regarding agenda items. The same will apply to counterproposals to voting proposals regarding the election of members of the Supervisory Board or auditors. If any counterproposal or election proposal is intended to be made available before the Annual General Meeting, it is to be directed exclusively to:

Amadeus FiRe AG
Mr. Jan Hendrik Wessling / Mr. Jan Webbele
Hanauer Landstraße 160
60314 Frankfurt am Main
Germany; or

by fax: +49 (0) 69/9 68 76-1 82; or
by e-mail: investor-relations@amadeus-fire.de

Subject to Sections 126 (2) and (3), 127 AktG, the Company will make available to shareholders without undue delay (unverzüglich) all counterproposals and election proposals by other shareholders – together with the information to be added pursuant to Section 127 sentence 4, if applicable – which have been submitted to this address at least 14 days prior to the Annual General Meeting, i.e. by 12:00 midnight (CEST) on 8 May 2019 at the latest, on the internet homepage of the Company at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

Statements of the management thereon (if any) will be subsequently published at the same internet address.

Shareholder's right to obtain information (Section 131 (1) AktG)

At the Annual General Meeting, the Management Board must provide each shareholder, upon request, with information regarding the Company's affairs, including the legal and business relations with affiliates, as well as information on the situation of the Group and the companies integrated in the consolidated financial statements, provided that such information is required for an appropriate evaluation of the relevant agenda item.

Further explanations

Further explanations on the shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG are available on the website of the Company at:

<http://www.amadeus-fire.de/en/investor-relations/hauptversammlung>

Number of issued shares and voting rights

At the time of convocation of the Annual General Meeting, the share capital of the Company amounts to EUR 5,198,237.00 and is divided into 5,198,237 no-par value bearer shares. Each no-par value bearer share carries one vote. Therefore, the total number of voting rights at the time of convocation of the Annual General Meeting is 5,198,237. The Company does not hold treasury shares; different share classes do not exist.

References to protection of data

The Company processes personal data of its shareholders and any shareholder representatives for the preparation and conduct of its Annual General Meeting. This data includes, in particular, the name, place of residence or address, any e-mail address, the number of shares held, the ticket number and the granting of any voting proxies. Depending on the circumstances, any other personal data may also be considered.

The Company processes your data as the data controller in compliance with the provisions of the EU General Data Protection Regulation (EU-Datenschutz-Grundverordnung, DSGVO) and all other relevant laws. Details on the handling of your personal data and your rights in accordance with the DSGVO can be found on the internet on the Company's website:

https://www.amadeus-fire.de/fileadmin/PDF/Data-privacy-policy-for-investors-at-Amadeus_FiRe-AG_25.05.2018.pdf

Frankfurt am Main, April 2019

Amadeus FiRe AG
Management Board



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