

Convenience Translation from German into English – Not legally binding*



Amadeus FiRe AG

Frankfurt am Main

ISIN DE0005093108 / German Securities Code 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 Wednesday, 17 June 2020, at 11:00 a.m. (CEST).

The General Meeting will be held as a Virtual General Meeting without the presence of the shareholders or their representatives (with exception of the proxies designated by Amadeus FiRe AG).

The entire Annual General Meeting will be broadcasted for properly registered shareholders or their proxies on the Company's website at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

in the password-protected shareholder portal of the Company live in video and audio (see the section "II. Further Information and Notes").

The place of broadcast of the virtual Annual General Meeting and thus the place of the Annual General Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz – AktG*) is the registered head office of Amadeus FiRe AG, Hanauer Landstraße 160, 60314 Frankfurt am Main. **Shareholders and their proxies (with the exception of the proxies designated by the Company) have no right or possibility to be present at the place of the Annual General Meeting.**

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

I. AGENDA

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements of Amadeus FiRe AG for the fiscal year 2019, 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 2019**

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:

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

from the date of convocation of the Annual General Meeting.

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

The Management and Supervisory Boards propose that the Company's accumulated profits for the fiscal year 2019 amounting to EUR 36.216.125,48 will be carried forward to new account.

- 3. Resolution on the discharge of the members of the Management Board for the fiscal year 2019**

The Management and Supervisory Boards propose that the members of the Management Board who held office during the fiscal year 2019 be discharged for the fiscal year 2019.

- 4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2019**

The Management and Supervisory Boards propose that the members of the Supervisory Board who held office during the fiscal year 2019 be discharged for the fiscal year 2019.

- 5. Resolution on the election of the auditor for the fiscal year 2020**

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 2020.

- 6. Resolution on the approval of the compensation system for members of the Management Board**

The compensation system for members of the Management Board is described in detail in the compensation report (p. 53 et seqq. of the annual report). The compensation report is available on the Company's website at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>.

The Management and Supervisory Boards propose that the compensation system for the members of the Management Board be approved.

7. Resolution on the creation of a new Authorised Capital 2020 together with authorisation to exclude subscription rights as well as on the change of Section 4 (4) and (5) of the Articles of Association

The Authorised Capital 2015 (Section 4 (5) of the Articles of Association) which has not been utilised at the time of the convocation of the Annual General Meeting will expire on 26 May 2020. Thus, the Management Board and Supervisory Board propose that a new authorised capital with a term until 16 June 2025 be resolved by cancelling Section 4 (5) of the Articles of Association without replacement and amending Section 4 (4) (currently vacant) as follows:

- a) The Management Board shall be authorised to increase the share capital until 16 June 2025, subject to approval by the Supervisory Board, once or several times 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 number of shares must be increased in the same proportion as the share capital. The dividend entitlement of new shares may be determined in deviation from Section 60 (2) AktG.

The shareholders generally shall be granted subscription rights. The new shares may also be acquired by certain credit institutions or companies (finance institutions) operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (*Kreditwesengesetz – KWG*) or by a consortium of such credit or finance institutions, as specified by the Management Board, subject to the obligation that they offer such shares to shareholders of the Company.

However, the Management Board shall be authorised, subject to approval by the Supervisory Board, to exclude the subscription rights of the shareholders:

- i. to compensate for fractional amounts resulting from a capital increase;
- ii. 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 shall take place close to the placement of the shares, and the 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 a total of 10% of the share capital, neither at the time of this authorisation coming into effect nor at the time of its exercise. To the extent that during the term of this authorisation and until its exercise, other authorisations to issue or sell shares or to issue rights that allow for or require the subscription of shares are utilised and the subscriptions rights are excluded through direct or respective application of Section 186 (3) sentence 4 AktG, this shall count against the aforementioned 10% threshold;
- iii. if the capital increase is implemented to grant shares against contributions in kind, shares in particular for the acquisition of companies, parts of companies, participations in companies or other assets.

The Management Board may utilise the aforementioned authorisations to exclude subscription rights only to such extent that the total pro-rata amount of all shares issued under exclusion of the subscription rights neither at the time of

these authorisations coming into effect nor at the time of their exercise exceeds 10% of the share capital. To the extent that during the term of these authorisations and until their exercise, other authorisations to issue shares or rights that allow for or require the subscription of shares are utilised and the subscription rights are excluded, this shall count against the aforementioned threshold.

The Management Board is further authorised to determine, subject to approval by the Supervisory Board, the further details of the capital increase and its implementation. The Supervisory Board is authorised to amend the wording of Section 4 of the Articles of Association (Share Capital) after full or partial implementation of the capital increase from the Authorised Capital 2020 or after expiry of the authorisation term in accordance with the extent of the capital increase.

- b) Upon expiry of the Authorised Capital 2015, Article 4 (5) of the Articles of Association will become irrelevant and will be cancelled without replacement. Section 4 (4) (currently vacant) is amended as follows:

“The Management Board shall be authorised to increase the share capital until 16 June 2025, subject to approval by the Supervisory Board, once or several times 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 number of shares must be increased in the same proportion as the share capital. The dividend entitlement of new shares may be determined in deviation from Section 60 (2) AktG.

The shareholders generally shall be granted subscription rights. The new shares may also be acquired by certain credit institutions or companies (finance institutions) operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (*Kreditwesengesetz – KWG*) or by a consortium of such credit or finance institutions, as specified by the Management Board, subject to the obligation that they offer such shares to shareholders of the Company.

However, the Management Board shall be authorised, subject to approval by the Supervisory Board, to exclude the subscription rights of the shareholders:

- a) to compensate for fractional amounts resulting from a capital increase;
- b) 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 shall take place close to the placement of the shares, and the 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 a total of 10% of the share capital, neither at the time of this authorisation coming into effect nor at the time of its exercise. To the extent that during the term of this authorisation and until its exercise, other authorisations to issue or sell shares or to issue rights that allow for or require the subscription of shares are utilised and the subscriptions rights are excluded through direct or respective application of Section 186 (3) sentence 4 AktG, this shall count against the aforementioned 10% threshold;

- c) if the capital increase is implemented to grant shares against contributions in kind, shares in particular for the acquisition of companies, parts of companies, participations in companies or other assets.

The Management Board may utilise the aforementioned authorisations to exclude subscription rights only to such extent that the total pro-rata amount of all shares issued under exclusion of the subscription rights neither at the time of these authorisations coming into effect nor at the time of their exercise exceeds 10% of the share capital. To the extent that during the term of these authorisations and until their exercise, other authorisations to issue shares or rights that allow for or require the subscription of shares are utilised and the subscription rights are excluded, this shall count against the aforementioned threshold.

The Management Board is further authorised to determine, subject to approval by the Supervisory Board, the further details of the capital increase and its implementation. The Supervisory Board is authorised to amend the wording of Section 4 of the Articles of Association (Share Capital) after full or partial implementation of the capital increase from the Authorised Capital 2020 or after expiry of the authorisation term in accordance with the extent of the capital increase.”

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 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 increase 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.

The report of the Management Board is available for inspection on the Internet on the Company's homepage at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

as of the date of the convocation of the Annual General Meeting. If the Management Board makes use of the authorisation during a financial year, it will report on this at the following Annual General Meeting.

8. Resolution on the granting of a new authorisation to acquire and use treasury shares in accordance with Section 71 (1) no. 8 AktG and to exclude subscription rights and rights of tender

The authorisation to acquire treasury shares in accordance with Section 71 (1) no. 8 AktG resolved by the annual general meeting of the Company on 27 May 2015, which has not yet been utilised, is timely limited up to 26 May 2020 and shall be renewed. The Management Board and the Supervisory Board propose adopting the following resolution in this regard:

- a) The Management Board is authorised until 16 June 2025 to acquire treasury shares of up to 10% of the share capital at the time this authorisation takes effect or – if the following value is lower – at the time of utilisation of this authorisation. The acquired shares together with treasury shares acquired for other reasons, which from time to time are owned by or attributable to the Company pursuant to Sections 71a et seqq. AktG, shall at no time exceed 10% of the Company's share capital.
- b) The authorisation may be exercised in full or in part, on one or several occasions, individually or collectively, by the Company, but also by companies which are controlled or majority-owned by the Company or by third parties acting for the account of either such companies or of the Company.
- c) The Management Board may elect to purchase the shares (1) via the stock exchange or (2) on the basis of a public purchase offer directed at all shareholders or a public invitation to submit sale offers directed at the Company's shareholders or (3) by issuing tender rights to the shareholders.

- (1) If the shares are purchased via the stock exchange, the consideration paid for the acquisition of the shares (excluding ancillary acquisition costs) may not, by more than 10%, exceed or fall short of the price of the Amadeus FiRe share determined by the opening auction on the trading day in XETRA trading (or a comparable successor system) on the Frankfurt stock exchange.
 - (2) In the event of a public purchase offer to all shareholders or a public invitation to submit sale offers directed at the Company's shareholders, the purchase or sale price offered or the marginal prices of the offered purchase or sale price range per share (in each case excluding ancillary acquisition costs) may not exceed by more than 10%, or fall short by more than 20%, the average of the stock exchange prices (closing auction price of the Amadeus FiRe share in electronic trading on the Frankfurt Stock Exchange) on the last five trading days preceding the day of publication of the offer. If, after the publication of the Company's offer or after a formal invitation to submit sale offers, there are substantial deviations from the offered purchase or sale price or the marginal prices of the offered purchase or sale price range, the offer or the invitation to submit sale offers may be adjusted. In such cases, the relevant amount is determined on the basis of the corresponding price on the last trading day prior to the publication of the adjustment; the 10% or 20% threshold for the exceeding or the falling short is to be applied to this amount. The volume of the offer or the invitation to submit offers can be limited. If the overall acceptance of the offer or the shareholders' offers submitted as part of an invitation to submit offers exceeds this volume, the acquisition or the acceptance shall be made under partial exclusion of any shareholder rights of tender in relation to the shares offered in each case. A preferred acquisition or a preferred acceptance of smaller quantities of up to 100 shares of the Company offered for acquisition per shareholder of the Company may be provided for, subject to partial exclusion of any right of shareholders to tender their shares. Commercial rounding in order to prevent arithmetical fractions of shares may also be foreseen. The Company's Management Board shall determine the further details of the offer or any public invitation to submit sale offers directed to the shareholders.
 - (3) If the shares are acquired by means of rights of tender granted to the shareholders, these may be allocated per share in the Company. In accordance with the ratio of the Company's share capital to the volume of the shares to be bought back by the Company, a corresponding number of tender rights shall give rise to an entitlement to sell one Company share to the Company. Tender rights may also be allocated in such a way that one tender right is granted for each number of shares resulting from the ratio of the share capital to the buyback volume. Fractions of tender rights will not be awarded; the corresponding partial rights of tender will be excluded for this case. The price or the marginal prices of the offered purchase price range (excluding ancillary acquisition costs in each case) at which a share may be sold to the Company upon exercise of the tender right shall be determined in accordance with the provisions in the preceding paragraph (2) and adjusted where appropriate. The Management Board of the Company shall determine the further details of the tender rights, in particular their contents, the term and, where appropriate, their tradability.
- d) The Management Board shall be authorised to sell treasury shares acquired on the basis of this or any earlier authorisation via the stock exchange or via an offer directed at all shareholders. In the event of an offer directed at all shareholders, subscription rights for any fractional amounts will be excluded. The Management Board is further authorised to use treasury shares acquired on the basis of this or an earlier authorisation for any purpose permissible by law and, in particular, for the following purposes:

- (1) They may be disposed of for consideration in kind, in particular as consideration within the context of company mergers or to acquire companies, shareholdings in companies or parts of companies or to acquire other assets. The subscription right of shareholders is excluded in this respect.
 - (2) They may be offered for purchase free of charge or against payment and transferred to persons who are or were in an employment relationship with the Company or any of its affiliated companies, as well as to members of the executive bodies of companies affiliated with the Company. The subscription right of the shareholders is excluded in this respect. However, an offer or a transfer is only permitted in an amount of up to 5% of the share capital at the time of the present authorisation coming into effect or – if this value is lower – at the time of exercise of the present authorisation. Any shares issued to or disposed of to the same group of people under exclusion of the subscription right of the shareholders during the term of this authorisation shall count against this threshold. Section 71 (1) no. 2 AktG remains unaffected.
 - (3) They can also be sold under a respective exclusion of the shareholders' subscription rights in a manner other than via the stock exchange or by means of an offer to shareholders if the shares are sold in return for cash payment at a price that does not fall substantially short of the stock exchange price of the Company's shares. This authorisation is, however, subject to the condition that the total amount of shares sold under exclusion of the subscription right pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (3) sentence 4 AktG does not exceed 10% of the respective share capital of the Company. For the calculation of the 10% threshold, the Company's share capital existing at the time this authorisation takes effect or – if the following value is lower – at the time of utilisation of this authorisation is decisive. To the extent that during the term of this authorisation until its exercise other authorisations to issue shares or rights that allow for or require the subscription of shares are utilised and in doing so the subscription right is excluded, this shall count against the aforementioned 10% threshold.
 - (4) They may be cancelled without a further resolution by the annual general meeting being required either for the cancellation of shares or the implementation of such cancellation. The cancellation may be limited to a certain portion of the acquired shares. The cancellation results in a capital reduction. However, the cancellation may also be invoked without a capital reduction by adjusting the proportion of the share capital attributable to the remaining shares in accordance with Section 8 (3) AktG. In such cases, the Management Board is authorised to amend the number of shares specified in the Articles of Association accordingly.
- e) The Supervisory Board is authorised to transfer the treasury shares acquired on the basis of this or any earlier authorisation to the members of the Management Board of the Company for the fulfilment of the terms of the respective compensation agreements in force. In such cases, the subscription right of the shareholders shall be excluded.
- f) The authorisations under lit. d) and e) may be exercised on one or several occasions, in part or in full, the authorisations pursuant to lit. d) (1), (2) and (3) may also be exercised by companies which are controlled or majority-owned by the Company or by third parties acting for the account of either such companies or of the Company.

Regarding agenda item 8: Report of the Management Board pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 AktG (resolution on the authorisation to acquire and use treasury shares)

In item 8 of the agenda, the Company is authorised to acquire treasury shares.

In addition to acquisition via the stock exchange, the Company shall be given the option of acquiring treasury shares via a public purchase offer (tender process) or a public invitation to submit sale offers. This option allows each shareholder of the Company wishing to sell to decide how many shares to sell and, when determining a price range, at what price these are to be offered. If the quantity offered at the determined price exceeds the number of shares requested by the Company, the sale offers are to be reallocated (pro rata acceptance). In this context, preferred acceptance of smaller offers or small parts of offers up to a maximum of 100 shares shall be possible. This option helps to prevent fractional amounts when determining the quotas for acquisition, as well as small residual amounts, thus simplifying the technical settlement. This also makes it possible to avoid any actual financial disadvantage to minority shareholders. Apart from that, the reallocation is carried out in proportion to shares tendered (tender ratios) rather than in proportion to shareholding quotas because this is the way the acquisition procedure can be settled technically within an economically reasonable framework. Finally, it shall be possible to provide for rounding in accordance with commercial principles to avoid arithmetical fractions of shares. In this respect, the acquisition ratio and the number of shares to be purchased from individual tendering shareholders can be rounded as necessary in order to make the acquisition of whole shares possible with respect to the technical settlement. The Management Board considers the exclusion of a more extensive shareholder rights of tender resulting therefrom to be objectively justified and appropriate with regard to the shareholders.

The Company is also authorised to execute the acquisition by using rights of tender made available to the shareholders. These rights are structured in such a way that the Company is only obligated to acquire full shares. To the extent tender rights cannot be exercised as a result, they will expire. This process treats the shareholders equally but simplifies the technical settlement of a share buyback.

Through the possibility of reselling treasury shares, these can be used to raise new funds. The authorisation provides for options to resell treasury shares in the form of a disposal via the stock exchange – which ensures equal treatment of shareholders already according to the statutory definition – or an offer directed at all shareholders. In the event of a disposal of treasury shares by way of an offer directed to the shareholders, the Management Board shall be authorised to exclude shareholders' subscription rights for fractional amounts. This is necessary in order to be able to technically carry out the resale of treasury shares by way of an offer directed to the shareholders. The treasury shares that are excluded from the subscription right of the shareholders as floating fractional shares will be liquidated either via their disposal on the stock exchange or otherwise at the most favourable terms possible for the Company.

Agenda item 8 furthermore provides for the Company's treasury shares also being available for use as consideration in the context of mergers or to acquire companies, shareholdings in companies or parts of companies and other assets under exclusion of the subscription right of the shareholders. This is to enable the Company to react swiftly, successfully and in a way that preserves liquidity to advantageous offers or other opportunities arising for mergers, to acquire companies, shareholdings in companies, parts of companies or other assets on both national and international markets. Negotiations quite often result in the necessity to provide consideration in the form of shares rather than cash. The authorisation takes this into account. The Management Board will take into consideration the stock exchange price of the Amadeus FiRe share when determining the valuation ratio although no systematic connection is planned in order to ensure that negotiation results in the Company's interest are not jeopardised by price fluctuations.

The Supervisory Board and the Management Board also propose that the treasury shares also be used to issue shares to employees and retired employees of the Company and its affiliated companies within the meaning of Sections 15 et seqq. AktG at favourable conditions. The use of existing treasury shares instead of creating new shares by utilising authorised capital is regularly less complex and also less expensive for the Company because, inter alia, the use of

treasury shares does not have to be entered in the commercial register, as opposed to the utilisation of authorised capital. Using treasury shares also avoids the dilutive effect that would otherwise occur. Issuing shares to the mentioned employees and retired employees promotes a practised sustainable share culture, supporting long-term loyalty to the Company and the identification of these groups of persons with the Company. In determining the purchase price to be paid, a customary and adequate compensation based on the Company's success may be granted.

Furthermore, the acquired treasury shares shall be allowed to be used for members of the executive bodies of affiliated companies within the meaning of Sections 15 et seqq. AktG, such as members of the management board or the board of directors. Also in this context the use of treasury shares is regularly less complex and less expensive than the issue of new shares, for example from an authorised capital. In addition, the use of treasury shares also prevents the dilution effect that would otherwise occur.

The Company may in future possibly create programmes which provide for shares to be granted as a compensation component. The treasury shares acquired under the proposed authorisation could also be used for granting shares under such future programmes.

In particular, the use of treasury shares for the issue or offer to the aforementioned group of persons and the associated exclusion of the subscription right is limited to shares amounting to 5% of the share capital in the interest of shareholders who are insofar not eligible for subscription.

In addition, it is intended that acquired treasury shares may be sold off-market for cash under exclusion of the subscription right. This requires that the shares are sold in return for cash payment at a price that does not fall substantially short of the stock exchange price of the Company's shares at the time the shares are sold. This makes use of the option for a facilitated exclusion of subscription rights as provided for in Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (3) sentence 4 AktG. The concept of protecting shareholders against dilution is taken into account in that the shares can only be sold at a price that does not fall substantially short of the relevant stock exchange price of the Company's shares. The final sale price for the treasury shares is determined shortly prior to the disposal. The Management Board will set the discount on the stock exchange price as low as possible, taking into account the market conditions prevailing at the time of placement. The discount on the stock exchange price at the point in time at which the authorisation is exercised shall not, under any circumstances, exceed 5% of the current stock exchange price. In this respect, the shares sold under exclusion of the subscription right in accordance with Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (3) sentence 4 AktG may not in total exceed 10% of the Company's share capital. For the calculation of the 10% threshold, the Company's share capital existing at the time this authorisation takes effect or – if the following value is lower – at the time of utilisation of this authorisation is decisive. To the extent that during the term of this authorisation until its exercise other authorisations to issue shares or rights that allow for the subscription of shares or require it are utilised and the subscriptions rights are excluded through direct or respective application of Section 186 (3) sentence 4 AktG, this shall count against the aforementioned 10% threshold. With this restriction and the fact that the issue price must be aligned with the market price, the financial and voting interests of the shareholders are adequately preserved. In principle, the shareholders have the option of maintaining their participating interest by purchasing Amadeus FiRe shares via the stock exchange. The authorisations are in the interests of the Company because they provide it with greater flexibility. They enable, for example, the sale of treasury shares to institutional investors or to reach new groups of investors.

Finally, the Supervisory Board shall be authorised to transfer the treasury shares acquired by the Company to members of the Company's Management Board in fulfilment of the respective applicable compensation agreements. Treasury shares could thus be used to fulfil contractual claims that may be granted to members of the Management Board in the future under Management Board compensation provisions. The compensation scheme for the Management Board does not currently contain any component providing for the granting of shares in the Company. However, the Supervisory Board shall be given the power to provide for a compensation component of this nature in the future. If in the future members of the Management Board were to be granted shares as a component of their compensation it would be necessary to exclude the shareholders' subscription right. The details are determined by the

employment agreements or compensation agreements that the Supervisory Board, on behalf of the Company, concludes with the individual members of the Management Board. In accordance with its statutory obligation under Section 87 AktG, the Supervisory Board in particular ensures that the total compensation (including the components granted in shares) is in appropriate proportion to the duties and performance of the Management Board member and the situation of the Company and does not exceed the usual compensation without particular reasons.

The Management Board will inform the respective subsequent annual general meeting of the utilisation of the authorisation.

The report of the Management Board is available for inspection on the Internet on the Company's homepage at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

as of the date of the convocation of the Annual General Meeting.

II. FURTHER INFORMATION AND NOTES

Information and documents

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

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

shortly after the convocation of the Annual General Meeting.

Information on the conduct of the Virtual Annual General Meeting

With the consent of the Supervisory Board, the Annual General Meeting will be held in accordance with Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic ("**COVID-19-Act**") as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies designated by the Company).

The entire Annual General Meeting will be broadcasted live in video and audio for properly registered shareholders or their proxies in the password-protected shareholder portal on 17 June 2020 from 11:00 a.m. (CEST) in accordance with the following provisions on the Company's website at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>.

This manner of conducting the Annual General Meeting leads to modifications in the proceedings of the Annual General Meeting and the rights of the shareholders.

Properly registered shareholders will be sent individual access credentials to use the password-protected shareholder portal of the Company.

Physical attendance of shareholders and their proxies (with the exception of the proxies designated by the Company) at the place of the meeting is not permitted. The voting rights of shareholders or their proxies will be exercised exclusively by means of electronic postal voting or by granting power of attorney to the proxies designated by the Company.

Via the password-protected shareholder portal for the Annual Shareholders' Meeting, shareholders (and their proxies, if applicable) can exercise their voting rights by electronic Postal Vote, grant powers of attorney to third parties and issue powers of attorney and

instructions to the proxies designated by the Company, submit questions or object to resolutions adopted by the General Meeting. Access credentials are required to use the password-protected shareholder portal for the Annual General Meeting. Details can be found below.

We would therefore ask shareholders and their proxies to pay particular attention to the following information regarding participation in the Virtual Annual General Meeting, exercising voting rights and other shareholder rights.

Participation in the Virtual 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 on the fourth day prior to the Annual General Meeting, i.e. by the expiry of 13 June 2020 (12:00 midnight CEST), at the following address:

Amadeus FiRe AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Facsimile: +49 (0)89 88 96 906 33
E-Mail: anmeldung@better-orange.de

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 12th day preceding the Annual General Meeting, i.e. 5 June 2020 (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 applies 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.

After receipt of the proper registration together with proof of share ownership, instead of the usual admission ticket for the Annual General Meeting, shareholders will receive an AGM-Ticket including access credentials for use of the password-protected shareholder portal on the Company's website at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>.

In order to ensure that the AGM-Ticket is received in time, we would ask shareholders to take care to send the necessary registration and proof of share ownership early enough.

Voting by means of postal vote

Punctually registered shareholders can, in accordance with Section 1 (2) No. 2 COVID-19-Act, cast their votes via electronic communication without participating in the Annual General Meeting ("**Postal Vote**"). This also requires proper registration (see the section "Participation in the Virtual General Meeting").

Shareholders who have properly registered for the Annual Shareholders' Meeting (see the section "Participation in the Virtual Shareholders' Meeting") can cast their votes by way of Postal Vote either via the password-protected shareholder portal or by e-mail.

A form for voting by e-mail will be provided with the AGM-Ticket. The form for voting by Postal Vote will also be available to download on the Internet on the Company's website at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

The votes cast by e-mail must be received by the Company by 16 June 2020, 12:00 p.m. midnight (CEST) at the following address:

E-Mail: amadeus-fire@better-orange.de

In addition to voting by e-mail, shareholders properly registered for the Annual General Meeting (see the section "Participation in the Virtual Annual General Meeting") also have the option of casting their votes in the password-protected shareholder portal at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>. The access credentials required to access the shareholder portal will be sent together with the AGM-Ticket (see the section "Participation in the Virtual Annual General Meeting"). Voting via the shareholder portal will also be possible during the virtual Annual General Meeting on 17 June 2020 until the time the chairman of the meeting announces at which the voting will be closed. Until this point in time, voting can also be changed or revoked via the shareholder portal. Until that moment, a change or revocation via the Shareholder Portal is also possible for votes that have already been cast by e-mail. A corresponding form is also available for download on the company's website at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>.

The casting of votes by Postal Vote is limited to voting on the proposals for resolutions of the administration announced in the invitation to the Virtual General Meeting and on proposals for resolutions of shareholders announced with a possible addition to the agenda in accordance with Section 122 (2) AktG.

If an individual vote is held on an agenda item without this having been announced in advance of the Annual General Meeting, voting by Postal Vote on this agenda item shall also be deemed to be a corresponding vote for each item of the individual vote as a whole.

Authorized intermediaries, shareholders' associations and voting consultants or other persons and institutions of equal standing pursuant to Section 135 (8) AktG may also use postal voting.

Representation by proxy

Shareholders may also exercise their voting rights and their other rights through a proxy, e.g. through an intermediary, a shareholders' association, other third parties or a proxy designated 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 (see the section "Participation in the Virtual Annual General Meeting").

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 form that they receive after registration together with the AGM-Ticket; 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:

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

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

If the proxy is granted neither to an intermediary nor to a shareholders' association, a proxy advisor or a person equivalent pursuant to Section 135 (8) 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 Tuesday, 16 June 2020.

Amadeus FiRe AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Facsimile: +49 (0)89 88 96 906 55
E-Mail: amadeus-fire@better-orange.de

In addition to the aforementioned options, shareholders properly registered for the Annual General Meeting (see the section "Participation in the Virtual Annual General Meeting") may also submit the power of attorney, its revocation and proof of the power of attorney to the Company via the password-protected shareholder portal at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>. The access credentials required for the shareholder portal will be sent together with the AGM-Ticket (see the section "Participation in the Virtual Annual General Meeting"). The option of submitting the power of attorney via the shareholder portal will be available during the Virtual General Meeting on 17 June 2020 until the time the chairman of the meeting announces at which the voting will be closed. Powers of attorney that have already been granted and proven to the company (as described above) by mail, facsimile or e-mail can also be revoked via the shareholder portal up to this time.

Proxies may not physically participate in the Virtual General Meeting. They can only exercise the voting rights arising from the shares they represent by means of Postal Vote (see the section "Voting by means of Postal Vote") or by granting (sub-) power of attorney to the proxies designated by the Company (see below). In order for a proxy to follow the Virtual General Meeting via the password-protected shareholder portal and to cast a Postal Vote or grant (sub) power of attorney to the proxies designated by the Company electronically via the shareholder portal, the proxy requires the shareholder's access credentials for the shareholder portal. For this purpose, the shareholder must ensure that the access credentials are passed on to the authorized representative. In any case, a proxy can only exercise the shareholder rights in the password-protected shareholder portal of the Company at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting> if he or she has received the personal access credentials for this purpose from the shareholder.

If a proxy is granted to a proxy, the latter must provide evidence of such proxy to the Company in text form (Section 126b BGB). Evidence of a proxy may be provided through the aforementioned channels until the aforementioned deadlines.

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

- a) If a proxy is granted to an intermediary, a proxy advisor, a shareholders' association or a person equivalent 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 proxies designated by the Company may be submitted in text form, by facsimile or electronically by sending an e-mail to the above address. Insofar as proxies designated 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:

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

from the date of convocation of the Annual General Meeting.

Proxies and instructions to the proxies designated by the Company must be submitted to the Company at the address below by 12:00 midnight (CEST) on Tuesday, 16 June 2020; otherwise they will not be taken into consideration.

Amadeus FiRe AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
facsimile: +49 (0)89 88 96 906 55
E-Mail: amadeus-fire@better-orange.de

In addition to the aforementioned options, shareholders properly registered for the Annual General Meeting (see the section "Participation in the Virtual Annual General Meeting") may also authorize and instruct the proxies designated by the Company, revoke the authorization and change the instructions via the password-protected shareholder portal at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>. The access credentials required for the shareholder portal will be sent together with the AGM-Ticket (see the section "Participation in the Virtual Annual General Meeting"). The option of submitting or revoking power of attorneys, as well as instructing the proxies designated by the Company via the shareholder portal will be available during the Virtual General Meeting on 17 June 2020 until the time the chairman of the meeting announces at which the voting will be closed. Powers of attorney that have already been granted vis-à-vis the company (as described above) by mail, facsimile or e-mail can also be revoked or amended via the shareholder portal up to this time.

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, possibility of objecting

Amendments to agenda items made at the request of a minority of shareholders (Section 122 (2) AktG in conjunction with Section 1 (3) sentence Covid-19-Act)

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 14 days prior to the meeting, i.e. by 12:00 midnight (CEST) on 2 June 2020 at the latest:

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

A proposed resolution announced in the context of a permissible addition to the agenda will be put to vote during the Annual General Meeting.

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 Webbeler
Hanauer Landstraße 160
60314 Frankfurt am Main
Germany; or
Facsimile: +49 (0) 69/9 68 76-1 82; or
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 2 June 2020 at the latest, on the internet homepage of the Company at:

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

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

However, in accordance with the COVID-19-Act, such counterproposals and voting proposals will not be put to vote at the Annual General Meeting and will not be dealt with in any other way.

Possibility of asking questions via electronic communication (Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19-Act)

Pursuant to Section 1 (1) and (2) of the COVID-19-Act, shareholders are given the opportunity to submit questions via electronic communication. The Management Board has stipulated that questions must be submitted by electronic communication at least two days before the meeting. The Management Board will determine which questions it will answer and how to answer them, at its duty-bound, free discretion.

Properly registered Shareholders (see the section "Participation in the Virtual Annual General Meeting") may submit their questions to the Company until 15 June 2020, 12:00 p.m. midnight (CEST) (receipt), exclusively by way of electronic communication via the password-protected shareholder portal at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>.

Possibility of objecting to a resolution adopted by the Annual General Meeting

By waiving the requirement to appear at the Annual General Meeting, shareholders who have exercised their voting rights are given the opportunity to object to resolutions adopted by the Annual General Meeting by electronic communication via the password-protected shareholder portal at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>. The right to object may be exercised from the beginning of the Annual General Meeting on 17 June 2020 until its closing by the chairman of the meeting.

Further explanations

Further explanations on the shareholders' rights pursuant to Sections 122 (2), 126 (1), 127 AktG and the relevant provisions of the COVID-19-Act are available on the Company's website at:

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting>

Registered shareholders and their proxies can follow the entire meeting on 17 June 2020, starting at 11:00 a.m. CEST, live on the Company's website at <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting> in the password-protected shareholder portal in video and audio.

After receipt of the proper registration and proper proof of share ownership, the access credentials for the password-protected shareholder portal on the company's website at

<https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting> will be sent to the shareholders.

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, May 2020

Amadeus FiRe AG
Management Board