

CHARTER FOR SABRE CORPORATION GOVERNANCE AND NOMINATING COMMITTEE

I. Statement of Purpose

The Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”). The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and to address related matters, including any related matters required by the federal securities laws. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board’s performance.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee, and the Committee shall submit any proposed revisions to the Board for approval.

B. *Members.* The members of the Committee shall be appointed by the Board and shall meet the requirements for Committee members set forth in the listing rules of the NASDAQ Stock Market (the “Listing Rules”) and the requirements of any other applicable law, provided that, for so long as the Company is permitted to and avails itself of the “controlled company” exemption, in accordance with the Listing Rules, one or more members of the Committee may not meet some or all of the independence requirements set forth therein. The Committee shall be comprised of at least two members. Committee members may be removed by the Board. The Board shall also designate a Committee Chairman.

C. *Meetings.* In order to discharge its responsibilities, the Committee Chairman shall each year establish a schedule of meetings to be approved by the Board; additional meetings, as required, may be scheduled by the Committee Chairman or the Chairman of the Board. Meetings of the Committee may be held in person or telephonically.

D. *Quorum; Action by Committee.* A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Committee Chairman shall, in consultation with the Chairman of the Board, determine the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be

approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Chairman of the Committee shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall establish criteria to be approved by the Board for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

B. *Director Recruitment; Evaluation of Third-Party Recommendations or Nominations.* The Committee shall consider (in consultation with the Chairman of the Board and the Chief Executive Officer (the "CEO")) and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board or otherwise. The Committee shall also review any candidate recommended or nominated by stockholders in light of the approved criteria for selection of new Directors, as well as requirements under the Company's organizational documents, any agreement entered into with stockholders granting such stockholders the right to nominate Directors to the Board (any "Stockholders' Agreement"), and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification criteria approved by the Board.

C. *Consideration of Incumbent Directors for Further Term.* In connection with its annual recommendation of a slate of Director nominees, the Committee shall assess the contributions of incumbent Directors eligible for nomination for a further term, including in light of the criteria for Board candidates and other perceived needs of the Board.

D. *Recommendation to Board.* The Committee shall recommend to the Board all Director nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated for election by third parties. All such recommendations shall be consistent with the criteria for selecting Directors approved by the Board, the Company's organizational documents, any Shareholders' Agreement, and applicable law.

E. *Corporate Governance Guidelines.* The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed at least

annually by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines, if any.

F. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation, if any, of members among the committees. The Committee shall also make recommendations to the Board regarding which Directors should serve on the various committees of the Board, and which Directors should be appointed as Chairmen of such committees. Such advice and recommendations shall be consistent with the Company's organizational documents, any Shareholders' Agreement, and applicable law.

G. *Evaluation of Board and Committees.* The Committee shall oversee the annual evaluations of the performance of the Board and each of its standing committees. The Committee shall also evaluate periodically, but in no event less often than each time they are slated for re-election, the individual Directors. The Chairman of the Committee shall report the Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

H. *Succession Planning.* The Committee shall review periodically with the Chairman of the Board and the CEO management's short- and long-term leadership development and succession plans and processes, including temporary delegations of authority for the CEO and other executive officers in emergency circumstances. At least annually, the Committee shall review management's succession plans with respect to non-CEO executive officers and coordinate with the independent Directors in reviewing CEO succession plans. The Committee shall also make recommendations to the Board with respect to the process for selection, and the selection of individuals to occupy these positions.

I. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may, in its sole discretion, retain or obtain the advice of outside consultants, legal counsel or other advisors (together, "advisors"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or advisors to, the Committee.

J. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

K. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.