

## CHARTER FOR SABRE CORPORATION EXECUTIVE COMMITTEE

### I. Statement of Purpose

The Executive Committee (the “Committee”) is appointed by and may act on behalf of the Board of Directors (the “Board”) in accordance with the powers, authority, and limitations set forth or provided for herein. The purpose of the Committee is to facilitate approval of certain actions as described in Section III of this charter. The Committee will serve at the discretion of the Board, shall act only in intervals between meetings of the Board and shall in all respects be subject to the control and direction of the Board.

### 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 from the members of the Board. So long as TPG is entitled to nominate, and has nominated, at least one member of the Board pursuant to the Second Amended and Restated Stockholders’ Agreement, dated February 6, 2015, among Sabre, affiliates of TPG and affiliates of Silver Lake Partners (the “Stockholders’ Agreement”), at least one member of the Committee shall be a director nominated by TPG pursuant to the Stockholders’ Agreement (a “TPG Nominee”). So long as Silver Lake Partners is entitled to nominate, and has nominated at least one member of the Board pursuant to the Stockholders’ Agreement at least one member of the Committee shall be a director nominated by Silver Lake Partners pursuant to the Stockholders’ Agreement (an “SLP Nominee”). The Committee shall be comprised of at least three members. Committee members may be removed by the Board. The Board shall also designate a Committee Chairman.

C. *Meetings.* Committee meetings may be scheduled by the Committee Chairman, the Chairman of the Board or the Secretary of the Corporation. 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 and constitute a quorum, 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. Notwithstanding the foregoing, to the extent the Committee is required to have a TPG Nominee and/or an SLP Nominee as a member, then a TPG Nominee and an SLP Nominee, respectively, must approve any action of the Committee.

E. *Agenda, Minutes and Reports.* The Committee Chairman shall, in consultation with the Chairman of the Board and the CEO, determine the agendas for meetings of the Committee. Except when it is not reasonably practicable to do so, notice of a meeting and an agenda, together with materials relating to the subject matter of each meeting, shall be sent to the Board

prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's exercise of its powers and authority. The minutes shall be circulated in draft form to all Board members to ensure an accurate final record and shall be approved at a subsequent meeting of the Board. The Committee shall make regular reports to the Board on matters within the scope of the Committee's powers and authority, as well as any special issues that merit the attention of the Board.

### III. Powers; Limitations

A. *Powers; Authority.* The Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company and may act on behalf of the Board to the fullest extent permitted under Delaware law and the Certificate of Incorporation and Bylaws of the Company (as each may be amended and or restated from time to time). Without limiting the foregoing, the Committee's powers include, without limitation, the power to:

- establish additional committees or subcommittees of the Board and delegate authority to such committees and subcommittees;
- to the extent authorized by the Board in a resolution providing for the issuance of shares of stock, fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Company or the conversion into, or the exchange of such shares for shares of any other class or classes or any other series of the same or any other class or classes of stock of the Company, or fix the number of shares of any such series of stock or authorize the increase or decrease of the shares of such series, and fix any other rights and restrictions that the Board could fix pursuant to the Certificate of Incorporation; and
- if so authorized by a resolution of the Board of Directors, authorize the issuance of stock and adopt a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") with respect to the Company's 90% (or greater)-owned subsidiaries in the event that no vote of stockholders of the Company is required in connection therewith pursuant to the DGCL.

B. *Limitations.* Notwithstanding the foregoing, the Committee shall not be authorized to:

- declare dividends;
- approve or adopt, or recommend to the stockholders of the Company, any action or matter (including the election or removal of directors) expressly required by the DGCL to be submitted to stockholders for approval;
- approve the Company's annual operating plan and budget;

- approve the sale or lease of real or personal property assets with fair value greater than \$20 million, without prior approval of the Board of Directors;
- approve the issuance of stock or options to purchase stock of the Company without prior approval of the Board of Directors or the Compensation Committee of the Board, as applicable;
- approve acquisitions of substantially all or material assets of any business or company or investment in any business or company valued in excess of \$20 million, without prior approval of the Board of Directors; or
- approve the sale of stock or substantially all assets of any business or investment in any business or company valued in excess of \$20 million, without prior approval of the Board of Directors.

C. *Access to Records, Consultants and Others.* In exercising its powers and authority, the Committee shall have full access to any relevant records of the Company (subject, however, to such protection measures as the Company may take in accordance with applicable law) 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 the Committee whom the Committee has authorized and directed so to meet, or with any advisors to the Committee.

D. *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.