

**SABRE HOLDINGS CORPORATION  
BOARD OF DIRECTORS  
COMPENSATION COMMITTEE**



**Charter**

This Charter will govern the Compensation Committee (the “Committee”) of the Board of Directors of Sabre Holdings Corporation (the “Company”),\* except as may be otherwise required by the Certificate of Incorporation or Bylaws of the Company or by applicable law.

**Purposes and Responsibilities**

The Committee's principal purposes and responsibilities are to directly: review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") and other executive officer compensation; evaluate the CEO's performance in light of those goals and objectives; determine and approve the CEO's compensation based on that evaluation; review and approve non-CEO executive officer compensation, and incentive-compensation and equity-based plans, or make recommendations with respect to those that would be subject to approval by the Board of Directors; conduct an annual performance evaluation of the Committee; produce a compensation committee report on executive officer compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations; perform such other purposes and responsibilities as may be delegated or assigned to the Committee by the Board of Directors; and report to the full Board of Directors as needed.

**Delegation of Authority**

To the extent permitted by applicable law, the certificate of incorporation and the bylaws, the Committee has and may exercise the powers and authority of the Board of Directors with respect to the purposes and responsibilities described in this Charter. If a compensation consultant is to assist in the evaluation of Director, CEO or senior executive compensation, the Committee is delegated the sole authority to retain and terminate the consulting firm, including the sole authority to approve the firm's fees and other retention terms. The Committee has the authority to determine, on behalf of the Company, the compensation of any Advisors hired by the Committee pursuant to this Charter. In discharging its responsibilities, the Committee is empowered to retain, at the Company's expense, such experts (including counsel and outside consultants, "Advisors"), as the Committee deems appropriate. The Committee has the authority to create one or more subcommittees of two or more of its members. The Committee may delegate any of its responsibilities to a subcommittee of this Committee.

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\* For purposes of this document, references to the “Company” will, where appropriate, mean Sabre Holdings Corporation and its subsidiaries.

# Compensation Committee Charter

## **Access to Management and Advisors**

The Committee will maintain free and open communication with (i) the Company's CEO, the Company's vice president of human resources and other members of management, and (ii) such Advisors as the Committee deems appropriate.

## **Funding**

The Company will, as requested by the Committee, provide funding for any Advisors hired by the Committee, and for administrative and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **Key Tasks and Processes**

The Committee has the authority to perform the tasks and processes delegated or assigned to it by the Board of Directors from time to time.

## **Administration Guidelines**

The Committee will be administered in accordance with the administration guidelines established for it by the Board of Directors from time to time, including Committee member qualifications; Committee member appointment and removal; and Committee structure and operations.