

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



Charter

This Charter will govern the Executive 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 principal purposes and responsibilities of the Executive Committee, consistent with Section 4.2 of the Company's bylaws, is to perform the functions of the Board of Directors when there is a critical need for prompt review and action of the Board of Directors and it is not practical to arrange a meeting of the Board of Directors within the time reasonably available. The Committee may function with the authority of the full Board of Directors in the circumstances when there is a critical need for prompt review and action of the Board of Directors and it is not practical to arrange a meeting of the Board of Directors within the time reasonably available.

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. The Committee is delegated the authority to act as the full Board of Directors when exercising the powers and authority under this Charter.

Key Tasks and Processes

The Committee has the authority to perform any 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.

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