

**SABRE HOLDINGS CORPORATION
BOARD OF DIRECTORS
GOVERNANCE AND NOMINATING COMMITTEE**



Charter

This Charter will govern the Governance and Nominating 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 Committee are to: establish for approval by the Board of Directors the criteria for selecting new Directors; identify suitable individuals under those criteria who are qualified to serve as Directors; recommend to the Board of Directors nominees for election as Directors; develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company; recommend committee structures and functions; recommend qualifications for membership on the committees of the Board of Directors; recommend membership appointments and removals for the committees of the Board of Directors; monitor the operations of the Board of Directors and its committees and make recommendations to improve operations; oversee the annual performance evaluation of the Board of Directors, its committees and management; conduct an annual performance evaluation of the Committee itself; 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. The Committee is delegated the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms. 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 determine, on behalf of the Company, the compensation of any Advisors hired by the Committee pursuant to this Charter. The Committee has the authority 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.

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

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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 Advisors hired by the Committee and for other expenses of the Committee.

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.