

CHARTER FOR SABRE CORPORATION COMPENSATION COMMITTEE

I. Statement of Purpose

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”). The purpose of the Committee is to discharge the responsibility of the Board relating to compensation of the Company’s Directors, executive officers and such other employees as the Committee may determine (together, “management”) and related matters.

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”), the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and any other independence requirements of applicable law (collectively, the “Independence Requirements”), provided that, for so long as the Company is permitted to and avails itself of the “controlled company” exemption, pursuant to the Listing Rules, one or more members of the Committee may not meet some or all of the Independence Requirements. 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 the Committee consists of only two members, 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. *Goals and Objectives; CEO Compensation.* The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") (including base and incentive compensation), including the balance between short-term compensation and long-term incentives. The Committee shall evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the compensation level of the CEO based on such evaluation. The Chairman of the Committee shall be responsible for communicating to the CEO the evaluation of his or her performance and the level of his or her approved compensation. The CEO shall not be present during any voting or deliberations by the Committee regarding the CEO's compensation.

B. *Compensation Levels – Executive Officers.* The Committee shall determine and approve the compensation level (including base and incentive compensation) and direct and indirect benefits of executive officers of the Company.

C. *Incentive Compensation.* In determining incentive compensation for the CEO and other executive officers of the Company, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative stockholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years. The Committee shall make recommendations to the Board with respect to the establishment and terms of incentive-compensation and equity-based plans and shall administer such plans, including determining any awards to be granted to management under any such plan approved by the Board and implemented by the Company.

D. *Severance and Post-Service Arrangements.* The Committee shall review and approve any severance, change of control or termination agreements to be made with any executive officer of the Company, other than the CEO. The Committee shall submit to the Board for review and approval any severance, change of control or termination agreements to be made specifically with the CEO. The Committee shall evaluate the post-service (including severance) arrangements and benefits of the CEO and other executive officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.

E. *Evaluation of Compensation Program.* The Committee shall review on a periodic basis the operation and structure of the Company's compensation program. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy and whether the compensation program creates

risks that are reasonably likely to have a material adverse effect on the Company and its business, and, for executive officers, the results of any stockholder advisory votes with respect to the Company's compensation program, plans or arrangements.

F. *Perquisite Policies.* The Committee shall establish and review periodically policies with respect to the Company's compensation-related policies, including, without limitation, any policies with respect to management perquisites.

G. *Director Compensation and Perquisites.* The Committee shall advise the Board with respect to proposed changes in Board or committee compensation, as well as Director retirement policies and programs and perquisites (if any), not less frequently than bi-annually. In considering Director compensation and perquisites, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various committees. The Committee may request that management report to the Committee periodically on the status of the Board's compensation and perquisites in relation to other similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.

H. *Stock Ownership Guidelines.* The Committee shall establish and review annually any stock ownership guidelines applicable to Directors and senior management of the Company, and shall recommend to the Board revisions to such guidelines as appropriate.

I. *Review of Compensation Discussion and Analysis; Compensation Disclosures; Committee Report.* The Committee shall (i) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement and the related tabular and other disclosures about Director and executive compensation; (ii) discuss the Compensation Discussion and Analysis section with management and recommend to the Board whether such section should be included in such Annual Report and proxy statement; and (iii) furnish for inclusion in such Annual Report and proxy statement its report with respect to such discussion and recommendation as required by applicable law.

J. *Appointment and Monitoring of Named Fiduciaries.* With respect to any funded employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the authority to appoint and terminate the named fiduciary or named fiduciaries of such plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan documents.

K. *Access to Records, Input, Consultants and Others.* In discharging its responsibilities, the Committee may solicit input from any Directors, officers or employees of the Company. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person, meet with any members of, or advisors to, the Committee. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (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.

Before selecting or receiving advice from an advisor (not including (i) in-house counsel or (ii) any advisor whose role is limited to either (x) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or Directors of the Company, and that is available generally to all salaried employees or (y) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice), the Committee shall take into consideration all factors relevant to the advisor's independence from management, including (a) the provision of other services to the Company by the person that employs the advisor, (b) the amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor, (c) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest, (d) any business or personal relationship of the advisor with a member of the Committee, (e) any stock of the Company owned by the advisor, and (f) any business or personal relationship of the advisor or the person employing the advisor with an executive officer of the Company.

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

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