

SABRE CORPORATION AUDIT COMMITTEE CHARTER

I. Statement of Purpose

The Audit Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility relating to (i) the integrity of the Company’s financial statements and internal control system (including the implementation and effectiveness of internal control over financial reporting); (ii) the performance of the internal audit services function; (iii) the annual independent audit of the Company’s financial statements, the engagement of the independent auditors and the evaluation of the independent auditors’ qualifications, independence and performance; (iv) the compliance by the Company with legal and regulatory requirements; (v) the implementation and effectiveness of the Company’s disclosure controls and procedures; (vi) the evaluation of enterprise risk issues; and (vii) the fulfillment of the other responsibilities set out herein. The Committee shall also prepare the report of the Committee required to be included in the Company’s annual proxy statement.

In discharging its responsibilities, the Committee is not itself responsible for the planning or conduct of audits or for any determination that the Company’s financial statements are complete and accurate or in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

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 number at least three, each of whom shall:

- (i) meet the applicable independence requirements under the listing rules of the NASDAQ Stock Market (the “Listing Rules”), Section 10A(m) and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and any other rules and regulations promulgated by the Securities and Exchange Commission under the Exchange Act, (the “SEC Rules”), except as may otherwise be permitted by the Listing Rules or the SEC Rules (including the phase-in exemptions from the independence requirements set forth in Rule 10A-3 of the Exchange Act);
- (ii) not have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years;
- (iii) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; and

- (iv) meet any other applicable independence, experience or expertise requirements required for audit committee membership under the Listing Rules, the Exchange Act, the SEC Rules and other applicable law.

In addition, at least one member of the Committee shall have past employment experience in finance or accounting, a requisite professional certification in accounting, or other comparable experience or background that has resulted in the member's financial sophistication, or shall otherwise qualify as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. The Board shall 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. The Committee shall meet periodically and separately with each of (i) management, (ii) the independent auditors; and (iii) the head of internal audit (or internal audit service providers). The Committee shall also regularly meet in executive session with only the Committee members present. 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 or held, except as specifically provided herein (or where only two members are present, 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 establish 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 Audit Committee:

A. *Engagement of Independent Auditors.* The Committee shall have the responsibility and sole authority to appoint, compensate, retain and oversee the independent auditors for all audit and non-audit services, and the independent auditors shall report directly to the committee.

B. *Pre-Approval of Audit and Non-Audit Services.* The Committee shall approve procedures for the pre-approval of the engagement of the independent auditors to provide audit and non-audit services, including the terms of the engagement. The Committee shall, in accordance with such procedures, pre-approve all audit and non-audit services provided to the Company by the independent auditors, all as required by applicable law or listing standards.

C. *Review of Independence and Performance of Independent Auditors.* The Committee shall receive periodic reports from the independent auditors as required by applicable law or standards of the Public Company Accounting Oversight Board (the “PCAOB”) (United States) regarding the auditors’ independence, which shall be not less frequently than annually. The Committee shall discuss such reports with the auditors and take appropriate action, including by making recommendations to the Board, to satisfy itself of the independence of the auditors. The Committee shall review the performance of the Company’s independent auditors annually. In doing so, the Committee shall consult with management and the head of internal audit (or internal audit service providers) and shall obtain and review a report by the independent auditors describing (i) their internal control procedures, issues raised by their most recent internal quality control review, peer review (if applicable) or any inquiry or investigation by governmental or professional authorities for the preceding five years, and the response of the independent auditors, and (ii) all relationships between the independent auditors and the Company that may impact the objectivity and independence of the auditors. The Committee shall also consider whether it is appropriate to adopt a policy of rotating independent auditors on a periodic basis. Any selection of the auditors by the Committee may be subject to stockholders’ approval, as determined by the Board.

D. *Review of Performance of Internal Auditors.* The Committee shall annually review the experience and qualifications of the senior members of the internal audit function (or the internal audit service providers), including the responsibilities, staffing, budget and quality control procedures of the internal audit function. If the internal audit services are outsourced, the Committee shall be responsible for the engagement, evaluation and termination of the internal audit service providers and shall approve fees paid to the internal audit service providers. As part of its responsibility to evaluate any internal audit service providers, the Committee shall review the quality control procedures applicable to the service providers. The Committee shall also obtain not less frequently than annually a report of the service providers addressing such service providers’ internal control procedures, issues raised by their most recent internal quality control review or by any inquiry or investigation by governmental or professional authorities for the preceding five years and the response of such service providers.

E. *Audits by Internal and Independent Auditors.* The Committee shall discuss with the head of internal audit (or the internal audit service providers) and the independent auditors (i) the auditor’s responsibilities under generally accepted auditing standards and the responsibilities of the management in the audit process, and (ii) the overall scope, plans and strategy for their respective audits, including the adequacy of staffing, budgets and other factors that may affect the effectiveness and timeliness of such audits. In this connection, the Committee shall discuss with management, the head of internal audit (or the internal audit service providers) and the independent auditors the Company’s major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the Company’s internal control over financial

reporting and the steps management has taken to monitor and control such exposures, among other considerations that may be relevant to their respective audits.

F. *Review of Accounting Policies.* The Committee shall review and discuss with the Company's independent auditors (i) all critical accounting policies and practices to be used in the audit, (ii) all alternative treatments of financial information within accounting principles that have been discussed with the management, the ramifications of the use of such alternative treatment preferred by the auditors, and (iii) other material written communications between the auditors and management.

G. *Oversight of Internal Control over Financial Reporting.* The Committee shall review with management, the head of internal audit, and the independent auditors the Company's overall system of internal control, including management's annual assessment of the Company's internal control over financial reporting and the related report issued by the independent auditors. The Committee shall review with management and the independent auditors (i) significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting; (ii) any fraud (regardless of materiality) involving management or other employees having a significant role in internal control over financial reporting; and (iii) changes in the Company's internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, such internal control over financial reporting. The Committee shall also review with management and the independent auditors (a) material changes in the Company's selection or application of accounting principles and the effects of alternative applications of accounting principles on the Company's financial statements and other public disclosures; and (b) the effect of new or proposed regulatory and accounting initiatives on the Company's financial statements and other public disclosures. The Committee may also periodically request and receive reports from and consult with the Technology Committee of the Board regarding IT systems and processes that relate to or affect the Company's internal control systems.

H. *Additional Consultations with Independent Auditors.* The Committee shall review with the independent auditors any difficulties the auditors may have encountered in connection with the annual audit or otherwise and any management letter provided by the auditors and the Company's response to that letter. Such review shall address (i) any restrictions on the scope of activities or access to required information; (ii) any disagreements with management regarding generally accepted accounting principles and other matters and management's response to these difficulties or disagreements; and (iii) material adjustments to the financial statements recommended by the independent auditors and adjustments that were proposed but "passed," regardless of materiality. The Committee shall also review with the independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 16.

I. *Review of Disclosure Controls and Procedures.* The Committee shall review with the Chief Executive Officer, the Chief Financial Officer, the General Counsel, and other applicable senior executives the Company's disclosure controls and procedures and shall review periodically, but in no event less frequently than quarterly, management's conclusions about the effectiveness of such disclosure controls and procedures, including any material non-compliance with them.

J. *Other Risk Assessment and Risk Management.* The Committee shall review and discuss with the Company's management the Company's major financial risk and enterprise exposures and the steps management has taken to monitor and control such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

K. *Review of Annual SEC Filings.* The Committee shall review with management and the independent auditors the financial information to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K), including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," their judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments made in the preparation of the financial statements and the clarity of the disclosures therein. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the PCAOB (United States) or applicable law or listing standards. The Committee may discuss with the national office of the independent auditors issues on which it was consulted by the Company's audit team and matters of audit quality and consistency. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the audited financial statements be included in the Company's Form 10-K.

L. *Review of Quarterly SEC Filings.* The Committee shall review and discuss with management and the independent auditors the quarterly financial information to be included in the Company's Quarterly Reports on Form 10-Q, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and shall discuss any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the PCAOB (United States) or applicable law or listing standards. The Committee shall also discuss the results of the independent auditors' review of the Company's quarterly financial information conducted in accordance with applicable standards of the PCAOB (United States).

M. *Review of Certain Other Public Communications.* The Committee shall review the Company's earnings press releases and financial information and earnings guidance, including non-GAAP financial measures, periodically provided to analysts and rating agencies (which may consist of a discussion of the types of information to be provided and types of presentation to be made) to the extent required by applicable law or listing standards.

N. *Preparation of Report for Proxy Statement.* The Committee shall produce the report required to be included in the Company's annual proxy statement, all in accordance with applicable rules and regulations.

O. *Policies for Employment of Former Audit Staff.* The Committee shall approve guidelines for the Company's hiring of former employees of the independent auditors, which shall meet the requirements of applicable law and listing standards.

P. *Establishment of "Whistleblowing" Procedures.* The Committee shall establish and publish procedures for the receipt, retention and treatment of complaints received by the

Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Q. Oversight of Compliance and Ethics Program. The Committee shall periodically, but not less frequently than annually, review with management, including the General Counsel, the implementation and effectiveness of the Company's compliance and ethics program, including the "whistleblowing" procedures referred to above.

In performing such oversight, the Committee shall review with appropriate members of management, including the head of internal audit (or service providers), the General Counsel, the Chief Compliance Officer and, if appropriate, the independent auditors any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements and accounting or auditing matters. The Committee shall also meet periodically, and may request to meet separately, with the General Counsel, the Chief Compliance Officer and other appropriate legal staff of the Company, and if appropriate, the Company's outside counsel, to review material legal affairs involving the Company and the Company's compliance with applicable law and listing standards. Each of the General Counsel and the Chief Compliance Officer has express authority to communicate personally with the Audit Committee about any such matters as appropriate.

R. Review of Certain Transactions with Directors and Related Parties. The Committee shall review periodically, but no less frequently than annually, the Company's Related Party Transaction Policy and a summary of the Company's transactions with Directors and officers of the Company and with firms that employ Directors, as well as any other related party transactions.

S. Review of Hedging Policies; Approval of Exempt Swaps. At least annually, and at any time there is a proposed material change to the Company's hedging strategy, the Committee shall review the Company's hedging policies and strategies and approve the Company's decision to enter into swaps that are exempt from the clearing and trade execution requirements of the Commodity Exchange Act.

T. Access to Records, Consultants and Others. The Committee shall have full authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee may also, in its sole discretion, retain or obtain the advice of outside legal, accounting or other consultants (together, "advisors"). The Committee shall be directly responsible for the retention, compensation and oversight of the work of any advisor retained by the Committee. In addition, the Committee may request any officer or employee of the Company, the Company's outside counsel, internal auditor, internal audit service providers or independent auditors to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

U. Funding. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent registered public accounting firm, any other

accounting firm engaged to perform services for the Company, and any other advisors to the Committee.

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

W. *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.