

**SABRE CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**  
(as amended December 11, 2024)

**I. Roles and Responsibilities of the Board of Directors**

The Board of Directors (the “Board” and each member thereof, a “Director”), elected by the stockholders, is the ultimate decision-making body of Sabre Corporation (the “Company”), except with respect to matters reserved to the stockholders. The primary function of the Board is oversight. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability, all with a view to enabling senior management to execute their responsibilities fully and in the interests of the Company and its stockholders. Consistent with that function, the primary responsibilities of the Board include:

- Overseeing and reviewing the Company’s strategic direction and objectives, taking into account (among other considerations) the Company’s risk profile and exposures and its relationships with key stakeholders;
- Overseeing the conduct of the Company’s business in the best interests of the Company and its stockholders;
- Selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and other key executives, and planning for CEO and key executive succession;
- Monitoring the Company’s accounting and financial reporting practices and reviewing the Company’s financial and other controls;
- Overseeing the Company’s compliance with applicable laws and regulations and the processes that are in place to safeguard the Company’s assets and manage material risks; and
- Evaluating the Board’s composition, performance and effectiveness in carrying out its responsibilities.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors and outside experts. In that regard, the Board and its committees (each a “Committee”) shall be entitled, at the expense of the Company, to engage such independent legal, financial or other advisors as they deem appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to their authority.

***A. Roles of the Chair, Lead Director, CEO and Senior Management***

***1. Role of the Chair***

The Directors shall annually elect the Chair of the Board (the “Chair”). The Chair shall be a member of the Board and may or may not be an officer or employee of the Company. A non-executive Chair shall not be an executive officer or employee of the Company. The Chair’s responsibilities will include:

- Leading and overseeing the Board;
- Presiding at all meetings of the Board and the stockholders;
- Establishing, in consultation with the Lead Director (as defined below) (if applicable) and the CEO (and any other executive officers as needed) the schedule and agendas for meetings of the Board;
- Defining the scope, quality, quantity and timeliness of the flow of information between company management and the Board, including Board meeting materials, that is necessary for the Board to effectively and responsibly perform its duties;
- Advising the Board committee chairs in fulfilling their designated roles and responsibilities to the Board;
- Facilitating discussions among directors both during and between Board meetings and serving as a liaison between the Board and the CEO;
- Advising the CEO on strategic matters, including regular discussions on key acquisitions, divestitures, significant Company developments and other items requiring Board approval or oversight;
- Developing the agenda for and presiding over Board executive sessions, as well as providing feedback and perspective to the CEO regarding discussions at these sessions and working with the CEO to address any feedback;
- Overseeing the Board's review and approval of the CEO's annual goals and objectives for the Company;
- Leading the Board in the annual performance evaluation of the CEO;
- Leading the Board in CEO and senior management succession planning;
- Managing the Board's oversight and approval of the Company's annual plan and multi-year outlook;
- Managing, in coordination with the Compensation Committee, the Board's oversight of Company-wide talent management and diversity;
- Managing the Board's oversight of risks and conflicts of interest, including ensuring appropriate ownership by the full Board or an appropriate Board committee;
- Leading the annual Board evaluation and, in coordination with the Nominating and Governance Committee, overseeing the process for Board committee evaluations;
- Chairing the Nominating and Governance Committee, if the Chair of the Board is an Independent Director (as defined below);
- Working with the Nominating and Governance Committee regarding recommendations for Board committee service, including chairing Board committees;
- Interviewing, along with appropriate members of the Nominating and Governance Committee, all Board candidates and making recommendations to the Nominating and Governance Committee and the Board regarding these candidates;

- Consulting with stockholders, in coordination with the CEO;
- Approving the retention of consultants who report directly to the Board; and
- Assuming such other responsibilities that the Board or the CEO may designate from time to time.

### *2. Role of the Lead Director*

If the Chair of the Board is not an Independent Director, the Independent Directors shall select a lead director (the “Lead Director”) from among the Independent Directors for such purposes as the Board may determine, including those listed below. The Lead Director’s responsibilities include:

- Developing the agenda for and presiding over sessions of the Independent Directors, as well as providing feedback and perspective to the Chair and to the CEO regarding discussions at these sessions;
- Calling meetings of the Independent Directors, as appropriate;
- Coordinating the activities of the Independent Directors and serving as a liaison between the Independent Directors, as a group, the Chair and the CEO;
- Providing input, including input from the Independent Directors, on the agendas and schedules for Board meetings after conferring with the Chair;
- Speaking on behalf of the Board and chairing Board meetings when the Chair of the Board is unable to do so;
- Consulting with stockholders at management’s request;
- Chairing the Nominating and Governance Committee, if the Chair of the Board is not an Independent Director;
- Communicating regularly with each Director to be certain that each Director’s views, competencies and priorities are understood; and
- Assuming such other responsibilities that the Board may designate from time to time.

### *3. Role of the CEO and Senior Management*

The Company’s day-to-day operations are conducted by its employees under the direction of senior management and led by the CEO. The person holding the office of CEO shall tender to the Board his or her resignation as a Director at the same time that his or her service as CEO ends, unless otherwise agreed in writing.

## **II. Structure and Operation of the Board of Directors**

### ***A. Size and Composition***

The Company’s Certificate of Incorporation (as amended from time to time, the “Certificate of Incorporation”) provides that the Board shall consist of not fewer than five (5) nor more than thirteen (13) members, as established by resolution of the Board. The

Board shall periodically review its structure, considering (among other things) the existing composition of the Board, voting results for Directors in recent elections by stockholders, staggered terms, legislative and regulatory developments, trends in governance, the Company's circumstances at the time, and such other factors as the Board may deem relevant. It is the policy of the Board that the number of Directors not exceed a number that can function efficiently and effectively.

### ***B. Qualifications and Selection of Director Candidates***

The Nominating and Governance Committee is responsible for selecting candidates for Board membership, subject to Board approval, and for extending invitations to join the Board. In evaluating candidates, the Board seeks individuals of high integrity and good judgment who have a record of accomplishment in their chosen fields, and who display the independence of mind and strength of character to effectively represent the best interests of all stockholders and provide practical insights and diverse perspectives. The Nominating and Governance Committee is responsible for screening candidates, for establishing criteria for nominees, for evaluating candidates recommended or nominated by stockholders, and for recommending to the Board a slate of nominees for election to the Board at the Annual Meeting of Stockholders and action with respect to candidates nominated by stockholders, which recommendations shall be consistent with the Company's organizational documents and applicable law, as well as the Company's obligations under any agreement(s) entered into with stockholders granting to such stockholders the right to nominate Directors to the Board (any "Stockholders' Agreement").

The Nominating and Governance Committee may apply several criteria in selecting nominees. At a minimum, the Nominating and Governance Committee shall consider any listing rules of the Nasdaq Stock Market (the "Listing Rules"), applicable law and any Stockholders' Agreement, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise and knowledge of the industries in which the Company operates, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

The Board is committed to having a Board that reflects diverse perspectives and believes it is important for the Nominating and Governance Committee to also consider diversity of race, ethnicity, gender, age, education, skill and cultural background when evaluating candidates for nomination as new Directors.

### ***C. Director Independence***

Subject to the provisions of the Company's Certificate of Incorporation and the Company's Bylaws (as amended from time to time, the "Bylaws"), and applicable Listing Rules (including as limited or supplemented by any applicable exceptions for a "controlled company", as defined under the Listing Rules), at least a majority of Directors shall be independent ("Independent Directors"), as determined by the Board in the exercise of its business judgment in light of all the facts and circumstances. If a change of circumstance

affects a Director's continuing independence, he or she is expected to tender his or her resignation to the Chair of the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board whether to accept or reject such offer.

#### ***D. Retirement Age***

It is the general policy of the Board that Directors will not stand for re-election after reaching age 74. However, the Nominating and Governance Committee may determine to waive this policy in individual cases.

#### ***E. Term Limits***

The Board does not believe that it is advisable to establish term limits for its Directors based on service. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, each Director's continuation on the Board shall be reviewed at the expiration of his or her term and before that Director is reconsidered for election. In connection with its annual recommendation of a slate of nominees, the Nominating and Governance Committee shall assess the contributions of those Directors selected for re-election.

#### ***F. Chair Emeritus***

The Board may, from time to time, designate one of the former or existing members of the Board as a "Chair Emeritus", in recognition of such member's contribution to the Company. The position of Chair Emeritus is an honorary title only, and does not provide any right to continued participation on the Board, including the right to attend meetings of the Board (except at the invitation of the Board), or to vote on any matters that come before the Board. The position of Chair Emeritus shall not be compensated, and shall be terminable by resolution of the Board, with or without cause, at any time.

### **III. Responsibilities and Conduct of Directors**

#### ***A. Director Responsibilities***

In discharging their responsibilities, Directors must exercise their business judgment to act in a manner that they believe in good faith is in the best interests of the Company and its stockholders. Directors are expected to attend all or substantially all Board meetings and meetings of the Committees of the Board on which they serve, as well as the Annual Meeting of Stockholders of the Company. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately.

### ***B. Other Board Service by Directors***

While the Company acknowledges the value of having directors and officers with significant experience in other businesses and activities, Directors are expected to ensure that other commitments, including outside board memberships, do not interfere with their duties and responsibilities as members of the Company's Board. The Nominating and Governance Committee will not recommend that the Board nominate for election, and the Board will not nominate for election, a Director that serves on the boards of more than three other U.S. public companies or, if the Director is an active current named executive officer of another U.S. public company (other than a company that is a Special Purpose Acquisition Company ("SPAC") or a sponsor of a SPAC), on the board of more than one other U.S. public company. Participation as a director on the board of a company that is a sponsor of a SPAC or as a director of a SPAC shall not count for purposes of this Policy. However, the Nominating and Governance Committee or the Board may determine to waive this requirement in individual cases.

A Director must notify the Chair of the Board of his or her acceptance of an invitation to serve on the board of directors of any other company. It is expected that, before accepting another board position, a Director shall consider whether that service may compromise his or her ability to perform his or her responsibilities to the Company.

### ***C. Change of Circumstances***

If a Director's principal occupation or business association changes substantially, or if other similarly material changes in a Director's circumstances occur, he or she is expected to tender his or her resignation for consideration to the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board whether to accept or reject such offer.

### ***D. Ethics and Code of Conduct***

The Board expects Directors to act ethically at all times and to adhere to the Company's *Code of Conduct* and other applicable policies. Any waiver of the Company's *Code of Conduct* for Directors may be made only by the Board and will be disclosed to the Company's stockholders within four business days.

### ***E. Conflicts of Interest***

Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the Director shall promptly inform the Chair of the Board and the Chair of the Nominating and Governance Committee (or in the event a potential conflict arises with the Chair of the Nominating and Governance Committee, he or she shall notify the Chair of the Audit Committee) and recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest. If an actual or potential conflict exists and cannot be resolved by a Director's recusal from participation in discussions or deliberations related to the matter or in any other reasonable manner, the Director is

expected to tender his or her resignation to the Chair of the Nominating and Governance Committee. The Nominating and Governance Committee shall recommend to the Board whether to accept or reject such offer.

#### **IV. Functioning of the Board**

##### ***A. Board Meetings***

###### *1. Frequency and Conduct of Meetings*

The Board shall meet at least four times a year, generally at three-month intervals. The Chair of the Board shall, in consultation with the CEO, the Corporate Secretary and Chief Financial Officer (the “CFO”), prepare an annual schedule of meetings for the Board and its standing Committees. To the extent practicable, the schedule shall reflect all typically recurring agenda items.

The Board shall address some matters at least annually, including the Company’s strategic plan and objectives and the principal current and future risk exposures of the Company. The proposed annual schedule of meetings of the Board and its standing Committees shall be presented to the Board for approval.

The Chair of the Board shall chair all meetings of the Board. The Corporate Secretary, the CFO, and the General Counsel shall attend all meetings of the Board, subject to the Board’s discretion to excuse one or more of these officers from all or portions of any meeting.

###### *2. Executive Sessions*

The Independent Directors shall have regularly scheduled meetings at which only Independent Directors are present (“executive sessions”). Executive sessions shall be scheduled in conjunction with regularly scheduled Board meetings.

###### *3. Agenda*

The Chair of the Board, in consultation with the CEO (and any other executive officers as needed), shall establish an agenda for each meeting of the Board, which may include matters additional to those contemplated by the annual schedule of meetings of the Board. Directors may at any time suggest the addition of any matters to a meeting agenda. Each Director may also raise at any meeting or executive session any subject that is not on the agenda for that meeting or executive session.

###### *4. Site Visits*

Directors are expected to visit the Company headquarters throughout the year. In addition, the Board believes that it is beneficial to have periodic meetings away from the Company’s headquarters and closer to the Company’s other operations, and meetings may be so held from time to time.

## 5. *Information to be Distributed Prior to Meetings*

Information regarding the Company's business and performance shall be distributed to all Directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely.

## 6. *Minutes*

The Corporate Secretary shall record minutes of all meetings of the Board and stockholders. In the absence or incapacity of the Corporate Secretary, the Chair may designate an Assistant Secretary, a Director, the General Counsel, outside counsel for the Company, or other designee to record the minutes of meetings of the Board or stockholders.

With respect to any matter, a Director voting against a proposal may ask to have his or her dissent recorded in the minutes of the meeting, and the Corporate Secretary shall do so.

### ***B. Committees of the Board***

#### *1. Committee Structure*

There are currently five standing Committees of the Board: Audit, Compensation, Executive, Nominating and Governance and Technology. From time to time, the Board may designate *ad hoc* Committees in conformity with the Company's Bylaws. Each standing Committee shall have the authority and responsibilities delineated in the resolutions creating them, the Company's Bylaws, and any applicable charter. The Board shall have the authority to disband any *ad hoc* or standing Committee when it deems it appropriate to do so, provided that the Company shall at all times have Audit, Compensation, and Nominating and Governance Committees and such other Committees as may be required by applicable law or the Listing Rules.

#### *2. Committee Membership*

Committees and their Chairmen shall be appointed by the Board annually at the Annual Meeting of the Board, on recommendation of the Nominating and Governance Committee. The members of the Audit, Compensation and Nominating and Governance Committees shall also at all times meet the independence and other requirements of applicable law and the Listing Rules. Members of the Audit Committee may not simultaneously serve on the audit committees of more than two other public companies.

#### *3. Committee Charters*

Each standing Committee shall have a written charter, which shall be approved by the Board, upon recommendation of the Nominating and Governance Committee. Each charter shall state the purpose of the Committee and the responsibilities that the Committee has undertaken. Each Committee shall review its charter annually (and more frequently as

circumstances may require) to reflect changes in applicable law or regulation and other relevant considerations, and will propose revisions to the charters, which shall be approved by the Board.

#### *4. Committee Meetings*

The Chair of each Committee (other than the Executive Committee) shall each year establish a schedule of meetings to be approved by the Board; additional meetings, as required, may be scheduled by the Committee Chair or the Chair of the Board. The Chair of the Audit, Compensation, and Nominating and Governance Committees shall, in consultation with the Chair of the Board, determine the agenda for each of their respective Committee meetings. The Chair of the Technology Committee shall consult with the Chair of the Board and the CEO in determining the agenda for the Technology Committee meetings. Committee members and other Directors may suggest the addition of any matter to the agenda for any Committee meeting upon reasonable notice to the Committee Chair.

Information regarding matters to be considered at Committee meetings shall be distributed to Committee members a reasonable period of time before such meetings. Each Committee Chair shall designate an individual of his or her choice to act as secretary at, and to record the minutes of, Committee meetings, typically the Corporate Secretary or his or her designee. The Chair of each Committee shall report on the activities of the Committee to the Board following Committee meetings, and minutes of Committee meetings shall be made available to all Directors for their information.

### **V. Compensation of Directors**

The form and amount of Director compensation and perquisites shall be determined by the Compensation Committee in accordance with the principles contained in its charter or any related policies. As provided by its charter, the Compensation Committee shall review the form and amount of Director compensation and recommend changes thereto to the full Board from time to time.

The Board believes that an alignment of Director interests with those of stockholders is important. All Directors are expected to own stock in the Company in accordance with the policies established by the Compensation Committee. The Compensation Committee shall review annually the stock ownership guidelines applicable to Directors and shall recommend to the Board revisions to such guidelines as appropriate.

Directors who are Company employees shall not be compensated for their service as Directors.

### **VI. Leadership Development**

#### *A. Annual Review of Management Performance*

The Compensation Committee shall annually conduct an evaluation of the performance of the Company's CEO against the Company's goals and objectives relevant

to the CEO's compensation established by the Compensation Committee in accordance with its charter, and shall determine and approve the compensation level of the CEO based on such evaluation. The Committee shall also determine and approve the compensation level (including base and incentive compensation) and direct and indirect benefits of other executive officers of the Company. In determining incentive compensation for the CEO and other executive officers of the Company, the Compensation 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 Compensation 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 Compensation Committee shall also make recommendations to the Board with respect to the establishment and terms of incentive compensation and equity-based plans and 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.

### ***B. Succession Planning***

The Board shall regularly review leadership development initiatives and short- and long-term succession plans for the CEO and other senior management positions, including in the event of unanticipated vacancies.

### ***C. Selection of CEO***

The Board is responsible for the selection of the CEO. In assessing CEO candidates, including as part of its annual review of succession plans, the Directors shall identify and periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges. The Board shall also take into account perspectives provided by the incumbent CEO relating to the performance of internal candidates.

### ***D. Board Evaluations***

Consistent with its charter, the Nominating and Governance Committee shall oversee the Board's annual evaluation of its performance as a whole. Individual Directors shall be evaluated periodically, but in no event less often than each time they are slated for re-election. The Chair of the Nominating and Governance Committee shall report the Committee's conclusions to the Board and may make recommendations to the Chair of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

### ***E. Committee Self-Evaluations***

Consistent with its charter, the Nominating and Governance Committee shall oversee the annual evaluation of the performance of each of the standing Committees of the Board. As part of this process, each of the Audit, Compensation, Nominating and Governance and Technology Committees shall evaluate its performance as a Committee.

The Chair of each Committee shall report that Committee's conclusions to the Board and may make recommendations for improvement to the Board.

***F. Director Orientation and Education***

New outside Directors shall participate in an orientation program, the agenda for which shall be determined by the Chair of the Board, in consultation with the CEO, the CFO, the Corporate Secretary, and the General Counsel, and generally address the Company's strategic plans, significant risk exposures, compliance programs (including its *Code of Conduct*) and other applicable policies. The orientation may include presentations by the Company's executive management, internal auditors and independent auditors, as well as one or more visits to the Company's headquarters or other operating sites or facilities. The Company shall reimburse new outside Directors for travel expenses relating to the orientation. The Company shall also reimburse each Director for the reasonable expenses of attendance by such Director at one external training program per year.

**VII. Communications**

***A. Access to Management, Management Information and Employees***

In order to fulfill their oversight responsibilities, Directors shall have free access to management, management information and employees. Management is expected to be responsive to requests for information from Directors. The Board encourages the Chair of the Board, in consultation with the CEO, to invite management to make presentations at Board meetings in order to provide insight into the Company's business or to provide individuals with exposure to the Board for purposes of leadership development.

***B. Board Interaction with Constituencies***

The Board believes that as a general matter, management speaks for the Company. Except as provided with respect to the Lead Director in Section I.A.2., Outside Directors should refrain from communicating with various constituencies involved with the Company without prior approval from the Chair of the Board and the CEO (and appropriate members of management as the CEO may think appropriate). In no event should any Director communicate any confidential or market-sensitive information regarding the Company to any person or constituency outside the Board or appropriate members of management without prior approval from the legal department or counsel to the Company. In situations where public comments from the Board may be appropriate, they should come only from the Chair.

The Board shall provide a means by which persons, including stockholders and employees, may communicate directly with Directors with regard to matters relating to the Company's corporate governance and performance. The Independent Directors shall approve a process to be maintained by the Company's management for collecting and distributing communications with the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

***C. Access to Independent Advisors***

The Board and its Committees may engage independent legal, financial and other advisors whenever they determine that doing so is necessary and appropriate. The Company shall pay the fees and expenses of the independent advisors retained by the Board and its Committees.

**VIII. Other Guidelines and Policies**

***A. Revisions to these Governance Guidelines***

Each year, the Nominating and Governance Committee shall review these Guidelines and recommend to the Board such revisions as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively.

***B. Other Procedures, Guidelines and Policies***

In addition to these Guidelines and the Committee charters, the Board and its Committees may from time to time establish other procedures, guidelines and policies that pertain to their respective oversight functions. The Corporate Secretary is charged with maintaining copies of these procedures, guidelines and policies.