

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



Charter

This Charter will govern the Audit 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 Committee's principal purposes, duties and responsibilities are to:

- assist the Board of Directors with its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the qualifications and independence of the Company's independent auditors ("External Auditor"), and the performance of the Company's internal audit function ("Internal Auditor") and the work of the External Auditors;
- prepare an audit committee report as required by the SEC to be included in the Company's annual proxy statement
- pursuant to Rule 10A-3(b)(2) of the Securities and Exchange Act of 1934, as amended ("Exchange Act"), be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee;
- pursuant to Rule 10A-3(b)(3) of the Exchange Act, establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- pursuant to Rule 10A-3(b)(4) of the Exchange Act, engage independent counsel and other advisers, as the Committee determines necessary to carry out its duties;

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

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- pursuant to Rule 10A-3(b)(5) of the Exchange Act, determine appropriate funding to be provided by the Company for payment of: compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the listed issuer, compensation to any advisers employed by the Committee; and ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties;
- at least annually, obtain and review a report by the External Auditor describing: the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the company;
- meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the External Auditor, including reviewing the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
- discuss earnings press releases, as well as financial information and earnings guidance provided to the public, analysts and rating agencies (this may be done generally, such as discussing the types of information to be disclosed and the type of presentation to be made; the Committee need not discuss in advance each earnings release or each instance in which a company may provide earnings guidance);
- as appropriate, obtain advice and assistance from outside legal, accounting or other advisors;
- discuss policies with respect to risk assessment and risk management;
- meet separately periodically, with management, with Internal Auditor and with External Auditor;
- review with the External Auditor any audit problems or difficulties and management's response;
- set clear hiring policies for employees or former employees of the External Auditor in compliance with applicable law and regulations;
- conduct an annual performance evaluation of the Committee;

- report regularly to the Board of Directors as appropriate; and

such other purposes and responsibilities as may be delegated or assigned to the Committee by the Board of Directors.

Delegation of Authority

To the extent permitted by applicable law, the Company's 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 has the responsibility and sole authority for the appointment, retention, oversight, termination and replacement of the External Auditor and for the approval of all audit engagement fees and terms, as well as all non-audit engagements with the External Auditor. In discharging its responsibilities, the Committee may, at the Company's expense and without seeking approval by the Board of Directors, retain and consult with independent advisors and experts (including counsel and outside consultants, "Advisors") as the Committee deems appropriate in its discretion. The Committee has the authority to create one or more subcommittees of two or more of its members. The Committee will have the authority to determine, on behalf of the Company, the compensation of (i) the External Auditor, and (ii) any Advisors hired by the Committee pursuant to this Charter. The Committee may delegate any of its responsibilities to a subcommittee of the Committee. The Committee may also delegate to one or more of its members the authority to pre-approve services provided by the External Auditor.

Access to Information, Management and Advisors

The Committee has full access to the books, records and facilities and personnel of the Company and the authority to engage independent counsel and other advisors as it determines necessary to carry out its responsibilities. The Committee will maintain free and open communication with (i) the Company's CEO, CFO, General Counsel and other members of management, (ii) the Company's Internal Auditor, (iii) the Company's External Auditor, and (iii) such other Advisors as the Committee deems appropriate.

Investigations

The Committee has the authority to conduct investigations that it deems necessary to fulfill its responsibilities. The Committee has the authority to require any officer, Director or employee of the Company, the Company's outside legal counsel and the External Auditor to meet with the Committee and any of its advisors and to respond to the Committee's inquiries.

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Funding

The Company will provide funding as requested by the Committee in its sole determination for the External Auditor, for any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, for any Advisors hired by the Committee, and for administrative and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

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.