



Quarterly report to our shareholder's
2nd Quarter ending December 31, 2005

Management Discussion and Analysis

Of financial Position and Results of Operations

Scope of Report

This management report is designed to assist the reader in better understanding the business of Amadeus International Inc. and its key financial results. It explains the Company's financial position for the second quarter of fiscal year 2006, and includes the results for the three and six months ended December 31, 2005 comparing them to the results of the previous year. It also contains the balance sheet as at December 31, 2005 and 2004.

Prepared in accordance with National Instrument 51-102 – Continuous Disclosure Obligations, this management discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the fiscal year ended June 30, 2005. Unless otherwise indicated, the terms "Company" and "Amadeus" refer to Amadeus International Inc., and the term "M3K Solutions" refers to an acquired business that is now a subsidiary of the Company.

The Company's consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). These financial statements and this management discussion have been reviewed by the Company's Audit Committee and approved by its Board of Directors. Unless otherwise indicated, all amounts in this management analysis are expressed in Canadian dollars.

Business Overview

Founded in 1994, Amadeus International Inc. develops and implements compliance process control and corporate governance solutions for highly regulated companies engaged especially in the life sciences, financial and manufacturing industries. Organizations subject to stringent controls in regard to quality, environmental protection or workplace health and safety are also targeted. Finally, public companies having to comply with various corporate governance regulations will also benefit from of Amadeus's expertise.

Secondly, the Company's revenues are derived from the marketing of two proven software solutions: eQRP® (Enterprise Quality Resource Planning – on a customer/server platform) and eQCM® (Enterprise Quality Compliance Management – on a Web platform). These applications offer an integrated approach to automating compliance management processes. Their functions include the organization of audits, information gathering, the identification of non-compliance, the monitoring of corrective action, complaint management, the monitoring of performance indicators and others.

The Company's applications offer concrete advantages. These applications reduce compliance management costs, paper record handling costs, and access time to operational and strategic content. They also provide better control of information and allow more informed decision-making. Finally, they favour the use of best practices and continuous improvement, while lowering business risks considerably.

in the same period last year. For the first six months software licences sales increased by 116.6% from \$205,721 to \$445,671.

Cost of Sales

Cost of sales include the human resources expenses assigned to the documentation of business and financial process controls offered by M3K Solutions, human resources assigned to software users support and the cost of third-party software licences that complete the Amadeus Software suite. Cost of sales rose to \$700,020 for the second quarter, compared with \$91,601 a year earlier. For the six months period ended on December 31, 2005 the cost of sales reached \$1,400,170 compared to \$149,706 for the same period a yeay earlier. This variation is due to the increase of services revenues, for which human resources is higher than for software licences sales and services.

Research and Development Expenses

Research and development expenses increased by 32.7% to reach \$373,958 for the quarter ended on December 31, 2005 from \$281,861 in December 2004. For the first six months of fiscal 2006, research and development expenses rose to \$578,371 compared to \$281,861 a year earlier. The increase of research and development expenses is explained by the integration of the research and development activities of M3K Solutions and by important training activities following the signature of a partnership with Documentum a major player in the software industrie world wide. Investment in research and developpement is a priority for Amadeus management. The Company plans to continue to develop its products during the current fiscal year.

Selling, General and Administrative Expenses

Selling, General and Administrative expenses amounted to \$536,713 for the second quarter of 2005, compared with \$678,561 for the same quarter in 2006. For the six month period ended on December 31th 2005 Selling, General and Administrative expenses totalled \$1,379,767 compared to \$1,010,450 for the same period last year. This increase is attributable mainly to the strengthening of the sales and marketing forces to continue penetration in the United States market. For this purpose since last July a pre-sales and two seniors accounts managers have joined the Amadeus sales team to consolidate our position on the United States market. Moreover the company has signed a tele-marketing contract to increase sales opportunity with prospective clients.

Depreciation and Amortization

Depreciation and amortization expenses rose by 281.6% to \$244,792 for the three months end in December compared to \$64,144 for the same period in fiscal 2005. For the first six months of fiscal 2006 amortization totalled \$440,537 compared to \$96,120 for the corresponding period a year ago. This increase is attributable to the amortization of development expenses and the amortization of the identifiable intangible assets arising from the acquisition of M3K Solutions.

Interest

Net interest expenses stood at \$90,608 for the second quarter of 2006 compared to \$80,590 for same period last year. For the first semester the interest stood at \$177,174 compared to \$146,786 for the first six months of fiscal 2005.

Shareholder's equity

	December 31	June 30
	2005	2005
	\$	\$
Share capital		
34 472 287 common shares (34 472 287 as at June 30, 2005)	4 187 651	4 187 651
Warrants and Stock options		
<i>(Number)</i>	December 31	June 30
	2005	2005
Warrants	1 378 244	1 378 244
Stock options	2 173 376	2 923 276

Amadeus did not pay any dividends on its common shares in 2005 and does not plan to pay any in the near future, preferring to retain its cash resources to finance its growth.

Risks and Uncertainties

Amadeus is involved in an industry subject to various risks and uncertainties. Its operating results and financial position could be adversely affected by each of the following factors along with the financial risks described above. Other risks and uncertainties that are currently unknown or deemed immaterial could potentially affect the Company.

Capital Requirements**Exclusive Intellectual Property Rights****Competition and Technological Obsolescence****Conflicts of Interest****Qualified Labour****Acquisitions****Market Uncertainty****Exchange Rates****Tax Credit Related Risk**

The risk factors and uncertainties listed here are not the only ones that may affect the Company. Other risks and uncertainties currently unknown to the company or regarded as negligible could also impact its business.

Forward-Looking Statements

Certain statements set forth in this management report or any other section of this annual report may be forward-looking. Forward-looking statements involve known and unknown risks, uncertainties and other factors (see Risks and Uncertainties section) that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Amadeus disclaims any intention or obligation to update or revise any forward-looking statements in order to account for any new information or any other event. The reader is warned against the risk of attributing excessive credibility to these forward-looking statements.

Subsequent event

On January 12, 2006 Amadeus announced the appointment of Mr. Yves Leblanc as President and Chief Executive Officer. Holder of a master's degree in business administration, Mr. Leblanc brings a wealth of experience in market development and business process management in various industrial sectors, such as financial services, process manufacturing, distribution, information technology and telecommunications. Having worked in North America and Europe, his solid international relationship network will guide Amadeus in its marketing strategy for the U.S. and European markets, especially among companies engaged in life sciences and financial services.

On February 10, 2006, the Company announced the closing of a private placement at a minimum of \$1 000 000 and a maximum of 1 400 000 \$ in Canadian dollars, \$1 000 000 was subscribed on February 9, 2006 in convertible debentures with a limited number of Canadian institutional investors. The debentures are convertible into common shares at a rate of \$0.15 per share. Under certain circumstances, holders could force conversion of the debenture into common shares. As additional consideration, Amadeus issued warrants to the holders of the convertible debentures to purchase a minimum of 2,200,000 and a maximum of 3,080,000 common shares at a price of \$0.225 per share. These warrants are valid for a two-year period from the closing date of the financing. The proceeds of the financing will be used to overflow the working capital of the Company.

Outlook

The management is confident that results achieved so far in fiscal 2006 will yield benefits in current fiscal year and beyond. On the strength of a targeted strategy, a services offering that is more comprehensive and competitive than ever, and skilled human resources driving its success, Amadeus is on a firm footing to consolidate its position in the compliance management and corporate governance industry, one of the most promising sectors in the information technology industry.

Additional Information and Continuous Disclosure

This Management's Report was prepared as of February 11, 2006. Additional information is available on SEDAR's website at www.sedar.com.

(S) Frédéric Garand

Frédéric Garand, CA

Chief financial officer

Amadeus International Inc

The attached consolidated financial statements have been prepared by the Management of Amadeus International Inc. and have not been reviewed by an auditor. They must be read along with the annual financial statement as at June 30, 2005 include in the last annual report of the Company. This quarterly report includes forward-looking statements that are based on certain assumptions and reflect Amadeus current expectations. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Additional factors are discussed in Amadeus materials filed with the securities regulatory authorities in Canada from time to time. Amadeus disclaims any intention or obligation to update or revise any forward looking statements.

**AMADEUS INTERNATIONAL INC
CONSOLIDATED CONTRIBUTED SURPLUS**

	Three months period ended December 31,		Six months period ended December 31,	
	2005 \$ (unaudited)	2004 \$ (unaudited)	2005 \$ (unaudited)	2004 \$ (unaudited)
BALANCE - BEGINNING OF PERIOD	135,011	135,011	135,011	135,011
STOCK OPTIONS EXPIRED	156,116	-	156,116	-
BALANCE - END OF PERIOD	291,127	135,011	291,127	135,011

**AMADEUS INTERNATIONAL INC
CONSOLIDATED STATEMENT OF DEFICIT**

	Three months period ended December 31,		Six months period ended December 31,	
	2005 \$ (unaudited)	2004 \$ (unaudited)	2005 \$ (unaudited)	2004 \$ (unaudited)
BALANCE - BEGINNING OF PERIOD	(5,517,270)	(2,836,146)	(5,051,468)	(2,245,830)
LOSS FOR THE PERIOD	(400,913)	(660,079)	(866,715)	(1,250,395)
BALANCE - END OF PERIOD	(5,918,183)	(3,496,225)	(5,918,183)	(3,496,225)

The accompanying notes are an integral part of these consolidated interim financial statement

