

HECHO RELEVANTE

De conformidad con lo previsto en el artículo 17 del Reglamento (UE) n° 596/2014 sobre abuso de mercado y en el artículo 228 del texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, y disposiciones concordantes, **eDreams ODIGEO** (la “**Sociedad**”) informa que su Consejo de Administración ha acordado convocar **Junta Extraordinaria de Accionistas**, que se celebrará en 4, rue du Fort Wallis, L-2714, Luxemburgo, Gran Ducado de Luxemburgo, el próximo día 26 de febrero de 2019, a las 09:30 horas CET.

Se adjunta a continuación el texto de la convocatoria de la Junta Extraordinaria de Accionistas con el orden del día, así como las propuestas detalladas de los acuerdos a adoptar y otra documentación relevante a estos efectos, que también se encuentra a disposición de los accionistas en la página web corporativa de la Sociedad (<http://www.edreamsodigeo.com/>).

En Luxemburgo, a 24 de enero de 2019

eDreams ODIGEO

eDreams ODIGEO
Société anonyme
Registered office: 4, rue du Fort Wallis, L-2714 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036
(the "Company")

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY**

*A shareholder wishing to participate by proxy, by voting or in person, must file a **DECLARATION of ATTENDANCE** with the Company before **23.59h plus one minute (CET) on 12 FEBRUARY 2019.***

The Board of Directors of the Company is pleased to convene the shareholders of the Company to an extraordinary general meeting of shareholders to be held in the City of Luxembourg at the registered office of the Company, being 4 Rue du Fort Wallis, L-2714, Luxembourg, **on 26 February 2019 at 09:30h CET**, ("the **General Meeting**") in order to vote on the agenda referred to below.

I. The agenda of the meeting is as follows:

- 1) Authorization to the Board of Directors for the acquisition of Company's own shares;
- 2) Appointment of Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director, made on 20 November 2018;
- 3) Discharge to Mr Philippe Michel Poletti for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 21 November 2018;
- 4) Miscellaneous.

II. Formalities to be completed in order to be able to participate in the General Meeting

The General Meeting is composed of all shareholders irrespective of the number of shares they hold.

Pursuant to article 14 of the articles of incorporation of the Company (the "**Articles**"), only persons holding the capacity of shareholder on **12 February 2019 at 23:59h** plus one minute (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meeting.

Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETING in PERSON, by PROXY FORM or by VOTING FORM via CORRESPONDENCE MUST RETURN the DECLARATION of ATTENDANCE FORM confirming his/her PARTICIPATION before 23:59h plus one minute (CET) ON 12 FEBRUARY 2019, the RECORD DATE.

Holders of shares wishing to attend the General Meeting in person are invited to ask the financial institution managing their securities account to provide a **certificate evidencing their capacity as shareholder on the Record Date.** Upon presentation of such certificate, an admission card will be delivered by the Company to the holder for the purpose of attending the General Meeting.

Holders of shares wishing to participate in the meeting but not attending the General Meeting in person and wishing to be represented are required to return the **proxy form provided by the Company** on the Company's website, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on 22 February 2019 at 09:30h CET.

III. Questions in writing

Any shareholder may submit to the Company questions in writing that will be answered at the General Meeting, separately or globally at the discretion of the Company, in accordance with article 7 of the Luxembourg law of 24 May 2011 concerning the exercise of certain shareholders' rights at general meetings of listed companies. The questions in writing must be sent to the Company before **22 February 2019 at 09:30h CET.** They must be accompanied by a certificate evidencing the relevant shareholders' capacity as shareholder on the Record Date.

IV. Requests to add items or draft resolutions to the agenda

One or more shareholders who together hold at least 5% of the share capital have the right to put items on the agenda and to table draft resolutions regarding the items placed or to be placed on the agenda of the General Meeting.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the Company in writing by post or email on **4 February 2019** at the latest with a request to acknowledge receipt. Requests to add items to the agenda must be substantiated.

In case of such request, the Company will publish a revised agenda no later than **11 February 2019.** The text of the draft resolution submitted by the shareholders will be posted as soon as possible on the corporate website of the Company.

V. Voting forms

Each shareholder may vote through voting forms sent by post or by facsimile or email to the address specified below. The shareholders may only use **voting forms provided by the Company** on the Company's website. These voting forms contain (i) the name and address of the shareholder, (ii) the number of votes the shareholder wishes to exercise and the direction of voting as well as any abstentions, (iii) the form of the shares held by the shareholder, (iv) the place, date and time of the meeting, (v) the agenda of the meeting, including the draft resolutions, as well as (vi) for each proposal three boxes allowing the shareholder to vote in favour, against, or abstain from voting on each proposed resolution by ticking the appropriate box and (vii) the signature of the shareholder. The information referred to in (i) to (iii) and (vi) and (vii) shall be inserted by or on behalf of the relevant shareholder. The information in (iv) and (v) will be included in the form by the Company. The voting must be **accompanied by a certificate** evidencing the relevant shareholders' capacity as shareholder on the Record Date.

The Company will only take into account voting forms received by **22 February 2019 at 09:30h CET.**

VI. Notices to the Company

Declaration forms, proof of shareholding, proxy forms, requests to add items and resolutions to the agenda, questions in writing and voting forms shall be addressed to:

eDreams ODIGEO

Registered office: 4, rue du Fort Wallis, L-2714 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036
email: ir-gm@edreamsodigeo.com

VII. Documents available on the website of the Company

The following documents and information are available for the shareholders on our website at (www.edreamsodigeo.com):

- the present convening notice;
- the total number of shares and the voting rights as at the date of this convening notice;
- the draft resolutions of the annual shareholders' meeting;
- the declaration, proxy and voting forms;
- the professional experience and background of the directors of the Company;
- the directorships they hold in other companies, listed or otherwise;

- the directors' classification as executive, proprietary or independent; in the case of proprietary directors, indication of the shareholder they represent or have links with;
- the date of the directors' first and subsequent appointment as company directors; and
- the shares held by directors in the Company and any options on the same.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: eDreams ODIGEO, 4, rue du Fort Wallis, L-2714, Luxembourg.

Luxembourg, 24 January 2019

Yours faithfully,

The Board of Directors of the Company

To the Shareholders of eDreams ODIGEO

Notice of Extraordinary General Meeting of the Company on 26 February 2019, at 4, rue du Fort Wallis, L-2714 Luxembourg (the “General Meeting”).

In accordance with the corporate requirements under Luxembourg law:

Any shareholder wishing to participate in the General Meeting by Proxy, by Voting or in Person must file an acknowledgement form (the “**Declaration of Attendance Form**”) with the Company by **23:59h plus one minute CET on 12 February 2019** (the “**Record Date**”), at email: ir-gm@edreamsodigeo.com or at the Company’s registered office (“**Step 1**”).

Please be aware that unless you have completed Step 1 and filled the **Declaration of Attendance by the Record Date** (informing of the intention to participate by Proxy, by Voting or in Person) a shareholder is not allowed to submit any Proxy or Voting Form after the Record Date or attend the meeting in person. Therefore, **we highly recommend** to all those intending on participating **to submit all relevant information** (the Declaration of Attendance Form, Certificate evidencing the principal's capacity as shareholder as at the Record Date, and Proxy or Voting Forms) **before 12 February 2019 (Record Date) to ensure the participation would be granted.**

Once Step 1 has been completed by the Record Date through the Declaration of Attendance Form, any Proxy or Voting Form must be received by the Company, **together with a Certificate** evidencing the principal's capacity as shareholder as at the Record Date, (“**Step 2**”) before **22 February 2019 at 09:30h CET.**

Any shareholder wishing to attend in Person must provide a Certificate evidencing its capacity as shareholder to the Company as at the Record Date before attendance in addition to the relevant Declaration of Attendance Form.

Luxembourg, on 24 January 2019

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DECLARATION OF ATTENDANCE FORM
(to be fully and compulsorily completed in block capital letters)

A shareholder wishing to participate by proxy, by voting or in person must file this DECLARATION of ATTENDANCE with the Company before 23:59 plus one minute (CET) on 12 FEBRUARY 2019.

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 26 February 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:30h CET</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p>.....</p>
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<p>Shareholder identification: The undersigned (the "Shareholder"), Name: Contact details: - Address: - E-mail address: Telephone number:</p>
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Choose one of the 2 options and tick the corresponding box, then date and sign below:

<p><input type="checkbox"/> 1. I, as Shareholder, wish to attend the General Meeting. <i>Please also tick this box if you wish to participate by filling out a proxy or voting form provided by the Company in connection with the General Meeting.</i></p> <p><input type="checkbox"/> 2. I, as Shareholder, will not attend the General Meeting.</p>
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Important

THIS DECLARATION OF ATTENDANCE FORM SHALL BE SENT NO LATER THAN 12 FEBRUARY 2019 AT 23:59h plus one minute (CET), AS DESCRIBED IN THE CONVENING NOTICE, TO:

eDreams ODIGEO
4, rue du Fort Wallis,
L-2714 Luxembourg
Grand Duchy of Luxembourg
email: ir-gm@edreamsodigeo.com

Any declaration of attendance form received after such deadline shall be disregarded.

Holders of shares wishing to attend the General Meeting of 26 February 2019 in person are invited to ask the financial institution managing their securities account to provide a document evidencing their capacity as shareholder on the Record Date. Upon presentation of such certificate, an admission card will be delivered.

Holders of shares wishing to participate in the meeting but not attending the meeting in person and wishing to be represented are required to return the proxy form available on the website of the Company, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on 22 February 2019 at 09:30h CET.

By signing this declaration of attendance form, the Shareholder hereby consents that the featured data is collected, processed and used for the purpose of the General Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General Meeting.

This declaration of attendance form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this declaration of attendance form.

Executed in on..... , 2019

Signature

Name:

Title / Represented by:

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PROXY FORM
(to be fully and compulsorily completed in block capital letters)

A shareholder wishing to participate by proxy must file this PROXY FORM with the Company before 09:30 (CET) on 22 FEBRUARY 2019.

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 26 February 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:30h CET</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u> </p>
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<p>Shareholder identification: The undersigned (the "Principal"), Name: Contact details: - Address: - E-mail address: Telephone number:</p>
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Choose one of the 2 options and tick the corresponding box, then date and sign below:

<input type="checkbox"/>	1.	I, as Principal, will not attend the General Meeting, <u>and</u> I empower (the "Attorney") to vote in my name and on my behalf <u>as the Attorney may deem fit</u> on all the resolutions submitted for all items of the agenda.
<input type="checkbox"/>	2.	I, as Principal, will not attend the General Meeting, <u>and</u> I empower (the "Attorney") to vote in my name with the following voting instructions.
<p>Please tick with an "X" the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the General Meeting. The omission to tick any box with respect to any resolution shall allow the Attorney to vote at his full discretion on the proposed resolutions:</p>		

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1. Authorization to the Board of Directors for the acquisition of Company's own shares.

Proposed resolution

The General Meeting resolves to authorize the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own shares, subject to the following conditions:

- a) *The maximum number of shares to be acquired may not exceed 10% of the total number of shares composing the issued share capital at the time of the acquisition..*
- b) *As a result of those acquisitions, the Company's holding of its own shares may not exceed at any time the 10% of the total number of shares composing the share capital. This percentage applies to a number of shares adjusted, where appropriate, according to the operations that could impact the share capital subsequent to the date of the General Meeting where this resolution is adopted.*
- c) *The acquisition price per share shall not be lower than its par value or higher than a five (5%) above the listing price or any other price associated to the shares at the time of acquisition.*
- d) *The acquisitions of its own shares by the Company, as well as shares acquired by a person acting in his own name but on behalf of the Company, may not have the effect of reducing the net assets of the Company below the aggregate of the subscribed capital and the reserves which may not be distributed, under the law or the articles of association of the Company.*
- e) *This authorization will be valid for a period of five (5) years from the approval of this resolution.*
- f) *This authorization shall not limit any legally available authorisation.*

The Company may use in whole or in part, the own shares acquired pursuant to this authorisation and those which are already owned by the Company, for any purpose legally valid.

For **Against** **Abstention**

2. Appointment of Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors made on 20 November 2018.

Proposed resolution

The General Meeting resolves to appoint Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director made on 20 November 2018. Therefore, Mr Setton will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

For **Against** **Abstention**

3. Discharge to Mr Philippe Michel Poletti for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 21 November 2018.

Proposed resolution

The General Meeting resolves to give full discharge to Mr Philippe Michel Poletti for the exercise of his mandate as director of the Company until 21 November 2018.

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For Against Abstention

4. Miscellaneous.

If amendments or new resolutions were to be presented, I irrevocably give power to the Attorney to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

Powers of the Attorney:

The Attorney may represent the Principal at the General Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the General Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said General Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Attorney may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

Important

This proxy form shall be received by no later than 22 February 2019, 09:30h CET, as described in the convening notice, to:

eDreams ODIGEO
4, rue du Fort Wallis
L-2714 Luxembourg
Grand Duchy of Luxembourg
email: ir-gm@edreamsodigeo.com

Any proxy form received after such deadline shall be disregarded.

THE PROXY FORM MUST BE ACCOMPANIED BY A CERTIFICATE EVIDENCING THE PRINCIPAL'S CAPACITY AS SHAREHOLDER ON THE RECORD DATE AS FURTHER DESCRIBED IN THE CONVENING NOTICE.

Please send the proxy form and the certificate evidencing the capacity as shareholder by email first and then the originals signed to the address stated above mentioning the date on which they have already been sent by email.

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By signing this proxy form, the Principal hereby consents that the featured data is collected, processed and used for the purpose of the General Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the General Meeting.

This proxy form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this proxy form.

<p>Executed in, on....., 2019</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>

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VOTING FORM
(to be fully and compulsorily completed in block capital letters)

A shareholder wishing to participate by voting must file this VOTING FORM with the Company before 09:30h (CET) on 22 FEBRUARY 2019.

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 26 February 2019, at 4, rue du Fort Wallis, L-2714 Luxembourg, at 09:30h CET</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p><u>Number of votes to be exercised:</u></p>
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<p>Shareholder identification: The undersigned (the "Shareholder"), Name:</p> <p>Contact details: - Address: - E-mail address: Telephone number:</p>
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For each of the below resolutions, please choose one of the 3 options and tick the corresponding box, then date and sign below:

<p><u>Agenda of the General Meeting</u></p> <ol style="list-style-type: none">1. Authorization to the Board of Directors for the acquisition of Company's own shares.2. Appointment of Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director, made on 20 November 2018.3. Discharge to Mr Philippe Michel Poletti for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 21 November 2018.4. Miscellaneous.

1. Authorization to the Board of Directors for the acquisition of Company's own shares.

Proposed resolution

The General Meeting resolves to authorize the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own shares, subject to the following conditions:

- a) *The maximum number of shares to be acquired may not exceed 10% of the total number of shares composing the issued share capital at the time of the acquisition. .*
- b) *As a result of those acquisitions, the Company's holding of its own shares may not exceed at any time the 10% of the total number of shares composing the share capital. This percentage applies to a number of shares ad-*

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justed, where appropriate, according to the operations that could impact the share capital subsequent to the date of the General Meeting where this resolution is adopted.

- c) *The acquisition price per share shall not be lower than its par value or higher than a five (5%) above the listing price or any other price associated to the shares at the time of acquisition.*
- d) *The acquisitions of its own shares by the Company, as well as shares acquired by a person acting in his own name but on behalf of the Company, may not have the effect of reducing the net assets of the Company below the aggregate of the subscribed capital and the reserves which may not be distributed, under the law or the articles of association of the Company.*
- e) *This authorization will be valid for a period of five (5) years from the approval of this resolution.*
- f) *This authorization shall not limit any legally available authorisation.*

The Company may use in whole or in part, the own shares acquired pursuant to this authorisation and those which are already owned by the Company, for any purpose legally valid.

For **Against** **Abstention**

- 2. Appointment of Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director, made on 20 November 2018.

Proposed resolution

The General Meeting resolves to appoint Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director, made on 20 November 2018. Therefore, Mr Setton will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

For **Against** **Abstention**

- 3. Discharge to Mr Philippe Michel Poletti for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 21 November 2018.

Proposed resolution

The General Meeting resolves to give full discharge to Mr Philippe Michel Poletti for the exercise of his mandate as director of the Company until 21 November 2018.

For **Against** **Abstention**

- 4. Miscellaneous.

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If amendments or new resolutions were to be presented, I irrevocably give power to:

.....
(the "Attorney ") to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

Powers of the Attorney:

The Attorney may represent the Shareholder at the General Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the amended agenda of the General Meeting, vote in the name and on behalf of the Principal on any amended resolution submitted to said General Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney in relation to new or amended resolutions.

For the purpose of the foregoing, the Attorney may, in the name and on behalf of the Shareholder, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy in relation to new or amended resolutions, promising ratification.

Important

This voting form shall be sent by no later than 22 February, 09:30 CET, as described in the convening notice, to:

eDreams ODIGEO
4, rue du Fort Wallis
L-2714 Luxembourg
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email: ir-gm@edreamsodigeo.com

Any voting form received after such deadline shall be disregarded.

THIS VOTING FORM MUST BE ACCOMPANIED BY A CERTIFICATE EVIDENCING THE SHAREHOLDER'S CAPACITY AS SHAREHOLDER ON THE RECORD DATE AS FURTHER DESCRIBED IN THE CONVENING NOTICE.

Please send the voting form and the certificate evidencing the capacity as shareholder by email and then the originals signed to the address stated above mentioning the date on which they have already been sent by email .

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By signing this voting form, the Shareholder hereby consents that the featured data is collected, processed and used for the purpose of the General Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General Meeting.

This voting form is governed by and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this voting form.

Executed in **on**....., **2019**

Signature

Name:

Title / Represented by: