

## HECHO RELEVANTE

De conformidad con lo previsto en el artículo 227 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 General Extraordinaria y Junta General Ordinaria de Accionistas**, que se celebrarán en 4, rue du Fort Wallis L-2714, Luxemburgo, Gran Ducado de Luxemburgo, el próximo día 30 de septiembre de 2019, a las 09h00 CEST y 09h30 CEST respectivamente.

Se adjunta a continuación el texto de la convocatoria de las juntas 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 28 de agosto 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")

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

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*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 (CEST) on 16 SEPTEMBER 2019**.*

The Board of Directors of the Company is pleased to convene the shareholders of the Company to the extraordinary general meeting of shareholders to be held **on 30 September 2019 at 09:00h CEST (the "EGM")**, and to the annual general meeting of shareholders to be held **on 30 September 2019 at 09:30h CEST ("the AGM")** at the Company's registered office (4, rue du Fort Wallis, L-2714, Luxembourg) (together "the **General Meetings**") in order to vote on the agendas referred to below.

**I. The agenda of the extraordinary general meeting is as follows:**

- 1) Approval of the Special Report of the Board of Directors of the Company with respect to renewal of and amendments to the existing authorisation of the Board of Directors under the authorised capital of the Company (without increasing the total amount of the authorised capital), which amendments include (i) authorisations of the Board of Directors to suppress legal preferential subscription rights of the existing shareholders in connection with and subject to the terms of such amended authorised capital, and (ii) the authorisation to issue and/or allocate shares to employees and members of corporate bodies of the group for which no preferential subscription right applies.
- 2) Grant of an additional authorisation period of the board of directors of the Company to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the general meeting of shareholders on 30 September 2019 as provided for in the Articles of Association of the Company.
- 3) Amendment of Article 5 of the Articles of Association of the Company;
- 4) Miscellaneous.

## II. The agenda of the annual general meeting is as follows:

- 1) Presentation of the Integrated Annual Report for the financial year ended on 31 March 2019, with inclusion of:
  - (i) the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Company's Corporate Governance;
  - (ii) the Group Consolidated Financial Statements, consisting in the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts, for the Company and its subsidiary undertakings as of 31 March 2019 (the "**Consolidated Accounts**") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and
  - (iii) the Standalone Financial Statements, consisting in the balance sheet, the profit and loss account and the notes to the accounts, for the Company's financial year ended on 31 March 2019 (the "**Annual Accounts**") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.
- 2) Approval of the Consolidated Accounts;
- 3) Approval of the Annual Accounts;
- 4) Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2019;
- 5) Discharge to Ernst & Young for the exercise of its mandate as independent auditor of the Company until the financial year ended on 31 March 2019.
- 6) Renewal of the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020;
- 7) Discharge to the Directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2019;
- 8) Appointment of Mr Thomas Vollmoeller as new Independent Director of the Company, effective as of 1 January 2020;
- 9) Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors of the Company, in their condition as such, for the financial year ending on 31 March 2020;
- 10) Approval of the Director Remuneration Policy of the Company;
- 11) Approval of the Annual Report on the Remuneration of the Directors of the Company;
- 12) Approval of the Annual Report on the Corporate Governance of the Company;
- 13) Miscellaneous.

### **III. Formalities to be completed in order to be able to participate in the General Meetings**

The General Meetings are 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 **16 September 2019 at 23:59h CEST** plus one minute (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meetings.

**Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETINGS 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 CEST plus one minute on 16 SEPTEMBER 2019, the RECORD DATE.**

Holders of shares wishing to attend the General Meetings 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 Meetings.

Holders of shares wishing to participate in the meeting but not attending the General Meetings 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 26 September 2019 at 09:00h CEST.

### **IV. Questions in writing**

Any shareholder may submit to the Company questions in writing that will be answered at the General Meetings, 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 **26 September 2019 at 09:00h CEST**. They must be accompanied by a certificate evidencing the relevant shareholders capacity as shareholder on the Record Date.

### **V. 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 Meetings.

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 **8 September 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 **15 September 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.

## **VI. 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 **26 September 2019 at 09:00h CEST**.

## **VII. 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](mailto:ir-gm@edreamsodigeo.com)

## **VIII. 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](http://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 draft resolutions of the extraordinary general meeting of shareholders;
- 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, 28 August 2019

Yours faithfully,

**The Board of Directors of the Company**

**eDreams ODIGEO**  
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(the "Company")

**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 **23:59h plus one minute (CEST) on 16 SEPTEMBER 2019.***

**A) Shareholder identification:**

<p>The undersigned (the "Shareholder"),</p> <p>Name: .....</p> <p>Contact details:</p> <p>- Address: .....</p> <p>- E-mail address:</p> <p>Telephone number: .....</p>
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**B) Attendance to the extraordinary general meeting:**

<p>Declaration for the extraordinary general meeting (the "EGM") of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:00h CEST.</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p>.....</p>
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**Choose one of the 2 options for the EGM and tick the corresponding box, then date and sign below:**

<p><input type="checkbox"/> 1. <b>I, as Shareholder, wish to attend the extraordinary general meeting.</b></p> <p><i>Please also <b><u>tick this box</u></b> if you wish to participate by filling out a <b><u>proxy or voting form</u></b> provided by the Company in connection with the EGM.</i></p> <p><input type="checkbox"/> 2. <b>I, as Shareholder, will not attend the extraordinary general meeting.</b></p>
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C) Attendance to the annual general meeting:

Declaration for the annual general meeting (the "AGM") of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:30h CEST.	<u>Number of shares held (all of which are in dematerialised form):</u>  .....
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**Choose one of the 2 options for the AGM and tick the corresponding box, then date and sign below:**

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

**Important**

**THIS DECLARATION OF ATTENDANCE FORM SHALL BE SENT NO LATER THAN 16 SEPTEMBER 2019 AT 23:59h plus one minute (CEST), 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 EGM and/or the AGM (together “the General Meetings”) of 30 September 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 meetings but not attending the meetings 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 26 September 2019 at 09:00h CEST.**

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 Meetings and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the General Meetings.

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.

<p><b>Executed in ....., on....., 2019</b></p> <p><b>Signature</b></p> <p><b>Name: .....</b></p> <p><b>Title / Represented by: .....</b></p>
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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 **09:00h (CEST) on 26 SEPTEMBER 2019.***

**A) Shareholder identification:**

<p>The undersigned (the "Shareholder"),</p> <p>Name: .....</p> <p>Contact details:</p> <p>- Address: .....</p> <p>- E-mail address:</p> <p>Telephone number: .....</p>
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**B) Representation for the extraordinary general meeting:**

<p>Proxy form for the extraordinary general meeting ("the EGM") of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:00h CEST.</p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
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**Choose one of the 2 options for the EGM and tick the corresponding box, then date and sign below:**

<input type="checkbox"/>	<p><b>1. I, as Principal, will not attend in person the EGM, <u>and</u></b></p> <p><b>I empower</b> ..... <b>(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.</b></p>
<input type="checkbox"/>	<p><b>2. I, as Principal, will not attend the EGM, <u>and</u></b></p> <p><b>I empower</b> ..... <b>(the "Attorney") to vote in my name with the following voting instructions.</b></p> <p>Please tick below with an "X" the appropriate boxes how you wish to vote on each of the relevant items of the agenda of the AGM. 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. Approval of the Special Report of the Board of Directors of the Company with respect to renewal of and amendments to the existing authorisation of the Board of Directors under the authorised capital of the Company (without increasing the total amount of the authorised capital), which amendments include (i) authorisations of the Board of Directors to suppress legal preferential subscription rights of the existing shareholders in connection with and subject to the terms of such amended authorised capital, and (ii) the authorisation to issue and/or allocate shares to employees and members of corporate bodies of the group for which no preferential subscription right applies.

**Proposed resolution**

*The general meeting of shareholders approves the Special Report of the Board of Directors with respect to the renewal and amendments of the existing authorised capital, and resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.*

For       Against       Abstention

2. Grant of an additional authorisation period of the board of directors of the Company to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the general meeting of shareholders on 30 September 2019 as provided for in the proposed article 5 of the articles of incorporation and the special report.

**Proposed resolution**

*The General Meeting resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.*

For       Against       Abstention

3. Amendment of Article 5 of the Articles of Association of the Company;

**Proposed resolution**

*The General Meeting resolves to amend and restate the Article 5 of the Articles of Association of the*

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*Company as follows:*

*"5.1 The issued share capital of the Company is eleven million nine thousand eight hundred sixty euro (EUR 11,009,860) divided into one hundred ten million ninety-eight thousand six hundred (110,098,600) shares with a par value of ten euro cents (€ 0.10) each (the "**Shares**"), all of which are fully paid up. In these Articles, "**Shareholders**" means the holders at the relevant time of the Shares and "**Shareholder**" shall be construed accordingly.*

*5.1.1 The authorised, but unissued share capital of the Company (the "**Authorised Capital**") is nineteen million nine hundred ninety thousand one hundred forty euros (EUR 19,990,140). The Board of Directors is, accordingly, authorised to increase the issued share capital of the Company up to thirty-one million euros (EUR 31,000,000.-).*

*5.1.2 The Board of Directors is authorised to issue Shares ("**Board Issued Shares**") in one or several tranches up to the limit of the Authorised Capital from time to time as follows:*

*(a) such authorisation of the Board of Directors with respect to the Authorised Capital as described in the present Article 5.1.2 and Article 5.2 below will expire five (5) years from the authorisation, granted through a resolution of the general meeting of shareholders (a "**Shareholders Resolution**") on 30 September 2019 or the date of any subsequent resolution of the Shareholders Meeting;*

*(b) the Board of Directors may limit or cancel the Shareholders preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way as the Board of Directors may determine, subject to the 1915 Law;*

*(c) upon the Companys admission to trading on the Spanish regulated markets in Madrid, Barcelona, Bilbao and Valencia ("**Admission to Trading**"), save for Articles 5.2.1, 5.2.2 and 5.2.4 below as applicable, issuances of Board Issued Shares for a cash consideration during the authorisation period described in Article 5.1.2(a) above may not in total exceed fifty percent (50%) of the Companys total issued share capital in accordance with the following limits:*

*i. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may in total represent up to fifty percent (50%) of the Company's total issued share capital, if the Board of Directors does not limit or cancel the Shareholders preferential rights to subscribe for such Board Issued Shares;*

*ii. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may not in total exceed twenty percent (20%) of the Companys total issued share capital immediately, if in connection with such issuance the Board of Directors limits or cancels the Shareholders preferential rights to subscribe for such Board Issued Shares.*

*5.1.3 The Shareholders Meeting called upon to resolve, in accordance with the conditions prescribed for the amendments to the Articles, either upon an increase of issued share capital or upon the authorisation of the Board of Directors to increase the share capital, may limit or cancel the preferential subscription rights of the existing Shareholders in respect of such issuance or authorise the Board of Directors to do so; any proposal to that effect must be specifically announced in the convening notice; detailed reasons therefore must be set out in a report prepared by the Board of Directors and presented to the Shareholders Meeting, dealing in particular with the proposed issue price.*

*5.2 Within the limits of the Authorised Capital set out in Article 5.1.1 and, unless stated otherwise, in Article 5.1.2, the Board of Directors is authorised and empowered to:*

*5.2.1 issue rights to subscribe to shares in the form of a performance share plan, performance stock units, or similar instruments (the "**PSRs**"), issue rights to subscribe to shares in the form of restricted stock units or otherwise (the "**RSUs**"), or issue any similar instruments entitling their holders to subscribe for, upon their exercise of such PSRs and/or RSUs, new Board Issued Shares to be subscribed for by or on behalf of employees or management of the Company and/or any entity in which the Company has a direct or*

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*indirect interest within the framework of any long-term incentive plan. In the framework of such incentive plan, the Board of Directors is empowered to allocate existing shares of the Company without consideration or to issue new shares (the "Bonus Shares") paid up from available reserves (i) to employees of the Company or to certain classes of such employees,*

*(ii) to employees of companies or economic interest groupings in which the Company holds directly or indirectly at least ten percent (10%) of the share capital or of the voting rights, (iii) to employees of companies or economic interest groupings which hold directly or indirectly at least ten percent (10%) in the share capital or of the voting rights of the Company, (iv) employees of the companies or economic interest groupings in which at least fifty percent (50%) of the share capital or of the voting rights are held, directly or indirectly, by a company holding itself, directly or indirectly, at least fifty percent (50%) of the share capital of the Company and/or (v) to members of the corporate bodies of the Company or any of the other companies or economic interest groupings referred to under items (ii) to (iv) above. The Board of Directors sets the terms and conditions of the allocation of Bonus Shares to such persons, including the period for the final allocation and a minimum period during which such Bonus Shares cannot be transferred by their holders;*

*5.2.2 issue convertible bonds and/or warrants entitling their holders to subscribe for new Board Issued Shares upon exercise of the convertible bonds and/or warrants and within the limits of the Authorised Capital, with or without share premium. Such new Board Issued Shares shall have the same rights as the existing Shares. Toe other terms and conditions of the convertible bonds and/or warrants shall be determined by the Board of Directors;*

*5.2.3 issue the relevant Board Issued Shares upon exercise of the PSRs, RSUs, convertible bonds and/or warrants. For the avoidance of doubt, (i) in the case of such an issuance of Board Issued Shares upon the exercise of the PSRs, RSUs or similar instruments, Article 5.1.2(c) shall not apply and (ii), the PSRs, RSUs or similar instruments, convertible bonds and/or warrants must be issued during the period of authorisation set forth in Article 5.1.2(a) above, however their exercise and the issuance of the Board Issued Shares upon such exercise may occur after the expiration of the authorisation period;*

*5.2.4 determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants. Nevertheless, Board Issued Shares shall not be issued at a price below their par value;*

*5.2.5 issue such new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants without reserving for the existing Shareholders the preferential right to subscribe for and to purchase the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants;*

*5.2.6 do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued Share capital made pursuant to Article 5.1.2;*

*5.2.7 take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;*

*5.2.8 delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payment for any Board Issued Shares and enacting any issue of Board Issued Shares before a notary.*

*5.3 The Shares are issued in dematerialised form, in accordance with article 42bis of the 1915 Law and the law on dematerialised securities of 6 April 2013. Toe optional conversion of Shares to any other form by the holder of such Shares is prohibited.*

*5.4 All dematerialised Shares are registered in a single issuance account opened with the following clearing institution: LuxCSD, with its registered address at 43, Avenue Monterey, L-2163 Luxembourg and its office and mailing address at 42, Avenue J.F. Kennedy, L-1855 Luxembourg.*

*5.5 The dematerialised Shares are not in registered or bearer form and are only represented, and the*

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property rights of the Shareholder on the dematerialised Shares are only established, by book-entry with the clearing institution in Luxembourg. For the purpose of the international shares circulation or for the exercise of shareholder rights ("**droits associatifs**") and right of action of the Shareholders against the Company and third parties, the clearing institution shall issue certificates to the holders of securities accounts in respect of the dematerialised Shares, against their written certification, that they hold the relevant Shares on their own account or act by virtue of powers granted to them by the holder of Shares rights.

5.6 Dematerialised Shares are freely transferable. Transfers of dematerialised Shares are realised by account-to-account transfers.

5.7 For the purpose of identifying the Shareholder, the Company may, at its own cost, request from the clearing institution, the name or corporate name, the nationality, date of birth or date of incorporation and the address of the holders in its books immediately or at term entitling them to voting rights at the Companys Shareholders Meeting, as well as the number of Shares held by each of them and, if applicable, the restrictions the Shares may have. The clearing institution provides to the Company the identification data it holds on the holders of securities accounts in its books and the number of Shares held by each of them.

The same information concerning the holders of Shares on their own account are gathered by the Company through the securities depositary or other persons, which directly or indirectly keep a securities account with the clearing institution at the credit of which appear the relevant Shares.

The Company as issuer may request confirmation from the persons appearing on the lists so provided that they hold the Shares for their own account.

When a person has not provided the information requested by the Company in accordance with this Article 5.7 within two months following the request or if it has provided incomplete or erroneous information in respect of its quality, or the quality of the Shares it holds, the Company may, until such time that the information has been provided, suspend the voting rights of such holder of Shares pro rata the proportion of Shares for which the requested information has not been obtained.

5.8 The Company may establish a share premium account (the "**Share Premium Account**") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.

5.9 The Company may, without limitation, accept equity or other contributions without issuing Shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.

5.10 All Shares have equal rights.

5.11 The issued share capital may be increased by a Shareholders Resolution adopted in accordance with the conditions required for the amendment of the Articles and in accordance with Luxembourg Law.

5.12 The Company may reduce its issued share capital subject as provided in the 1915 Law. Subject to the provisions of the 1915 Law (and article 49-8 in particular), Shares may be issued on terms that they are to be redeemed at the option of the Company or the holder, and the Shareholders Meeting may determine the terms, conditions and manner of redemption of any such Shares. In this case, the Articles shall specify that such Shares are redeemable Shares in accordance with the provisions of the 1915 Law. Subject to the provisions of the 1915 Law, the Shareholders Meeting may also authorise the Company to acquire itself or through a person acting in his own name but on the Companys behalf, its own Shares by simple majority of the votes cast, regardless of the proportion of the capital represented by Shareholders attending the Shareholders Meeting.

5.13 Subject to the provisions of the 1915 Law, the Shareholders Meeting may decide to create new

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 Société anonyme  
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 Grand Duchy of Luxembourg  
 R.C.S. Luxembourg: B 159.036  
 (the "Company")

*classes of Shares and determine the features, rights and restrictions of such classes of Shares.*

*5.14 If any Shares are issued on terms that they are not fully paid up on issue, then payment of the balance due shall be made at such time and upon such conditions as the Board of Directors may determine provided that all such Shares are treated equally."*

**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**

**C) Representation for the annual general meeting:**

<p><b>Proxy form for the annual general meeting ("the AGM") of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:30h CEST.</b></p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
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**Choose one of the 2 options for the AGM and tick the corresponding box**

<input type="checkbox"/>	<p><b>1. I, as Principal, will not attend in person the AGM, <u>and</u></b></p> <p><b>I empower</b> _____ <b>(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.</b></p>
<input type="checkbox"/>	<p><b>2. I, as Principal, will not attend the AGM, <u>and</u></b></p> <p><b>I empower</b> _____ <b>(the "Attorney") to vote in my name with the following voting instructions.</b></p> <p>Please tick below with an "X" the appropriate boxes how you wish to vote on each of the relevant items of the agenda of the AGM. 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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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")

1. Presentation of the Integrated Annual Report for the financial year ended on 31 March 2019, with inclusion of:
  - (i) the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Company's Corporate Governance;
  - (ii) the Group Consolidated Financial Statements, consisting in the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts, for the Company and its subsidiary undertakings as of 31 March 2019 (the "**Consolidated Accounts**") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and
  - (iii) the Standalone Financial Statements, consisting in the balance sheet, the profit and loss account and the notes to the accounts, for the Company's financial year ended on 31 March 2019 (the "**Annual Accounts**") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.

**No resolution required on this item.**

2. Approval of the Consolidated Accounts.

**Proposed resolution**

*After presentation and review of (i) the Consolidated Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2019.*

**For**       **Against**       **Abstention**

3. Approval of the Annual Accounts.

**Proposed resolution**

*After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Annual Accounts, the General Meeting resolves to approve the Annual Accounts of the Company for the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

4. Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2019.

**Proposed resolution**

*The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2019 being a loss of €8.450.891 as indicated in the Annual Accounts.*

**For**       **Against**       **Abstention**

5. Discharge to Ernst & Young for the exercise of its mandate as independent auditor of the Company until the financial year ended on 31 March 2019.

**Proposed resolution**



**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")

*The General Meeting resolves to give full discharge to Ernst & Young for its mandate as independent auditor of the Company in respect of the performance of its duties during the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

6. Renewal of the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020.

**Proposed resolution**

*Pursuant the applicable laws and legislation, the General Meeting resolves to renew the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020.*

**For**       **Against**       **Abstention**

7. Discharge to the Directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2019.

**Proposed resolution**

*In accordance with article 74 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the General Meeting resolves to give full discharge to the members of the Board of Directors of the Company in respect of the performance of their duties during the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

8. Appointment of Mr Thomas Vollmoeller as new Independent Director of the Company, effective as of 1 January 2020.

**Proposed resolution**

*The General Meeting resolves to appoint Mr Thomas Vollmoeller as new Independent Director of the Company, being his mandate effective as of 1 January 2020. Therefore, Mr Vollmoeller will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2022.*

9. Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors of the Company, in their condition as such, for the financial year ending on 31 March 2020.

**Proposed resolution**

*The General Meeting resolves that the maximum aggregate amount to be paid to the members of the Board of Directors of the Company, in their condition as such, shall not exceed €500.000 for the financial year ending on 31 March 2020, in line with the Director Remuneration Policy to be approved at this General Meeting for the fiscal years 2020, 2021 and 2022.*

**For**       **Against**       **Abstention**

**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**")

10. Approval of the Director Remuneration Policy of the Company.

**Proposed resolution**

*The General Meeting resolves to approve the Director Remuneration Policy of the Company.*

**For**       **Against**       **Abstention**

11. Approval of the Annual Report on the Remuneration of the Directors of the Company.

**Proposed resolution**

*Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual remuneration report of the Company.*

**For**       **Against**       **Abstention**

12. Approval of the Annual Report on the Corporate Governance of the Company;

**Proposed resolution**

*Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual report on Companys corporate governance.*

**For**       **Against**       **Abstention**

13. 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 EGM and/or the AGM (together “the **General Meetings**”) or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of either of the General Meetings, vote in the name and on behalf of the Principal on any resolution submitted to said General Meetings 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.

**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")

**Important**

**This proxy form shall be received by no later than 26 September 2019, 09:00h CEST, 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 PRINCIPALS 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.**

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

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.

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

**Signature**

**Name: .....**

**Title / Represented by: .....**

**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")

**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 **09:00 (CEST) on 26 SEPTEMBER 2019.***

**A) Shareholder identification:**

<p>The undersigned (the "Shareholder"),</p> <p>Name: .....</p> <p>Contact details:</p> <p>- Address: .....</p> <p>- E-mail address:</p> <p>Telephone number: .....</p>
--

**B) Voting instructions for the extraordinary general meeting:**

<p>Voting form for the extraordinary general meeting ("the EGM") of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:00h CEST.</p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
--	--

**For each of the below resolutions, please choose one of the 3 options and tick the corresponding box, then date and sign below:**

<p><b><u>Agenda of the EGM</u></b></p>
<p>1. Approval of the Special Report of the Board of Directors of the Company with respect to renewal of and amendments to the existing authorisation of the Board of Directors under the authorised capital of the Company (without increasing the total amount of the authorised capital), which amendments include (i) authorisations of the Board of Directors to suppress legal preferential subscription rights of the existing shareholders in connection with and subject to the terms of such amended authorised capital, and (ii) the authorisation to issue and/or allocate shares to employees and members of corporate bodies of the group for which no preferential subscription right applies.</p> <p><b><u>Proposed resolution</u></b></p> <p><i>The general meeting of shareholders approves the Special Report of the Board of Directors with respect to the renewal and amendments of the existing authorised capital, and resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the</i></p>

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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")

*framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.*

For  Against  Abstention

2. Grant of an additional authorisation period of the board of directors of the Company to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the general meeting of shareholders on 30 September 2019 as provided for in the proposed article 5 of the articles of incorporation and the special report.

**Proposed resolution**

*The General Meeting resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.*

For  Against  Abstention

3. Amendment of Article 5 of the Articles of Association of the Company;

**Proposed resolution**

*The General Meeting resolves to amend and restate the Article 5 of the Articles of Association of the Company as follows:*

*"5.1 The issued share capital of the Company is eleven million nine thousand eight hundred sixty euro (EUR 11,009,860) divided into one hundred ten million ninety-eight thousand six hundred ( 110,098,600) shares with a par value of ten euro cents (€ 0.10) each (the "**Shares**"), all of which are fully paid up. In these Articles, "**Shareholders**" means the holders at the relevant time of the Shares and "**Shareholder**" shall be construed accordingly.*

*5.1.1 The authorised, but unissued share capital of the Company (the "**Authorised Capital**") is nineteen million nine hundred ninety thousand one hundred forty euros (EUR 19,990,140). The Board of Directors is, accordingly, authorised to increase the issued share capital of the Company up to thirty-one million euros (EUR 31,000,000.-).*

*5.1.2 The Board of Directors is authorised to issue Shares ("**Board Issued Shares**") in one or several tranches up to the limit of the Authorised Capital from time to time as follows:*

*(a) such authorisation of the Board of Directors with respect to the Authorised Capital as described in the present Article 5.1.2 and Article 5.2 below will expire five (5) years from the authorisation, granted through a resolution of the general meeting of shareholders (a "**Shareholders Resolution** ") on 30 September 2019 or the date of any subsequent resolution of the Shareholders Meeting;*

*(b) the Board of Directors may limit or cancel the Shareholders preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way*

**eDreams ODIGEO**

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

as the Board of Directors may determine, subject to the 1915 Law;

(c) upon the Company's admission to trading on the Spanish regulated markets in Madrid, Barcelona, Bilbao and Valencia ("**Admission to Trading**"), save for Articles 5.2.1, 5.2.2 and 5.2.4 below as applicable, issuances of Board Issued Shares for a cash consideration during the authorisation period described in Article 5.1.2(a) above may not in total exceed fifty percent (50%) of the Company's total issued share capital in accordance with the following limits:

i. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may in total represent up to fifty percent (50%) of the Company's total issued share capital, if the Board of Directors does not limit or cancel the Shareholders preferential rights to subscribe for such Board Issued Shares;

ii. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may not in total exceed twenty percent (20%) of the Company's total issued share capital immediately, if in connection with such issuance the Board of Directors limits or cancels the Shareholders preferential rights to subscribe for such Board Issued Shares.

5.1.3 The Shareholders Meeting called upon to resolve, in accordance with the conditions prescribed for the amendments to the Articles, either upon an increase of issued share capital or upon the authorisation of the Board of Directors to increase the share capital, may limit or cancel the preferential subscription rights of the existing Shareholders in respect of such issuance or authorise the Board of Directors to do so; any proposal to that effect must be specifically announced in the convening notice; detailed reasons therefore must be set out in a report prepared by the Board of Directors and presented to the Shareholders Meeting, dealing in particular with the proposed issue price.

5.2 Within the limits of the Authorised Capital set out in Article 5.1.1 and, unless stated otherwise, in Article 5.1.2, the Board of Directors is authorised and empowered to:

5.2.1 issue rights to subscribe to shares in the form of a performance share plan, performance stock units, or similar instruments (the "**PSRs**"), issue rights to subscribe to shares in the form of restricted stock units or otherwise (the "**RSUs**"), or issue any similar instruments entitling their holders to subscribe for, upon their exercise of such PSRs and/or RSUs, new Board Issued Shares to be subscribed for by or on behalf of employees or management of the Company and/or any entity in which the Company has a direct or indirect interest within the framework of any long-term incentive plan. In the framework of such incentive plan, the Board of Directors is empowered to allocate existing shares of the Company without consideration or to issue new shares (the "Bonus Shares") paid up from available reserves (i) to employees of the Company or to certain classes of such employees,

(ii) to employees of companies or economic interest groupings in which the Company holds directly or indirectly at least ten percent (10%) of the share capital or of the voting rights, (iii) to employees of companies or economic interest groupings which hold directly or indirectly at least ten percent (10%) in the share capital or of the voting rights of the Company, (iv) employees of the companies or economic interest groupings in which at least fifty percent (50%) of the share capital or of the voting rights are held, directly or indirectly, by a company holding itself, directly or indirectly, at least fifty percent (50%) of the share capital of the Company and/or (v) to members of the corporate bodies of the Company or any of the other companies or economic interest groupings referred to under items (ii) to (iv) above. The Board of Directors sets the terms and conditions of the allocation of Bonus Shares to such persons, including the period for the final allocation and a minimum period during which such Bonus Shares cannot be transferred by their holders;

5.2.2 issue convertible bonds and/or warrants entitling their holders to subscribe for new Board Issued Shares upon exercise of the convertible bonds and/or warrants and within the limits of the Authorised Capital, with or without share premium. Such new Board Issued Shares shall have the same rights as the existing Shares. The other terms and conditions of the convertible bonds and/or warrants shall be determined by the Board of Directors;

5.2.3 issue the relevant Board Issued Shares upon exercise of the PSRs, RSUs, convertible bonds and/or warrants. For the avoidance of doubt, (i) in the case of such an issuance of Board Issued Shares upon the exercise of the PSRs, RSUs or similar instruments, Article 5.1.2(c) shall not apply and (ii), the PSRs, RSUs or similar instruments, convertible bonds and/or warrants must be issued during the period of authorisation set forth in Article 5.1.2(a) above, however their exercise and the issuance of the Board Issued Shares upon such exercise may occur after the expiration of the authorisation period;

5.2.4 determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants. Nevertheless, Board Issued Shares shall not be issued at a price below their par

**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**")

value;

5.2.5 issue such new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants without reserving for the existing Shareholders the preferential right to subscribe for and to purchase the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants;

5.2.6 do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued Share capital made pursuant to Article 5.1.2;

5.2.7 take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;

5.2.8 delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payment for any Board Issued Shares and enacting any issue of Board Issued Shares before a notary.

5.3 The Shares are issued in dematerialised form, in accordance with article 42bis of the 1915 Law and the law on dematerialised securities of 6 April 2013. The optional conversion of Shares to any other form by the holder of such Shares is prohibited.

5.4 All dematerialised Shares are registered in a single issuance account opened with the following clearing institution: LuxCSD, with its registered address at 43, Avenue Monterey, L-2163 Luxembourg and its office and mailing address at 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

5.5 The dematerialised Shares are not in registered or bearer form and are only represented, and the property rights of the Shareholder on the dematerialised Shares are only established, by book-entry with the clearing institution in Luxembourg. For the purpose of the international shares circulation or for the exercise of shareholder rights ("**droits associatifs**") and right of action of the Shareholders against the Company and third parties, the clearing institution shall issue certificates to the holders of securities accounts in respect of the dematerialised Shares, against their written certification, that they hold the relevant Shares on their own account or act by virtue of powers granted to them by the holder of Shares rights.

5.6 Dematerialised Shares are freely transferable. Transfers of dematerialised Shares are realised by account-to-account transfers.

5.7 For the purpose of identifying the Shareholder, the Company may, at its own cost, request from the clearing institution, the name or corporate name, the nationality, date of birth or date of incorporation and the address of the holders in its books immediately or at term entitling them to voting rights at the Company's Shareholders Meeting, as well as the number of Shares held by each of them and, if applicable, the restrictions the Shares may have. The clearing institution provides to the Company the identification data it holds on the holders of securities accounts in its books and the number of Shares held by each of them.

The same information concerning the holders of Shares on their own account are gathered by the Company through the securities depositary or other persons, which directly or indirectly keep a securities account with the clearing institution at the credit of which appear the relevant Shares.

The Company as issuer may request confirmation from the persons appearing on the lists so provided that they hold the Shares for their own account.

When a person has not provided the information requested by the Company in accordance with this Article 5.7 within two months following the request or if it has provided incomplete or erroneous information in respect of its quality, or the quality of the Shares it holds, the Company may, until such time that the information has been provided, suspend the voting rights of such holder of Shares pro rata the proportion of Shares for which the requested information has not been obtained.

5.8 The Company may establish a share premium account (the "**Share Premium Account**") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.

5.9 The Company may, without limitation, accept equity or other contributions without issuing Shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as

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R.C.S. Luxembourg: B 159.036  
(the "Company")

*to the use of any such accounts are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.*

5.10 All Shares have equal rights.

5.11 The issued share capital may be increased by a Shareholders Resolution adopted in accordance with the conditions required for the amendment of the Articles and in accordance with Luxembourg Law.

5.12 The Company may reduce its issued share capital subject as provided in the 1915 Law. Subject to the provisions of the 1915 Law (and article 49-8 in particular), Shares may be issued on terms that they are to be redeemed at the option of the Company or the holder, and the Shareholders Meeting may determine the terms, conditions and manner of redemption of any such Shares. In this case, the Articles shall specify that such Shares are redeemable Shares in accordance with the provisions of the 1915 Law. Subject to the provisions of the 1915 Law, the Shareholders Meeting may also authorise the Company to acquire itself or through a person acting in his own name but on the Companys behalf, its own Shares by simple majority of the votes cast, regardless of the proportion of the capital represented by Shareholders attending the Shareholders Meeting.

5.13 Subject to the provisions of the 1915 Law, the Shareholders Meeting may decide to create new classes of Shares and determine the features, rights and restrictions of such classes of Shares.

5.14 If any Shares are issued on terms that they are not fully paid up on issue, then payment of the balance due shall be made at such time and upon such conditions as the Board of Directors may determine provided that all such Shares are treated equally.”

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

**C) Voting instructions for the annual general meeting:**

Voting form for the annual general meeting (“the AGM”) of the shareholders of the Company to be held on 30 September 2019, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:30h CEST.	<u>Number of shares held (all of which are in dematerialised form):</u>  .....
--	--

**For each of the below resolutions, please choose one of the 3 options and tick the corresponding box**

<b><u>Agenda of the AGM</u></b>
1. Presentation of the Integrated Annual Report for the financial year ended on 31 March 2019, with inclusion of: (i) the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Companys Corporate



**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")

Governance;

(ii) the Group Consolidated Financial Statements, consisting in the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts, for the Company and its subsidiary undertakings as of 31 March 2019 (the "**Consolidated Accounts**") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and

(iii) the Standalone Financial Statements, consisting in the balance sheet, the profit and loss account and the notes to the accounts, for the Company's financial year ended on 31 March 2019 (the "**Annual Accounts**") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.

**No resolution required on this item.**

2. Approval of the Consolidated Accounts.

**Proposed resolution**

*After presentation and review of (i) the Consolidated Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2019.*

**For**       **Against**       **Abstention**

3. Approval of the Annual Accounts.

**Proposed resolution**

*After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Annual Accounts, the General Meeting resolves to approve the Annual Accounts of the Company for the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

4. Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2019.

**Proposed resolution**

*The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2019 being a loss of €8.450.891 as indicated in the Annual Accounts.*

**For**       **Against**       **Abstention**

5. Discharge to Ernst & Young for the exercise of its mandate as independent auditor of the Company until the financial year ended on 31 March 2019.

**Proposed resolution**

*The General Meeting resolves to give full discharge to Ernst & Young for its mandate as independent auditor of the Company in respect of the performance of its duties during the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

6. Renewal of the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020.

**Proposed resolution**

*Pursuant the applicable laws and legislation, the General Meeting resolves to renew the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020.*

**For**       **Against**       **Abstention**

7. Discharge to the Directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2019.

**Proposed resolution**

*In accordance with article 74 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the General Meeting resolves to give full discharge to the members of the Board of Directors of the Company in respect of the performance of their duties during the financial year ended on 31 March 2019.*

**For**       **Against**       **Abstention**

8. Appointment of Mr Thomas Vollmoeller as new Independent Director of the Company, effective as of 1 January 2020.

**Proposed resolution**

*The General Meeting resolves to appoint Mr Thomas Vollmoeller as new Independent Director of the Company, being his mandate effective as of 1 January 2020. Therefore, Mr Vollmoeller will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2022.*

9. Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors of the Company, in their condition as such, for the financial year ending on 31 March 2020.

**Proposed resolution**

*The General Meeting resolves that the maximum aggregate amount to be paid to the members of the Board of Directors of the Company, in their condition as such, shall not exceed €500.000 for the financial year ending on 31 March 2020, in line with the Director Remuneration Policy to be approved at this General Meeting for the fiscal years 2020, 2021 and 2022.*

**For**       **Against**       **Abstention**

10. Approval of the Director Remuneration Policy of the Company.

**Proposed resolution**

*The General Meeting resolves to approve the Director Remuneration Policy of the Company.*

**For**       **Against**       **Abstention**

11. Approval of the Annual Report on the Remuneration of the Directors of the Company.

**Proposed resolution**

*Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual remuneration report of the Company.*

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**For**       **Against**       **Abstention**

12. Approval of the Annual Report on the Corporate Governance of the Company;

**Proposed resolution**

*Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual report on Company's corporate governance.*

**For**       **Against**       **Abstention**

13. 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 Shareholder at the EGM and/or the AGM (together "the **General Meetings**") 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 Meetings, vote in the name and on behalf of the Principal on any amended resolution submitted to said General Meetings 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 26 September 2019, 09:00h CEST, 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 voting form received after such deadline shall be disregarded.**

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**THIS VOTING FORM MUST BE ACCOMPANIED BY A CERTIFICATE EVIDENCING THE SHAREHOLDERS 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.**

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

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: .....