

HECHO RELEVANTE

De conformidad con lo previsto en el artículo 17 del Reglamento (UE) nº 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 de la celebración de la **Junta General Ordinaria de Accionistas** que había sido debidamente convocada para el día de hoy en Boulevard de la Foire 1, L-1528 Luxemburgo, Gran Ducado de Luxemburgo.

La Junta General Ordinaria de Accionistas ha quedado válidamente constituida con la representación del 60% del capital social de la Sociedad y todas las propuestas detalladas en el orden del día se han aprobado con mayoría suficiente a tales efectos.

Se adjunta a continuación el texto íntegro del Acta de la Junta General Ordinaria de Accionistas, que también se encuentra a disposición de los accionistas en la página Web de la Sociedad (<http://www.edreamsodigeo.com/>).

En Barcelona, a 20 de julio de 2016

eDreams ODIGEO

eDreams ODIGEO
Société anonyme
Registered office: 1, Boulevard de la Foire, L-1528 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036
(the "**Company**")

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY HELD IN LUXEMBOURG ON 20 JULY 2016**

The annual general meeting of the shareholders of the Company (the "**General Meeting**") held in the City of Luxembourg at 1, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg, being the registered office of the Company, is opened at 4:00 p.m. CEST under the chairmanship of Mr. Philip Wolf, chairman of the board of directors of the Company (the "**Chairman**").

The Chairman designates Mr David Elizaga as scrutineer and Mr Guillaume Teissonniere as secretary.

The Chairman declares and the General Meeting agrees:

- that the shareholders present or represented and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by such shareholders or their proxies;
- that pursuant to the attendance list, 22 shareholders holding together **63,426,477** shares corresponding to **60%** of the total share capital of the Company, are present or represented, the shareholders confirm that they were duly convened in accordance with the relevant provisions of the Luxembourg law on commercial companies dated 10 August 1915, as amended, the articles of association of the Company and the internal regulations for general shareholders' meetings of the Company and that they therefore had knowledge of the agenda prior to the General Meeting;
- that the shareholders present or represented are informed of the conflicts of interest that have arisen during the board of directors' meetings of the Company that have taken place since the last shareholders' meeting of the Company;
- that the present General Meeting is duly constituted and can therefore validly deliberate on the following agenda:

AGENDA

1. *Confirmation and ratification of the appointment by the board of directors of the Company on 22 July 2015 of Mrs. Amanda Wills as independent director of the Company in replacement of Mr. James Otis Hare;*
2. *Confirmation and ratification of the appointment by the board of directors of the Company on 22 July 2015 of Mr. David Elizaga as executive director of the Company in replacement of Mr. Mauricio Prieto Prieto;*
3. *Presentation of (i) the 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 2016 (the "**Annual Accounts**") and (ii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;*
4. *Approval of the Annual Accounts;*
5. *Presentation of (i) the 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 2016 (the "**Consolidated Accounts**"), (ii) the report of the board of directors of the Company in relation to the Annual Accounts and Consolidated Accounts, including the declaration concerning the Company's corporate governance and (iii) the report prepared by Deloitte Audit concerning the Consolidated Accounts;*
6. *Approval of the Consolidated Accounts;*
7. *Allocation of the results of the Company in relation to the financial year ended 31 March 2016;*
8. *Discharge to Mr. Mauricio Prieto Prieto for the exercise of his mandate as director of the Company until 18 June 2015;*
9. *Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2016;*
10. *Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2016;*
11. *Appointment of Ernst & Young as certified auditor of the Company with immediate effect and with such mandate ending upon the holding of the annual general meeting of the shareholders of the Company to be held in 2019;*
12. *Approval of the annual aggregate remuneration to be paid to the members of the board of directors of the Company;*
13. *Approval of the annual remuneration report of the Company;*
14. *Approval of the annual report on the corporate governance of the Company;*
15. *Approval of the director remuneration policy;*

16. *Miscellaneous.*

In accordance with article 57 of the law of 10 August 1915 on commercial companies, as amended, prior to taking any resolution, the General Meeting takes notes of those transactions submitted for approval to the board of directors of the Company for which any director has had a conflict of interest since the last general meeting of the shareholders. Following such acknowledgement, the General Meeting, after examining the agenda and having deliberated, takes the following resolutions:

FIRST RESOLUTION

The General Meeting resolves to confirm and ratify the appointment by the board of directors of the Company on 22 July 2015 of Mrs. Amanda Wills as independent director of the Company in replacement of Mr. James Otis Hare.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

SECOND RESOLUTION

The General Meeting resolves to confirm and ratify the appointment by the board of directors of the Company on 22 July 2015 of Mr. David Elizaga as executive director of the Company in replacement of Mr. Mauricio Prieto Prieto.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 62,636,157

Number of votes cast against: 790,320

Number of abstentions: 0

The resolution is adopted.

THIRD RESOLUTION

After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Deloitte Audit, the certified 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 31 March 2016.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60% of the total share capital)**

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

FOURTH RESOLUTION

After presentation and review of (i) the Consolidated Accounts, (ii) the report of the board of directors of the Company in relation to the Annual Accounts and Consolidated Accounts, including the declaration concerning the Company's corporate governance and (iii) the report prepared by Deloitte Audit concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2016.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60% of the total share capital)**

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

FIFTH RESOLUTION

The General Meeting notes that the Company had a profit for the financial year ended 31 March 2016 of €70,215,802 as indicated in the Annual Accounts. The General Meeting resolves to (i) allocate €1,048,780.49 of such profit to the legal reserve of the Company in accordance with article 72 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, thus fulfilling the requirement that the Company's legal reserve corresponds to 10% of the Company's share capital and (ii) carry forward the remaining profit of €69,167,021.51 to the next financial year.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

SIXTH RESOLUTION

The General Meeting resolves to give full discharge to Mr. Mauricio Prieto Prieto for the exercise of his mandate as director of the Company until 18 June 2015.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

SEVENTH 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 31 March 2016.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60% of the total share capital)**

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

EIGHTH RESOLUTION

The General Meeting resolves to give full discharge to Deloitte Audit for its mandate as certified auditor of the Company in respect of the performance of its duties during the financial year ended 31 March 2016.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60% of the total share capital)**

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

NINTH RESOLUTION

Pursuant to applicable laws and legislation, the General Meeting resolves to appoint Ernst & Young as certified auditor of the Company with immediate effect and with such mandate ending upon the holding of the annual general meeting of the shareholders of the Company to be held in 2019.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60% of the total share capital)**

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

TENTH RESOLUTION

Pursuant to applicable laws and legislation, the General Meeting resolves to approve that the annual aggregate remuneration of the members of the board of directors of the Company shall be set at €1,964,000 as detailed in the remuneration report.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

ELEVENTH RESOLUTION

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

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 62,636,157

Number of votes cast against: 790,320

Number of abstentions: 0

The resolution is adopted.

TWELFTH RESOLUTION

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

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 63,426,477

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

THIRTEENTH RESOLUTION

The General Meeting resolves to approve the director remuneration policy of the Company.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **63,426,477 (60%** of the total share capital)

Number of votes cast in favour: 62,636,157

Number of votes cast against: 790,320

Number of abstentions: 0

The resolution is adopted.

There being no further business, the General Meeting closed.



Mr Philip Wolf

Chairman



Mr David Elizaga

Scrutineer



Mr Guillaume Teissonniere

Secretary














eDreams ODIGEO

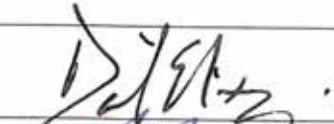





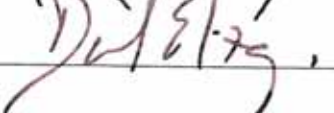

Société anonyme

Registered office: 1, Boulevard de la Foire, L-1528 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036
(the "Company")

Attendance list

To the annual general meeting of shareholders of the Company held on 20 July 2016

Shareholders	Shares	Signatures
LuxGOAL 3 Sarl	31,196,020	
HG Vora Special Opportunities Master Fund Limited	6,815,000	
FA Goal Co-Invest I FPCI	1,567,505	
Five Arrows Principal Investments FPCI	1,171,778	
LuxGOAL 2 Sarl	815,368	
Missouri Lagers	386,540	
Five Arrows Co- Investments FPCI	270,483	
International Small Cap Fund	398,500	
International Small Cap Opportunity EquCIT	5,280	
New Generation Turnaround Fund (Bermuda) LF	604,323	
Francisco Javier >Bellido Trullenque	307,568	
New Generation Limited Partnership	271,750	
Dana Dunne	234,652	

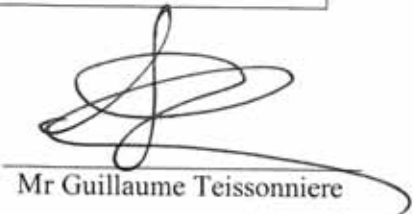
David Elizaga	206,596	
Philippe Vimard	178,374	
Five Arrows Principal Investments B FPCI	79,041	
Brandytrust Multi-Strategy NGA LLC	106,249	
P New Generations Turnaround IE	69,621	
Sophie Bernard	12;270	
David de la Roz Fernandez	9,239	
Total (including shares represented by voting forms)	63,426,477	


Mr Philip Wolf

Chairman


Mr David Elizaga

Scrutineer


Mr Guillaume Teissonniere

Secretary

APPENDIX 1
Annual Accounts and Audit Report

APPENDIX 2

Consolidated Accounts, Management Report and Audit Report

APPENDIX 3

Remuneration Report

APPENDIX 4

Corporate Governance Report