

HECHO RELEVANTE

De conformidad con lo previsto en el artículo 82 de la Ley 24/1988, de 28 de julio, del Mercado de Valores, eDreams ODIGEO (la “**Sociedad**”) informa de que su Consejo de Administración ha acordado convocar **Junta General Ordinaria de Accionistas**, que se celebrará en Boulevard de la Foire 1, L-1528 Luxemburgo (Gran Ducado de Luxemburgo), el día 22 de julio de 2015 a las dieciséis horas (16:00 horas CET).

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

En Luxemburgo, a 22 de junio de 2015

eDreamsODIGEO

A los Accionistas de eDreams ODIGEO

Convocatoria de Junta General de Accionistas de la Compañía, el 22 de julio de 2015, a las 16:00h CET, en Boulevard de la Foire, 1, L-1528 Luxemburgo.

De conformidad con lo establecido por las leyes de Luxemburgo:

Los accionistas que deseen asistir a la Junta General, ya sea mediante poder de representación y/o de voto o personalmente, deberán notificarlo a la Compañía mediante el formulario correspondiente (la “Notificación de Asistencia”), antes de las **23:59h CET** del día **8 de julio de 2015** (la “**Fecha de Registro**”) en la dirección de correo electrónico investors@edreamsodigeo.com o en el domicilio social de la Compañía (“**Paso 1**”).

Téngase en cuenta que, si no se realiza el Paso 1 antes de la Fecha de Registro, las leyes de Luxemburgo establecen que los accionistas no podrán presentar después ningún poder de representación y/o de voto. Por ello, **recomendamos** a todos aquéllos que tengan intención de asistir a la Junta **que presenten toda la información pertinente** (la Notificación de Asistencia, el certificado que acredite su condición de accionista y los poderes de representación o el certificado de voto (*Voting form*)), **antes del 8 de Julio de 2015 (“Fecha de Registro”), a fin de garantizar su asistencia.**

Una vez realizado el Paso 1, los accionistas deberán enviar con posterioridad a la Compañía los poderes de representación o el certificado de voto (*Voting form*), junto con el certificado que acredite su condición de accionista (“**Paso 2**”) y, en todo caso, antes de las **16:00h CET** del día **20 de julio de 2015.**

Los accionistas que deseen asistir a la Junta personalmente podrán entregar a la Compañía el certificado que acredite su condición de accionista hasta el mismo día de la celebración de la Junta además de la correspondiente Notificación de Asistencia.

En Luxemburgo, a 22 de junio de 2015

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

22 June 2015

To the Shareholders of eDreams Odigeo

Notice of Annual General Meeting of the Company on 22 July 2015 at 4:00 p.m. CET, at 1, Boulevard de la Foire, L-1528 Luxembourg.

In accordance with the corporate requirements under Luxembourg law:

Any shareholder wishing to participate in the Annual General Meeting by Proxy, by Voting or in Person must file an acknowledgement form (the “**ACKNOWLEDGEMENT FORM**”) with the Company by **23.59 CET on 8 JULY 2015** (the “**RECORD DATE**”), at investors@edreamsodigeo.com or with the Company’s registered office (“**Step 1**”).

Please be aware that UNLESS you have completed Step 1 and completed the **ACKNOWLEDGEMENT FORM by the RECORD DATE** (informing of the intention to participate by Proxy, by Voting or in Person) Luxembourg law states that a shareholder is not allowed to submit any Proxy or Voting Form after the Record Date. Therefore, **we highly recommend** to all those intending on participating **to submit all relevant information** (the Acknowledgement Form, certificate evidencing the principal's capacity as shareholder, and Proxy or Voting forms) **before 8 July 2015 (“Record Date”)** to ensure the participation would be granted.

Once Step 1 has been completed by the Record Date through the Acknowledgement Form, any Proxy or Voting form must be received by the Company **together with a certificate** evidencing the principal's capacity as shareholder (“**Step 2**”) before **20 July 2015 at 16:00 CET**.

If a shareholder wishes to attend in Person, it must provide a document evidencing its capacity as shareholder to the Company before attendance in addition to the relevant Acknowledgement Form.

Luxembourg, on 22 June 2015

eDreams ODIGEO

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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")

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

A SHAREHOLDER wishing to PARTICIPATE by PROXY, by VOTING or in PERSON, MUST FILE an ACKNOWLEDGEMENT of PARTICIPATION with the Company before 23.59 (CET) on 8 JULY 2015

The board of directors of the Company is pleased to convene the shareholders of the Company to the annual general shareholders' meeting to be held in the City of Luxembourg at the Company's registered address (1, Boulevard de la Foire, L-1528 Luxembourg), **on 22 July 2015 at 4:00 p.m. CET ("the General Meeting")**, in order to vote on the agenda referred to below.

I. The agenda of the meeting is as follows:

- 1) Acknowledgment 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;
- 2) 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 2015 (the "**Annual Accounts**") and (ii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;
- 3) Approval of the Annual Accounts;
- 4) 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 2015 (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;
- 5) Approval of the Consolidated Accounts;
- 6) Allocation of the results of the Company in relation to the financial year ended 31 March 2015;
- 7) Discharge to Mr. Javier Pérez Tenessa de Block for the exercise of his mandate as director of the Company until his resignation as of 23 January 2015;

- 8) Ratification of the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015;
- 9) Discharge to Mr. James Otis Hare for the exercise of his mandate as director of the Company until his resignation as of 25 March 2015;
- 10) Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2015;
- 11) Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2015;
- 12) Renewal of the mandate of Deloitte Audit as certified auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2016;
- 13) Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;
- 14) Approval of the annual remuneration report of the Company;
- 15) Approval of the annual report on the corporate governance of the Company;
- 16) 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 8 July 2015 at 23.59 (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meeting of 22 July 2015.

Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETING in PERSON, by PROXY HOLDER, by PROXY FORM or by VOTING by CORRESPONDENCE MUST RETURN the DECLARATION FORM confirming his/her PARTICIPATION before 23.59 (CET) ON 8TH JULY 2015 the "RECORD DATE".

Holders of shares wishing to attend the general meeting of 22 July 2015 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 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 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 **20 July 2015 at 4 p.m. 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 20 July 2015 at 4 p.m. 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 on **30 June 2015** 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 **7 July 2015**. 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) 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 Company will only take into account voting forms received by **20 July 2015 at 4 p.m. 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
1, Boulevard de la Foire
L-1528 Luxembourg
Tel.: +352 2686 871

Fax: +352 2627 0799
e-mail: investors@edreamsodigeo.com

VII. Documents available on the website of the Company

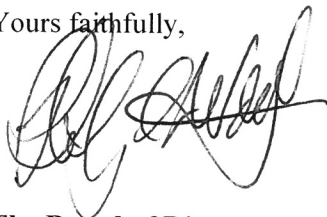
The following documents and information are available for the shareholders on our website at (www.edreamsodigeo.com):

- the present convening notice;
- the total number of shares and the voting rights as at the date of this convening notice;
- the documents to be submitted to the annual general shareholders' meeting;
- 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
- 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: e-Dreams ODIGEO, 1, Boulevard de la Foire, L-1528 Luxembourg.

Luxembourg, on 22 June 2015,

Yours faithfully,



The Board of Directors of the Company

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

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 ACKNOWLEDGEMENT of PARTICIPATION with the Company before 23.59 (CET) on 8 JULY 2015

For the annual general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 22 July 2015 at 1, Boulevard de la Foire, L-1528 Luxembourg, at 4:00 p.m. CET	<u>Number of shares held (all of which are in dematerialised form):</u>
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Shareholder identification: The undersigned (the "Shareholder"), Name: Contact details: - Address: - E-mail address: Telephone number:
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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 Shareholder, wish to attend the General Meeting. <i>Please also tick this box if you wish to participate by filling out a voting form provided by the Company in connection with the General Meeting.</i>
<input type="checkbox"/> 2. I, as Shareholder, will not attend the General Meeting.

Important

THIS DECLARATION OF ATTENDANCE FORM SHALL BE SENT NO LATER THAN 8 JULY 2015 AT 23.59 (CET), AS DESCRIBED IN THE CONVENING NOTICE, TO:

eDreams ODIGEO
1, Boulevard de la Foire,
L-1528 Luxembourg
Tel.: +352 2686 871
Fax: +352 2627 0799
e-mail: investors@edreamsodigeo.com

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

Holders of shares wishing to attend the general meeting of 22 July 2015 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 or voting 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 20 July 2015 at 4 p.m. CET.

By signing this declaration of attendance form, the Shareholder hereby consents that the featured data are 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.

<p>Executed in on..... , 2015</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
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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

PROXY FORM

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

<p>For the annual general meeting of the shareholders (the “General Meeting”) of :</p> <p><u>eDreams ODIGEO (the “Company”)</u></p> <p>to be held on 22 July 2015,</p> <p>at 1, Boulevard de la Foire, L-1528 Luxembourg, at 4:00 p.m. 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:</p> <p>The undersigned (the “Principal”),</p> <p>Name:</p> <p>Contact details:</p> <p>- Address:</p> <p>- E-mail address:</p> <p>Telephone number:</p>

Choose one of the 2 options and tick the corresponding box, then date and sign below:

<p><input type="checkbox"/>1. I, as Principal, will not attend the General Meeting, <u>and</u></p> <p>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.</p> <p><input type="checkbox"/>2. I, as Principal, will not attend the General Meeting, <u>and</u></p> <p>I empower (the “Attorney”) to vote in my name with the following voting instructions.</p> <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>

1. Acknowledgment 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;

No resolution required on this item

2. 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 2015 (the "Annual Accounts") and (ii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;

No resolution required on this item

3. Approval of the Annual Accounts;

For **Against** **Abstention**

4. 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 2015 (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;

No resolution required on this item

5. Approval of the Consolidated Accounts;

For **Against** **Abstention**

6. Allocation of the results of the Company in relation to the financial year ended 31 March 2015;

Proposed resolution:

The General Meeting resolves to carry forward the results of the Company for the financial year ended 31 March 2015 being a loss of €181, 306,000 as indicated in the Annual Accounts.

For **Against** **Abstention**

7. Discharge to Mr. Javier Pérez Tenessa de Block for the exercise of his mandate as director of the Company until his resignation as of 23 January 2015;

For **Against** **Abstention**

8. Ratification of the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015;

Proposed resolution:

Pursuant to applicable laws and legislation, the General Meeting resolves to ratify the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015.

For **Against** **Abstention**

9. Discharge to Mr. James Otis Hare for the exercise of his mandate as director of the Company until his resignation as of 25 March 2015;

For **Against** **Abstention**

10. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2015;

For **Against** **Abstention**

11. Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2015;

For **Against** **Abstention**

12. Renewal of the mandate of Deloitte Audit as certified auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2016;

Proposed resolution:

Pursuant to applicable laws and legislation, the General Meeting resolves to renew the mandate of Deloitte Audit as certified auditor of the Company, until the annual general meeting of the shareholders of the Company to be held in 2016.

For **Against** **Abstention**

13. Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;

Proposed 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 shall be set at €2,103,000 as set out in the remuneration report.

For **Against** **Abstention**

14. Approval of the annual remuneration report 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**

15. 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

16. 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 20 July 2015, 4:00 p.m. CET, as described in the convening notice, at:

eDreams ODIGEO
1, Boulevard de la Foire
L-1528 Luxembourg
Tel.: +352 2686 871
Fax: +352 2627 0799
e-mail: investors@edreamsodigeo.com

Any proxy form received after such deadline shall be disregarded.

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

By signing this proxy form, the Principal hereby consents that the featured data are 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 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 attendance and proxy form.

Executed in on..... , 2015

Signature

Name:

Title / Represented by:

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

VOTING FORM

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

<p>For the annual general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 22 July 2015, at 1, Boulevard de la Foire, L-1528 Luxembourg, at 4:00 p.m. CET</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u> <u>Number of votes to be exercised:</u></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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For each of the below resolutions, please choose one of the 3 options and tick the corresponding box, then date and sign below:

<p style="text-align: center;"><u>Agenda of the General Meeting</u></p> <ol style="list-style-type: none">1) Acknowledgment 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;2) 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 2015 (the "Annual Accounts") and (ii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;3) Approval of the Annual Accounts;4) 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 2015 (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;5) Approval of the Consolidated Accounts;6) Allocation of the results of the Company in relation to the financial year ended 31 March 2015;7) Discharge to Mr. Javier Pérez Tenessa de Block for the exercise of his mandate as director of the Company until his resignation as of 23 January 2015;8) Ratification of the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015;9) Discharge to Mr. James Otis Hare for the exercise of his mandate as director of the Company until his resignation as of 25 March 2015;10) Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2015;11) Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2015;12) Renewal of the mandate of Deloitte Audit as certified auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2016;13) Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;14) Approval of the annual remuneration report of the Company;

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Registered office: 1, Boulevard de la Foire, L-1528 Luxembourg
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15) Approval of the annual report on the corporate governance of the Company;

16) Miscellaneous.

1. Acknowledgment 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;

No resolution required on this item

2. 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 2015 (the "Annual Accounts") and (iii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;

No resolution required on this item

3. Approval of the Annual Accounts;

For **Against** **Abstention**

4. 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 2015 (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;

No resolution required on this item

5. Approval of the Consolidated Accounts;

For **Against** **Abstention**

6. Allocation of the results of the Company in relation to the financial year ended 31 March 2015;

Proposed resolution:

The General Meeting resolves to carry forward the results of the Company for the financial year ended 31 March 2015 being a loss of €181,306,000 as indicated in the Annual Accounts.

For **Against** **Abstention**

7. Discharge to Mr. Javier Pérez Tenessa de Block for the exercise of his mandate as director of the Company until his resignation as of 23 January 2015;

For **Against** **Abstention**

8. Ratification of the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015;

Proposed resolution:

Pursuant to applicable laws and legislation, the General Meeting resolves to ratify the appointment of Mr. Dana Dunne as an executive director of the Company as of 23 January 2015.

For **Against** **Abstention**

9. Discharge to Mr. James Otis Hare for the exercise of his mandate as director of the Company until his resignation as of 25 March 2015;

For **Against** **Abstention**

10. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2015;

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For **Against** **Abstention**

11. Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2015;

For **Against** **Abstention**

12. Renewal of the mandate of Deloitte Audit as certified auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2016;

Proposed resolution:

Pursuant to applicable laws and legislation, the General Meeting resolves to renew the mandate of Deloitte Audit as certified auditor of the Company, until the annual general meeting of the shareholders of the Company to be held in 2016.

For **Against** **Abstention**

13. Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;

Proposed 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 shall be set at €2,103,000 as detailed in the remuneration report.

For **Against** **Abstention**

14. Approval of the annual remuneration report 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**

15. 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**

16. Miscellaneous.

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

.....

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 "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 received by no later than 20 July 2015, 4:00 p.m. CET, as described in the convening notice, at:

eDreams ODIGEO
1, Boulevard de la Foire
L-1528 Luxembourg
Tel.: +352 2686 871
Fax: +352 2627 0799
e-mail: investors@edreamsodigeo.com

Any voting form received after such deadline shall be disregarded.

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

By signing this voting form, the Shareholder hereby consents that the information 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..... , 2015

Signature

Name:

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

Title / Represented by: