

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 28 de julio de 2017

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**")

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY HELD IN LUXEMBOURG ON 28 JULY 2017**

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 13:00h CEST. In accordance with article 14.9 of the Articles of Association of the Company (the "**Articles**"), Mr. Philip Wolf, the chairman of the board of directors, has appointed Mr Dana Dunne, CEO of the Company, as acting chairman of the meeting (the "**Chairman**").

The Chairman designates Mr. David Elizaga as scrutineer (the "**Scrutineer**") and Mr. Guillaume Teissonnière as secretary (the "**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, thirty-six (36) shareholders holding together sixty-four million six hundred forty thousand four hundred forty-five (**64,640,445**) shares corresponding to sixty percent (**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 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. *Re-election of Mr Philip Clay Wolf as independent director of the Company, confirming the decision of the Board of Directors made on 14 March 2017;*
2. *Re-election of Mr Robert Apsey Gray as independent director of the Company, confirming the decision of the Board of Directors made on 14 March 2017;*
3. *Re-election of Mrs Lise Fauconnier as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017;*
4. *Re-election of Mr Philippe Michel Poletti as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017;*
5. *Re-election of Mr Benoit Vauchy as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017;*
6. *Appointment of Mr Pedro López de Guzmán as proprietary director of the Company in replacement of Mr Carlos Mallo Álvarez, confirming the decision of the Board of Directors made on 20 June 2017;*
7. *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 2017 (the "**Annual Accounts**") and (ii) the report prepared by Ernst & Young, the certified auditor of the Company, concerning the Annual Accounts;*
8. *Approval of the Annual Accounts;*
9. *Presentation of (i) 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 2017 (the "**Consolidated Accounts**"), (ii) the Report of the Board of Directors of the Company in relation to the Annual Accounts and Consolidated Accounts, including a declaration concerning the Company's corporate governance and (iii) the Report prepared by Ernst & Young concerning the Consolidated Accounts;*
10. *Approval of the Consolidated Accounts;*
11. *Allocation of the results of the Company in relation to the financial year ended 31 March 2017;*
12. *Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2017;*

13. *Discharge to Mr Carlos Mallo Álvarez for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 20 June 2017;*
14. *Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;*
15. *Approval of the annual remuneration report of the Company;*
16. *Approval of the annual report on the corporate governance of the Company;*
17. *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

ITEM 1

The General Meeting resolves to re-elect Mr Philip Clay Wolf as independent director of the Company, confirming the decision of the Board of Directors made on 14 March 2017. Therefore, Mr Wolf will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

SECOND RESOLUTION

ITEM 2

The General Meeting resolves to re-elect Mr Robert Apsey Gray as independent director of the Company, confirming the decision of the Board of Directors made on 14 March 2017. Therefore, Mr Gray will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

THIRD RESOLUTION

ITEM 3

The General Meeting resolves to re-elect Mrs Lise Fauconnier as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017. Therefore, Mrs Fauconnier will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,626,564

Number of votes cast against: 13,881

Number of abstentions: 0

The resolution is adopted.

FOURTH RESOLUTION

ITEM 4

The General Meeting resolves to re-elect Mr Philippe Michel Poletti as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017. Therefore, Mr Poletti will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60%** of the total share capital)

Number of votes cast in favour: 64,626,564

Number of votes cast against: 13,881

Number of abstentions: 0

The resolution is adopted.

FIFTH RESOLUTION

ITEM 5

The General Meeting resolves to re-elect Mr Benoit Vauchy as proprietary director of the Company, confirming the decision of the Board of Directors made on 14 March 2017. Therefore, Mr Vauchy will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60%** of the total share capital)

Number of votes cast in favour: 64,626,564

Number of votes cast against: 13,881

Number of abstentions: 0

The resolution is adopted.

SIXTH RESOLUTION

ITEM 6

The General Meeting resolves to appoint Mr Pedro López de Guzmán as proprietary director of the Company in replacement of Mr Carlos Mallo Álvarez, confirming the decision of the Board of Directors made on 20 June 2017. Therefore, Mr López will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2020.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,626,564

Number of votes cast against: 13,881

Number of abstentions: 0

The resolution is adopted.

SEVENTH RESOLUTION

ITEM 8

After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Ernst & Young, 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 2017.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

EIGHTH RESOLUTION

ITEM 10

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 Ernst & Young concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2017.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60%** of the total share capital)

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

NINTH RESOLUTION

ITEM 11

The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2017 being a loss of €2,310,340 as indicated in the Annual Accounts.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60%** of the total share capital)

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

TENTH RESOLUTION

ITEM 12

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 2017.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

ELEVENTH RESOLUTION

ITEM 13

The General Meeting resolves to give full discharge to Mr Carlos Mallo Álvarez for the exercise of his mandate as director of the Company until 20 June 2017.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445 (60% of the total share capital)**

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

TWELFTH RESOLUTION

ITEM 14

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 €4,119,000 as detailed in the remuneration report.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **64,640,445** (60% of the total share capital)

Number of votes cast in favour: 64,640,445

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

THIRTEENTH RESOLUTION

ITEM 15

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: **64,640,445** (60% of the total share capital)

Number of votes cast in favour: **62,421,659**

Number of votes cast against: **2,218,786**

Number of abstentions: 0

The resolution is adopted.

FOURTEENTH RESOLUTION

ITEM 16

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: **64,640,445** (60% of the total share capital)

Number of votes cast in favour: 64,640,445

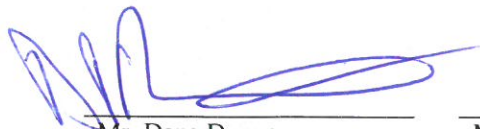
Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

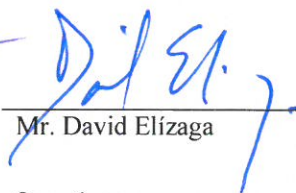
There being no further business, the General Meeting closed.

[Signature page follows]



Mr. Dana Dunne

Chairman



Mr. David Elizaga

Scrutineer



Mr. Guillaume Teissonnière

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

