

## 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 Luxemburgo, a 26 de septiembre de 2018

**eDreams ODIGEO**

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**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE  
COMPANY HELD IN LUXEMBOURG ON 26 SEPTEMBER 2018**

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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 15:00h CEST. Mr Philip Wolf is acting as chairman of the meeting (the "**Chairman**") under article 14.9 of the Articles of Association of the Company (the "**Articles**").

The Chairman designates Mr. David Elízaga 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, forty (**40**) shareholders holding together sixty-five million eight hundred fifty thousand eight hundred thirty-nine (**65.850.839**) 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 Dana Philip Dunne as executive director of the Company, confirming the decision of the Board of Directors made on 7 March 2018;*
2. *Re-election of Ms Amanda Wills as independent director of the Company, confirming the decision of the Board of Directors made on 7 March 2018;*
3. *Re-election of Mr David Elizaga Corrales, as executive director of the Company, confirming the decision of the Board of Directors made on 7 March 2018;*
4. *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 2018 (the "Annual Accounts") and (ii) the report prepared by Ernst & Young, the certified auditor of the Company, concerning the Annual Accounts;*
5. *Approval of the Annual Accounts;*
6. *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 2018 (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;*
7. *Approval of the Consolidated Accounts;*
8. *Allocation of the results of the Company in relation to the financial year ended 31 March 2018;*
9. *Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2018;*
10. *Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors;*
11. *Approval of the annual remuneration report of the Company;*
12. *Approval of the annual report on the corporate governance of the Company;*
13. *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 Dana Philip Dunne as executive director of the Company, confirming the decision of the Board of Directors made on 7 March 2018. Therefore, Mr Dunne will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.843.590;

Number of votes cast against: 7.249;

Number of abstentions: 0;

The resolution is adopted.

## **SECOND RESOLUTION**

### **ITEM 2**

The General Meeting resolves to re-elect Ms Amanda Wills as independent director of the Company, confirming the decision of the Board of Directors made on 7 March 2018. Therefore, Ms Wills will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.795.749;

Number of votes cast against: 55.090;

Number of abstentions: 0;

The resolution is adopted.



### **THIRD RESOLUTION**

#### **ITEM 3**

The General Meeting resolves to re-elect Mr David Elízaga Corrales as executive director of the Company, confirming the decision of the Board of Directors made on 7 March 2018. Therefore, Mr Elízaga will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.059.770;

Number of votes cast against: 791.069;

Number of abstentions: 0;

The resolution is adopted.

### **FOURTH RESOLUTION**

#### **ITEM 5**

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 2018.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.850.839;

Number of votes cast against: 0;

Number of abstentions: 0;

The resolution is adopted.

## **FIFTH RESOLUTION**

### **ITEM 7**

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 2018.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.850.839;

Number of votes cast against: 0;

Number of abstentions: 0;

The resolution is adopted.

## **SIXTH RESOLUTION**

### **ITEM 8**

The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2018 being a loss of €7,784,068 as indicated in the Annual Accounts.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.850.839;

Number of votes cast against: 0;

Number of abstentions: 0;

The resolution is adopted.

## SEVENTH RESOLUTION

### ITEM 9

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 2018.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839 (60%** of the total share capital);

Number of votes cast in favour: 65.850.839;

Number of votes cast against: 0;

Number of abstentions: 0;

The resolution is adopted.

## EIGHTH RESOLUTION

### ITEM 10

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 €4,159,000 as detailed in the remuneration report.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: **65.850.839 (60%** of the total share capital);

Number of votes cast in favour: 64.439.727;

Number of votes cast against: 1.403.863;

Number of abstentions: 7.249;

The resolution is adopted.

## NINTH RESOLUTION

### ITEM 11

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: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 64.020.548;

Number of votes cast against: 1.830.291;

Number of abstentions: 0;

The resolution is adopted.

## TENTH RESOLUTION

### ITEM 12

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: **65.850.839** (60% of the total share capital);

Number of votes cast in favour: 65.850.839;

Number of votes cast against: 0;

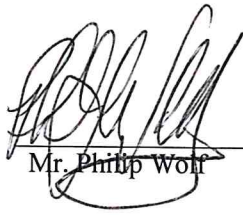
Number of abstentions: 0;

The resolution is adopted.

There being no further business, the General Meeting closed.

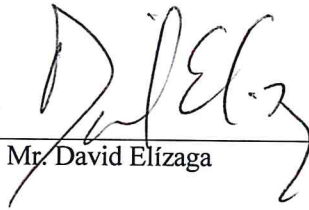
*[Signature page follows]*





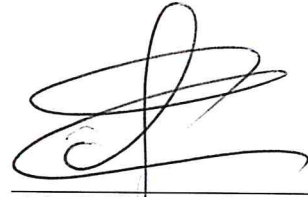
Mr. Philip Wolf

**Chairman**



Mr. David Elízaga

**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**