

# eDreams ODIGEO

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 la celebración de la **Junta General Ordinaria de Accionistas** debidamente convocada para el día de hoy en 1, Boulevard de la Foire, L-1528 Luxemburgo (Gran Ducado de Luxemburgo).

La Junta General Ordinaria de Accionistas ha quedado válidamente constituida con la representación del 51% 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 23 de julio de 2014

**eDreams ODIGEO**

**eDreams ODIGEO**

*Société anonyme*

Registered office: 282, route de Longwy, L-1940 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 23 JULY 2014**

---

The annual general meeting of the shareholders of the Company (the "**Meeting**") held in the City of Luxembourg at 1, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg is opened at 4:20 p.m. CET under the chairmanship of Mr. Javier Pérez-Tenessa, chairman of the board of directors of the Company (the "**Chairman**").

The Chairman designates Mr. David Elizaga as scrutineer and Ms. Lauren Harris as secretary.

The Chairman declares and the 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, eight (8) shareholders holding together fifty-three million four hundred fifty-one thousand six hundred thirty-five (53,451,635) shares corresponding to 51.0% 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 Meeting;
- that the Meeting began at 4:20 p.m. instead of 4:00 p.m. as provided for in the Company's articles of association in light of unforeseen logistical delays;
- that the present Meeting is duly constituted and can therefore validly deliberate on the following agenda:

**AGENDA**

1. *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 2014 (the "Annual Accounts"), (ii) the report of the board of directors of the Company with respect to the Annual Accounts and (iii) the report prepared by Deloitte Audit, the certified auditor of the Company, concerning the Annual Accounts;*
2. *Approval of the Annual Accounts;*
3. *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 2014 (the "**Consolidated Accounts**"), (ii) the report of the board of directors of the Company in relation to the Consolidated Accounts and (iii) the report prepared by Deloitte Audit concerning the Consolidated Accounts;

4. *Approval of the Consolidated Accounts;*
5. *Allocation of the results of the Company in relation to the financial year ended 31 March 2014;*
6. *Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2014;*
7. *Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2014;*
8. *Ratification of the appointment of Mr. Robert A. Gray as independent director of the board of directors of the Company.*
9. *Ratification of the appointment of Mr. James Hare as independent director of the board of directors of the Company.*
10. *Ratification of the appointment of Mr. Philip C. Wolf as independent director of the board of directors of the Company.*
11. *Miscellaneous.*

The Meeting, after examining the agenda and having deliberated, unanimously resolves as follows:

#### **FIRST RESOLUTION**

After presentation and review of the Annual Accounts and the reports of the board of directors and Deloitte Audit in relation to the Annual Accounts, the General Meeting resolves to approve the Annual Accounts of the Company for the financial year ended 31 March 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

## **SECOND RESOLUTION**

After presentation and review of the Consolidated Accounts and the related reports of the board of directors and Deloitte Audit in respect thereto, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

## **THIRD RESOLUTION**

The General Meeting resolves to carry forward the results of the Company for the financial year ended 31 March 2014 being a loss of €15,715,405 as indicated in the Annual Accounts.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

## **FOURTH 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 in respect of the performance of their duties during the financial year ended 31 March 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

#### **FIFTH 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 their duties during the financial year ended 31 March 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

#### **SIXTH RESOLUTION**

Pursuant to applicable laws and legislation, the General Meeting resolves to ratify the appointment of Mr. Robert A. Gray as an independent director of the Company as of 8 April 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

#### **SEVENTH RESOLUTION**

Pursuant to applicable laws and legislation, the General Meeting resolves to ratify the appointment of Mr. James Hare as an independent director of the Company as of 8 April 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

The resolution is adopted.

#### **EIGHTH RESOLUTION**

Pursuant to applicable laws and legislation, the General Meeting resolves to ratify the appointment of Mr. Philip C. Wolf as an independent director of the Company as of 8 April 2014.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: 53,451,635 (51.0% of the total share capital)

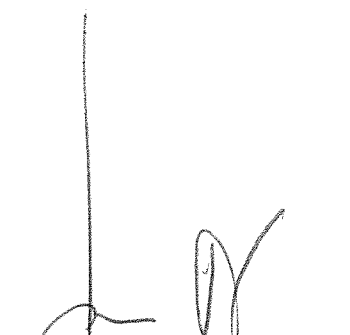
Number of votes cast in favour: 53,451,635

Number of votes cast against: 0

Number of abstentions: 0

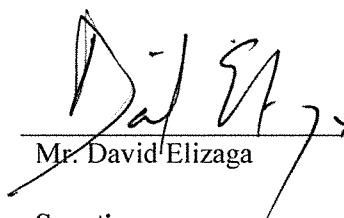
The resolution is adopted.

There being no further business, the Meeting closed.



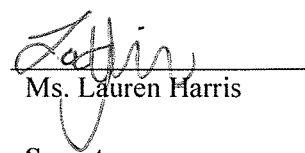
---

Mr. Javier Pérez-Tenessa  
**Chairman**



---

Mr. David Elizaga  
**Scrutineer**



---

Ms. Lauren Harris  
**Secretary**

**eDreams ODIGEO**

*Société anonyme*

Registered office: 282, route de Longwy, L-1940 Luxembourg





Grand Duchy of Luxembourg

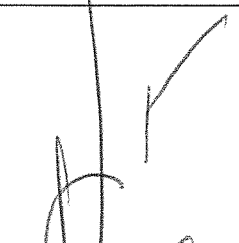
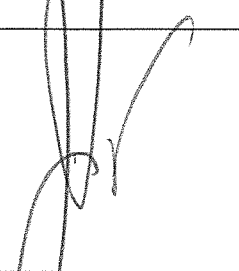
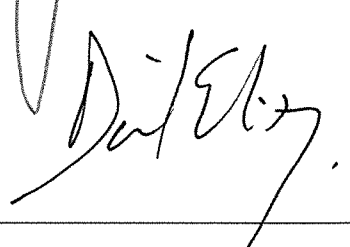

R.C.S. Luxembourg: B 159.036

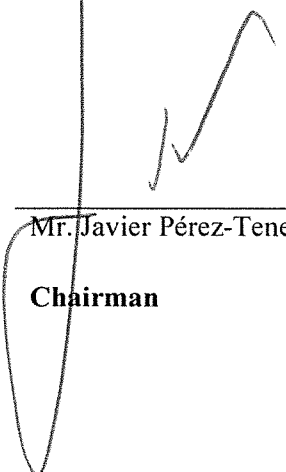
(the "Company")

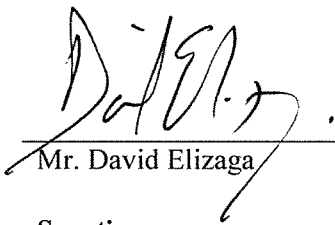
**Attendance list**

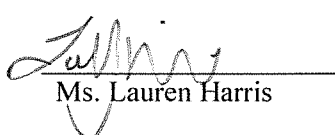
**To the annual general meeting of shareholders of the Company held on 23 July 2014**

Shareholder	Shares	Signature
Luxgoal 2 S.à r.l.	815,368	 Séverine Michel Nauvager
Luxgoal 3 S.à r.l.	31,196,020	 Séverine Michel Nauvager
AXA LBO Fund IV FCPR Represented by Ms. Lise Fauconnier	16,840,648	
AXA LBO Fund IV Supplementary FCPR Represented by Ms. Lise Fauconnier	1,879,672	

<b>Mr. Javier Pérez-Tenessa</b>	1,922,919	
<b>Mr. Mauricio Prieto</b> Represented by Mr. Javier Pérez-Tenessa	355,760	
<b>Mr. David Elizaga</b>	206,596	
<b>Mr. Dana Dunne</b>	234,652	
<b>Total</b>	53,451,635	

  
 \_\_\_\_\_  
 Mr. Javier Pérez-Tenessa  
**Chairman**

  
 \_\_\_\_\_  
 Mr. David Elizaga  
**Scrutineer**

  
 \_\_\_\_\_  
 Ms. Lauren Harris  
**Secretary**



**APPENDIX 1**

**Annual Accounts, Management Report, Audit Report**

**APPENDIX 2**

**Consolidated Accounts, Management Report, Audit Report**