



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 **1, Boulevard de la Foire, L-1528 Luxemburgo** (Gran Ducado de Luxemburgo), **el día 23 de julio de 2014 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 en el Mémorial C, Recueil des Sociétés et Associations y el Tageblatt luxemburgueses, 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 20 de junio 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**")

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

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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 **1, Boulevard de la Foire, L-1528 Luxembourg, on 23 July 2014 at 4:00 p.m. CET**, in order to vote on the agenda referred to below.

**I. The agenda of the meeting is as follows:**

- 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.

## **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 9 July 2014 at midnight (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the general meeting of 23 July 2014.

Subject to the provisions below and no later than the Record Date, a shareholder wishing to attend the general meeting of 23 July 2014, in person or by proxy holder will have to demonstrate his/her willingness to do so by returning the declaration form confirming his/her participation, available on the website of the Company.

Holders of shares wishing to attend the general meeting of 23 July 2014 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 to the holder.

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 21 July 2014 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 of 23 July 2014, 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. 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 of 23 July 2014.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the Company on 1 July 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 8 July 2014. 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 21 July 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](mailto: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](http://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 20 June 2014,

Yours faithfully,

**The Board of Directors of the Company**

**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**")

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**DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL GENERAL MEETING OF THE  
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 23 JULY 2014**

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Dear shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the annual general meeting of the shareholders of the Company (the "**General Meeting**") to be held in the City of Luxembourg at **1, Boulevard de la Foire, L-1528 Luxembourg, on 23 July 2014 at 4:00 p.m. CET**, to discuss and to vote on the agenda (the "**Agenda**") indicated below.

The Agenda of the General Meeting is the following:

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.

#### PROPOSED RESOLUTIONS

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;

No resolution is required on this item:

2. Approval of the Annual Accounts

Proposed 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.*

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;

No resolution is required on this item:

4. Approval of the Consolidated Accounts;

Proposed 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.*

5. Allocation of the results of the Company in relation to the financial year ended 31 March 2014;

Proposed 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.*

6. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2014;

Proposed 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.*

7. Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2014;

Proposed 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.*

8. Ratification of the appointment of Mr. Robert A. Gray as independent director of the board of directors of the Company;

Proposed 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.*

9. Ratification of the appointment of Mr. James Hare as independent director of the board of directors of the Company;

Proposed 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.*

10. Ratification of the appointment of Mr. Philip C. Wolf as independent director of the board of directors of the Company;

Proposed 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.*



**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")

**DECLARATION OF ATTENDANCE FORM**  
(to be fully and compulsorily completed in block capital letters)

For the annual general meeting of the shareholders (the "General Meeting") of :

**eDreams ODIGEO (the "Company")**

to be held on 23 July 2014,

at 1, Boulevard de la Foire, L-1528 Luxembourg, at 4:00 p.m. CET

**Number of shares held (all of which are in dematerialised form):**

.....

**Shareholder identification:**

The undersigned (the "Shareholder"),

**Name:**

.....

**Contact details:**

-

**Address:**

.....

- **E-mail address:**

**Telephone number:** .....

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

**1. I, as Shareholder, wish to attend the General Meeting.**

*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.*

**2. I, as Shareholder, will not attend the General Meeting.**

**Important**

**This declaration of attendance form shall be sent no later than 9 July 2014 at midnight (Luxembourg time), 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 23 July 2014 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 available on the website of the Company, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on 21 July 2014 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.

**Executed in ..... on..... , 2014**

**Signature**

**Name:** .....

**Title / Represented by:** .....

**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")

**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><b><u>eDreams ODIGEO (the "Company")</u></b></p> <p>to be held on 23 July 2014,</p> <p>at 1, Boulevard de la Foire, L-1528 Luxembourg, at 4:00 p.m. CET</p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
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<p><b>Shareholder identification:</b></p> <p>The undersigned (the "Principal"),</p> <p><b>Name:</b></p> <p>.....</p> <p><b>Contact details:</b></p> <p>- ..... <b>Address:</b></p> <p>- <b>E-mail address:</b></p> <p><b>Telephone number:</b> .....</p>	
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**Choose one of the 3 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> 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> I empower (the "Attorney") to vote in my name with the following voting instructions. 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>
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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;

**No resolution required on this item**

2. Approval of the Annual Accounts;

**For**       **Against**       **Abstention**

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;

**No resolution required on this item**

4. Approval of the Consolidated Accounts;

**For**       **Against**       **Abstention**

5. Allocation of the results of the Company in relation to the financial year ended 31 March 2014;

**Proposed 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.*

**For**       **Against**       **Abstention**

6. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2014;

**For**       **Against**       **Abstention**

7. Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2014;

**For**       **Against**       **Abstention**

8. Ratification of the appointment of Mr. Robert A. Gray as independent director of the board of directors of the Company

**Proposed 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.*

**For**       **Against**       **Abstention**

9. Ratification of the appointment of Mr. James Hare as independent director of the board of directors of the Company

**Proposed 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.*

**For**       **Against**       **Abstention**

10. Ratification of the appointment of Mr. Philip C. Wolf as independent director of the board of directors of the Company

**Proposed 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.*

**For**       **Against**       **Abstention**

11. 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 attendance and proxy form shall be sent by no later than 21 July 2014, 4:00 p.m. 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 attendance and proxy form received after such deadline shall be disregarded.**

**The present attendance and 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 attendance and 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 attendance and 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..... , 2014**

**Signature**

**Name:** .....

**Title / Represented by:** .....

**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")

**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 :</p> <p><u>eDreams ODIGEO (the "Company")</u></p> <p>to be held on 23 July 2014,</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> <p><u>Number of votes to be exercised:</u></p> <p>.....</p>
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<p>Shareholder identification:</p> <p>The undersigned (the "Shareholder"),</p> <p>Name: .....</p> <p>Contact details:</p> <p>- ..... Address:</p> <p>- E-mail address: .....</p> <p>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;"><b><u>Agenda of the General Meeting</u></b></p> <ol style="list-style-type: none"><li>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;</li><li>2) Approval of the Annual Accounts;</li><li>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;</li><li>4) Approval of the Consolidated Accounts;</li><li>5) Allocation of the results of the Company in relation to the financial year ended 31 March 2014;</li><li>6) Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2014;</li><li>7) Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2014;</li><li>8) Ratification of the appointment of Mr. Robert A. Gray as independent director of the board of directors of the Company.</li></ol>
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- 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.



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;

**No resolution required on this item**

2. Approval of the Annual Accounts;

**For**  **Against**  **Abstention**

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;

**No resolution required on this item**

4. Approval of the Consolidated Accounts;

**For**  **Against**  **Abstention**

5. Allocation of the results of the Company in relation to the financial year ended 31 March 2014;

**Proposed 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.*

**For**  **Against**  **Abstention**

6. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2014;

**For**  **Against**  **Abstention**

7. Discharge of Deloitte Audit for the exercise of its mandate as certified auditor of the Company until 31 March 2014;

**For**  **Against**  **Abstention**

8. Ratification of the appointment of Mr. Robert A. Gray as independent director of the board of directors of the Company

**Proposed 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.*

**For**  **Against**  **Abstention**

9. Ratification of the appointment of Mr. James Hare as independent director of the board of directors of the Company

**Proposed 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.*

**For**  **Against**  **Abstention**

10. Ratification of the appointment of Mr. Philip C. Wolf as independent director of the board of directors of the Company

**Proposed 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.*

**For**       **Against**       **Abstention**

11. 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 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 sent by no later than 21 July, 4:00 p.m. 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 voting form received after such deadline shall be disregarded.**

**The present voting form must be accompanied by a certificate evidencing the Shareholder'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 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 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..... , 2014

Signature

Name: .....

Title / Represented by: .....

**eDreams ODIGEO**  
*Société anonyme*  
Registered office: 282, route de Longwy, L-1940 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 159.036

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**CURRENT MEMBERS OF BOARD OF DIRECTORS**  
**- Public information -**

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**Javier Pérez-Tenessa de Block**

Mr. Pérez-Tenessa is the Chief Executive Officer of eDreams ODIGEO and the Chairman of the Board of Directors. Prior to founding eDreams ODIGEO, he held various positions in companies such as the European Aeronautic Defense and Space Company N.V. (EADS), McKinsey & Company and Netscape Communications Corporation. He has served as a member of the board of directors of the eDreams ODIGEO Group and Vueling Airlines S.A. He currently also acts as a board member of IIPIR Software Development, SL. He received his aerospace engineering degree from *Universidad Politécnica* de Madrid and his MBA from Stanford University.

Mr. Pérez-Tenessa was appointed as Executive Director for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014 and he currently holds 1.9€ of total shares of eDreams ODIGEO.

**Mauricio Prieto Prieto**

Mr. Prieto is the Head of Corporate Development of eDreams ODIGEO and a member of the Board of Directors. Prior to joining eDreams ODIGEO in 1999, Mr. Prieto occupied the positions of head of business development at Charles Schwab and consultant at Booz Allen Hamilton. Mr. Prieto received his Bachelor's degree from Princeton University and his MBA from the University of California at Berkeley.

Mr. Prieto was appointed as Executive Director for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014 and he currently holds 0.3% of total shares of eDreams ODIGEO.

**Benoit Vauchy**

Mr. Vauchy joined the Group in 2011 as Non-Executive Director of Opodo Limited and also previously served as the Chairman of the Group's Audit Committee. He is currently a Partner and the Head of the Paris Office at Permira. Whilst at Permira, he served on the board and was the Chairman of the Audit Committee at NDS Group Ltd., an investee company of the Permira Funds. Prior to joining Permira in 2006, he spent most of his career in leveraged finance including at J.P. Morgan in London.

Mr. Vauchy was appointed as Propriety Director (affiliated with the Permira funds) for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014.

### **Carlos Mallo**

Mr. Mallo joined the Group in 2011 as a Non-Executive Director of Opodo Limited. He is currently a member of the Permira Board of Directors, serving on Permira's Executive and Investment Committee and is the Head of the Madrid Office. In addition to eDreams ODIGEO, he also serves on the boards of other Permira investments, including Telepizza and Cortefiel. Prior to joining Permira in 2003, he worked for 3i Group in the United Kingdom and Spain, where he was the Head of the Barcelona Office in his last role.

Mr. Mallo was appointed as Propriety Director (affiliated with the Permira funds) for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014.

### **Lise Fauconnier**

Ms. Fauconnier joined Ardian in 1998. Before joining Ardian, she worked as an Investment Manager at Euris. As a Managing Director at Ardian, she notably led investments in Newrest, ODIGEO and Camaieu. She is also a board member of Linedata, a company listed on Euronext. She began her career at Clinvest as a project manager in the mergers, acquisitions and restructuring department.

Ms. Fauconnier was appointed as Propriety Director (affiliated with the Ardian funds) for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014.

### **Philippe Poletti**

Mr. Poletti joined Ardian in 1999 and is currently the Senior Managing Director at Ardian in charge of the Mid Market Enterprise Capital funds for France, Germany and Italy. He has worked as the leading Managing Director on a number of projects, including Icare, Spotless, Photonis, Vulcanic, Titanite, Larivière, Cornhill France, Novacap and Anios. Prior to joining Ardian, he was the Head of Mergers, Acquisitions and Divestments at DMC, a textile group, between 1997 and 1999. Prior to his role at DMC, he was with the Desnoyers Group (a copper tube manufacturer) in a number of roles and was a consultant at Solving International in Paris and Milan. He is also member of the board of Ardian France.

Mr. Poletti was appointed as Propriety Director (affiliated with the Ardian funds) for a period of three years by the Shareholders Meeting held on 18<sup>th</sup> of March, 2014.

### **James O. Hare**

Mr. Hare is an internet entrepreneur and angel investor, and is currently mentoring and managing multiple start-ups in Europe and Asia. He was the co-founder and President of eDreams. He formerly held management roles in international marketing and corporate development for Electronics For Imaging and Netscape. In addition, he has founded software company in Kiev, produced software titles for Ubi Soft, and he was a planner for the Davos World Economic Forum.

Mr. Hare was appointed as Independent Director for a period of three years by the Shareholders Meeting held on 8<sup>th</sup> of April, 2014 and he currently holds 0.2% of total shares of eDreams ODIGEO.

### **Philip C. Wolf**

Mr. Wolf, globally renowned travel guru, is the retired Chairman of PhoCusWright Inc., an independent travel, tourism and hospitality research firm specializing in the impact of technology and innovation on

the world's third largest industry. The pioneer of Travel 2.0, he founded PhoCusWright in 1994 and grew the firm into the research authority on how travellers, suppliers and intermediaries connect. He is the architect of the annually acclaimed PhoCusWright Conference; the event's provocative Center Stage themes are relied upon as industry bellwethers, quickly becoming accepted wisdom each year. He is a magna cum laude graduate of Duke University and holds an MBA from Vanderbilt University. In addition to eDreams ODIGEO, he serves as board director for companies on four continents:

India: MakeMyTrip (NASDAQ: MMYT), ([makemytrip.com](http://makemytrip.com))

Canada: QuickMobile, chairman ([quickmobile.com](http://quickmobile.com))

Russia: Travel.ru ([oktogo.ru](http://oktogo.ru), [travel.ru](http://travel.ru))

Canada & USA: Hopper ([hopper.com](http://hopper.com))

USA: BookingMarkets ([dashbell.com](http://dashbell.com))

Germany: TrustYou ([trustyou.com](http://trustyou.com))

Mr. Wolf was appointed as Independent Director for a period of three years by the Shareholders Meeting held on 8<sup>th</sup> of April, 2014.

#### **Robert A. Gray**

Mr. Gray has been the Chief Financial Officer and an Executive Director of UBM plc since September, 2009. He was previously Chief Financial Officer of Codere S.A. in Spain from February 2004. He began his career at J.P. Morgan & Co., where he worked in a number of senior investment banking roles, including in the former Soviet Union and in Latin America. From 1999 to 2004, he worked at Deutsche Bank as Managing Director, Latin American Investment Banking. He has extensive experience in mergers and acquisitions, capital-raising across a broad range of markets, industries and geographies, building businesses in international markets, notably in emerging markets in Latin America and Asia, and in transforming corporate financial functions to support growth and access to capital markets. An American citizen, Mr. Gray received a BA from Dartmouth College and an MBA from Harvard Business School.

Mr. Gray was appointed as Independent Director for a period of three years by the Shareholders Meeting held on 8<sup>th</sup> of April, 2014.