

HECHO RELEVANTE

De conformidad con lo previsto en el artículo 17 del Reglamento (UE) n° 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 que su Consejo de Administración ha acordado convocar **Junta General Ordinaria de Accionistas** el próximo día 28 de julio de 2017, a las 13:00 horas CEST, en la sede social de la Sociedad:

Boulevard de la Foire, 1

L-1528 Luxemburgo

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

En Luxemburgo, a 28 de junio de 2017

eDreams ODIGEO

eDreams ODIGEO
Société anonyme
Registered office: 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 a DECLARATION of ATTENDANCE with the Company before **23.59h (CEST) on 14 JULY 2017***

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 28 July 2017 at 13:00h CEST**, ("the **General Meeting**") in order to vote on the agenda referred to below.

I. The agenda of the meeting is as follows:

- 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.

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 **14 July 2017 at 23:59h** (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meeting.

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 FORM via CORRESPONDENCE MUST RETURN the DECLARATION of ATTENDANCE FORM confirming his/her PARTICIPATION before 23:59h (CEST) ON 14 JULY 2017 the RECORD DATE.

Holders of shares wishing to attend the General Meeting in person are invited to ask the financial institution managing their securities account to provide a **certificate 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 General Meeting in person and wishing to be represented are required to return the **proxy form provided by the Company** on the Company's website, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on **26 July 2017 at 13:00h CEST**.

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 **26 July 2017 at 13:00h CEST**. 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 **6 July 2017** 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 **13 July 2017**. 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 voting must be accompanied by a certificate evidencing the relevant shareholders' capacity as shareholder on the Record Date.

The Company will only take into account voting forms received by **26 July 2017 at 13:00h CEST.**

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
Grand Duchy of 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):

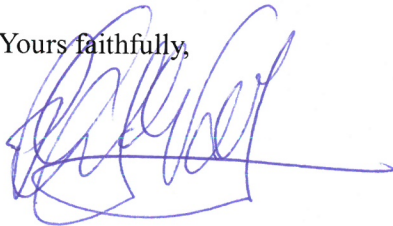
- the present convening notice;
- the total number of shares and the voting rights as at the date of this convening notice;
- the documents to be submitted to the annual general shareholders' meeting;
- the draft resolutions of the annual shareholders' meeting;
- the declaration, proxy and voting forms;
- 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 27 June 2017

Yours faithfully,

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

The Board of Directors of the Company

To the Shareholders of eDreams ODIGEO, S.A.

Notice of Annual General Meeting of the Company on 28 July 2017 at 13:00h CEST, 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 written vote or in person must file an acknowledgement form (the “**Declaration of Attendance Form**”) with the Company by **23:59h CEST on 14 July 2017** (the “**Record Date**”), at investors@edreamsodigeo.com or at the Company’s registered office (“**Step 1**”).

Please be aware that unless you have completed Step 1 and completed the **Declaration of Attendance by the Record Date** (informing of your intention to participate by proxy, by written vote or in person) Luxembourg law states that a shareholder is not allowed to submit any proxy or written vote after the Record Date. Therefore, we **highly recommend** to all those intending on participating **to submit all relevant information and documents** (the Declaration of Attendance Form, Certificate evidencing the principal's capacity as shareholder, and Proxy or Voting Forms) **before 14 July 2017 (Record Date) to ensure the participation would be granted.**

Once Step 1 has been completed by the Record Date through the Declaration of Attendance 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 **26 July 2017 at 13:00 CEST.**

Any shareholder wishing to attend in person must provide a Certificate evidencing its capacity as shareholder of the Company before attending the general meeting of shareholders, in addition to the relevant Declaration of Attendance Form.

Luxembourg, on 27 June 2017

eDreams ODIGEO

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Registered office: Boulevard de la Foire, L-1528 Luxembourg
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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 (CEST) on 14 JULY 2017

<p>For the annual general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 28 July 2017, at 1, Boulevard de la Foire, L-1528 Luxembourg, at 13:00h CEST</p>	<p><u>Number of shares held (all of which are in dematerialised form):</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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Choose one of the 2 options and tick the corresponding box, then date and sign below:

<p><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 proxy or voting form provided by the Company in connection with the General Meeting.</i></p> <p><input type="checkbox"/> 2. I, as Shareholder, will not attend the General Meeting.</p>
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Important

THIS DECLARATION OF ATTENDANCE FORM SHALL BE SENT NO LATER THAN 14 JULY 2017 AT 23:59h (CEST), AS DESCRIBED IN THE CONVENING NOTICE, TO:

eDreams ODIGEO
1, Boulevard de la Foire,
L-1528 Luxembourg
Grand Duchy of 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 28 July 2017 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 26 July 2017 at 13:00h CEST.

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....., 2017

Signature

Name:

Title / Represented by:

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

A SHAREHOLDER wishing to PARTICIPATE by PROXY MUST FILE this PROXY FORM with the Company before 13:00h (CEST) on 26 JULY 2017

<p>For the annual general meeting of the shareholders (the "General Meeting") of : eDreams ODIGEO (the "Company") to be held on 28 July 2017, at 1, Boulevard de la Foire, L-1528 Luxembourg, at 13:00h CEST</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u> </p>
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<p>Shareholder identification: The undersigned (the "Principal"), Name: Contact details: - Address: - E-mail address: Telephone number:</p>
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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, and I empower (the "Attorney") to vote in my name and on my behalf as the Attorney may deem fit 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, and 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>

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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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

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For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

No resolution required on this item

8. Approval of the Annual Accounts;

Proposed resolution

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.

For **Against** **Abstention**

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;

No resolution required on this item

10. Approval of the Consolidated Accounts;

Proposed resolution

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.

For **Against** **Abstention**

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11. Allocation of the results of the Company in relation to the financial year ended 31 March 2017;

Proposed resolution

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.

For **Against** **Abstention**

12. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2017;

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 of the Company in respect of the performance of their duties during the financial year ended 31 March 2017.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

14. 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 of the Company shall be set at €4,119,000 as detailed in the remuneration report.

For **Against** **Abstention**

15. 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**

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16. 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**

17. 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 26 July 2014, 13:00h CEST, as described in the convening notice, to:

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

Any proxy form received after such deadline shall be disregarded.

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THE 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 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 organization 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 proxy form.

<p>Executed in on..... , 2017</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
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VOTING FORM
 (to be fully and compulsorily completed in block capital letters)

A SHAREHOLDER wishing to PARTICIPATE by VOTING MUST FILE this VOTING FORM with the Company before 13:00h (CEST) on 26 JULY 2017

For the annual general meeting of the shareholders (the "General Meeting") of : eDreams ODIGEO (the "Company") to be held on 28 July 2017, at 1, Boulevard de la Foire, L-1528 Luxembourg, at 13:00h CEST	<u>Number of shares held (all of which are in dematerialised form):</u> <u>Number of votes to be exercised:</u>
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Shareholder identification: The undersigned (the "Shareholder"), Name: Contact details: - Address: - E-mail address: Telephone number:

For each of the below resolutions, please choose one of the 3 options and tick the corresponding box, then date and sign below:

<u>Agenda of the General Meeting</u>
<ol style="list-style-type: none"> 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

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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.

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036
(the "**Company**")

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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;

No resolution required on this item

8. Approval of the Annual Accounts;

Proposed resolution

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.

For **Against** **Abstention**

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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;

No resolution required on this item

10. Approval of the Consolidated Accounts;

Proposed resolution

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.

For **Against** **Abstention**

11. Allocation of the results of the Company in relation to the financial year ended 31 March 2017;

Proposed resolution

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.

For **Against** **Abstention**

12. Discharge to the directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2017;

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 of the Company in respect of the performance of their duties during the financial year ended 31 March 2017.

For **Against** **Abstention**

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;

Proposed resolution

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.

For **Against** **Abstention**

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14. 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 of the Company shall be set at €4,119,000 as detailed in the remuneration report.

For **Against** **Abstention**

15. 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**

16. 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**

17. Miscellaneous.

<p>If amendments or new resolutions were to be presented, I irrevocably give power to:</p> <p>.....</p> <p>(the "Attorney ") to vote in my name and on my behalf as it may deem fit, unless I tick the box below:</p> <p style="text-align: center;">I abstain <input type="checkbox"/></p>
--

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

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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 26 July, 13:00h CEST, as described in the convening notice, to:

eDreams ODIGEO
1, Boulevard de la Foire
L-1528 Luxembourg
Grand Duchy of 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 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.

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Executed in **on**....., **2017**

Signature

Name:

Title / Represented by: