

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER FOR SALE OF, OR A SOLICITATION OF AN OFFER TO BUY, THE SECURITIES REFERRED TO HEREIN IN ANY JURISDICTION, INCLUDING THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW. THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

## RELEVANT INFORMATION

In accordance with article 227 of the consolidated text of the Spanish Securities Market Law approved by Royal Legislative Decree 4/2015 of 23 October, and any implementing regulations, eDreams ODIGEO S.A. (the "**Company**") announces today that it has priced an offering of €375 million senior secured notes due 2027 which will accrue interest at a fixed annual rate of 5.5 % payable semi-annually (the "**Notes**"). The settlement of the Notes is expected to occur on or around 2 February 2022 (the "**Settlement Date**").

It is hereby attached a [press release](#) prepared by the Company in relation with the transaction.

The net proceeds of the offering of the Notes, along with part of the proceeds of the Company's recent capital raise (which closed on 13 January 2022) and existing cash on balance sheet, are expected to be used, following the Settlement Date, to redeem in full the Company's outstanding €425.0 million 5.50% Senior Secured Notes due 2023 issued on 25 September 2018 (the "**2023 Notes**"), to pay commissions, fees and other expenses (including early redemption premia) associated with the offering of the Notes and the redemption of the 2023 Notes, and for general corporate purposes. This announcement is not a notice of redemption in respect of the 2023 Notes.

The offering of Notes is part of a broader refinancing transaction which also includes a further amendment of the Company's existing super senior revolving facilities agreement (the "**SSRCF**"), originally dated 4 October 2016 (as amended and restated on 18 September 2018), between the Company and certain of its subsidiaries and Société Générale, as agent and security agent, which is expected to become effective on the Settlement Date and comprise a €180.0 million super senior revolving credit facility and a super senior bank guarantee facility (such guarantee facility initially with zero commitments with the ability to increase the commitments through use of the accordion feature). The effectiveness of the SSRCF amendment agreement is subject to certain conditions, which are expected to be satisfied on the Settlement Date.

The obligations under the Notes and the SSRCF will be guaranteed by certain of the Company's subsidiaries and secured by certain assets of the Company.

The Notes will be governed by the laws of the State of New York, and will be offered and sold (i) in the United States of America, to persons reasonably believed to be Qualified Institutional Buyers (as such term is defined in Rule 144A ("Rule 144A") under the U.S. Securities Act of 1933, as amended (the "Securities Act")), in reliance on Rule 144A, and (ii) outside of the United States of America, in offshore transactions to certain non-U.S. persons in accordance with Regulation S under the Securities Act.

The Company has applied for the admission of the Notes to the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market of the Luxembourg Stock Exchange.

Madrid, January 19, 2022

**eDreams ODIGEO**

### **About eDreams ODIGEO**

eDreams ODIGEO is one of the world's largest online travel companies and one of the largest e-commerce businesses in Europe. Under its four leading online travel agency brands – eDreams, GO Voyages, Opodo, Travellink, and the metasearch engine Liligo – it serves more than 17 million customers per year across 45 markets. Listed on the Spanish Stock Market, eDreams ODIGEO works with over 660 airlines. The business conceptualised Prime, the first subscription product in the travel sector which has over 2 million members since launching in 2017. The brand offers the best quality products in regular flights, low-cost airlines, hotels, dynamic packages, cruises, car rental and travel insurance to make travel easier, more accessible, and better value for consumers across the globe.

*The information contained herein is not for release, publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Australia, South Africa or Japan or any other jurisdiction in which the distribution or release would be unlawful.*

*This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities of eDreams ODIGEO S.A. (the "Company") in the United States, and this press release does not constitute a "prospectus" within the meaning of the U.S. Securities Act of 1933, as amended (the "Securities Act").*

*None of the securities of the Company have been or will be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A under the Securities Act. The Company has not authorized any offer to the public of securities in the United States, the United Kingdom or in any Member State of the European Economic Area.*

*In any Member State of the European Economic Area, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "Prospectus Regulation").*

*This document is being distributed only to and is directed only at: (a) persons who are outside the United Kingdom; (b) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (c) high net worth entities falling within Article 49(2) of the Order and (d) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this preliminary offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

*Certain statements included within this announcement may constitute "forward-looking statements" that reflect the Company's intentions, beliefs or current expectations. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company's strategy, plans, objectives, goals and targets, including those related to the completion of the offering and redemption of securities. The Company's ability to achieve its projected results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions. Accordingly, no assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement. Additionally, forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. All forward-looking statements included herein are based on information available to the Company as of the date hereof and the delivery of this*

*document does not imply that the information contained herein is correct as at any time subsequent to the date hereof. The Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.*

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER FOR SALE OF, OR A SOLICITATION OF AN OFFER TO BUY, THE SECURITIES REFERRED TO HEREIN IN ANY JURISDICTION, INCLUDING THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW. THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

## eDreams ODIGEO successfully refinances its debt

**Barcelona, January 19, 2022-** eDreams ODIGEO (the "**Company**"), Europe's largest online travel company, the second largest in terms of flights globally and one of the largest European e-commerce businesses, today announces that it has priced an offering of €375 million senior secured notes due 2027 which will accrue interest at a fixed annual rate of 5.5% payable semi-annually (the "**Notes**"). The settlement of the Notes is expected to occur on or around 2 February 2022 (the "**Settlement Date**").

The net proceeds of the offering of the Notes, along with part of the proceeds of the Company's recent capital raise (which closed on 13 January 2022) and existing cash on balance sheet, are expected to be used, following the Settlement Date, to redeem in full the Company's outstanding €425.0 million 5.50% Senior Secured Notes due 2023 issued on 25 September 2018 (the "**2023 Notes**"), to pay commissions, fees and other expenses (including early redemption premia) associated with the offering of the Notes and the redemption of the 2023 Notes, and for general corporate purposes. This announcement is not a notice of redemption in respect of the 2023 Notes.

**David Elízaga, Chief Financial Officer, said:** *"We are truly pleased with the trust that the financial markets have placed in the strength of our business model and winning strategy. This renewed support from our investor base allows us to lengthen our bond maturity with more flexible conditions, and most importantly, to reduce our yearly interest expense by more than €2 million, which is excellent news for our Company considering the current global context of rising interest rates.*

*With this strategic operation we take yet another step to further strengthen our capital structure, to ensure that we are best positioned to continue reinventing travel as the leaders of our industry. Coupled with our ongoing outperformance against our peers and the continued success of Prime, the world's leading travel subscription programme, this transaction will allow us to pursue our next phase of growth with a stronger balance sheet and greater financial flexibility."*

The offering of Notes is part of a broader refinancing transaction which also includes a further amendment of the Company's existing super senior revolving facilities agreement (the "**SSRCF**"), originally dated 4 October 2016 (as amended and restated on 18 September 2018), between the

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

Company and certain of its subsidiaries and Société Générale, as agent and security agent, which is expected to become effective on the Settlement Date and comprise a €180.0 million super senior revolving credit facility and a super senior bank guarantee facility (such guarantee facility initially with zero commitments with the ability to increase the commitments through use of the accordion feature). The effectiveness of the SSRFC amendment agreement is subject to certain conditions, which are expected to be satisfied on the Settlement Date.

The obligations under the Notes and the SSRFC will be guaranteed by certain of the Company's subsidiaries and secured by certain assets of the Company.

**-ENDS-**

### **About eDreams ODIGEO**

eDreams ODIGEO is one of the world's largest online travel companies and one of the largest e-commerce businesses in Europe. Under its four leading online travel agency brands – eDreams, GO Voyages, Opodo, Travellink, and the metasearch engine Ligo – it serves more than 17 million customers per year across 45 markets. Listed on the Spanish Stock Market, eDreams ODIGEO works with over 660 airlines. The business conceptualised Prime, the first subscription product in the travel sector which has over 2 million members since launching in 2017. The brand offers the best quality products in regular flights, low-cost airlines, hotels, dynamic packages, cruises, car rental and travel insurance to make travel easier, more accessible, and better value for consumers across the globe.

\*\*\*

*The information contained herein is not for release, publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Australia, South Africa or Japan or any other jurisdiction in which the distribution or release would be unlawful.*

*This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities of eDreams ODIGEO S.A. (the "Company") in the United States, and this press release does not constitute a "prospectus" within the meaning of the U.S. Securities Act of 1933, as amended (the "Securities Act").*

*None of the securities of the Company have been or will be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A under the Securities Act.*

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

*The Company has not authorized any offer to the public of securities in the United States, the United Kingdom or in any Member State of the European Economic Area.*

*In any Member State of the European Economic Area, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the “Prospectus Regulation”).*

*This document is being distributed only to and is directed only at: (a) persons who are outside the United Kingdom; (b) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), (c) high net worth entities falling within Article 49(2) of the Order and (d) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). Any investment or investment activity to which this preliminary offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

*Certain statements included within this announcement may constitute “forward-looking statements” that reflect the Company’s intentions, beliefs or current expectations. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company’s strategy, plans, objectives, goals and targets, including those related to the completion of the offering and redemption of securities. The Company’s ability to achieve its projected results is dependent on many factors which are outside management’s control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions. Accordingly, no assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement. Additionally, forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. All forward-looking statements included herein are based on information available to the Company as of the date hereof and the delivery of this document does not imply that the information contained herein is correct as at any time subsequent to the date hereof. The Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.*

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**