

INSIDE INFORMATION

In accordance with article 226 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**”) informs that the Board of Directors of the Company, at its meeting held on 28 May 2024, has approved to launch a partial and voluntary public tender offer over its own shares, offering a cash consideration (the “**Offer**”), in accordance with the provisions of article 13 of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities (the “**Royal Decree 1066/2007**”).

Pursuant to the provisions of article 16 of Royal Decree 1066/2007, attached to this communication is the prior announcement of the Offer, which has been prepared in accordance with Circular 8/2008, of 10 December, of the Spanish Securities Market Commission. The aforementioned announcement contains the main characteristics of the Offer, which is subject to the mandatory authorization of the Spanish Securities Market Commission.

Madrid, 30 May 2024

eDreams ODIGEO

PRIOR ANNOUNCEMENT OF THE APPLICATION FOR AUTHORISATION OF THE TENDER OFFER FOR THE ACQUISITION OF ITS OWN SHARES LAUNCHED BY EDREAMS ODIGEO, S.A.

This announcement is released in compliance with Royal Decree 1066/2007 of 27 July on the rules for public tender offers for securities (the “**Royal Decree 1066/2007**”) and includes the main characteristics of the partial tender offer (the “**Offer**”), at a price of 6.90 euro per share (the “**Offer Price**”), subject to the prior mandatory authorisation of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (the “**National Securities Market Commission**”).

The detailed terms and conditions of the Offer will be included in the prospectus to be published on obtaining the authorisation.

1. OFFERING AND TARGET COMPANY DETAILS

The offering company, which is also the target company, is eDreams ODIGEO, S.A. (“**eDreams**” or the “**Company**”), a Spanish public limited company (*sociedad anónima*) incorporated and existing under Spanish law, with registered office in Calle López de Hoyos, 35, 28002 (Madrid) and holding tax identification number (*NIF*) A-02850956.

The share capital of the Company stands at €12,760,505.90 and is divided into 127,605,059 ordinary shares, of a single class and series, with a nominal value of €0.10 each, represented in book-entry form and fully subscribed and paid up. Each share entitles the holder to one vote at the general shareholders’ meeting.

The Company has not issued any other securities or instruments that might entitle the holder to directly or indirectly subscribe to or acquire shares of eDreams.

The total number of the Company’s shares are admitted to trading on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia for trading through the Stock Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).

For the purposes of the provisions of Article 4 of Law 6/2023, of March 17, of the Securities Markets and Investment Services Law (the “**Securities Market Law**”), the Company is not controlled directly or indirectly, individually or jointly, by any person or entity.

2. DECISION TO LAUNCH THE TENDER OFFER

The Company approved the decision to launch the Offer under the resolutions approved by its board of directors, on 28 May 2024, based on the resolutions approved by the general shareholders’ meeting of eDreams held on 22 September 2021, under item ten of the agenda. Further, the board of directors of eDreams resolved to grant a special power of attorney in favour of different persons granting them, among others, the faculties to apply for the Offer’s authorisation and to draft, sign and file the prospectus and any other amendments thereof as well as any additional documents required pursuant to Royal Decree 1066/2007, including any action, statement or proceedings before the National Securities Market

Commission or any other appropriate agency for the purposes of executing the Offer on behalf of the Company.

3. FILING OF THE OFFER

The Company will file the application for the Offer's authorisation, together with the prospectus and the remaining documents required with the National Securities Market Commission, pursuant to article 17 of Royal Decree 1066/2007.

The Company expects to file the application for authorization during the first half of the maximum period of one month following the date of this announcement provided for in the above-mentioned article 17 of Royal Decree 1066/2007.

4. TYPE OF OFFER

The Offer is considered voluntary and partial in accordance with article 13 of Royal Decree 1066/2007.

5. INTEREST HELD BY THE OFFERING COMPANY IN THE TARGET COMPANY

The offering company, which is also the target company, is eDreams.

As of the date hereof, the Company holds, directly and indirectly¹, 3,761,300 treasury shares representing 2.95% of the share capital and voting rights of the Company. During the twelve months prior to this announcement, the Company acquired 986,235 shares representing 0.77% of its share capital and voting rights, at a maximum price of €7.12 per share.

During the time period specified above, the Company does not have, directly or indirectly, through subsidiaries or members of their group, or through an intermediary or any person or entity acting on behalf of the Company, acting together with it or any other way, a transaction involving the shares issued by the Company or securities that gives the right to subscribe or acquire them and which directly or indirectly produces voting rights.

For the purposes of the Offer, it is hereby stated that the Company is not acting together with any person or entity.

6. SECURITIES AND EXCHANGE MARKETS AFFECTED BY THE OFFER

The Offer is addressed to all holders of eDreams' shares and targets the acquisition of a maximum of 4,550,864 shares of eDreams, representing 3.57% of its share capital. The terms of the Offer are identical for all the Company's shares targeted, including the Offer Price of 6.90 euro per share.

The Company's share capital is divided into 127,605,059 ordinary shares with a par value of 0.10 euros each. The Offer is not addressed to the 3,761,300 treasury shares representing 2.95% of the share capital and voting rights of the Company, which will be immobilized until the end of the Offer.

¹ Out of the total of 3,761,300 treasury shares, 2,067,701 shares are considered as direct treasury shares as they are owned by the Company and 1,693,599 shares are considered as indirect treasury shares as they are owned by the wholly-owned subsidiary of the Company eDreams International Network, S.L.

Consequently, deducting the treasury shares that have been immobilized, the Offer is addressed to 4,550,864 eDreams shares, representing 3.67% of the share capital and voting rights of the Company, and targets the maximum number of eDreams shares referred to above.

If the total number of securities in the declarations of acceptance exceeds the maximum limit of the Offer, the pro rata system to be applied for the settlement of the transaction is that of article 38.1 of Royal Decree 1066/2007.

The Offer will be launched exclusively on the Spanish market to all the Company's shareholders, irrespective of their nationality or residence. However, this announcement and its content do not constitute a launch or release of the Offer in any jurisdiction where the launch or release may be deemed illegal. Therefore, this announcement will not be published or otherwise addressed to jurisdictions or territories in which the Offer would be deemed illegal or in which additional documentation is required to be registered or published. Those receiving this announcement may not distribute or address it to the aforementioned jurisdictions or territories.

For this purpose, shareholders of eDreams who reside outside Spain and decide to participate in the Offer are informed that the Offer may be subject to legal and regulatory restrictions other than those referred to in Spanish law. Those shareholders resident outside Spain and choosing to participate in the Offer must comply with those rules and, therefore, their verification, enforceability and consequences.

7. OFFER PRICE

The Offer will be executed as a purchase agreement. The consideration of the Offer is 6.90 euro per share. The Offer Price will be fully paid in cash.

The Offer is a voluntary offer and the price has been freely determined by the Company in accordance with the provisions of article 13.5 of Royal Decree 1066/2007. The Company will not provide any report on the valuation of its shares prepared by any independent expert. As a result, the Offer Price shall not be deemed an equitable price for the purposes of Royal Decree 1066/2007.

The Company has the necessary funds available to satisfy the Offer Price in full.

The Offer Price has been calculated on the basis that the Company does not pay its shareholders any dividend, reserve, bonus or other distribution of such nature to its shareholders from the date hereof to the publication of the outcome of the Offer (the "**Shareholder's Distribution**"). As a consequence, the gross amount per share of Shareholder's Distribution, if any, paid by the Company among its shareholders prior to the publication of the outcome of Offer, will be deducted from the Offer Price.

8. CONDITIONS TO WHICH THE OFFER IS SUBJECT

The effectiveness of the Offer is not subject to the satisfaction of any conditions and, in particular, is not conditioned on obtaining a minimum number of acceptances, thus the Offer will be valid and effective regardless of the number of acceptances received at the end of the acceptance period.

9. ANTITRUST FILINGS AND AUTHORISATIONS REQUIRED BY OTHER SUPERVISOR ORGANISMS

The acquisition of eDreams' shares by means of the Offer is not subject to any obligation, prior to or following its launch, to file with or obtain an authorisation from the European Commission, or the Spanish National Markets and Competition Commission, or any other non-European commission authority, in accordance with Council Regulation (EC) 139/2004 of 20 January, on the control of concentrations between undertakings and the Spanish Competition Law 15/2007 of 3 July, respectively, and other applicable regulations.

Other than the National Securities Market Commission's authorisation for launching the Offer, the Offer is not subject to any notification obligation from any other administrative authority, nor to obtaining any other administrative authorisation, whether Spanish or foreign.

10. AGREEMENTS RELATED TO THE OFFER

The Company expressly states that there is no agreement of any kind between the Company and its shareholders, or partners of these, or members of the administrative, management and control bodies of all the above in connection with the Offer.

11. MEASURES REGARDING LISTING

The Company intends that its shares continue to be admitted to trading on the Stock Markets where they are currently listed. In this regard, it is hereby expressly stated that the Offer is not intended to exclude the Company's shares from trading.

Given the partial nature of the Offering, in no case shall the squeeze-out right set forth in articles 116 of the Securities Market Law and 47 of Royal Decree 1066/2007 be applicable.

12. OTHER INFORMATION

On February 28, 2024, eDreams informed the market that the Board of Directors approved a share buyback plan to acquire up to a maximum of 5,537,099 eDreams shares for a maximum amount of €50 million to enable the Company to comply, until financial year 2027, with the obligations arising from the existing incentive plans for the delivery of shares, if any, to the beneficiaries thereof.

Given the current levels of daily trading volume of the Company's shares, which may cause the full execution of the repurchase program to take longer than desired, the Company has considered to replace the share buyback by the Offer referred to in this announcement. Such buyback program will be suspended following the publication of this prior announcement.

Therefore, with the Offer the Company intends to expedite the acquisition of shares to fund the existing incentive plans and, at the same time, to enable its shareholders to have a specific and one-off mechanism of liquidity for the potential transfer of its shares, in adequate conditions of transparency and equal treatment. In addition, the aforementioned liquidity facility, which is additional to the trading liquidity derived from the continued admission to trading of the shares of the Company on the Stock Exchanges,

facilitates the potential divestiture, at least partial, of those shareholders who wish to do so, without causing distortions in the price.

Since the shares acquired in the Offer will serve the needs of the existing employee incentive plans, the board of directors of the Company expresses its decision not to propose to the general shareholders' meeting of eDreams, within two years of the settlement of the Offer, a resolution to reduce its share capital in order to redeem the treasury shares acquired through the Offer.

Apart from that, in the opinion of the Company, there is no other information as of the date of this announcement that may be necessary for an adequate understanding of the offer, Other than the information included in this prior announcement or the press release attached hereto.

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In accordance with the provisions of Article 30.6 of Royal Decree 1362/2007, of October 19, 2007, which implements Law 24/1988, of July 28, 1988, on the Securities Market, in relation to the transparency requirements relating to information on issuers whose securities are admitted to trading on an official secondary market or other regulated market in the European Union, as of the date of this announcement, those shareholders of eDreams ODIGEO, S. A. that acquire securities carrying voting rights must notify the acquisition to the National Securities Market Commission if the percentage of voting rights held by them reaches or exceeds 1%. Likewise, shareholders already holding 3% of the voting rights will be required to report any transaction that involves a change in its holding.

In accordance with section 2.b) of Rule Five of Circular 1/2017, of April 26, 2017, of the National Securities Market Commission, on liquidity contracts, as of the date of this announcement, the operation of any liquidity contract of the Company, in the event that it exists, must be suspended. For these purposes, it is hereby stated for the record that the Company has not entered into any liquidity contract.

Madrid, 30 May 2024

eDreams ODIGEO, S.A.

P.p.

Mr. David Elízaga Corrales