

OTRA INFORMACIÓN RELEVANTE

De conformidad con lo previsto en el artículo 227 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 la **celebración de la Junta General Ordinaria de Accionistas**, que había sido debidamente convocada para el día de hoy en 4, rue du Fort Wallis L-2714, Luxemburgo, Gran Ducado de Luxemburgo.

La Junta ha quedado válidamente constituida con un quorum del 72,05% del capital social de la Sociedad y todas las propuestas detalladas en el orden del día se han aprobado con mayoría suficiente a tales efectos.

Se adjunta a continuación el texto íntegro del acta de la reunión, que también se encuentra a disposición de los accionistas en la página web corporativa de la Sociedad (<http://www.edreamsodigeo.com/>).

En Luxemburgo, a 22 de septiembre de 2020

eDreams ODIGEO

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Société anonyme

Registered office: 4, rue du Fort Wallis, L-2714, Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 159.036

(the "Company")

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE
COMPANY HELD IN LUXEMBOURG ON 22 SEPTEMBER 2020**

The annual general meeting of the shareholders of the Company (the "**General Meeting**") held in the City of Luxembourg at 4, rue du Fort Wallis, L-2714, Luxembourg, Grand Duchy of Luxembourg, being the registered office of the Company, is opened at 16:30h CEST. Mr. Guillaume Teissonnière is acting as chairman of the meeting (the "**Chairman**") pursuant to a proxy given by the chairman of the board of directors of the Company in accordance with article 14.9 of the Articles of Association of the Company (the "**Articles**").

The Chairman designates Mr. Xavier Picquet as scrutineer (the "**Scrutineer**") and Mr. Alexander Olliges as secretary ("the **Secretary**").

The Chairman declares and the General Meeting agrees:

- that general meeting has been duly convened through notices containing the below agenda published on the *Recueil électronique des sociétés et associations* under number RESA_2020_155.5 and in the *Tageblatt* number 160 on 13 July 2020 as well as on the website of the Luxembourg Stock Exchange on 9 July 2020; notices were also sent by registered mail to the members of the board of directors and the auditors of the Company.
- that the shareholders present or represented and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by such shareholders or their proxies;
- that, pursuant to the attendance list, out of the one hundred nine million five hundred ninety-nine thousand ninety-three (109,599,093) shares entitled to vote, a total of seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856) shares are duly present or represented at the meeting, representing a total quorum of seventy-two point zero five percent (72.05%), whereof seventy-eight million nine hundred fifteen thousand seven (78,915,007) shares have voted through a voting form;

- that the shareholders present or represented are informed of the conflicts of interest that have arisen during the Board of Directors' meetings of the Company that have taken place since the last shareholders' meeting of the Company;
- that the present General Meeting is duly constituted and can therefore validly deliberate on the following agenda:

AGENDA

1. *Presentation of the Integrated Annual Report for the financial year ended on 31 March 2020, with inclusion of:*
 - (i) *the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Company's Corporate Governance;*
 - (ii) *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 2020 (the "Consolidated Accounts") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and*
 - (iii) *the Standalone 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 2020 (the "Annual Accounts") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.*
2. *Approval of the Consolidated Accounts;*
3. *Approval of the Annual Accounts;*
4. *Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2020;*
5. *Renewal of the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2021;*
6. *Discharge to Ernst & Young for the exercise of its mandate as independent auditor of the Company until the financial year ended on 31 March 2020.*

7. *Appointment of Ms Carmen Allo Pérez as independent director of the Company, confirming the decision of the Board of Directors made on 24 March 2020 co-opting her as a director.*
8. *Renewal of the mandate of Ms Lise Fauconnier as proprietary director of the Company, as proposed by the Board of Directors on 24 March 2020;*
9. *Renewal of the mandate of Mr Pedro López de Guzmán as proprietary director of the Company, as proposed by the Board of Directors on 24 March 2020;*
10. *Renewal of the mandate of Mr Benoit Vauchy as proprietary director of the Company, as proposed by the Board of Directors on 24 March 2020;*
11. *Discharge to the current and former Directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2019;*
12. *Presentation of and advisory vote on the Annual Report on the Remuneration of the Directors of the Company;*
13. *Approval of the Annual Report on the Corporate Governance of the Company;*
14. *Miscellaneous.*

In accordance with article 441-7 of the law of 10 August 1915 on commercial companies, as amended, prior to taking any resolution, the General Meeting takes notes of those transactions submitted for approval to the Board of Directors of the Company for which any director has had a conflict of interest since the last general meeting of the shareholders. Following such acknowledgement, the General Meeting, after examining the agenda and having deliberated, takes the following resolutions:

Agenda Item 1 not being subject to a vote, the General Meeting proceeded, after the Presentation of the Integrated Annual Report, to the vote on Item 2.

FIRST RESOLUTION

The General Meeting acknowledges the Integrated Annual Report for the financial year ended on 31 March 2020, with inclusion of:

(i) the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Company's Corporate Governance;

(ii) 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 2020 (the "**Consolidated Accounts**") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and

(iii) the Standalone 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 2020 (the "**Annual Accounts**") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.

SECOND RESOLUTION

After presentation and review of (i) the Consolidated Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts, showing a balance sheet total of one billion, one hundred and thirty-three million, three hundred and sixty-seven thousand euro (EUR 1,133,367,000) for the Company and its subsidiary undertakings as of 31 March 2020.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

THIRD RESOLUTION

After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Ernst & Young, the independent auditor of the Company concerning the Annual Accounts, the General Meeting resolves to approve the Annual Accounts of the Company, showing a balance sheet total of one billion, forty-seven million, four hundred and sixty-three thousand, four hundred and eighty euro (EUR 1,047,463,480) for the financial year ended on 31 March 2020.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

FOURTH RESOLUTION

The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2020, being a loss of ten million, six hundred and eighty-two thousand, nine hundred and ninety-four euro (EUR 10,682,994), as indicated in the Annual Accounts.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

FIFTH RESOLUTION

Pursuant the applicable laws and legislation, the General Meeting resolves to renew the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2021.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

SIXTH RESOLUTION

The General Meeting resolves to give full discharge to Ernst & Young for its mandate as independent auditor of the Company in respect of the performance of its duties during the financial year ended on 31 March 2020.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

SEVENTH RESOLUTION

The General Meeting resolves to appoint Ms Carmen Allo Pérez as independent director of the Company, confirming the decision of the Board of Directors made on 24 March 2020 co-opting her as director. Therefore, Ms Carmen Allo Pérez will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2023.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

EIGHTH RESOLUTION

The General Meeting resolves to renew the mandate of Lise Fauconnier as proprietary director of the Company, following the recommendation of the Board of Directors made on 24 March. Therefore, Ms Lise Fauconnier will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2023.

Number of votes cast in favour: seventy-eight million eight hundred ninety-six thousand eight hundred eighty-four (78,896,884);

Number of votes cast against: seventy thousand nine hundred seventy-two (70,972);

Number of abstentions: nil (0);

The resolution is adopted.

NINTH RESOLUTION

The General Meeting resolves to renew the mandate of Mr Pedro López de Guzmán as proprietary director of the Company, following the recommendation of the Board of Directors made on 24 March. Therefore, Mr Pedro López de Guzmán will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2023.

Number of votes cast in favour: seventy-eight million eight hundred ninety-eight thousand nine hundred four (78,898,904);

Number of votes cast against: sixty-eight thousand nine hundred fifty-two (68,952);

Number of abstentions: nil (0);

The resolution is adopted.

TENTH RESOLUTION

The General Meeting resolves to renew the mandate of Mr Benoit Vauchy as proprietary director of the Company, following the recommendation of the Board of Directors made on 24 March. Therefore, Mr Benoit Vauchy will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2023.

Number of votes cast in favour: seventy-eight million eight hundred ninety-six thousand eight hundred eighty-four (78,896,884);

Number of votes cast against: seventy thousand nine hundred seventy-two (70,972);

Number of abstentions: nil (0);

The resolution is adopted.

ELEVENTH RESOLUTION

In accordance with article 461-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the General Meeting resolves to give full discharge to the following current and former members of the Board of Directors of the Company in respect of the performance of their duties during the financial year ended on 31 March 2020:

- Dana Philip Dunne;
- David Elizaga Corrales;
- Lise Fauconnier;
- Robert A. Gray;
- Pedro López de Guzmán;
- Daniel Setton;
- Benoit Vauchy;
- Thomas Vollmoeller;
- Amanda Wills;
- Philip C. Wolf;

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

TWELTH RESOLUTION

Following the Board of Directors' invitation for the General Meeting to pass an advisory vote, the General Meeting resolves to approve the annual remuneration report of the Company.

Number of votes cast in favour: seventy-eight million eight hundred ninety-six thousand eight hundred eighty-four (78,896,884);

Number of votes cast against: seventy thousand nine hundred seventy-two (70,972);

Number of abstentions: nil (0);

The resolution is adopted.

THIRTEENTH RESOLUTION

Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual report on Company's corporate governance.

Number of votes cast in favour: seventy-eight million nine hundred sixty-seven thousand eight hundred fifty-six (78,967,856);

Number of votes cast against: nil (0);

Number of abstentions: nil (0);

The resolution is adopted.

There being no further business, the General Meeting closed.

[Signature page follows]

[signature page – 2020 AGM minutes – eDreams Odigeo S.A.]



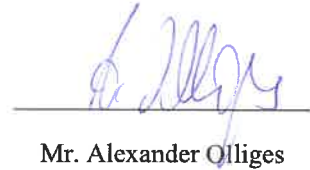
Mr. Guillaume Teissonnière

Chairman



Mr. Xavier Picquet

Scrutineer



Mr. Alexander Olliges

Secretary

APPENDIX 1

Integrated Annual Report

APPENDIX 2

Annual Directors Remuneration Report

APPENDIX 3

Annual Corporate Governance Report