

## 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 que su Consejo de Administración ha acordado convocar **Junta General Extraordinaria y Junta General Ordinaria de Accionistas**, que se celebrarán en 4, rue du Fort Wallis L-2714, Luxemburgo, Gran Ducado de Luxemburgo, el próximo día 22 de septiembre de 2020, a las 15:30h CEST y 16:30h CEST respectivamente.

Se adjunta a continuación el texto de la convocatoria de las juntas con el orden del día, 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.

Luxemburgo, 9 de julio de 2020

**eDreams ODIGEO**

**eDreams ODIGEO**  
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")

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

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*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) plus one minute on 8 SEPTEMBER 2020.***

The Board of Directors of the Company is pleased to convene the shareholders of the Company to the extraordinary general meeting of shareholders to be held **on 22 September 2020 at 15:30h CEST (the "EGM")**, and to the annual general meeting of shareholders to be held **on 22 September 2020 at 16:30h CEST ("the AGM")** at the Company's registered office (4, rue du Fort Wallis, L-2714, Luxembourg) (together "the **General Meetings**") in order to vote on the agendas referred to below.

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

- 1) Insertion of a new Article 21 in the Articles of Association of the Company which reads as follows:

***"21. Change of nationality***

*The Shareholders may change the nationality of the Company by a resolution of the Shareholders' Meeting adopted in accordance with the conditions required for the amendment of the Articles."*

- 2) Miscellaneous.

**II. The agenda of the annual general meeting is as follows:**

- 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.

### **III. Formalities to be completed in order to be able to participate in the General Meetings**

The General Meetings are 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 **8 September 2020 at 23:59h**

CEST plus one minute (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meetings.

**Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETINGS in PERSON, by PROXY FORM or by VOTING FORM via CORRESPONDENCE MUST RETURN the DECLARATION of ATTENDANCE FORM confirming his/her PARTICIPATION before 23:59h CEST plus one minute on 8 SEPTEMBER 2020, the RECORD DATE.**

Holders of shares wishing to attend the General Meetings 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 Meetings.

Holders of shares wishing to participate in the meeting but not attending the General Meetings 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 17 September 2020 at 23:59h CEST plus one minute.

#### **IV. Quorum and majority requirements**

The proposed resolutions to be passed at the extraordinary general meeting may be passed by a majority of two thirds of the votes validly cast provided that half of the share capital is present or represented.

There are no quorum requirements for the proposed resolutions to be passed at the annual general meeting which are adopted by a simple majority of the voting rights duly present or represented except for agenda item 1, for which no vote is necessary.

#### **V. Questions in writing**

Any shareholder may submit to the Company questions in writing that will be answered at the General Meetings, 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 **17 September 2020 at 23:59h CEST plus one minute CEST.** They must be accompanied by a certificate evidencing the relevant shareholders' capacity as shareholder on the Record Date.

## **VI. 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 Meetings.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the Company in writing by post or email on **31 August 2020** 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 **7 September 2020**. The text of the draft resolution submitted by the shareholders will be posted as soon as possible on the corporate website of the Company.

## **VII. 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) and (vi) and (vii) 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 **17 September 2020 at 23:59h CEST plus one minute**.

## **VIII. 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**

Registered office: 4, rue du Fort Wallis, L-2714 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 159.036  
email: ir-gm@edreamsodigeo.com

## **IX. 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 draft resolutions of the annual shareholders' meeting;
- the draft resolutions of the extraordinary general meeting of shareholders;
- the declaration form, proxy form and voting form;
- 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;
- the shares held by directors in the Company and any options on the same;
- the Annual Remuneration Report of the Directors of the Company; and
- the Integrated Annual Report.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: eDreams ODIGEO, 4, rue du Fort Wallis, L-2714, Luxembourg.

Luxembourg, 9 July 2020

Yours faithfully,

**The Board of Directors of the Company**

To the shareholders of eDreams ODIGEO SA (the “**Company**”)

Notice of extraordinary general meeting of shareholders of the Company to be held on 22 September 2020, at 15:30h CEST (the “EGM”) and annual general meeting of shareholders of the Company to be held on 22 September 2020, at 16:30h CEST (the “AGM”) at the Company’s registered office 4, rue du Fort Wallis, L-2714 Luxembourg (together the “**General Meetings**”).

In accordance with the corporate requirements under Luxembourg law:

Any shareholder wishing to participate in the General Meetings by Proxy, by Voting or in Person must file the Declaration of Attendance Form with the Company by 23:59h plus one minute CEST on 8 September 2020 (the “Record Date”), at email: [ir-gm@edreamsodigeo.com](mailto:ir-gm@edreamsodigeo.com) or at the Company’s registered office indicated above (“**Step 1**”).

Please be aware that unless you have completed Step 1 and filled the Declaration of Attendance by the Record Date (informing of the intention to participate by Proxy, by Voting or in Person) a shareholder is not allowed to submit any Proxy or Voting Form after the Record Date or attend the meeting in person.

Once Step 1 has been completed, the Certificate evidencing the principal's capacity as shareholder as at the Record Date and, if applicable, any Proxy or Voting Form must be received by the Company, together with a Certificate evidencing the principal's capacity as shareholder as at the Record Date, (“**Step 2**”) well in advance of 17 September to ensure the participation would be granted.

However, we highly recommend to all those intending on participating in the General Meetings to submit all relevant information from Step 1 and 2 (Declaration of Attendance Form, Proxy or Voting Forms and Certificate evidencing the principal's capacity as shareholder as at the Record Date) before 8 September 2020 (Record Date) to ensure the participation would be granted.

We remind that any shareholder wishing to attend in Person must provide a Certificate evidencing its capacity as shareholder to the Company as at the Record Date before attendance in addition to the relevant Declaration of Attendance Form.

Luxembourg, on 9 July 2020

**eDreams ODIGEO**

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(the "Company")

**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 **DECLARATION of ATTENDANCE** with the Company before **23:59h (CEST) plus one minute on 8 SEPTEMBER 2020.***

**A) Shareholder identification:**

<p><b>The undersigned (the "Shareholder"),</b></p> <p><b>Name:</b> .....</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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**B) Attendance to the extraordinary general meeting:**

<p><b>Declaration for the extraordinary general meeting (the "EGM")</b> <b>of the shareholders of the Company to be held on 22 September 2020,</b> <b>at 4, rue du Fort Wallis, L-2714, Luxembourg,</b> <b>at 15:30h CEST.</b></p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
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**Choose one of the 2 options for the EGM and tick the corresponding box, then date and sign below:**

<p><input type="checkbox"/> <b>1. I, as Shareholder, wish to attend the extraordinary general meeting.</b> <i>Please also <b><u>tick this box</u></b> if you wish to participate by filling out a <b><u>proxy or voting form</u></b> provided by the Company in connection with the EGM.</i></p> <p><input type="checkbox"/> <b>2. I, as Shareholder, will not attend the extraordinary general meeting.</b></p>
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(the "Company")

C) Attendance to the annual general meeting:

<b>Declaration for the annual general meeting (the "AGM")</b> of the shareholders of the Company to be held on 22 September 2020, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 16:30h CEST.	<b><u>Number of shares held (all of which are in dematerialised form):</u></b>  .....
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**Choose one of the 2 options for the AGM and tick the corresponding box, then date and sign below:**

<input type="checkbox"/> <b>1. I, as Shareholder, wish to attend the annual general meeting.</b> <i>Please also <b><u>tick this box</u></b> if you wish to participate by filling out a <b><u>proxy or voting form</u></b> provided by the Company in connection with the AGM.</i>
<input type="checkbox"/> <b>2. I, as Shareholder, will not attend the annual general meeting.</b>

**Important**

**THIS DECLARATION OF ATTENDANCE FORM SHALL BE SUBMITTED TO THE COMPANY NO LATER THAN 8 SEPTEMBER 2020 AT 23:59h plus one minute (CEST), AS DESCRIBED IN THE CONVENING NOTICE, TO:**

eDreams ODIGEO  
4, rue du Fort Wallis,  
L-2714 Luxembourg  
Grand Duchy of Luxembourg  
email: ir-gm@edreamsodigeo.com

**Any declaration of attendance form received after such deadline shall be disregarded.**

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(the "Company")

**Holders of shares wishing to attend the EGM and/or the AGM (together “the General Meetings”) of 22 September 2020 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 meetings but not attending the meetings 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 17 September 2020 at 23:59h CEST plus one minute.**

By signing this declaration of attendance form, the Shareholder hereby consents that the featured data is collected, processed and used for the purpose of the General Meetings and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the General Meetings.

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..... , 2020**

**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 **23:59h CEST plus one minute on 17 SEPTEMBER 2020.***

**A) Shareholder identification:**

<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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**B) Representation for the extraordinary general meeting:**

<p>Proxy form for the extraordinary general meeting ("the EGM") of the shareholders of the Company to be held on 22 September 2020, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 15:30h CEST.</p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</p>
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**Choose one of the 2 options for the EGM and tick the corresponding box, then date and sign below:**

<input type="checkbox"/>	<p><b>1. I, as Principal, will not attend in person the EGM, <u>and</u></b></p> <p><b>I empower</b> ..... <b>(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.</b></p>
<input type="checkbox"/>	<p><b>2. I, as Principal, will not attend the EGM, <u>and</u></b></p> <p><b>I empower</b> ..... <b>(the "Attorney") to vote in my name with the following voting instructions.</b></p> <p>Please tick below with an "X" the appropriate boxes how you wish to vote on each of the relevant items of the agenda of the AGM. 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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 (the "Company")

1. Insertion of a new Article 21 in the Articles of Association of the Company which reads as follows:

**“21. Change of nationality**

*The Shareholders may change the nationality of the Company by a resolution of the Shareholders’ Meeting adopted in accordance with the conditions required for the amendment of the Articles.”*

**Proposed resolution**

*The General Meeting resolves to insert a new Article 21 in the Articles of Association of the Company which reads as follows:*

**“21. Change of nationality**

*The Shareholders may change the nationality of the Company by a resolution of the Shareholders’ Meeting adopted in accordance with the conditions required for the amendment of the Articles.”*

**For       Against       Abstention**

2. 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**

**C) Representation for the annual general meeting:**

Proxy form for the annual general meeting (“the AGM”) of the shareholders of the Company to be held on 22 September 2020, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 16:30h CEST.	<b><u>Number of shares held (all of which are in dematerialised form):</u></b>  .....
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**Choose one of the 2 options for the AGM and tick the corresponding box**

<input type="checkbox"/> 1.	<b>I, as Principal, will not attend in person the AGM, and</b>  <b>I empower</b> _____ <b>(the “Attorney”) to vote in my name and on my behalf as</b> <b><u>the Attorney may deem fit</u> on all the resolutions submitted for all items of the agenda.</b>
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(the "**Company**")

**2. I, as Principal, will not attend the AGM, and**

**I empower** (the "Attorney") **to vote in my name with the following voting instructions.**

Please tick below with an "X" the appropriate boxes how you wish to vote on each of the relevant items of the agenda of the AGM. 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:

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.

**No resolution required on this item.**

2. Approval of the Consolidated Accounts.

**Proposed 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.*

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

3. 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 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.*

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

4. Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2020.

**Proposed resolution**

*The General Meeting resolves to carry forward the results of the Company for the financial year ended on*

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*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.*

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

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.

**Proposed 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.*

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

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.

**Proposed 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.*

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

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.

**Proposed 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.*

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

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.

**Proposed 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.*

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

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(the "Company")

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.

**Proposed 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.*

For       Against       Abstention

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.

**Proposed 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.*

For       Against       Abstention

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 2020.

**Proposed 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;

For       Against       Abstention

12. Presentation of and advisory vote on the Remuneration of the Directors of the Company.

**Proposed resolution**

*Pursuant to applicable laws and legislation, the General Meeting resolves to approve the annual remuneration report of the Company.*

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

13. 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**

14. 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 EGM and/or the AGM (together "the **General Meetings**") or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of either of the General Meetings, vote in the name and on behalf of the Principal on any resolution submitted to said General Meetings 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 17 September 2020, 23:59h CEST plus one minute, as described in the convening notice, to:**

**eDreams ODIGEO**  
4, rue du Fort Wallis  
L-2714 Luxembourg  
Grand Duchy of Luxembourg  
email: ir-gm@edreamsodigeo.com

**The Company is entitled to disregard any proxy form received after such deadline.**

**Any lack of a clearly expressed choice in relation to one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution by the proxy representative.**



**eDreams ODIGEO**

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")

**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 first and then the originals signed to the address stated above mentioning the date on which they have already been sent by email.**

By signing this proxy form, the Principal hereby consents that the featured data is collected, processed and used for the purpose of the General Meetings and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the General Meetings.

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.

Executed in ..... on..... , 2020

Signature

Name: .....

Title / Represented by: .....

**eDreams ODIGEO**  
Société anonyme  
Registered office: 4, rue du Fort Wallis, L-2714, Luxembourg  
Grand Duchy of Luxembourg  
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(the "Company")

**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 **23:59h CEST plus one minute on 17 SEPTEMBER 2020.***

**A) Shareholder identification:**

<p>The undersigned (the "Shareholder"),</p> <p><b>Name:</b> .....</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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**B) Voting instructions for the extraordinary general meeting:**

<p>Voting form for the extraordinary general meeting ("the EGM") of the shareholders of the Company to be held on 22 September 2020, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 15:30h CEST</p>	<p><b><u>Number of shares held (all of which are in dematerialised form):</u></b></p> <p>.....</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><b><u>Agenda of the EGM</u></b></p>
<p>1. Insertion of a new Article 21 in the Articles of Association of the Company which reads as follows: "21. <i>Change of nationality</i></p> <p><i>The Shareholders may change the nationality of the Company by a resolution of the Shareholders' Meeting adopted in accordance with the conditions required for the amendment of the Articles."</i></p> <p><b><u>Proposed resolution</u></b></p> <p><i>The General Meeting resolves to insert a new Article 21 in the Articles of Association of the Company which reads as follows:</i></p> <p>"21. <i>Change of nationality</i></p> <p><i>The Shareholders may change the nationality of the Company by a resolution of the Shareholders' Meeting adopted in accordance with the conditions required for the amendment of the Articles."</i></p>

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

For       Against       Abstention

2. 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

C) Voting instructions for the annual general meeting:

Voting form for the annual general meeting ("the AGM")  
of the shareholders of the Company to be held on 22 September 2020,  
at 4, rue du Fort Wallis, L-2714, Luxembourg,  
at 16:30h CEST.

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

.....

**For each of the below resolutions, please choose one of the 3 options and tick the corresponding box**

**Agenda of the AGM**

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.

**No resolution required on this item.**

2. Approval of the Consolidated Accounts.

**Proposed 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.*

For       Against       Abstention

3. Approval of the Annual Accounts.

**Proposed resolution**

**eDreams ODIGEO**

Registered office: 4, rue du Fort Wallis, L-2714, Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 159.036  
(the "Company")

*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.*

For       Against       Abstention

4. Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2020.

**Proposed 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.*

For       Against       Abstention

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.

**Proposed 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.*

For       Against       Abstention

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.

**Proposed 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.*

For       Against       Abstention

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.

**Proposed 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.*

For       Against       Abstention

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.

**Proposed 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.*

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

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.

**Proposed 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.*

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

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.

**Proposed resolution**

*The General Meeting resolves to renew the mandate of Mr 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.*

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

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 2020.

**Proposed 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;*

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

12. Presentation of and advisory vote on the Annual Report on the Remuneration of the Directors 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

13. 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

14. 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:**

Whereas the EGM and the AGM are together referred to as the **General Meetings**, the above appointed Attorney may represent the Shareholder at any adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the amended agenda of the General Meetings, vote in the name and on behalf of the Principal on any amended resolution submitted to said General Meetings 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 17 September 2020, 23:59h CEST plus one minute CEST, as described in the convening notice, to:**

eDreams ODIGEO  
4, rue du Fort Wallis  
L-2714 Luxembourg  
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**eDreams ODIGEO**

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")

email: ir-gm@edreamsodigeo.com

**The Company is entitled to disregard any voting form received after such deadline.**

**Any lack of a clearly expressed choice in relation to one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as an abstention for the relevant resolution.**

**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 and then the originals signed to the address stated above mentioning the date on which they have already been sent by email.**

By signing this voting form, the Shareholder hereby consents that the featured data is collected, processed and used for the purpose of the General Meetings and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General Meetings.

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..... , 2020**

**Signature**

**Name: .....**

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