

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 de Accionistas**, que se celebrará en 4, rue du Fort Wallis L-2714, Luxemburgo, Gran Ducado de Luxemburgo, el próximo día 23 de septiembre de 2020, a las 09:00h CEST.

Se adjunta a continuación el texto de la convocatoria de la junta 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")

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

*A shareholder wishing to participate by proxy, by voting or in person, must file a **DECLARATION of ATTENDANCE** with the Company before **23.59h (CEST) plus one minute on 9 SEPTEMBER 2020.***

The Board of Directors of the Company is pleased to convene the shareholders of the Company to an extraordinary general meeting of shareholders to be held in the City of Luxembourg at the registered office of the Company, being 4 Rue du Fort Wallis, L-2714, Luxembourg, **on 23 September 2020 at 09:00h CEST**, (“the **General Meeting**”) in order to vote on the agenda referred to below.

I. The agenda of the meeting is as follows:

- 1) Relocation to Spain of the registered office of eDreams ODIGEO, Société anonyme and amendment of its corporate name;
- 2) Approval of the new Bylaws of the Company;
- 3) Appointment of Iberclear;
- 4) Auditors’ appointment;
- 5) Ratification of corporate website;
- 6) Approval of the new Regulations of the Company’s General Shareholders Meeting;
- 7) Ratification of the number of members of the Board of Directors and renewal of directors;
- 8) Approval of the new Directors’ Remuneration Policy;
- 9) Approval of the annual aggregate maximum amount of the remuneration of the members of the board of directors in their capacity as such;
- 10) Authorisation to the Board of Directors in accordance with the provisions of article 297.1.b) of the Spanish Companies Act so that within a maximum of five years and if it thinks fit, it may increase the share capital by up to half of the current share capital, on one or more occasions and at the time and in the amount that it considers appropriate, with the power to exclude the pre-emptive subscription right;

- 11) Authorisation to the board of directors to, within a maximum of five years, issue bonds, debentures and other fixed income securities, convertible and/or exchanged for shares, as well as warrants and other analogue values that might give rise to, directly or indirectly, the subscription or acquisition of shares, for a maximum amount such that the nominal amount does not exceed half the share capital amount at the date the authorization is granted, as well as the faculty to increase capital by the amount necessary and the faculty to exclude, where appropriate, the pre-emptive subscription right;
- 12) Authorisation to the Board of Directors for, within a maximum of five years, the derivative acquisition of its own shares directly or through group companies and for the subsequent disposal of them, with a maximum of ten percent (10%) of the capital;
- 13) Delegation of powers;
- 14) Miscellaneous.

II. Formalities to be completed in order to be able to participate in the General Meeting

The General Meeting is composed of all shareholders irrespective of the number of shares they hold.

Pursuant to article 14 of the articles of incorporation of the Company (the "**Articles**"), only persons holding the capacity of shareholder on **9 September 2020 at 23:59h** plus one minute (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meeting.

Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETING in PERSON, by PROXY FORM or by VOTING FORM via CORRESPONDENCE MUST RETURN the DECLARATION of ATTENDANCE FORM confirming his/her PARTICIPATION before 23:59h plus one minute (CEST) ON 9 SEPTEMBER 2019, the RECORD DATE.

Holders of shares wishing to attend the General Meeting in person are invited to ask the financial institution managing their securities account to provide a **certificate evidencing their capacity as shareholder on the Record Date**. Upon presentation of such certificate, an admission card will be delivered by the Company to the holder for the purpose of attending the General Meeting.

Holders of shares wishing to participate in the meeting but not attending the General Meeting in person and wishing to be represented are required to return the **proxy form provided by the Company** on the Company's website, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on **18 September 2020 at 23:59h CEST plus one minute**.

III. 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.

IV. Questions in writing

Any shareholder may submit to the Company questions in writing that will be answered at the General Meeting, separately or globally at the discretion of the Company, in accordance with article 7 of the Luxembourg law of 24 May 2011 concerning the exercise of certain shareholders' rights at general meetings of listed companies. The questions in writing must be sent to the Company before **17 September 2019 23:59h CEST plus one minute**. They must be accompanied by a certificate evidencing the relevant shareholders' capacity as shareholder on the Record Date.

V. Requests to add items or draft resolutions to the agenda

One or more shareholders who together hold at least 5% of the share capital have the right to put items on the agenda and to table draft resolutions regarding the items placed or to be placed on the agenda of the General Meeting.

Requests by shareholders to put additional items or draft resolutions on the agenda must be sent to the Company in writing by post or email on **1 September 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 **8 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.

VI. 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 **18 September 2020 at 23:59h CEST plus one minute.**

VII. 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

VIII. Documents available on the website of the Company

The following documents and information are available for the shareholders on our website at (www.edreamsodigeo.com):

- the present convening notice;
- the total number of shares and the voting rights as at the date of this convening notice;
- the draft resolutions of the shareholders' meeting;
- 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; and
- the shares held by directors in the Company and any options on the same.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: 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 23 September 2020, at 09:00h CEST, at the Company’s registered office 4, rue du Fort Wallis, L-2714 Luxembourg (the “**General Meeting**”).

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 9 September 2020 (the “**Record Date**”), at email: 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, (“**Step 2**”) well in advance of 18 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 9 September (the “**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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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 **23:59 (CEST) plus one minute** on 9 SEPTEMBER 2020.*

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of : <u>eDreams ODIGEO (the "Company")</u> to be held on 23 September 2020, at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:00h CEST</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p>.....</p>
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<p>Shareholder identification: The undersigned (the "Shareholder"), Name: Contact details: - Address: - E-mail address: Telephone number:</p>
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Choose one of the 2 options and tick the corresponding box, then date and sign below:

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

THIS DECLARATION OF ATTENDANCE FORM SHALL BE SUBMITTED TO THE COMPANY NO LATER THAN 9 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.

Holders of shares wishing to attend the General Meeting of 23 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 meeting but not attending the meeting in person and wishing to be represented are required to return the proxy form available on the website of the Company, together with the certificate evidencing their capacity as shareholder on the Record Date, at the latest on 18 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 Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General Meeting.

This declaration of attendance form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this declaration of attendance form.

Executed in on..... , 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 23:59 (CEST) plus one minute on 18 SEPTEMBER 2020.

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of :</p> <p><u>eDreams ODIGEO (the "Company")</u></p> <p>to be held on 23 September 2020,</p> <p>at 4, rue du Fort Wallis, L-2714, Luxembourg, at 09:00h CEST</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p>.....</p>
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<p>Shareholder identification:</p> <p>The undersigned (the "Principal"),</p> <p>Name:</p> <p>Contact details:</p> <p>- Address:</p> <p>- E-mail address:</p> <p>Telephone number:</p>

Choose one of the 2 options and tick the corresponding box, then date and sign below:

<input type="checkbox"/>	<p>1. I, as Principal, will not attend the General Meeting, <u>and</u></p> <p style="text-align: right;">I empower (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.</p>	
<input type="checkbox"/>	<p>2. I, as Principal, will not attend the General Meeting, <u>and</u></p> <p style="text-align: right;">I empower (the "Attorney") to vote in my name with the following voting instructions.</p> <p>Please tick with an "X" the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the General Meeting. The omission to tick any box with respect to any resolution shall allow the Attorney to vote at his full discretion on the proposed resolutions:</p>	

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1. Relocation to Spain of the registered office of eDreams ODIGEO, Société anonyme and amendment of its corporate name.

Proposed resolution

The General Meeting approves to relocate the registered office (siège sociale) and the central administration (administration centrale) of eDreams ODIGEO, S.A. (the "Company") to Spain (Calle Lopez de Hoyos, 35, 28002 (Madrid)) and consequently for the Company to become a Spanish company with the corporate form of a "sociedad anónima" (the "Relocation"). The General Meeting approves the Company to maintain its legal personality upon Relocation and cease to exist as a Luxembourg entity.

Likewise, the General Meeting approves that the effective date of the Relocation will be the date on which the Spanish public deed by virtue of which this resolution is executed before a Notary public, together with any other resolution linked to the Relocation, is registered in the Spanish Commercial Registry. Therefore, the Company will be a Luxembourg company until the date on which said public deed is registered in the Spanish Commercial Registry (Registro Mercantil español), becoming, from then on, a Spanish company (the "Effective Date").

As a consequence of the foregoing, the General Meeting approves that, as of the Effective Date, the Company's corporate name shall be modified, changing from its current name "eDreams ODIGEO, Société Anonyme" to "EDREAMS ODIGEO, Sociedad Anónima", which will be the new corporate name with which the Company will operate in Spain.

The General Meeting acknowledges that no new shares are issued as a consequence of the Relocation and each shareholder shall continue to hold the same number of shares prior to and upon the Relocation.

For Against Abstention

2. Approval of the new Bylaws of the Company.

Proposed resolution

In anticipation of the relocation of the registered office of the Company to Spain and for the purpose of adapting the Company's Bylaws to its new legal form, the General Meeting approves a new draft of the Bylaws of the Company, which are attached to the present deed.

These Bylaws will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

3. Appointment of Iberclear.

Proposed resolution

The General Meeting approves the appointment of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) -duly registered with the Commercial Registry of Madrid, Volume 15,611, Book O, Page 5, Section 83, Sheet M-262,818, Inscription 1, with Spanish Tax ID Number (NIF) A-82695677, with domicile at Plaza de la Lealtad, 1, 28014 Madrid-, and the entities participating in it, for keeping the relevant book-entry registry of the Company's shares.

The keeping of the relevant book-entry registry will be effective as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

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4. Auditors' appointment.

Proposed resolution

The General Meeting approves the appointment of the auditors of the Company and its consolidation group, Ernst and Young, S.L., with its address for these purposes at Raimundo Fernández Villaverde 65 - Torre Azca, 28003, Madrid (Spain), holder of tax identification number (CIF) number B-78970506 and registered with the Official Registry of Accounting Auditors (ROAC) under the number S0530 and in the Commercial Registry of Madrid, under Volume 12749, page 215 and sheet M-23123 for the auditing of the Annual Accounts of the Company corresponding to the fiscal year started on 1 April 2020 and ending on 31 March 2021.

The appointment will be effective as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid (the "Effective Date").

The General Meeting acknowledges the resignation of the current auditor (réviseur d'entreprises agréé) Ernst & Young Société Anonyme, with its address for these purposes 35E, Avenue John F. Kennedy L-1855 Luxembourg, as of the Effective Date.

For Against Abstention

5. Ratification of corporate website.

Proposed resolution

In the framework of the relocation of the registered office of the Company to Spain and in order to facilitate the registry of certain information relating to the Company in the Spanish Commercial Registry, the General Meeting ratifies the Company's current corporate website, the address of which is "www.edreamsodigeo.com".

Save as provided otherwise in the Bylaws, any subsequent modification, move or removal of the aforementioned corporate website will be responsibility of the Company's Board of Directors, without prejudice of the permanent delegation of faculties that the Board may empower, where appropriate, in favor of one or various chief executive officers.

For Against Abstention

6. Approval of the new Regulations of the Company's General Shareholders Meeting.

Proposed resolution

In anticipation of the request for the relocation of the registered office of the Company to Spain and in order to satisfy the corporate governance requirements and practices for listed companies, the General Meeting approves a new draft of the Regulations that are to regulate the structure and functioning of the Company's General Shareholders Meeting, which is attached to the present deed.

These Regulations of the General Meeting will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

7. Ratification of the number of members of the Board of Directors and renewal of directors.

Proposed resolution

In the framework of the relocation of the registered office of the Company to Spain and in order to facilitate the

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registry of certain information relating to the management body of the Company in the Spanish Commercial Registry, the General Meeting ratifies the number of members of the Board of Directors of the Company, which is fixed at 9 members.

Additionally, the General Meeting resolves to approve the renewal of the mandate of all members of the Board of Directors, which is formed by the following 9 members:

- Mr. Thomas Vollmoeller, of legal age, of German nationality, whose address for these purposes is New Work SE 30, Dammtorstrasse, 20354, Hamburg, Germany, with passport number C1T59J1G7, in force. Mr. Thomas Vollmoeller qualifies as an "independent director", he is the Chairman of the Board of Directors.
- Ms. Carmen Allo Pérez, of legal age, of Spanish nationality, whose address for these purposes is calle Dr. Fleming 30, 4b, 28036. Madrid, Spain, with DNI number 16539984V, in force. Ms. Carmen Allo Pérez qualifies as an "independent director".
- Mr. Dana Philip Dunne, of legal age, of British nationality, whose address for these purposes is calle Bailén 67, 08009, Barcelona, Spain, with passport number 556744506, in force. Mr. Dana Philip Dunne qualifies as an "executive director" (CEO).
- Mr. David Elizaga, of legal age, of Spanish nationality, whose address for these purposes is calle Bailén 67, 08009, Barcelona, Spain, with DNI number 50730588V, in force. Mr. David Elizaga qualifies as an "executive director".
- Mr. Daniel Setton, of legal age, of French nationality, whose address for these purposes is 20, Place Vendôme, 75001, Paris, France, with passport number 12AR70702, in force. Mr. Daniel Setton qualifies as a "proprietary director".
- Ms. Lise Fauconnier, of legal age, of French nationality, whose address for these purposes is Place Vendôme, 75001, Paris, France, with passport number 15DA14189, in force. Ms. Lise Fauconnier qualifies as a "proprietary director".
- Mr. Benoit Vauchy, of legal age, of French nationality, whose address for these purposes is 80, Pall Mall, SW1Y 5ES, London, United Kingdom, with passport number 14AD10458, in force. Mr. Benoit Vauchy qualifies as a "proprietary director".
- Mr. Pedro López, of legal age, Spanish, whose address for these purposes is 10, Plaza del Marqués de Salamanca, 1. Izq., 28006, Madrid, Spain, with DNI number 02548540W, in force. Mr. Pedro López qualifies as a "proprietary director".
- Ms. Amanda Wills, of legal age, British, whose address for these purposes is 96, Kensington High Street, W8 4SG, London, United Kingdom, with passport number 512169799, in force. Ms. Amanda Wills qualifies as an "independent director".

The nine directors indicated above accept respectively the renewal of their mandate with effects as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

8. Approval of the new Directors' Remuneration Policy.

Proposed resolution

The General Meeting resolves to approve a Directors' Remuneration Policy, which is contained and described in the document made available to the shareholders.

This Policy will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

9. Approval of the annual aggregate maximum amount of the remuneration of the members of the board of directors in their capacity as such.

Proposed resolution

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The General Meeting resolves, for an indefinite term as long as the General Shareholders' Meeting does not approve anything to the contrary, to fix the maximum global amount of the Directors' remuneration in their capacity as such at five hundred thousand euro (EUR 500,000). It is stated that this amount is a maximum and it is fixed in accordance with the Remuneration Policy of the Company.

For the avoidance of doubts, it was expressly declared that this amount does not include the compensation that, as a fixed salary or variable remuneration, or in any other concept, corresponds to the Executive Directors, according to the Bylaws.

This amount has been fixed taking into account the current composition of the Board of Directors and its commissions. The distribution of this amount among the Directors will be established by resolution of the Board of Directors, taking into consideration the functions and responsibilities given to each director, the membership in its commission and other objective circumstances considered relevant.

For **Against** **Abstention**

- 10.** Authorisation to the Board of Directors in accordance with the provisions of article 297.1.b) of the Spanish Companies Act so that, within a maximum of five years and if it thinks fit, it may increase the share capital by up to half of the current share capital, on one or more occasions and at the time and in the amount that it considers appropriate, with the power to exclude the pre-emptive subscription right.

Proposed resolution

1. Authorized capital, amount and period

The General Meeting approves to authorise the Company's Board of Directors, in accordance with the provisions of article 297.1.b) of the Spanish Companies Act, so that, without consulting the General Meeting first, it may increase the share capital by up to half of the Company's capital at the effective date indicated in the last paragraph below of this Resolution. It may exercise that power before the fifth anniversary of the said date on one or more occasions and at the time, in the amount and on the conditions that it is free to decide in each case.

2. Scope of delegation

This means that the Board of Directors may fix all the terms and conditions of the capital increases and the characteristics of the shares, as well as determining the investors and markets at which the capital increases are targeted and the placement procedure that has to be followed, freely offering the new shares not subscribed in the pre-emptive subscription period and establishing, in the event of an incomplete subscription, that the capital increase is null and void or that the capital is increased only by the amount of the subscriptions made, redrafting the article of the Bylaws dealing with the share capital.

The Board of Directors may designate the person or persons, who may or may not be directors, who are to execute any of the resolutions adopted pursuant to this authorisation, in particular the resolution to close the capital increase.

3. Rights of the new shares, issue price and consideration for the increase

The new shares issued as a result of the capital increase or increases resolved pursuant to this delegation will be ordinary shares with the same rights as the existing shares (save for the dividends that have already been declared but not yet paid at the time of their issue). They will be issued at the rate of their par value or with such issue premium as may be determined, as the case may be. The consideration for the new shares to be issued must be paid in cash.

4. Exclusion of the pre-emptive subscription right

In accordance with the provisions of article 506 of the Spanish Companies Act, the Board of Directors is expressly granted the power partly or totally to exclude the pre-emptive subscription right in respect of all or any of the issues resolved pursuant to this authorisation, although this power will be limited to capital increases carried out pursuant to this delegation up to an amount equivalent to 20% of the Company's share capital at the date on which this Resolution takes effect, which is indicated in paragraph 7 below.

In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power conferred on it pursuant to the provisions of this paragraph 4 if the Company's interests so require, provided that the par value of the shares to be issued plus the issue premium, if any, corresponds to the reasonable value of the Company's shares, as derived from the report which must be prepared at the request of the Board of Directors by an auditor other than the Company's auditor, appointed for these purposes by the Commercial Registry, on each occasion on which the power to exclude the pre-emptive subscription right that is conferred in this paragraph is exercised.

5. Application for admission to trading

The Board of Directors is also authorised to apply for the admission to trading, and for the exclusion from

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trading, on the organised secondary markets in Spain or abroad, of any shares that may be issued or, in the event that the par value of the shares already issued is changed, their exclusion and new admission, complying with the applicable rules in relation to dealing, permanency and exclusion from trading.

6. *Power of substitution*

The Board of Directors is authorised in turn to delegate the delegated powers to which this Resolution refers to any of its members.

7. *Effectiveness of the Resolution*

This Resolution of the General Meeting Shareholder will be effective from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For **Against** **Abstention**

11. Authorisation to the board of directors to, within a maximum of five years, issue bonds, debentures and other fixed income securities, convertible and/or exchanged for shares, as well as warrants and other analogue values that might give rise to, directly or indirectly, the subscription or acquisition of shares, for a maximum amount such that the nominal amount does not exceed half the share capital amount at the date the authorization is granted, as well as the faculty to increase capital by the amount necessary and the faculty to exclude, where appropriate, the pre-emptive subscription right.

Proposed resolution

The General Meeting approves to delegate to the Board of Directors, in accordance with the general regime for the issue of debentures and in accordance with the provisions of articles 286, 297, 417 and 511 of the Spanish Companies Act and article 319 of the Commercial Registry Regulations, the power to issue debentures and any other securities of a similar kind, convertible into newly issued shares in the Company and/or exchangeable for shares in the Company already in circulation, together with warrants or other similar securities that may give the right directly or indirectly to subscribe or acquire shares in the Company, either newly issued shares or shares already in circulation, in accordance with the following conditions:

1. *Securities subject of the issue*

The negotiable securities to which this delegation refers may be debentures, bonds or other fixed income securities of a similar kind, securities convertible into shares in the Company or in any other company, whether or not it is a group company, and/or convertible into shares in the Company. This delegation may also be used to issue promissory notes, preference shares (if legally admissible) and warrants (options to subscribe new shares or to acquire old shares in the Company).

2. *Duration of the delegation*

The issue of the securities that are the subject of the delegation may take place on one or more occasions within the period of five years from the date of this Resolution.

3. *Maximum amount of the delegation*

The Board of Directors is authorized to issue the securities referred to in paragraph 1 above for a maximum amount such that the nominal amount of the capital increases carried out under this authorization, together with that of any increases decided upon under other authorizations proposed by the Board of Directors to the General Meeting in accordance with Article 297.1.b) of the Capital Companies Act and still in force, do not exceed half of the Company's share capital at the effective date indicated in the last paragraph of this Resolution.

The abovementioned limit will be calculated taking into account the maximum number of shares into which the bonds may be converted, given their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, without prejudice to any adjustments that may be made to the conversion ratio after the securities have been issued.

In the case of warrants, the calculation will take the sum of the premiums and exercise prices of any warrants issued under this authority into account.

Finally, if the terms of these instruments provide for the possibility of the coupon being paid in newly issued shares, the limit available under this authority will be calculated taking into account in addition the maximum number of shares that could be issued from the time the securities are issued until they mature to make the payment of the aforementioned coupon, using the quoted price of the Company's share at the time of issue.

4. *Scope of the delegation*

The delegation to issue the securities to which this Resolution refers will extend to the fixing of the different aspects and conditions of each issue (par value, issue rate, repayment price in the case of the warrants, premiums and exercise price, currency of the issue, interest rate, ether payable in cash or in kind (in treasury shares or newly issued shares), redemption, anti-dilution mechanisms, subordination clauses, guarantees for the issue, place of the issue, admission to trading, etc.) and the taking of whatever steps may be necessary, including steps

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in accordance with any stock market rules and regulations that may be applicable, for the execution of the specific issues resolved pursuant to this delegation.

5. Bases and methods of conversion and/or exchange

In the case of an issue of convertible and/or exchangeable debentures or bonds and for the purposes of determining the bases and methods of the conversion and/or exchange, it was resolved to establish the following criteria:

(i) The securities issued pursuant to this Resolution shall be convertible into newly issued shares and/or exchangeable for Company's outstanding shares in accordance with a fixed conversion and/or exchange rate (determined or determinable) or a variable conversion and/or exchange rate, being empowered the Board of Directors to decide if it is convertible and/or exchangeable, as well as to determine if the securities are necessary or voluntarily convertible and/or exchangeable or just in certain scenarios, and in the case of voluntarily, at the option of its owner or issuer, with the periodicity and during the maximum period established in the resolution approving the issue and that shall not exceed 30 years from the issuing date. This maximum period shall not be applicable to convertible and/or exchangeable perpetual securities.

(ii) In case of conversion and/or exchange rate fixed, and for such purposes the fixed income securities will be valued at their par value and the shares at the fixed rate determined in the resolution of the Board of Directors, or at the rate determinable on the date or dates indicated in the resolution of the Board of Directors itself, and in any case may not be less than the greater of (i) the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing prices of the Company's shares on the Automated Quotation System (Mercado Continuo) during the period to be determined by the Board of Directors, which may not be more than three months or less than three days prior to the date of the meeting of the Board of Directors in which the issue of the debentures or bonds is resolved using this delegation, and (ii) the closing price of the shares on the same Automated Quotation System (Mercado Continuo) on the day prior to the date of the aforementioned meeting of the Board of Directors in which the issue of the debentures or bonds is resolved using this delegation. Moreover, a discount on this minimum price per share may be fixed which may not exceed twenty-five percent (25%).

(iii) It may also be decided to issue fixed income convertible and/or exchangeable securities with a variable conversion and/or exchange rate. In this case, the price of the shares for the purposes of conversion and/or exchange will be the average price (either arithmetical or weighted) of the Spanish Stock Exchanges on which the Company's shares are admitted to trading on the basis of their closing price, the average price for each session or any other price reference, during the period to be determined by the Board of Directors, which may not exceed three months or be fewer than three days which may end until the day of the Board's resolution approving the issue of the securities or until the date of conversion and/or exchange, according to what is established. Moreover, a minimum and/or maximum price reference of the shares may be fixed for the purpose of the conversion and/or exchange, in the terms decided by the Board of Directors.

(iv) In no case may convertible debentures be issued for a figure that is less than their par value. Similarly, in accordance with the provisions of article 415.1 of the Spanish Companies Act, debentures may not be converted into shares if the par value of the debentures is less than the par value of the shares.

(v) When the conversion and/or exchange takes place, any fractions of shares that may have to be delivered to the holder of the debentures or bonds will be rounded down to the whole number immediately below and each holder will receive any difference that may arise in such a situation in cash.

(vi) At the time when it adopts a resolution for an issue of convertible and/or exchangeable debentures or bonds pursuant to the authorisation contained in this Resolution, the Board of Directors will issue a report detailing and specifying the bases and methods for the conversion that are specifically applicable to the issue in question, by reference to the criteria described above. This report will be accompanied by the corresponding report from the auditors referred to in article 414.2 of the Spanish Companies Act.

6. Securities subject of the issue

In the case of an issue of warrants, to which the provisions of the Spanish Companies Act in respect of convertible debentures will apply by analogy, and for the purposes of the determination of the bases and methods for its exercise, it was resolved to establish the following criteria:

(i) The warrants issued pursuant to this Resolution may give the right to subscribe new shares issued by the Company and/or to acquire shares in the Company that are already in circulation, or a combination of the two. In all cases the Company may reserve the right to choose, at the time when the warrant is exercised, between delivering new shares, old shares or a combination of the two.

(ii) The time period for the exercise of the warrants will be determined by the Board of Directors and may not exceed ten years starting from the issue date.

(iii) The exercise price of the warrants may be fixed or variable. In case that the exercise price is fixed, the price will be determined by the Board of Directors at the time of issue or will be determinable at a later date in accordance with the criteria fixed in the resolution itself. In all cases the share price to be considered may not be less than the greater of (i) the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing price of the Company's shares on the Automated Quotation System (Mercado Continuo) during the period to be determined by the Board of Directors, which must not be more than three months or less than

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three days prior to the date of the meeting of the Board of Directors in which the issue is resolved using this delegation, and (ii) the closing price of the Company's shares on the same Automated Quotation System (Mercado Continuo) on the day prior to the date of the aforementioned meeting of the Board of Directors in which the issue is resolved using this delegation. Moreover, a discount on this minimum price per share may be fixed which may not exceed twenty-five percent (25%).

(iv) In case that the exercise price of the warrants is variable, this will be the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing prices of the Company's shares on the Automated Quotation System (Mercado Continuo), the average price for each session or any other price reference, during the period to be determined by the Board of Directors, which may not be more than three months or less than three days prior to the date of the meeting of the Board of Directors in which the issue of the debentures or bonds is resolved or the conversion and/or exchange date, according to what is established. Moreover, a minimum and/or maximum price reference of the shares may be fixed for the purpose of the conversion and/or exchange, in the terms decided by the Board of Directors.

(v) When warrants are issued with simple exchange ratios or at par – that is to say one share for each warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not in any case be less than the trading price of the Company's share, considered in accordance with the provisions of the preceding paragraph, or less than its par value. In the case of warrants with multiple exchange ratios – that is to say ratios other than one share for each warrant – the sum of the premium or premiums paid for the warrants issued as a whole and their aggregate exercise price may not in any case be less than the result of multiplying the number of shares underlying the total warrants issued by the quoted price of the shares, considered in accordance with the provisions of the preceding paragraph, or less than their par value.

(vi) When it resolves to issue warrants pursuant to this authorisation, the Board of Directors will issue a report developing and specifying the bases and methods for exercise specifically applicable to the issue in question, by reference to the criteria described above. Applying by analogy article 414 of the Spanish Companies Act, this report will be accompanied by the report from the auditors to which the said article refers.

7. Rights of holders of convertibles securities

Holders of convertible and/or exchangeable securities and warrants will have whatever rights the current legislation recognises and, in particular, the right to be protected by the appropriate anti-dilution clauses and, in the case of convertible debentures and warrants over newly issued shares, the pre-emptive subscription right, unless the Board of Directors decides to exclude that right, totally or partly, in the terms and subject to the requirements laid down by the law.

8. Capital increase and exclusion of the pre-emptive subscription right in relation to convertible securities

The delegation of the power to issue convertible debentures or bonds and warrants over newly issue shares will include:

(a) The power to increase the capital by the amount necessary to meet the requests for conversion or the exercise of warrants over newly issued shares. This power may only be exercised to the extent that the Board of Directors, when adding the capital being increased to meet the issue of convertible debentures or bonds or the exercise of warrants to any other capital increases that may have been resolved pursuant to the authorisations granted by the General Meeting, does not exceed, in terms of the par value, the limit of half of the amount of the share capital established in article 297.1.b) of the Spanish Companies Act on the effective date indicated in the final paragraph of this Resolution.

(b) For the purposes of computing this limit, the amounts of any increases resolved pursuant to the delegation provided for in the tenth resolution above must be taken into account.

(c) The power to exclude the pre-emptive subscription right of shareholders or holders of convertible debentures or bonds where this is necessary in order to obtain funds on the international markets, the use of techniques based on bookbuilding or if the Company's interests justify it in some other way. In any event, if the Board of Directors decides to exclude the pre-emptive subscription right in relation to a particular issue of convertible debentures or bonds or warrants over newly issued shares that it may decide to make pursuant to this authorisation, when it approves the issue it will issue a report detailing the specific reasons why the Company's interests justify that measure, which will be the subject of the related report from the auditors that is referred to in article 511 of the Spanish Companies Act. This power will also be limited to issues made pursuant to this delegation up to an amount equivalent to 20% of the Company's capital at the date on which this Resolution takes effect, as indicated in paragraph twelfth paragraph below.

(d) The delegation for the issue of convertible and/or exchangeable debentures and warrants will also include the power to develop and specify the bases and methods of the conversion and/or exchange or exercise established in paragraphs 5 and 6 above, in particular the power to determine the time of the conversion and/or exchange or exercise of the warrants, which may be limited to a predetermined period, the ownership of the right of conversion and/or exchange of the debentures or the right of exercise, which may be attributed to the Company or to the debenture holders or warrant holders, the method of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of the two, which may be left to be chosen by it at the time of

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execution or even to establish that it is mandatory to convert the debentures that are the subject of the issue) and, in general, whatever matters and conditions may be necessary or advisable for the issue.

9. *Guarantee of issues of securities by subsidiary companies*

The Board of Directors is also authorised to guarantee on behalf of the Company, within the limits indicated above, issues of convertible and/or exchangeable fixed income securities or warrants that, during the duration of this Resolution, may be carried out by companies belonging to the Company's group.

10. *Admission to trading of the issued securities*

The Company may apply for the admission of the debentures, bonds, warrants, preference shares, and any other securities that may be issued by the Company pursuant to this delegation to trading on official or unofficial secondary markets, whether organised or unorganised, Spanish or foreign, authorising the Board of Directors to take the necessary steps and actions to secure their admission to trading before the competent bodies of the different Spanish or foreign stock markets.

11. *Power of substitution*

The Board of Directors is authorised in turn to delegate the delegated powers to which this Resolution refers to any of its members.

12. *Effectiveness of the Resolution*

This Resolution of the General Meeting Shareholder will be effective from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

12. Authorisation to the Board of Directors for, within a maximum of five years, the derivative acquisition of its own shares directly or through group companies and for the subsequent disposal of them, with a maximum of ten percent (10%) of the capital.

Proposed resolution

The General Meeting approves to authorise the Company's Board of Directors so that it may proceed with the derivative acquisition of the Company's own shares, both directly by the Company itself and indirectly by its subsidiaries, on the terms indicated below:

- (a) Types and maximum number of available shares: The acquisition may be affected by means of a purchase, swap, donation, assignment or payment in kind and, generally, by any other type of acquisition for value of outstanding shares and fully paid-in permitted by law, on one or more occasions, provided that the shares acquired, when added to those already possessed by the Company, do not exceed 10% of the share capital.
- (b) Maximum and minimum prices: The price or consideration will be no lower than its par value or higher than a five percent (5%) above listing price or any other price associated to the shares at the time of the acquisition.
- (c) Duration of the authorisation: The period of validity of the authorisation will be five (5) years from the day after this resolution.

The shares acquired by this method will not have political rights, not even voting rights. The economic rights will be given proportionally to the rest of shares, pursuant to article 148 of the Spanish Companies Act.

Furthermore, for the purposes contemplated in the second paragraph of number 1.a) of article 146 of the Spanish Companies Act, it is decided to expressly grant authorisation for the acquisition of the Company's shares by any of the companies belonging to the Company's group in the same conditions as the ones in this Resolution.

It is expressly stated for the record that the shares acquired pursuant to this authorisation may be disposed of or redeemed, as well as being used for the remuneration systems contemplated in article 146.1 a) of the Spanish Companies Act.

This authorisation will take effect from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

13. Delegation of powers.

Proposed resolution

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The General Meeting approves to delegate in the broadest possible terms to the Directors and the Secretary non-member of the Board of Directors, whatever powers may be necessary so that any of them, individually, may take any of the following actions in the name and on behalf of the Company:

- (i) *To appear before a Spanish Notary in order to execute into a public deed the above resolutions.*
- (ii) *To carry out whatever related or complementary actions may be necessary or appropriate for the complete fulfillment of the purposes and intent of the above resolution, including its interpretation, clarification, rectification, amendment and execution.*
- (iii) *To sign whatever public or private documents may be required in connection with the exercise of the delegation of powers granted, including, if necessary, the publication of any announcements that may be required by law, the registration with any registers that may be appropriate and the performance of any acts and procedures that may be necessary for that purpose, together with, among others, the power to rectify, clarify, interpret, complete, detail or specify, as the case may be, the resolutions adopted, in particular to rectify any defects, omissions or errors that may be found, including ones found in the verbal or written assessment by the Commercial Registry, which may hinder the effectiveness of the resolution.*

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 General Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the General Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said General Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Attorney may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

Important

This proxy form shall be received by no later than 18 September 2020, 23:59 (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.

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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.

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 Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organization of the General Meeting.

This proxy form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this proxy form.

<p>Executed in on..... , 2020</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>

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

*A shareholder wishing to participate by voting must file this **VOTING FORM** with the Company before 23:59 (CEST) plus one minute on 18 SEPTEMBER 2020.*

<p>For the extraordinary general meeting of the shareholders (the "General Meeting") of : eDreams ODIGEO (the "Company") to be held on 23 September 2020, at 4, rue du Fort Wallis, L-2714 Luxembourg, at 09:00h CEST</p>	<p><u>Number of shares held (all of which are in dematerialised form):</u></p> <p><u>Number of votes to be exercised:</u></p>
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<p>Shareholder identification: The undersigned (the "Shareholder"), Name:</p> <p>Contact details: - Address: - E-mail address: Telephone number:</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><u>Agenda of the EGM</u></p> <p>1. Relocation to Spain of the registered office of eDreams ODIGEO, Société anonyme and amendment of its corporate name.</p> <p><u>Proposed resolution</u></p> <p><i>The General Meeting approves to relocate the registered office (siège sociale) and the central administration (administration centrale) of eDreams ODIGEO, S.A. (the "Company") to Spain (Calle Lopez de Hoyos, 35, 28002 (Madrid)) and consequently for the Company to become a Spanish company with the corporate form of a "sociedad anónima" (the "Relocation"). The General Meeting approves the Company to maintain its legal personality upon Relocation and cease to exist as a Luxembourg entity.</i></p> <p><i>Likewise, the General Meeting approves that the effective date of the Relocation will be the date on which the Spanish public deed by virtue of which this resolution is executed before a Notary public, together with any other resolution linked to the Relocation, is registered in the Spanish Commercial Registry. Therefore, the Company will be a Luxembourg company until the date on which said public deed is registered in the Spanish Commercial Registry (Registro Mercantil español), becoming, from then on, a Spanish company (the "Effective Date").</i></p> <p><i>As a consequence of the foregoing, the General Meeting approves that, as of the Effective Date, the Company's corporate name shall be modified, changing from its current name "eDreams ODIGEO, Société Anonyme" to "EDREAMS ODIGEO, Sociedad Anónima", which will be the new corporate name with which the Company will operate in Spain.</i></p> <p><i>The General Meeting acknowledges that no new shares are issued as a consequence of the Relocation and each shareholder</i></p>
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shall continue to hold the same number of shares prior to and upon the Relocation.

For **Against** **Abstention**

2. Approval of the new Bylaws of the Company.

Proposed resolution

In anticipation of the relocation of the registered office of the Company to Spain and for the purpose of adapting the Company's Bylaws to its new legal form, the General Meeting approves a new draft of the Bylaws of the Company, which are attached to the present deed.

These Bylaws will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For **Against** **Abstention**

3. Appointment of Iberclear.

Proposed resolution

The General Meeting approves the appointment of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) -duly registered with the Commercial Registry of Madrid, Volume 15.611, Book O, Page 5, Section 83, Sheet M-262,818, Inscription 1, with Spanish Tax ID Number (NIF) A-82695677, with domicile at Plaza de la Lealtad, 1, 28014 Madrid-, and the entities participating in it, for keeping the relevant book-entry registry of the Company's shares.

The keeping of the relevant book-entry registry will be effective as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For **Against** **Abstention**

4. Auditors' appointment.

Proposed resolution

The General Meeting approves the appointment of the auditors of the Company and its consolidation group, Ernst and Young, S.L., with its address for these purposes at Raimundo Fernández Villaverde 65 - Torre Azca, 28003, Madrid (Spain), holder of tax identification number (CIF) number B-78970506 and registered with the Official Registry of Accounting Auditors (ROAC) under the number S0530 and in the Commercial Registry of Madrid, under Volume 12749, page 215 and sheet M-23123 for the auditing of the Annual Accounts of the Company corresponding to the fiscal year started on 1 April 2020 and ending on 31 March 2021.

The appointment will be effective as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid (the "Effective Date").

The General Meeting acknowledges the resignation of the current auditor (réviseur d'entreprises agréé) Ernst & Young Société Anonyme, with its address for these purposes 35E, Avenue John F. Kennedy L-1855 Luxembourg, as of the Effective Date.

For **Against** **Abstention**

5. Ratification of corporate website.

Proposed resolution

In the framework of the relocation of the registered office of the Company to Spain and in order to facilitate the registry of

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certain information relating to the Company in the Spanish Commercial Registry, the General Meeting ratifies the Company's current corporate website, the address of which is "www.edreamsodigeo.com".

Save as provided otherwise in the Bylaws, any subsequent modification, move or removal of the aforementioned corporate website will be responsibility of the Company's Board of Directors, without prejudice of the permanent delegation of faculties that the Board may empower, where appropriate, in favor of one or various chief executive officers.

For Against Abstention

6. Approval of the new Regulations of the Company's General Shareholders Meeting.

Proposed resolution

In anticipation of the request for the relocation of the registered office of the Company to Spain and in order to satisfy the corporate governance requirements and practices for listed companies, the General Meeting approves a new draft of the Regulations that are to regulate the structure and functioning of the Company's General Shareholders Meeting, which is attached to the present deed.

These Regulations of the General Meeting will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

7. Ratification of the number of members of the Board of Directors and renewal of directors.

Proposed resolution

In the framework of the relocation of the registered office of the Company to Spain and in order to facilitate the registry of certain information relating to the management body of the Company in the Spanish Commercial Registry, the General Meeting ratifies the number of members of the Board of Directors of the Company, which is fixed at 9 members.

Additionally, the General Meeting resolves to approve the renewal of the mandate of all members of the Board of Directors, which is formed by the following 9 members:

- *Mr. Thomas Vollmoeller, of legal age, of German nationality, whose address for these purposes is New Work SE 30, Dammtorstrasse, 20354, Hamburg, Germany, with passport number CIT59JIG7, in force. Mr. Thomas Vollmoeller qualifies as an "independent director", he is the Chairman of the Board of Directors.*
- *Ms. Carmen Allo Pérez, of legal age, of Spanish nationality, whose address for these purposes is calle Dr. Fleming 30, 4b, 28036. Madrid, Spain, with DNI number 16539984V, in force. Ms. Carmen Allo Pérez qualifies as an "independent director".*
- *Mr. Dana Philip Dunne, of legal age, of British nationality, whose address for these purposes is calle Bailén 67, 08009, Barcelona, Spain, with passport number 556744506, in force. Mr. Dana Philip Dunne qualifies as an "executive director" (CEO).*
- *Mr. David Elizaga, of legal age, of Spanish nationality, whose address for these purposes is calle Bailén 67, 08009, Barcelona, Spain, with DNI number 50730588V, in force. Mr. David Elizaga qualifies as an "executive director".*
- *Mr. Daniel Setton, of legal age, of French nationality, whose address for these purposes is 20, Place Vendôme, 75001, Paris, France, with passport number 12AR70702, in force. Mr. Daniel Setton qualifies as a "proprietary director".*
- *Ms. Lise Fauconnier, of legal age, of French nationality, whose address for these purposes is Place Vendôme, 75001, Paris, France, with passport number 15DA14189, in force. Ms. Lise Fauconnier qualifies as a "proprietary director".*
- *Mr. Benoit Vauchy, of legal age, of French nationality, whose address for these purposes is 80, Pall Mall, SW1Y 5ES, London, United Kingdom, with passport number 14AD10458, in force. Mr. Benoit Vauchy qualifies as a "proprietary director".*
- *Mr. Pedro López, of legal age, Spanish, whose address for these purposes is 10, Plaza del Marqués de Salamanca, 1. Izq., 28006, Madrid, Spain, with DNI number 02548540W, in force. Mr. Pedro López qualifies as a "proprietary director".*
- *Ms. Amanda Wills, of legal age, British, whose address for these purposes is 96, Kensington High Street, W8 4SG, London, United Kingdom, with passport number 512169799, in force. Ms. Amanda Wills qualifies as an "independent director".*

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The nine directors indicated above accept respectively the renewal of their mandate with effects as of the moment when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

8. Approval of the new Directors' Remuneration Policy.

Proposed resolution

The General Meeting resolves to approve a Directors' Remuneration Policy, which is contained and described in the document made available to the shareholders.

This Policy will come into force when the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

9. Approval of the annual aggregate maximum amount of the remuneration of the members of the board of directors in their capacity as such.

Proposed resolution

The General Meeting resolves, for an indefinite term as long as the General Shareholders' Meeting does not approve anything to the contrary, to fix the maximum global amount of the Directors' remuneration in their capacity as such at five hundred thousand euro (EUR 500,000). It is stated that this amount is a maximum and it is fixed in accordance with the Remuneration Policy of the Company.

For the avoidance of doubts, it was expressly declared that this amount does not include the compensation that, as a fixed salary or variable remuneration, or in any other concept, corresponds to the Executive Directors, according to the Bylaws.

This amount has been fixed taking into account the current composition of the Board of Directors and its commissions. The distribution of this amount among the Directors will be established by resolution of the Board of Directors, taking into consideration the functions and responsibilities given to each director, the membership in its commission and other objective circumstances considered relevant.

For Against Abstention

10. Authorisation to the Board of Directors in accordance with the provisions of article 297.1.b) of the Spanish Companies Act so that, within a maximum of five years and if it thinks fit, it may increase the share capital by up to half of the current share capital, on one or more occasions and at the time and in the amount that it considers appropriate, with the power to exclude the pre-emptive subscription right.

Proposed resolution

1. *Authorized capital, amount and period*

The General Meeting approves to authorise the Company's Board of Directors, in accordance with the provisions of article 297.1.b) of the Spanish Companies Act, so that, without consulting the General Meeting first, it may increase the share capital by up to half of the Company's capital at the effective date indicated in the last paragraph below of this Resolution. It may exercise that power before the fifth anniversary of the said date on one or more occasions and at the time, in the amount and on the conditions that it is free to decide in each case.

2. *Scope of delegation*

This means that the Board of Directors may fix all the terms and conditions of the capital increases and the characteristics of the shares, as well as determining the investors and markets at which the capital increases are targeted and the placement procedure that has to be followed, freely offering the new shares not subscribed in the pre-emptive subscription period and establishing, in the event of an incomplete subscription, that the capital increase is null and void or that the capital is increased only by the amount of the subscriptions made, redrafting the article of the Bylaws dealing with the share capital. The Board of Directors may designate the person or persons, who may or may not be directors, who are to execute any of the resolutions adopted pursuant to this authorisation, in particular the resolution to close the capital increase.

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3. *Rights of the new shares, issue price and consideration for the increase*
The new shares issued as a result of the capital increase or increases resolved pursuant to this delegation will be ordinary shares with the same rights as the existing shares (save for the dividends that have already been declared but not yet paid at the time of their issue). They will be issued at the rate of their par value or with such issue premium as may be determined, as the case may be. The consideration for the new shares to be issued must be paid in cash.

4. *Exclusion of the pre-emptive subscription right*
In accordance with the provisions of article 506 of the Spanish Companies Act, the Board of Directors is expressly granted the power partly or totally to exclude the pre-emptive subscription right in respect of all or any of the issues resolved pursuant to this authorisation, although this power will be limited to capital increases carried out pursuant to this delegation up to an amount equivalent to 20% of the Company's share capital at the date on which this Resolution takes effect, which is indicated in paragraph 7 below.

In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power conferred on it pursuant to the provisions of this paragraph 4 if the Company's interests so require, provided that the par value of the shares to be issued plus the issue premium, if any, corresponds to the reasonable value of the Company's shares, as derived from the report which must be prepared at the request of the Board of Directors by an auditor other than the Company's auditor; appointed for these purposes by the Commercial Registry, on each occasion on which the power to exclude the pre-emptive subscription right that is conferred in this paragraph is exercised.

5. *Application for admission to trading*
The Board of Directors is also authorised to apply for the admission to trading, and for the exclusion from trading, on the organised secondary markets in Spain or abroad, of any shares that may be issued or, in the event that the par value of the shares already issued is changed, their exclusion and new admission, complying with the applicable rules in relation to dealing, permanency and exclusion from trading.

6. *Power of substitution*
The Board of Directors is authorised in turn to delegate the delegated powers to which this Resolution refers to any of its members.

7. *Effectiveness of the Resolution*
This Resolution of the General Meeting Shareholder will be effective from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

11. Authorisation to the board of directors to, within a maximum of five years, issue bonds, debentures and other fixed income securities, convertible and/or exchanged for shares, as well as warrants and other analogue values that might give rise to, directly or indirectly, the subscription or acquisition of shares, for a maximum amount such that the nominal amount does not exceed half the share capital amount at the date the authorization is granted, as well as the faculty to increase capital by the amount necessary and the faculty to exclude, where appropriate, the pre-emptive subscription right.

Proposed resolution

The General Meeting approves to delegate to the Board of Directors, in accordance with the general regime for the issue of debentures and in accordance with the provisions of articles 286, 297, 417 and 511 of the Spanish Companies Act and article 319 of the Commercial Registry Regulations, the power to issue debentures and any other securities of a similar kind, convertible into newly issued shares in the Company and/or exchangeable for shares in the Company already in circulation, together with warrants or other similar securities that may give the right directly or indirectly to subscribe or acquire shares in the Company, either newly issued shares or shares already in circulation, in accordance with the following conditions:

1. *Securities subject of the issue*
The negotiable securities to which this delegation refers may be debentures, bonds or other fixed income securities of a similar kind, securities convertible into shares in the Company or in in any other company, whether or not it is a group company, and/or convertible into shares in the Company. This delegation may also be used to issue promissory notes, preference shares (if legally admissible) and warrants (options to subscribe new shares or to acquire old shares in the Company).

2. *Duration of the delegation*
The issue of the securities that are the subject of the delegation may take place on one or more occasions within the period of five years from the date of this Resolution.

3. *Maximum amount of the delegation*
The Board of Directors is authorized to issue the securities referred to in paragraph 1 above for a maximum amount such that the nominal amount of the capital increases carried out under this authorization, together with that of any increases decided upon under other authorizations proposed by the Board of Directors to the General Meeting in accordance with Article 297.1.b) of the Capital Companies Act and still in force, do not exceed half of the Company's share capital at the

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effective date indicated in the last paragraph of this Resolution.

The abovementioned limit will be calculated taking into account the maximum number of shares into which the bonds may be converted, given their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, without prejudice to any adjustments that may be made to the conversion ratio after the securities have been issued.

In the case of warrants, the calculation will take the sum of the premiums and exercise prices of any warrants issued under this authority into account.

Finally, if the terms of these instruments provide for the possibility of the coupon being paid in newly issued shares, the limit available under this authority will be calculated taking into account in addition the maximum number of shares that could be issued from the time the securities are issued until they mature to make the payment of the aforementioned coupon, using the quoted price of the Company's share at the time of issue.

4. *Scope of the delegation*

The delegation to issue the securities to which this Resolution refers will extend to the fixing of the different aspects and conditions of each issue (par value, issue rate, repayment price in the case of the warrants, premiums and exercise price, currency of the issue, interest rate, ether payable in cash or in kind (in treasury shares or newly issued shares), redemption, anti-dilution mechanisms, subordination clauses, guarantees for the issue, place of the issue, admission to trading, etc.) and the taking of whatever steps may be necessary, including steps in accordance with any stock market rules and regulations that may be applicable, for the execution of the specific issues resolved pursuant to this delegation.

5. *Bases and methods of conversion and/or exchange*

In the case of an issue of convertible and/or exchangeable debentures or bonds and for the purposes of determining the bases and methods of the conversion and/or exchange, it was resolved to establish the following criteria:

(i) The securities issued pursuant to this Resolution shall be convertible into newly issued shares and/or exchangeable for Company's outstanding shares in accordance with a fixed conversion and/or exchange rate (determined or determinable) or a variable conversion and/or exchange rate, being empowered the Board of Directors to decide if it is convertible and/or exchangeable, as well as to determine if the securities are necessary or voluntarily convertible and/or exchangeable or just in certain scenarios, and in the case of voluntarily, at the option of its owner or issuer, with the periodicity and during the maximum period established in the resolution approving the issue and that shall not exceed 30 years from the issuing date. This maximum period shall not be applicable to convertible and/or exchangeable perpetual securities.

(ii) In case of conversion and/or exchange rate fixed, and for such purposes the fixed income securities will be valued at their par value and the shares at the fixed rate determined in the resolution of the Board of Directors, or at the rate determinable on the date or dates indicated in the resolution of the Board of Directors itself, and in any case may not be less than the greater of (i) the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing prices of the Company's shares on the Automated Quotation System (Mercado Continuo) during the period to be determined by the Board of Directors, which may not be more than three months or less than three days prior to the date of the meeting of the Board of Directors in which the issue of the debentures or bonds is resolved using this delegation, and (ii) the closing price of the shares on the same Automated Quotation System (Mercado Continuo) on the day prior to the date of the aforementioned meeting of the Board of Directors in which the issue of the debentures or bonds is resolved using this delegation. Moreover, a discount on this minimum price per share may be fixed which may not exceed twenty-five percent (25%).

(iii) It may also be decided to issue fixed income convertible and/or exchangeable securities with a variable conversion and/or exchange rate. In this case, the price of the shares for the purposes of conversion and/or exchange will be the average price (either arithmetical or weighted) of the Spanish Stock Exchanges on which the Company's shares are admitted to trading on the basis of their closing price, the average price for each session or any other price reference, during the period to be determined by the Board of Directors, which may not exceed three months or be fewer than three days which may end until the day of the Board's resolution approving the issue of the securities or until the date of conversion and/or exchange, according to what is established. Moreover, a minimum and/or maximum price reference of the shares may be fixed for the purpose of the conversion and/or exchange, in the terms decided by the Board of Directors.

(iv) In no case may convertible debentures be issued for a figure that is less than their par value. Similarly, in accordance with the provisions of article 415.1 of the Spanish Companies Act, debentures may not be converted into shares if the par value of the debentures is less than the par value of the shares.

(v) When the conversion and/or exchange takes place, any fractions of shares that may have to be delivered to the holder of the debentures or bonds will be rounded down to the whole number immediately below and each holder will receive any difference that may arise in such a situation in cash.

(vi) At the time when it adopts a resolution for an issue of convertible and/or exchangeable debentures or bonds pursuant to the authorisation contained in this Resolution, the Board of Directors will issue a report detailing and specifying the bases and methods for the conversion that are specifically applicable to the issue in question, by reference to the criteria described above. This report will be accompanied by the corresponding report from the auditors referred to in article 414.2 of the Spanish Companies Act.

6. *Securities subject of the issue*

In the case of an issue of warrants, to which the provisions of the Spanish Companies Act in respect of convertible debentures will apply by analogy, and for the purposes of the determination of the bases and methods for its exercise, it was resolved to establish the following criteria:

(i) The warrants issued pursuant to this Resolution may give the right to subscribe new shares issued by the Company

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and/or to acquire shares in the Company that are already in circulation, or a combination of the two. In all cases the Company may reserve the right to choose, at the time when the warrant is exercised, between delivering new shares, old shares or a combination of the two.

(ii) The time period for the exercise of the warrants will be determined by the Board of Directors and may not exceed ten years starting from the issue date.

(iii) The exercise price of the warrants may be fixed or variable. In case that the exercise price is fixed, the price will be determined by the Board of Directors at the time of issue or will be determinable at a later date in accordance with the criteria fixed in the resolution itself. In all cases the share price to be considered may not be less than the greater of (i) the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing price of the Company's shares on the Automated Quotation System (Mercado Continuo) during the period to be determined by the Board of Directors, which must not be more than three months or less than three days prior to the date of the meeting of the Board of Directors in which the issue is resolved using this delegation, and (ii) the closing price of the Company's shares on the same Automated Quotation System (Mercado Continuo) on the day prior to the date of the aforementioned meeting of the Board of Directors in which the issue is resolved using this delegation. Moreover, a discount on this minimum price per share may be fixed which may not exceed twenty-five percent (25%).

(iv) In case that the exercise price of the warrants is variable, this will be the arithmetical or weighted average, at the discretion of the Board of Directors, of the closing prices of the Company's shares on the Automated Quotation System (Mercado Continuo), the average price for each session or any other price reference, during the period to be determined by the Board of Directors, which may not be more than three months or less than three days prior to the date of the meeting of the Board of Directors in which the issue of the debentures or bonds is resolved or the conversion and/or exchange date, according to what is established. Moreover, a minimum and/or maximum price reference of the shares may be fixed for the purpose of the conversion and/or exchange, in the terms decided by the Board of Directors.

(v) When warrants are issued with simple exchange ratios or at par – that is to say one share for each warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not in any case be less than the trading price of the Company's share, considered in accordance with the provisions of the preceding paragraph, or less than its par value. In the case of warrants with multiple exchange ratios – that is to say ratios other than one share for each warrant – the sum of the premium or premiums paid for the warrants issued as a whole and their aggregate exercise price may not in any case be less than the result of multiplying the number of shares underlying the total warrants issued by the quoted price of the shares, considered in accordance with the provisions of the preceding paragraph, or less than their par value.

(vi) When it resolves to issue warrants pursuant to this authorisation, the Board of Directors will issue a report developing and specifying the bases and methods for exercise specifically applicable to the issue in question, by reference to the criteria described above. Applying by analogy article 414 of the Spanish Companies Act, this report will be accompanied by the report from the auditors to which the said article refers.

7. Rights of holders of convertibles securities

Holders of convertible and/or exchangeable securities and warrants will have whatever rights the current legislation recognises and, in particular, the right to be protected by the appropriate anti-dilution clauses and, in the case of convertible debentures and warrants over newly issued shares, the pre-emptive subscription right, unless the Board of Directors decides to exclude that right, totally or partly, in the terms and subject to the requirements laid down by the law.

8. Capital increase and exclusion of the pre-emptive subscription right in relation to convertible securities

The delegation of the power to issue convertible debentures or bonds and warrants over newly issue shares will include:

(a) The power to increase the capital by the amount necessary to meet the requests for conversion or the exercise of warrants over newly issued shares. This power may only be exercised to the extent that the Board of Directors, when adding the capital being increased to meet the issue of convertible debentures or bonds or the exercise of warrants to any other capital increases that may have been resolved pursuant to the authorisations granted by the General Meeting, does not exceed, in terms of the par value, the limit of half of the amount of the share capital established in article 297.1.b) of the Spanish Companies Act on the effective date indicated in the final paragraph of this Resolution.

(b) For the purposes of computing this limit, the amounts of any increases resolved pursuant to the delegation provided for in the tenth resolution above must be taken into account.

(c) The power to exclude the pre-emptive subscription right of shareholders or holders of convertible debentures or bonds where this is necessary in order to obtain funds on the international markets, the use of techniques based on bookbuilding or if the Company's interests justify it in some other way. In any event, if the Board of Directors decides to exclude the pre-emptive subscription right in relation to a particular issue of convertible debentures or bonds or warrants over newly issued shares that it may decide to make pursuant to this authorisation, when it approves the issue it will issue a report detailing the specific reasons why the Company's interests justify that measure, which will be the subject of the related report from the auditors that is referred to in article 511 of the Spanish Companies Act. This power will also be limited to issues made pursuant to this delegation up to an amount equivalent to 20% of the Company's capital at the date on which this Resolution takes effect, as indicated in paragraph twelfth paragraph below.

(d) The delegation for the issue of convertible and/or exchangeable debentures and warrants will also include the power to develop and specify the bases and methods of the conversion and/or exchange or exercise established in paragraphs 5 and 6 above, in particular the power to determine the time of the conversion and/or exchange or exercise of the warrants, which may be limited to a predetermined period, the ownership of the right of conversion and/or exchange of the debentures or the right of exercise, which may be attributed to the Company or to the debenture holders or warrant

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holders, the method of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of the two, which may be left to be chosen by it at the time of execution or even to establish that it is mandatory to convert the debentures that are the subject of the issue) and, in general, whatever matters and conditions may be necessary or advisable for the issue.

9. *Guarantee of issues of securities by subsidiary companies*

The Board of Directors is also authorised to guarantee on behalf of the Company, within the limits indicated above, issues of convertible and/or exchangeable fixed income securities or warrants that, during the duration of this Resolution, may be carried out by companies belonging to the Company's group.

10. *Admission to trading of the issued securities*

The Company may apply for the admission of the debentures, bonds, warrants, preference shares, and any other securities that may be issued by the Company pursuant to this delegation to trading on official or unofficial secondary markets, whether organised or unorganised, Spanish or foreign, authorising the Board of Directors to take the necessary steps and actions to secure their admission to trading before the competent bodies of the different Spanish or foreign stock markets.

11. *Power of substitution*

The Board of Directors is authorised in turn to delegate the delegated powers to which this Resolution refers to any of its members.

12. *Effectiveness of the Resolution*

This Resolution of the General Meeting Shareholder will be effective from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

12. Authorisation to the Board of Directors for, within a maximum of five years, the derivative acquisition of its own shares directly or through group companies and for the subsequent disposal of them, with a maximum of ten percent (10%) of the capital.

Proposed resolution

The General Meeting approves to authorise the Company's Board of Directors so that it may proceed with the derivative acquisition of the Company's own shares, both directly by the Company itself and indirectly by its subsidiaries, on the terms indicated below:

- (a) Types and maximum number of available shares: The acquisition may be affected by means of a purchase, swap, donation, assignment or payment in kind and, generally, by any other type of acquisition for value of outstanding shares and fully paid-in permitted by law, on one or more occasions, provided that the shares acquired, when added to those already possessed by the Company, do not exceed 10% of the share capital.
- (b) Maximum and minimum prices: The price or consideration will be no lower than its par value or higher than a five percent (5%) above listing price or any other price associated to the shares at the time of the acquisition.
- (c) Duration of the authorisation: The period of validity of the authorisation will be five (5) years from the day after this resolution.

The shares acquired by this method will not have political rights, not even voting rights. The economic rights will be given proportionally to the rest of shares, pursuant to article 148 of the Spanish Companies Act.

Furthermore, for the purposes contemplated in the second paragraph of number 1.a) of article 146 of the Spanish Companies Act, it is decided to expressly grant authorisation for the acquisition of the Company's shares by any of the companies belonging to the Company's group in the same conditions as the ones in this Resolution.

It is expressly stated for the record that the shares acquired pursuant to this authorisation may be disposed of or redeemed, as well as being used for the remuneration systems contemplated in article 146.1 a) of the Spanish Companies Act.

This authorisation will take effect from the date on which the Company's relocation of its registered office to Spain is effective, i.e., when the Spanish public deed relating to the relocation of the Company is registered in the Commercial Registry of Madrid.

For Against Abstention

13. Delegation of powers.

Proposed resolution

The General Meeting approves to delegate in the broadest possible terms to the Directors and the Secretary non-member of the Board of Directors, whatever powers may be necessary so that any of them, individually, may take any of the following actions in the name and on behalf of the Company:

- (i) To appear before a Spanish Notary in order to execute into a public deed the above resolutions.

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- (ii) *To carry out whatever related or complementary actions may be necessary or appropriate for the complete fulfillment of the purposes and intent of the above resolution, including its interpretation, clarification, rectification, amendment and execution.*
- (iii) *To sign whatever public or private documents may be required in connection with the exercise of the delegation of powers granted, including, if necessary, the publication of any announcements that may be required by law, the registration with any registers that may be appropriate and the performance of any acts and procedures that may be necessary for that purpose, together with, among others, the power to rectify, clarify, interpret, complete, detail or specify, as the case may be, the resolutions adopted, in particular to rectify any defects, omissions or errors that may be found, including ones found in the verbal or written assessment by the Commercial Registry, which may hinder the effectiveness of the resolution.*

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 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 Meeting, vote in the name and on behalf of the Principal on any amended resolution submitted to said General Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems 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 18 September 2020, 23:59 (CEST) plus one minute, as described in the convening notice, to:

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

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

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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 Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the General Meeting.

This voting form is governed by and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this voting form.

<p>Executed in on....., 2020</p> <p>Signature</p> <p>Name:</p> <p>Title / Represented by:</p>
