

February 24, 2015

**GEO DEBT FINANCE ANNOUNCES CONSENT SOLICITATION IN RESPECT OF 7.50% SENIOR SECURED NOTES DUE 2018 (ISIN XS0879569977 AND XS0879569464 AND COMMON CODES 087956997 AND 087956946)**

**GEO TRAVEL FINANCE ANNOUNCES CONSENT SOLICITATION IN RESPECT OF 10.375% SENIOR NOTES DUE 2019 (ISIN XS0618571680 AND XS0618568389 AND COMMON CODES 061857168 AND 061856838)**

GEO Debt Finance S.C.A., registered with the Luxembourg Register of Commerce and Companies under number B-172 797 (“**GEO Debt Finance**”) announces that it has commenced today a consent solicitation (the “**2018 Consent Solicitation**”) to solicit consents for a waiver with respect to, and amendments of, certain restrictive covenants contained in the (i) indenture dated as of January 31, 2013 (the “**2018 Indenture**”), among Geo Debt Finance, as issuer, Geo Debt GP S.à r.l, Geo Travel Finance, LuxGEO S.à r.l (“**LuxGEO**”) and certain of its subsidiaries, as guarantors, Deutsche Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent, Deutsche Bank Luxembourg S.A., as registrar, paying agent and transfer agent, Société Générale, as security agent (the “**Security Agent**”), and the other parties thereto, pursuant to which GEO Debt Finance’s €25,000,000 aggregate principal amount of 7.50% Senior Secured Notes due 2018 (the “**2018 Notes**”) were issued; and (ii) intercreditor agreement dated February 18, 2011 among Société Générale, as original RCF agent, Deutsche Trustee Company Limited, as senior secured notes trustee and high yield notes trustee, the Security Agent, certain creditors identified therein, and the other parties thereto (as amended and restated from time to time prior to the date hereof, the “**Intercreditor Agreement**”).

Geo Travel Finance S.C.A., registered with the Luxembourg Register of Commerce and Companies under number B-159 022 (“**GEO Travel Finance**”) announces that it has also commenced today a consent solicitation (the “**2019 Consent Solicitation**” and, together with the 2018 Consent Solicitation, the “**Consent Solicitations**”) to solicit consents for a waiver with respect to, and amendments of, certain restrictive covenants contained in (i) indenture dated as of April 21, 2011 (the “**2019 Indenture**” and, together with the 2018 Indenture, the “**Indentures**”), among Geo Travel Finance, as issuer, LuxGEO GP S.à r.l, Deutsche Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent and escrow agent, Deutsche International Corporate Services Ireland Ltd., as paying agent and transfer agent, Deutsche Bank Luxembourg S.A., as registrar, the Security Agent, and the other parties thereto, pursuant to which GEO Travel Finance’s €129,000,000 aggregate principal amount of 10.375% Senior Notes due 2019 (the “**2019 Notes**” and together with the 2018 Notes, the “**Notes**”) were issued; and (ii) the Intercreditor Agreement.

Details of the 2018 Consent Solicitation are contained in Geo Debt Finance’s Consent Solicitation Statement dated February 24, 2015 (the “**2018 Consent Solicitation Statement**”), which is being sent to holders of the 2018 Notes. Details of the 2019 Consent Solicitation are contained in Geo Travel Finance’s Consent Solicitation Statement dated February 24, 2015 (the “**2019 Consent Solicitation Statement**” and, together with the 2018 Consent Solicitation Statement, the “**Consent Solicitation Statements**”), which is being sent to holders of the 2019 Notes. Each Consent Solicitation will expire at 5:00 p.m. Central European Time on March 4, 2015, unless such time is extended or earlier terminated (the “**Expiration Time**”).

The consents being sought by Geo Debt Finance and Geo Travel Finance are to a waiver (as defined in the applicable Consent Solicitation Statement, the “**Waiver**”) and proposed amendments (as defined in the applicable Consent Solicitation Statement, the “**Proposed Amendments**”) which would permit eDreams Odigeo S.A. and its subsidiaries (the “**Group**”) to undertake the Transactions (as defined in each Consent Solicitation Statement) to improve the tax efficiency of certain of the Group’s intra-group financing arrangements to avoid what would otherwise be a tax leakage in Luxembourg of approximately €4.5 million per year (based on current Luxembourg tax rates) beginning in the financial year ending March 31, 2016. In summary, the Transactions will effect a restructuring of such financing arrangements through a series of related, intra-Group transactions including certain intra-Group liability and share transfers, cash payments and share capital transactions. Holders of Notes should refer to the relevant Consent Solicitation Statement for further details of the Transactions.

By providing consent in the applicable Consent Solicitation, each holder of the applicable series of Notes is consenting to, among other things, the entry by members of the Group into the Transactions and waiving any breaches of covenants in the applicable Indenture and the Intercreditor Agreement, and any Default and/or Event of Default (as defined in the applicable Indenture) and the consequences thereof, which may otherwise

arise by virtue of the consummation of the Transactions, and any other actions or transactions which are ancillary thereto, as well as authorizing and instructing the Security Agent to enter into such amendments to the Transaction Security Documents (as defined in the Intercreditor Agreement) as would permit the consummation of the Transactions or which are required following the consummation of the Transactions and to do all such other things as may be necessary or expedient to carry out and give effect to the Waiver and the Proposed Amendments. By providing consent in the applicable Consent Solicitation, each holder of the applicable series of Notes is also consenting to the Proposed Amendments to clarify that the consummation of the Transactions will not result in any increase or decrease in the available capacity under the basket for Restricted Payments (as defined in the applicable Indenture) provided under section 4.04 of each Indenture.

Adoption of the Waiver and the Proposed Amendments in respect of the 2018 Notes or the 2019 Notes requires consents from holders of a majority in aggregate principal amount of the outstanding 2018 Notes or 2019 Notes (as applicable) (the “**Required Consents**”). Concurrently with the Consent Solicitations, LuxGEO is also soliciting consents from lenders under and in accordance with its super senior revolving credit facilities agreement dated January 31, 2013 to permit the consummation of the Transactions (the “**RCF Required Consents**”).

Following receipt of the Required Consents from the holders of a given series of Notes, a supplemental indenture with respect to such series of Notes will be executed and the Waiver and the Proposed Amendments will become effective (but not operative) at the time of such execution. If the Required Consents are received with respect to a given series of Notes, and a supplemental indenture is validly entered into with respect to such series of Notes, the supplemental indenture will bind all holders of such series of Notes, including those that did not give their consent, but non-consenting holders will not receive the Consent Fee (as defined below). However, the Waiver and the Proposed Amendments will not become operative unless the conditions set forth in the applicable Consent Solicitation Statement, including the payment of the Consent Fee, are satisfied by 5:00 p.m. Central European Time on April 1, 2015 (the “**Long Stop Time**”).

Upon the terms and subject to the satisfaction or waiver of the conditions to payment set forth in the applicable Consent Solicitation Statement (including the receipt of all Required Consents and the RCF Required Consents), LuxGEO, on behalf of Geo Debt Finance and Geo Travel Finance, as applicable, will pay or cause to be paid to a consent fee equal to €2.00 per €1,000 principal amount of Notes in respect of which a consent has been delivered (the “**Consent Fee**”). Holders who do not provide their consent prior to the Expiration Time, or who validly revoke their consent, will not receive the Consent Fee. The Consent Fee will be paid on the date determined by the Company, being a date (i) that is after the date of the Expiration Time, and (ii) as at which the other conditions set forth in the applicable Consent Solicitation Statement have been satisfied or waived, but (iii) that is no later than the date of the Long Stop Time.

Each of Geo Debt Finance and Geo Travel Finance reserve the right to modify the applicable Consent Solicitation Statement and the terms and conditions of the applicable Consent Solicitation or to terminate such Consent Solicitation.

The Tabulation Agent for the Consent Solicitations is Deutsche Bank AG, London Branch. Requests for additional copies of the Consent Solicitation Statements or related documents may be directed to the Tabulation Agent at tel: +44 (0)20 7547 5000 or email: xchange.offer@db.com. The Solicitation Agent for the Consent Solicitations is Credit Suisse Securities (Europe) Limited. Any questions concerning the terms of the Consent Solicitations should be directed to the Solicitation Agent at tel: +44 (0)20 7883 8763 or email: liability.management@credit-suisse.com.

### **Important Information**

THIS PRESS RELEASE IS NOT A SOLICITATION OF CONSENTS WITH RESPECT TO ANY NOTES. EACH CONSENT SOLICITATION IS BEING MADE SOLELY PURSUANT TO, AND ON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH IN, THE APPLICABLE CONSENT SOLICITATION STATEMENT. THE CONSENT SOLICITATIONS ARE NOT BEING MADE TO, NOR WILL GEO DEBT FINANCE OR GEO TRAVEL FINANCE ACCEPT CONSENTS FROM, HOLDERS IN ANY JURISDICTION IN WHICH THE SOLICITATION OR THE ACCEPTANCE THEREOF WOULD NOT BE IN COMPLIANCE WITH THE SECURITIES OR BLUE SKY LAWS OF SUCH JURISDICTION.

This press release is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. No recommendation is being made as to whether holders of the Notes should consent to the Waiver and the Proposed Amendments.

Each of Geo Debt Finance and Geo Travel Finance cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they materialize or prove incorrect, could cause their results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this press release will be completed. Neither Geo Debt Finance nor Geo Travel Finance assumes any obligation to update any forward-looking statement included in this press release to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall either Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. Neither Consent Solicitation shall be considered an “offer of securities to the public” for purposes of the laws of any jurisdiction (including Luxembourg or Irish law), or give rise to or require a prospectus in a European Economic Area member state which has implemented Directive 2003/71/EC.

The making of the Consent Solicitations and the payment of the Consent Fee, as applicable, may be restricted by law in some jurisdictions. Persons into whose possession a Consent Solicitation Statement comes must inform themselves about and observe these restrictions.