

eDreams ODIGEO S.A.
(The "Company")

Director Selection Policy

eDreams ODIGEO
Société anonyme
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Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 159.036

eDreams ODIGEO

March 2016

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ARTICLE 1. OBJECTIVES

The Board of Directors of eDreams ODIGEO, S.A. (the "**Company**") approves this Director Selection Policy in exercise of the powers granted thereto, which is a public, specific, and verifiable policy.

The Director Selection Policy shall be applied to the election of candidates for Director who are natural persons, and if the candidates for Director are legal persons, the provisions of this Policy shall cover the natural persons who act in representation thereof.

The Director Selection Policy of eDreams Odigeo is intended to ensure that proposals for appointment or re-election of Directors are based on a prior analysis of the needs of the Company's Board of Directors, taking into account the company's strategic and operational objectives and at the same time ensuring that they foster a diversity of knowledge, experience and gender, and are free from any implicit bias entailing any kind of discrimination.

ARTICLE 2. SELECTION PROCESS

The selection process of candidates for Director of eDreams Odigeo shall adhere to the following principles:

1. The Remuneration & Nomination Committee will consider the development of Succession Plans to anticipate unforeseen changes to the Board and to ensure a smooth transition of the Board when adopting improved corporate governance practices, and that these Plans take into consideration greater levels of independence or increased diversity.
2. Efforts will be made for the Board of Directors to have a balanced composition, with a large majority of non-Executive Directors and an appropriate mix of Proprietary and Independent Directors. The Remuneration and Nomination Committee will ensure that any Succession Plan ensures that as the obligation to have Proprietary Directors recedes that these are replaced by Independent Directors to the extent that these constitute majority representation on the Board.
3. The Board of Directors shall endeavour to ensure that the Director Selection procedures favour diversity of gender, experience and knowledge, and are free from any implicit bias entailing any kind of discrimination. It shall also ensure that the candidates for non-Executive Director have sufficient available time to properly perform their duties.
4. The selection process shall promote a search for candidates with knowledge and experience in the main countries and sectors in which the Group does or will do business. This search will be both domestic and internationally focused.
5. The process for selecting candidates for Director shall also be based on a prior analysis of the needs of the Company and of its Group. Such analysis must be performed by the Company's Board of Directors, with the advice and with the required justifying advance report of the Remuneration and Nomination Committee.
6. Each Director shall inform the Board of Directors of any other boards on which such Director holds a position, and such Director shall ensure that he/she has sufficient time available to perform his/her duties in respect of the Company efficiently.
7. Board of Director mandates outside the Company and Group; require the approval of the Board of Directors.

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8. The Board of Directors shall not propose the removal of any Independent Director prior to the expiration of the term for which such Director was appointed, except where just cause is found by the Board and, if any, upon a prior recommendation of the Remuneration and Nomination Committee.
9. Independent Directors shall only be re-elected to the extent that the aggregate time served by such independent Director does not exceed a period of twelve (12) consecutive Financial Years (equivalent to four (4) mandates).

The Director Selection Policy shall endeavour to ensure that whenever a vacancy occurs in the Board of Directors, and the selection process begins, at least one woman must take part as a candidate, without prejudice to the principles of merit and ability. In this regard, the Director Selection Policy shall promote the objective of having female directors for at least 30% of the total number of Board members by 2020.

ARTICLE 3. SUPPORT FROM EXTERNAL ADVISORS

The Remuneration and Nomination Committee may contract the services of one or more different external advisors that specialize in identifying and selecting candidates in order to improve the efficiency, efficacy and impartiality of the procedures used to identify candidates to the Board of Directors. Measures will be taken to ensure that external advisors contracted to carry out a Board evaluation exercise, are independent from those used for the Director selection process. The names of any external advisors engaged to perform the aforementioned services will be reported in the Annual Corporate Governance Report.

ARTICLE 4. CONDITIONS TO BE SATISFIED BY THE CANDIDATES

Candidates to Company Director must meet the following requirements:

a) Qualifications and professional and personal integrity

Candidates must be respectable and qualified persons, widely recognised for their expertise, competence, experience, qualifications, training, availability, and commitment to their duties. In particular they must be irreproachable professionals with a personal and professional track record of respect for the laws and good business practices. Their conduct must be aligned with the ethical principles and duties set out in the Company's internal rules and regulations, Business Code of Conduct, and with the mission, vision and values of the eDreams Odigeo Group.

All documents are available for consultation on the Company's website:
(<http://www.edreamsodigeo.com/investors/corporate-governance/rules-of-organization/>)

b) Ability and compatibility

- They must not be subject to proceedings of incompatibility, ineligibility or prohibition under the law.
- They shall inform the Board of Directors of any other boards on which such Director holds a position. Board of Director Mandates outside the Company and Group; require the approval of the Board of Directors.

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- They must not hold significant shareholdings as defined under applicable laws, or provide professional services to companies that are competitors of the Company or of any Group company, or hold posts of employee, executive, or manager of the same, without the express authorisation of the Board of Directors.
- They must not be in an insurmountable situation of structural or permanent conflict of interest with the Company or Group companies.
- They must resign in those instances where the credit and reputation of the Company might be damaged due to their behaviour.

ARTICLE 5. BOARD PERFORMANCE EVALUATION

The Board of Directors must undertake an annual evaluation to assess the overall and individual performance and effectiveness of the Board and its Committees, including consideration of the balance of skills, experience, independence and knowledge of the Company, its diversity, including gender, how the Board works together as a unit, and other factors relevant to the Board's effectiveness and shall adopt appropriate measures for the improvement thereof. The evaluation process will also take into consideration the Board Succession Plans.

The results of the evaluation shall be recorded in the minutes of the meeting or included therein as an attachment. Any recommendations for improvement arising from the evaluation exercise will be formalized in an action plan.

Every three years, the Board of Directors shall be assisted in performing the evaluation by an external consultant, the independence of which shall be verified by the Remuneration and Nomination Committee.

The process and areas evaluated shall be described in the Annual Corporate Governance Report.

ARTICLE 6. POLICY COMPLIANCE VERIFICATION

The Remuneration and Nomination Committee shall verify compliance with Director Selection Policy on an annual basis and shall report thereon in the Annual Corporate Governance Report.

This Director Selection Policy was proposed by the Remuneration and Nomination Committee and approved by the Board of Directors on 15th June 2016.