

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

**Policy for communication and contacts with  
shareholders, institutional investors and  
proxy advisors**

eDreams ODIGEO  
Société anonyme  
Registered office: 1, boulevard de la Foire, L-1528 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 159.036

**eDreams ODIGEO**

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The Board of Directors of eDreams ODIGEO, S.A. (the "**Company**") is the body responsible for establishing and overseeing adequate mechanisms for communication and relations with the Company's shareholders, institutional investors and with markets in general, thereby facilitating the exercise of its rights and ensuring equality of treatment between them in order to prevent situations of privilege or abuse of market.

The Board will adopt the measures necessary to disseminate, among the shareholders and the investor community in general, such information about the Company as it may deem relevant at any given moment. For these purposes, it will use the most efficient means among those available in order that the said information shall reach all the recipients alike, immediately and smoothly.

Specifically, the Board will make use of the corporate website as the main medium for diffusion of the information.

## 1. General Principles

The Company's communication with shareholders, institutional investors, proxy advisors and with the markets in general shall be conducted in accordance with the following basic principles:

- a) **Transparency, truthfulness, equality and relevance** in information disclosed.
- b) **Equality of treatment** in recognition and exercise of the rights of all shareholders.
- c) **Protection of the legitimate rights and interests** of all shareholders. Provision to shareholders of adequate channels of communication for the exercise of their right to information.
- d) **Promotion of continuous and permanent information for shareholders**, providing them with effective channels to allow them to remain informed regarding the management of eDreams ODIGEO.
- e) **Working together with shareholders** to ensure that information practices and market relations are transparent, efficient and in line with the interests of society.
- f) **Developing information tools** that allow the advantages offered by new technologies to be put to good use.
- g) **Strict compliance**, in both timing and form, of its legally required disclosure and reporting obligations with the authorities, regulatory bodies and competent administrative bodies.

The principles listed above apply to the information offered by the Company and to its communications with shareholders, institutional investors and other interested parties, such as financial intermediary institutions, investment funds and depositaries of the Company's shares, financial analysts, regulatory and supervisory bodies, credit ratings companies and proxy advisors, among others.

Without prejudice to its principles of equal treatment and non-discrimination, the Company may adapt its information and communication channels and other initiatives designed to inform and communicate with shareholders, institutional investors and the markets in general, depending on the group for which such information is intended.

As regards regulatory compliance, particular attention shall be given to the rules concerning the processing of inside information and significant information, relations with the shareholders, and communication with the securities market set forth in the Regulations of the Board of Directors, the Internal Regulations for Conduct in the Securities Market and the Code of Ethics.

## 2. General channels of information and communication

- The Board of Directors is responsible for external disclosures. The Board has delegated oversight of external reporting and disclosure policy to the Audit Committee in accordance with the Audit Committee Charter. Its responsibility is delegated to the CEO and the CFO, who will assure that external disclosures comply with this Communications Policy, that any changes to the Policy are reviewed and approved by the Audit Committee. In particular,
- All external disclosures of a financial, legal, investment or regulatory nature are prepared by Investor Relations Office and Group Finance/Legal and must be approved by the CEO or CFO.
- Less significant disclosures of a more commercial/informative nature are prepared by the relevant Department Head, and reviewed and approved by the Head of External Communications. If there is any doubt about the potential impact of a disclosure on trading in the Company's securities, or on the general reputation of the Company, the HEC will consult with the CEO or CFO.
- External appearances of employees representing the Company must have prior approval from the CEO or CFO.

The main channels of communication to be used by the Company shall be as follows:

### a) Luxembourg Financial Sector Supervisory Commission (CSSF) and other official bodies.

The first general channel for the provision of information by the Company to shareholders, Institutional Investors, and the markets in general is the Luxembourg Financial Sector Supervisory Commission (CSSF) and Luxembourg Stock Exchange (LSE), as well as, where appropriate, the channels established by other foreign authorities and supervisory entities, in view of the immediate dissemination and publicity to which the information sent to these institutions is subject through the publication of significant events on their websites.

Significant information is any information the knowledge of which may reasonably cause an investor to acquire or dispose of the securities or financial instruments issued by the Company and, consequently, may noticeably influence their price in a secondary market.

As a Luxembourg registered company, listed on the Spanish Stock Exchange, the Company is subject to compliance with Spanish Corporate Governance rules, but for all other matters is subject to Luxembourg regulations. As consequence the "Commission de Surveillance du Secteur Financier" (CSSF) is the supervisory body on transparency for eDreams ODIGEO.

It will also, where required, submit the Company's economic and financial information to the CSSF, along with its general and institutional information.

#### b) Corporate Website.

The corporate website <http://www.edreamsodigeo.com/> constitutes the main official channel of communication between the Company and the shareholders, institutional investors and the general public.

The corporate website provides extensive information on the areas of activity and geographic presence of the eDreams ODIGEO Group, and on the social and cultural projects being carried out. It also publishes press releases related to the Group.

The corporate website also has a specific section called "Investors" that includes all information required by the laws and regulations on the securities market, which shall be updated on a continual basis with:

- i. All notices of relevant events submitted to the Luxembourg Financial Sector Supervisory Commission (CSSF) and other official bodies;
- ii. All documents required under the regulations that apply to the convening and holding of General Shareholders Meetings;
- iii. Any economic and financial information or institutional and general information that the Company is obliged to publish, which may also be passed on by being forwarded to analysts, the media and international, national and regional information agencies; and
- iv. Any other information that may be mandatory and others deemed convenient to be disseminated owing to its usefulness to the aforementioned group

Such information is published simultaneously, whenever possible, in English and Spanish, where the English version shall prevail in the event of a discrepancy.

#### c) Meetings with shareholders and investors

The Company periodically organizes information meetings to provide information on the Group's performance and other matters that may be of interest for analysts and institutional investors, in significant financial centers (road shows) and it regularly attends events organized by investment banks in order to meet with institutional investors and ensure that they have sufficient information on the Company. These interactions are based on publicly available information previously published by the Company.

Further, the Company organizes a quarterly, half-yearly and annual financial teleconference with its management team, analysts and institutional investors in order to discuss the most significant aspects of the financial results published by the Company, as well as, Investor Day's in order for analysts and institutional investors to better understand the business and group's strategy.

All of this should be understood to be without prejudice to the Company's strict respect for the principle of the equal treatment of all shareholders in identical situation and who are not affected by any conflict of interest, as well as its respect for the applicable regulations.

#### d) Investor Relations Office

The Company has an Investor Relations Office, which acts as a permanently open and transparent channel through which the Company can communicate with shareholders and institutional investors and attend to their queries and requests for information.

To this end, all shareholders and institutional investors are offered an email address ([investors@edreamsodigeo.com](mailto:investors@edreamsodigeo.com)) and an address *26-28 Hammersmith Grove | W6 7BA London, United Kingdom*.

The Investor Relations Office is part of the Company's Group Finance Department. The Head of Investor Relations reports to the CFO

The General Counsel & Company Secretary (contactable at eDreams Odigeo, Bailen 67-69, Barcelona, 08009, Spain) also serves as a point of contact for communications from Regulatory Bodies.

#### e) General Shareholder's Meeting

As part of the holding of the Company's General Shareholders' meeting, the Board of Directors aims to promote the informed and responsible participation of shareholders and adopt any measures and assurances appropriate to help the General Meeting effectively exercise its functions under the law and the Company's corporate governance rules and regulations.

When Shareholders' Meetings are to be held, the Company may use the services of agencies, financial institutions and brokers and other organizations to ensure the best possible distribution of information among shareholders and institutional investors.

Once the General Meeting has been called, and up to the Meeting itself, the Shareholder Relations Office will guide shareholders on the different procedures at their disposal to exercise their rights in the General Meeting, especially the right to information, voting, and representation.

Finally, the Board of Directors promotes the use of the corporate website to facilitate the exercise of the shareholders' rights to receive information and to participate in connection with the General Shareholders' Meeting, making available to them an application that allows them to request information as well as to grant a proxy and cast an absentee vote.

#### f) Communication with Proxy Advisors

The Investor Relations Office will undertake communications with proxy advisors, attending to their queries in relation to proposed resolutions submitted to the General Shareholders' Meeting, and provide them with any explanations deemed appropriate.

### 3. Overseeing the policy

As part of its duties, the Investor Relations Office will be responsible for ensuring that the Company complies with the regulations in force when applying this Policy.

The Board of Directors shall be regularly informed of the Company's main relations with shareholders, institutional investors and proxy advisors pursuant to this Policy of Communication and Contact with Shareholders, Institutional Investors and Proxy Advisors.

This Policy for communication and contacts with shareholders, institutional investors and proxy advisors was approved by the Board of Directors on 21st February, 2017.

**Barcelona, February, 2017**

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