

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 plus one minute (CET) on 12 FEBRUARY 2019.***

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 26 February 2019 at 09:30h CET**, ("the **General Meeting**") in order to vote on the agenda referred to below.

I. The agenda of the meeting is as follows:

- 1) Authorization to the Board of Directors for the acquisition of Company's own shares;
- 2) Appointment of Mr Daniel Setton as proprietary director of the Company in replacement of Mr Philippe Michel Poletti, confirming the decision of the Board of Directors co-opting him as a director, made on 20 November 2018;
- 3) Discharge to Mr Philippe Michel Poletti for the exercise of his mandate as proprietary director of the Company until his resignation effective as of 21 November 2018;
- 4) 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 **12 February 2019 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 (CET) ON 12 FEBRUARY 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 22 February 2019 at 09:30h CET.

III. 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 **22 February 2019 at 09:30h CET.** They must be accompanied by a certificate evidencing the relevant shareholders' capacity as shareholder on the Record Date.

IV. 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 **4 February 2019** 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 **11 February 2019.** The text of the draft resolution submitted by the shareholders will be posted as soon as possible on the corporate website of the Company.

V. 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 **22 February 2019 at 09:30h CET.**

VI. 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

VII. 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 annual shareholders' meeting;
- the declaration, proxy and voting forms;
- 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, 24 January 2019

Yours faithfully,

The Board of Directors of the Company