

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**")

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY HELD IN LUXEMBOURG ON 26 FEBRUARY 2019**

The extraordinary general meeting of the shareholders of the Company (the "**General Meeting**") held in the City of Luxembourg at 4, rue du Fort Wallis, L-2714, Luxembourg, Grand Duchy of Luxembourg, being the registered office of the Company, is opened at 09:30h CET. Mr./Ms. [...] is acting as chairman of the meeting (the "**Chairman**") under article 14.9 of the Articles of Association of the Company (the "**Articles**").

The Chairman designates Mr./Ms. [...] as scrutineer (the "**Scrutineer**") and Mr./Ms. [...] as secretary ("the **Secretary**").

The Chairman declares and the General Meeting agrees:

- that the shareholders present or represented and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by such shareholders or their proxies;
- that pursuant to the attendance list, [...] shareholders holding together [...] shares corresponding [...] of the total share capital of the Company, are present or represented, the shareholders confirm that they were duly convened in accordance with the relevant provisions of the Luxembourg law on commercial companies dated 10 August 1915, as amended, the Articles and the internal regulations for general shareholders' meetings of the Company and that they therefore had knowledge of the agenda prior to the General Meeting;
- that the shareholders present or represented are informed of the conflicts of interest that have arisen during the Board of Directors' meetings of the Company that have taken place since the last shareholders' meeting of the Company;
- that the present General Meeting is duly constituted and can therefore validly deliberate on the following agenda:

AGENDA

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.

In accordance with article 441-7 of the law of 10 August 1915 on commercial companies, as amended, prior to taking any resolution, the General Meeting takes notes of those transactions submitted for approval to the Board of Directors of the Company for which any director has had a conflict of interest since the last general meeting of the shareholders. Following such acknowledgement, the General Meeting, after examining the agenda and having deliberated, takes the following resolutions:

FIRST RESOLUTION

ITEM 1

The General Meeting resolves to authorize the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own shares, subject to the following conditions:

- a) The maximum number of shares to be acquired may not exceed 10% of the total number of shares composing the issued share capital at the time of the acquisition.
- b) As a result of those acquisitions, the Company's holding of its own shares may not exceed at any time the 10% of the total number of shares composing the share capital. This percentage applies to a number of shares adjusted, where appropriate, according to the operations that could impact the share capital subsequent to the date of the General Meeting where this resolution is adopted.

- c) The acquisition price per share shall not be lower than its par value or higher than a five (5%) above the listing price or any other price associated to the shares at the time of acquisition.
- d) The acquisitions of its own shares by the Company, as well as shares acquired by a person acting in his own name but on behalf of the Company, may not have the effect of reducing the net assets of the Company below the aggregate of the subscribed capital and the reserves which may not be distributed, under the law or the articles of association of the Company.
- e) This authorization will be valid for a period of five (5) years from the approval of this resolution.
- f) This authorization shall not limit any legally available authorisation.

The Company may use in whole or in part, the own shares acquired pursuant to this authorisation and those which are already owned by the Company, for any purpose legally valid.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: [...] ([...] of the total share capital)

Number of votes cast in favour: [...]

Number of votes cast against: [...]

Number of abstentions: [...]

The resolution is adopted.

SECOND RESOLUTION

ITEM 2

The General Meeting resolves to appoint 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. Therefore, Mr Setton will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2021.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: [...] ([...] of the total share capital)

Number of votes cast in favour: [...]

Number of votes cast against: [...]

Number of abstentions: [...]

The resolution is adopted.

THIRD RESOLUTION

ITEM 3

The General Meeting resolves to give full discharge to Mr Philippe Michel Poletti for the exercise of his mandate as director of the Company until 21 November 2018.

Total number of shares for which votes have been validly cast and corresponding proportion of the share capital: [...] ([...] of the total share capital)

Number of votes cast in favour: [...]

Number of votes cast against: [...]

Number of abstentions: [...]

The resolution is adopted.

There being no further business, the General Meeting closed.

[Signature page follows]

Mr./Ms. [...]

Chairman

Mr./Ms. [...]

Scrutineer

Mr./Ms. [...]

Secretary