

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 AND THE
ANNUAL GENERAL MEETING OF 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 (CEST) on 16 SEPTEMBER 2019**.*

The Board of Directors of the Company is pleased to convene the shareholders of the Company to the extraordinary general meeting of shareholders to be held **on 30 September 2019 at 09:00h CEST (the "EGM")**, and to the annual general meeting of shareholders to be held **on 30 September 2019 at 09:30h CEST ("the AGM")** at the Company's registered office (4, rue du Fort Wallis, L-2714, Luxembourg) (together "the **General Meetings**") in order to vote on the agendas referred to below.

I. The agenda of the extraordinary general meeting is as follows:

- 1) Approval of the Special Report of the Board of Directors of the Company with respect to renewal of and amendments to the existing authorisation of the Board of Directors under the authorised capital of the Company (without increasing the total amount of the authorised capital), which amendments include (i) authorisations of the Board of Directors to suppress legal preferential subscription rights of the existing shareholders in connection with and subject to the terms of such amended authorised capital, and (ii) the authorisation to issue and/or allocate shares to employees and members of corporate bodies of the group for which no preferential subscription right applies.
- 2) Grant of an additional authorisation period of the board of directors of the Company to issue an additional number of shares to be issued to execute the long-term incentive plan program subject to the terms of the authorised capital for a period of five (5) years from the date of the general meeting of shareholders on 30 September 2019 as provided for in the Articles of Association of the Company.
- 3) Amendment of Article 5 of the Articles of Association of the Company;
- 4) Miscellaneous.

II. The agenda of the annual general meeting is as follows:

- 1) Presentation of the Integrated Annual Report for the financial year ended on 31 March 2019, with inclusion of:
 - (i) the Management Report, containing the Report of the Board of Directors of the Company in relation to the Financial Statements, a Non-financial Information Statement and a declaration concerning the Company's Corporate Governance;
 - (ii) the Group Consolidated Financial Statements, consisting in the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts, for the Company and its subsidiary undertakings as of 31 March 2019 (the "**Consolidated Accounts**") and the Report prepared by Ernst & Young concerning the Consolidated Accounts; and
 - (iii) the Standalone Financial Statements, consisting in the balance sheet, the profit and loss account and the notes to the accounts, for the Company's financial year ended on 31 March 2019 (the "**Annual Accounts**") and the report prepared by Ernst & Young, the independent auditor of the Company, concerning the Annual Accounts.
- 2) Approval of the Consolidated Accounts;
- 3) Approval of the Annual Accounts;
- 4) Approval of the allocation of the results of the Company in relation to the financial year ended on 31 March 2019;
- 5) Discharge to Ernst & Young for the exercise of its mandate as independent auditor of the Company until the financial year ended on 31 March 2019.
- 6) Renewal of the mandate of Ernst & Young as independent auditor of the Company until the annual general meeting of the shareholders of the Company to be held in 2020;
- 7) Discharge to the Directors of the Company for the exercise of their mandates as directors of the Company until 31 March 2019;
- 8) Appointment of Mr Thomas Vollmoeller as new Independent Director of the Company, effective as of 1 January 2020;
- 9) Approval of the annual aggregate remuneration to be paid to the members of the Board of Directors of the Company, in their condition as such, for the financial year ending on 31 March 2020;
- 10) Approval of the Director Remuneration Policy of the Company;
- 11) Approval of the Annual Report on the Remuneration of the Directors of the Company;
- 12) Approval of the Annual Report on the Corporate Governance of the Company;
- 13) Miscellaneous.

III. Formalities to be completed in order to be able to participate in the General Meetings

The General Meetings are 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 **16 September 2019 at 23:59h CEST** plus one minute (Luxembourg time), hereinafter called the "**Record Date**", will be entitled to participate and vote at the General Meetings.

Subject to the provisions below, a SHAREHOLDER WISHING to PARTICIPATE in the GENERAL MEETINGS 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 CEST plus one minute on 16 SEPTEMBER 2019, the RECORD DATE.

Holders of shares wishing to attend the General Meetings 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 Meetings.

Holders of shares wishing to participate in the meeting but not attending the General Meetings 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 26 September 2019 at 09:00h CEST.

IV. Questions in writing

Any shareholder may submit to the Company questions in writing that will be answered at the General Meetings, 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 **26 September 2019 at 09:00h CEST**. They must be accompanied by a certificate evidencing the relevant shareholders capacity as shareholder on the Record Date.

V. 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 Meetings.

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 **8 September 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 **15 September 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.

VI. 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 **26 September 2019 at 09:00h CEST**.

VII. 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

VIII. 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 draft resolutions of the extraordinary general meeting of shareholders;
- 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, 28 August 2019

Yours faithfully,

The Board of Directors of the Company