

**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")

In the year two thousand nineteen, on the thirtieth day of September.

Before us, Maître Carlo Wersandt, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held the extraordinary general meeting of shareholders of eDreams ODIGEO, a *société anonyme* existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 4, rue du Fort Wallis, L-2714 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 159.036, incorporated pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 14 February 2011, published in the *Mémorial C, Recueil des Sociétés et Associations* n° 1001 on 13 May 2011. The articles of association were amended for the last time pursuant to a deed of Maître Léonie Grethen, notary residing in Luxembourg, Grand Duchy of Luxembourg, acting in replacement of the undersigned notary, dated 21 August 2019, published on the *RESA* on [●] 2019 under number RESA\_2019\_[●].

The meeting was opened at 09:00h CEST with [\*\*\*] in the chair, professionally residing in Luxembourg, who appointed as secretary [\*\*\*], professionally residing in Luxembourg. The meeting elected as scrutineer [\*\*\*], professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the undersigned notary to record the following:

The general meeting has been duly convened through notices containing the below agenda published on the *Recueil électronique des sociétés et associations* n°RESA\_[\*\*\*], in the *Tageblatt* and on the website of the Luxembourg stock exchange on [\*\*\*]; notices were also sent by recorded mail to the members of the board of directors and the auditors of the Company.

Proof of these publications has been delivered to the general meeting and the shareholders present or represented declared that they have had due notice and knowledge of the agenda prior to this meeting.

- I. The shareholders present or represented, the proxies of the represented shareholders, the number of their shares and the votes received in writing are shown on an attendance list which, signed by the shareholders present, the proxyholder(s) of the represented shareholders, the board of the meeting and the undersigned notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

The said proxies, initialled *ne varietur* by the appearing parties and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

- II. It appears from the above-mentioned attendance list, that out of the one hundred ten million ninety-eight thousand six hundred (110,098,600) shares entitled to vote, [\*\*\*] shares have voted through a voting form, and [\*\*\*] shares are duly present or represented in the meeting.
- III. The quorum required to deliberate and vote on the items on the agenda below is fifty per cent (50%) of the share capital of the Company and each resolution must be passed by the affirmative vote of at least two-thirds (2/3) of the votes validly cast at the meeting.
- IV. The present meeting is thus regularly constituted and may validly deliberate on all the items on the agenda.
- V. The agenda of the present meeting is the following:

#### **AGENDA**

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 proposed article 5 of the articles of incorporation and the special report.*
3. *Amendment of Article 5 of the Articles of Association of the Company;*
4. *Miscellaneous.*

Having duly considered each item on the agenda, the general meeting of shareholders takes, and requires the notary to enact, the following resolutions:

#### **FIRST RESOLUTION**

The general meeting of shareholders approves the Special Report of the Board of Directors with respect to the renewal and amendments of the existing authorised capital, and resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms

of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors 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 present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.

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

Number of votes cast in favour: **[n° shares]**

Number of votes cast against: **[n° shares]**

Number of abstentions: **[n° shares]**

The resolution is adopted.

## **SECOND RESOLUTION**

The General Meeting resolves to (i) renew and grant the authorisations of the Board of Directors to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the present general meeting, (ii) grant an additional authorisation period of the Board of Directors 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 present general meeting, (iii) to specifically authorise the Board of Directors to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such authorised capital, (iv) to authorise the Board of Directors to issue shares to employees and members of corporate bodies

of the group, without consideration, and for which no preferential subscription right of existing shareholders applies, as further set forth in article 5 of the articles of association, and (v) to amend the terms of the authorised capital and grant the authorisations to the Board to issue Board Issued Shares (without increasing the total amount of the authorised capital or amending the issued share capital) as set forth in the proposed article 5 of the articles of incorporation and the special report.

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

Number of votes cast in favour: [n° shares]

Number of votes cast against: [n° shares]

Number of abstentions: [n° shares]

The resolution is adopted.

### THIRD RESOLUTION

#### ITEM 3

The General Meeting resolves to amend and restate the Article 5 of the Articles of Association of the Company as follows:

*"5.1 The issued share capital of the Company is eleven million nine thousand eight hundred sixty euro (EUR 11,009,860) divided into one hundred ten million ninety-eight thousand six hundred (110,098,600) shares with a par value of ten euro cents (€ 0.10) each (the "**Shares**"), all of which are fully paid up. In these Articles, "**Shareholders**" means the holders at the relevant time of the Shares and "**Shareholder**" shall be construed accordingly.*

*5.1.1 The authorised, but unissued share capital of the Company (the "**Authorised Capital**") is nineteen million nine hundred ninety thousand one hundred forty euros (EUR 19,990,140). The Board of Directors is, accordingly, authorised to increase the issued share capital of the Company up to thirty-one million euros (EUR 31,000,000.-).*

*5.1.2 The Board of Directors is authorised to issue Shares ("**Board Issued Shares**") in one or several tranches up to the limit of the Authorised Capital from time to time as follows:*

*(a) such authorisation of the Board of Directors with respect to the Authorised Capital as described in the present Article 5.1.2 and Article 5.2 below will expire five (5) years from the*

authorisation, granted through a resolution of the general meeting of shareholders (a "**Shareholders' Resolution**") on 30 September 2019 or the date of any subsequent resolution of the Shareholders' Meeting;

(b) the Board of Directors may limit or cancel the Shareholders' preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price with or without a premium and paid up by contribution in kind or for cash or by incorporation of claims or capitalisation of reserves or in any other way as the Board of Directors may determine, subject to the 1915 Law;

(c) upon the Company's admission to trading on the Spanish regulated markets in Madrid, Barcelona, Bilbao and Valencia ("**Admission to Trading**"), save for Articles 5.2.1, 5.2.2 and 5.2.4 below as applicable, issuances of Board Issued Shares for a cash consideration during the authorisation period described in Article 5.1.2(a) above may not in total exceed fifty percent (50%) of the Company's total issued share capital in accordance with the following limits:

i. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may in total represent up to fifty percent (50%) of the Company's total issued share capital, if the Board of Directors does not limit or cancel the Shareholders' preferential rights to subscribe for such Board Issued Shares;

ii. issuances of Board Issued Shares during the authorisation period described in Article 5.1.2(a) above may not in total exceed twenty percent (20%) of the Company's total issued share capital immediately, if in connection with such issuance the Board of Directors limits or cancels the Shareholders' preferential rights to subscribe for such Board Issued Shares.

5.1.3 The Shareholders' Meeting called upon to resolve, in accordance with the conditions prescribed for the amendments to the Articles, either upon an increase of issued share capital or upon the authorisation of the Board of Directors to increase the share capital, may limit or cancel the preferential subscription rights of the existing Shareholders in respect of such issuance or authorise the Board of Directors to do so; any proposal to that effect must be specifically announced in the convening notice; detailed reasons therefore must be set out in a report prepared by the Board of Directors and presented to the Shareholders' Meeting, dealing in particular with the proposed issue price.

5.2 Within the limits of the Authorised Capital set out in Article 5.1.1 and, unless stated otherwise, in Article 5.1.2, the Board of Directors is authorised and empowered to:

5.2.1 issue rights to subscribe to shares in the form of a performance share plan, performance stock units, or similar instruments (the "**PSRs**"), issue rights to subscribe to shares in the form of restricted stock units or otherwise (the "**RSUs**"), or issue any similar instruments entitling their holders to subscribe for, upon their exercise of such PSRs and/or RSUs, new Board Issued Shares

to be subscribed for by or on behalf of employees or management of the Company and/or any entity in which the Company has a direct or indirect interest within the framework of any long-term incentive plan. In the framework of such incentive plan, the Board of Directors is empowered to allocate existing shares of the Company without consideration or to issue new shares (the "**Bonus Shares**") paid up from available reserves (i) to employees of the Company or to certain classes of such employees,

(ii) to employees of companies or economic interest groupings in which the Company holds directly or indirectly at least ten percent (10%) of the share capital or of the voting rights, (iii) to employees of companies or economic interest groupings which hold directly or indirectly at least ten percent (10%) in the share capital or of the voting rights of the Company, (iv) employees of the companies or economic interest groupings in which at least fifty percent (50%) of the share capital or of the voting rights are held, directly or indirectly, by a company holding itself, directly or indirectly, at least fifty percent (50%) of the share capital of the Company and/or (v) to members of the corporate bodies of the Company or any of the other companies or economic interest groupings referred to under items (ii) to (iv) above. The Board of Directors sets the terms and conditions of the allocation of Bonus Shares to such persons, including the period for the final allocation and a minimum period during which such Bonus Shares cannot be transferred by their holders;

5.2.2 issue convertible bonds and/or warrants entitling their holders to subscribe for new Board Issued Shares upon exercise of the convertible bonds and/or warrants and within the limits of the Authorised Capital, with or without share premium. Such new Board Issued Shares shall have the same rights as the existing Shares. The other terms and conditions of the convertible bonds and/or warrants shall be determined by the Board of Directors;

5.2.3 issue the relevant Board Issued Shares upon exercise of the PSRs, RSUs, convertible bonds and/or warrants. For the avoidance of doubt, (i) in the case of such an issuance of Board Issued Shares upon the exercise of the PSRs, RSUs or similar instruments, Article 5.1.2(c) shall not apply and (ii), the PSRs, RSUs or similar instruments, convertible bonds and/or warrants must be issued during the period of authorisation set forth in Article 5.1.2(a) above, however their exercise and the issuance of the Board Issued Shares upon such exercise may occur after the expiration of the authorisation period;

5.2.4 determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants. Nevertheless, Board Issued Shares shall not be issued at a price below their par value;

5.2.5 issue such new Board Issued Shares and/or PSRs and/or RSUs or similar instruments and/or convertible bonds and/or warrants without reserving for the existing Shareholders the preferential right to subscribe for and to purchase the new Board Issued Shares and/or PSRs and/or convertible bonds and/or warrants;

5.2.6 do all things necessary or desirable to amend this Article 5 in order to reflect and record any change of issued Share capital made pursuant to Article 5.1.2;

5.2.7 take or authorise any actions necessary or desirable for the execution and/or publication of such amendment in accordance with Luxembourg Law;

5.2.8 delegate to any Director or officer of the Company, or to any other person, the duties of accepting subscriptions and receiving payment for any Board Issued Shares and enacting any issue of Board Issued Shares before a notary.

5.3 The Shares are issued in dematerialised form, in accordance with article 42bis of the 1915 Law and the law on dematerialised securities of 6 April 2013. The optional conversion of Shares to any other form by the holder of such Shares is prohibited.

5.4 All dematerialised Shares are registered in a single issuance account opened with the following clearing institution: LuxCSD, with its registered address at 43, Avenue Monterey, L-2163 Luxembourg and its office and mailing address at 42, Avenue J.F. Kennedy, L-1855 Luxembourg.

5.5 The dematerialised Shares are not in registered or bearer form and are only represented, and the property rights of the Shareholder on the dematerialised Shares are only established, by book-entry with the clearing institution in Luxembourg. For the purpose of the international shares circulation or for the exercise of shareholder rights ("**droits associatifs**") and right of action of the Shareholders against the Company and third parties, the clearing institution shall issue certificates to the holders of securities accounts in respect of the dematerialised Shares, against their written certification, that they hold the relevant Shares on their own account or act by virtue of powers granted to them by the holder of Shares' rights.

5.6 Dematerialised Shares are freely transferable. Transfers of dematerialised Shares are realised by account-to-account transfers.

5.7 For the purpose of identifying the Shareholder, the Company may, at its own cost, request from the clearing institution, the name or corporate name, the nationality, date of birth or date of incorporation and the address of the holders in its books immediately or at term entitling them to voting rights at the Company's Shareholders' Meeting, as well as the number of Shares held by each of them and, if applicable, the restrictions the Shares may have. The clearing institution

*provides to the Company the identification data it holds on the holders of securities accounts in its books and the number of Shares held by each of them.*

*The same information concerning the holders of Shares on their own account are gathered by the Company through the securities depositary or other persons, which directly or indirectly keep a securities account with the clearing institution at the credit of which appear the relevant Shares.*

*The Company as issuer may request confirmation from the persons appearing on the lists so provided that they hold the Shares for their own account.*

*When a person has not provided the information requested by the Company in accordance with this Article 5.7 within two months following the request or if it has provided incomplete or erroneous information in respect of its quality, or the quality of the Shares it holds, the Company may, until such time that the information has been provided, suspend the voting rights of such holder of Shares pro rata the proportion of Shares for which the requested information has not been obtained.*

*5.8 The Company may establish a share premium account (the "**Share Premium Account**") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.*

*5.9 The Company may, without limitation, accept equity or other contributions without issuing Shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Shareholder(s) and/or the Board of Directors, subject to the 1915 Law and these Articles.*

*5.10 All Shares have equal rights.*

*5.11 The issued share capital may be increased by a Shareholders' Resolution adopted in accordance with the conditions required for the amendment of the Articles and in accordance with Luxembourg Law.*

*5.12 The Company may reduce its issued share capital subject as provided in the 1915 Law. Subject to the provisions of the 1915 Law (and article 49-8 in particular), Shares may be issued on terms that they are to be redeemed at the option of the Company or the holder, and the Shareholders' Meeting may determine the terms, conditions and manner of redemption of any such Shares. In this case, the Articles shall specify that such Shares are redeemable Shares in accordance with the provisions of the 1915 Law. Subject to the provisions of the 1915 Law, the Shareholders' Meeting may also authorise the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own Shares by simple majority of the*

*votes cast, regardless of the proportion of the capital represented by Shareholders attending the Shareholders' Meeting.*

*5.13 Subject to the provisions of the 1915 Law, the Shareholders' Meeting may decide to create new classes of Shares and determine the features, rights and restrictions of such classes of Shares.*

*5.14 If any Shares are issued on terms that they are not fully paid up on issue, then payment of the balance due shall be made at such time and upon such conditions as the Board of Directors may determine provided that all such Shares are treated equally.”*

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

Number of votes cast in favour: **[n° shares]**

Number of votes cast against: **[n° shares]**

Number of abstentions: **[n° shares]**

The resolution is adopted.

There being no further business, the meeting was closed at [\*\*\*].

## **Costs and Expenses**

The costs, expenses, fees and charges of any kind which shall be borne by the Company as a result of this deed are estimated at [\*\*\*] euro (EUR [\*\*\*]).

Whereof the present notarial deed was drawn up in Luxembourg, on the day specified at the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, this deed is worded in English followed by a French translation. On the request of the same appearing parties and in case of discrepancy between the English and the French text, **the English version shall prevail.**

The document having been read to the appearing parties known to the notary by name, first name and residence, the said appearing parties signed together with the notary the present deed.