

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 ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD IN LUXEMBOURG ON 30 SEPTEMBER 2019

The annual 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 CEST. [name] 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 [name] as scrutineer (the "**Scrutineer**") and [name] 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, [n°] shareholders holding together [n°] shares corresponding to [percentage] 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. *Presentation of the Integrated Annual Report for the financial year ended on 31 March 2019, with inclusion of the:*
 - (i) *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 Companys 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 Companys 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.*

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:

Agenda Item 1 not being subject to a vote, the General Meeting proceeded, after the Presentation of the Integrated Annual Report, to the vote on Item 2.

FIRST RESOLUTION

After presentation and review of (i) the Consolidated Accounts and (ii) the report prepared by Ernst & Young, the certified auditor of the Company concerning the Consolidated Accounts, the General Meeting resolves to approve the Consolidated Accounts for the Company and its subsidiary undertakings as of 31 March 2019.

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

After presentation and review of (i) the Annual Accounts and (ii) the report prepared by Ernst & Young, the certified auditor of the Company concerning the Annual Accounts, the General Meeting resolves to approve the Annual Accounts of the Company for the financial year ended on 31 March 2019.

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

The General Meeting resolves to carry forward the results of the Company for the financial year ended on 31 March 2019, being a loss of €8.450.891, as indicated in the Annual Accounts.

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.

FOURTH RESOLUTION

The General Meeting resolves to give full discharge to Ernst & Young for their mandate as independent auditor of the Company in respect of the performance of its duties during the financial year ended on 31 March 2019.

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.

FIFTH RESOLUTION

Pursuant the applicable laws and legislation, the General Meeting resolves to renew 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.

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.

SIXTH RESOLUTION

In accordance with article 74 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the General Meeting resolves to give full discharge to the members of the Board of Directors of the Company in respect of the performance of their duties during the financial year ended on 31 March 2019.

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.

SEVENTH RESOLUTION

The General Meeting resolves to appoint Mr Thomas Vollmoeller as new Independent Director of the Company, being his mandate effective as of 1 January 2020. Therefore, Mr Vollmoeller will hold office as director of the Company for a term of three (3) financial years expiring on 31 March 2022.

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.

EIGHTH RESOLUTION

The General Meeting resolves that the maximum aggregate amount to be paid to the members of the Board of Directors of the Company, in their condition as such, shall not exceed €500.000 for the financial year ending on 31 March 2020, in line with the Director Remuneration Policy to be approved at this General Meeting for the fiscal years 2020, 2021 and 2022.

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.

NINTH RESOLUTION

The General Meeting resolves to approve the Director Remuneration Policy of the Company.

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.

TENTH RESOLUTION

Pursuant to applicable laws and legislation, the General Meeting resolves to approve the Annual Remuneration Report of the Company.

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.

ELEVENTH RESOLUTION

Pursuant to applicable laws and legislation, the General Meeting resolves to approve the Annual Corporate Governance Report of the Company.

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 General Meeting closed.

[Signature page follows]

[name]

[name]

[name]

Chairman

Scrutineer

Secretary

APPENDIX 1

Integrated Annual Report

APPENDIX 2

Director Remuneration Policy

APPENDIX 3

Annual Directors Remuneration Report

APPENDIX 4

Annual Corporate Governance Report