

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**")

To: The shareholders of eDreams ODIGEO (the "**Shareholders**")

From: The board of directors of eDreams ODIGEO (the "**Board**")

**SPECIAL REPORT OF THE BOARD OF DIRECTORS RELATING TO THE
AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AND
THE LIMITATION OR CANCELLATION OF PREFERENTIAL SUBSCRIPTION**

Capitalised terms not otherwise defined in this report shall have the meaning given to them in the Articles.

1. Considering the existing authorisations already granted to the Board previously and the desire to introduce additional flexibility as further set out under section 4 below;
2. Considering the requirements of articles 420-22 and 420-26(5) of the Law of 10 August 1915 on Commercial Companies, as amended (the "**Law**") with respect to the possibility to introduce an authorisation of the Board to issue or allocate shares (the "**Bonus Shares**") to employees and members of corporate bodies of the group, without consideration, and for which no preferential subscription right of existing shareholders applies;
3. Considering that it shall be proposed to the extraordinary general meeting of shareholders (the "**EGM**") to, *inter alia*, amend and renew the authorised share capital in accordance with the schedule hereto (without increasing the amount of the issued Share capital or the Authorised Capital), and thus the power of the Board to increase the share capital of the Company within the framework of the Authorised Capital already introduced in the Articles as per Article 5 of the Articles;
4. The Board proposes to the general meeting of shareholders:

- to renew the existing authorisation period of the Board to issue shares subject to the terms of the authorised capital for a period of five (5) years from the date of the general meeting of shareholders to take place before 30 September 2019, on the basis of the terms set out herein and in the schedule hereto;
 - to grant an additional authorisation period of the Board 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 to take place before 30 September 2019, on the basis of the terms set out herein and in the schedule hereto;
 - 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 schedule hereto and in the present report;
 - to specifically authorise the Board 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 the schedule hereto and the proposed changes to the Law; and
 - to specifically grant the Board the authorisation to suppress the preferential subscription rights of existing shareholders in the framework of, and subject to the terms of such Authorised Capital as set out in the schedule hereto.
5. It is proposed that the Authorised Capital (disregarding, for the avoidance of doubt, any shares that have been issued hereunder in the past) may be used for the following purposes:
- to (i) permit the issuance of PSRs and/or RSUs and/or similar instruments within the framework of a long-term incentive plan by the Board, and to (ii) remove the current threshold and to allow the Board to issue PSRs and/or RSUs or similar instruments for up to a maximum of 7.31% of the total issued share capital (including treasury shares, if any) on a fully diluted basis. In this context, Bonus Shares (all capitalized terms in this section have the meaning given to them in the schedule hereto) may be issued; and
 - generally, to issue shares in accordance with all previously granted authorisations under the Authorised Capital (to the extent no amendments are proposed herein and the EGM), including, but not limited to, to issue

an amount of shares corresponding to up to fifty percent (50%) of the Company's total issued share capital in accordance with article 5.1.2 (c) of the Articles.

6. The Shares to be issued will be issued at the same issue price as the existing shares, *i.e.* EUR 0.10 per share (and related share premium if any), unless otherwise provided for in the Articles or the terms of the instruments convertible into shares or giving right to receive shares and in accordance with the terms set out in the Articles, the present report and any previous authorisations that have been granted (to the extent not amendments are proposed herein and the EGM). Bonus Shares may be issued with or without consideration, at the discretion of the Board.
7. In accordance with the requirements of article 420-26(5) of the Law, we hereby inform the Shareholders that the reasons that motivate such issue price of the new shares are to enable the Company to perform its corporate objectives as described in article 3 of the Articles.
8. We finally inform the Shareholders attending the EGM that the power they propose to give us in respect of the limitation, cancellation or waiver of their preferential subscription rights may result in a change of the current shareholding participations and of the voting rights of each of the Shareholders. We believe that such reasons are legitimate and in the best interest of the Company and of the Shareholders. In that respect, we commit to act in good faith and in consideration of the best interests of the Company and of the Shareholders while deciding and proceeding to the limitation or cancellation of the preferential rights of the Shareholders.

This report was executed on 21 August 2019 and is to be presented to the shareholders during their EGM to be held in Luxembourg, before 30 September 2019.

For the Board of Directors

represented by

Name:

Title: Director

Schedule

Proposed Amended Authorised Capital Clause

“5. Share capital

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 (EUR 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 one thousand four hundred euro (EUR 19,901,400.-). 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 depository 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.”