

**Junta Extraordinaria Accionistas**

**EDREAMS ODIGEO- S.A. (LU1048328220)**

**eDREAMS ODIGEO**

**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**.