eDreamsODIGEO

De conformidad con lo previsto en el artículo 82 de la Ley 24/1988, de 28 de julio, del Mercado de Valores, eDreams ODIGEO (la "Sociedad") informa de la publicación de sus <u>resultados</u> <u>trimestrales correspondientes al segundo período del ejercicio, finalizado el 30 de septiembre de 2014</u>, que están disponibles en la página web corporativa de la Sociedad (http://www.edreamsodigeo.com).

Se adjunta a la presente comunicación el informe trimestral y la presentación de dichos resultados preparada por la Sociedad, para conocimiento de sus accionistas.

En Luxemburgo, a 25 de noviembre de 2014

eDreams ODIGEO

eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS (Thousands of Euros)

eDreams ODIGEO and Subsidiaries

Condensed Interim Consolidated Financial Statements and Notes for the six-month period ended September 30, 2014

eDreams ODIGEO and Subsidiaries **FINANCIAL STATEMENTS** (Thousands of Euros)

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eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS (Thousands of Euros)

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eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED INCOME STATEMENT

for the six-month period ended September 30, 2014

| | | Unaudited | Unaudited |
|---|-------|-----------|-----------|
| | | September | September |
| Operating income | Notes | 2014 | 2013 |
| Revenue | 6&7 | 243,721 | 252,515 |
| Operating expenses | | | |
| Supplies | | (23,785) | (39,910) |
| Personnel expenses | 8 | (29,852) | (33,634) |
| Depreciation and amortization | 9 | (10,265) | (12,630) |
| Impairment loss | 9 | (1,130) | (1) |
| Gain or loss arising from assets disposals | | 1 | - |
| Other operating income / (expenses) | 10 | (144,108) | (122,375) |
| Operating profit/(loss) | | 34,582 | 43,965 |
| Financial and similar income and expenses | | | |
| Financial cost | 11 | (23,574) | (29,886) |
| Financial Income | 11 | 7 | 108 |
| Other financial income / (expenses) | 11 | (4,332) | (1,437) |
| Income (loss) of associates accounted for using equity method | 11 | - | - |
| Profit/(loss) before taxes | | 6,683 | 12,750 |
| Income tax | | (4,985) | (11,066) |
| Profit/(loss) for the year from continuing operations | | 1,698 | 1,684 |
| Profit for the year from discontinued operations net of taxes (net) | | - | - |
| Consolidated profit/(loss) for the year | | 1,698 | 1,684 |
| Non controlling interest - Result | | - | - |
| Profit and loss attributable to the parent company | | 1,698 | 1,684 |
| Basic earnings per share (Euro) | 5 | 0.016 | 0.017 |

The notes on pages 8 to 33 are an integral part of these condensed interim consolidated financial statements.











eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF OTHER **COMPREHENSIVE INCOME**

for the six-month period ended September 30, 2014

| | Unaudited September 2014 | Unaudited September 2013 |
|--|--------------------------------|--------------------------------|
| Consolidated profit/(loss) for the year (from the income statement) | 1,698 | 1,684 |
| Income and expenses recorded directly in equity | | |
| For cash flow hedges Exchange differences For actuarial gains and losses (pensions) Tax effect | (2,649) - - | (3,884) |
| Tax Girect | (2,649) | (3,884) |
| Total recognized income and expenses | (951) | (2,200) |
| a) Attributable to the parent companyb) Attributable to minority interest | (951) | (2,200) |

The notes on pages 8 to 33 are an integral part of these condensed interim consolidated financial statements.











eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at September 30, 2014

| ASSETS | Notes | Unaudited September 2014 | Audited March 2014 | EQUITY AND LIABILITIES | Notes | Unaudited September 2014 | Audited March 2014 |
|------------------------------|-------|-----------------------------|-----------------------|--|-------|-----------------------------|-----------------------|
| Non-current assets | | | | Shareholder's Equity | | | |
| Goodwill | 12 | 877,724 | 879,819 | Share Capital | | 10,488 | 234,862 |
| Other intangible assets | 13 | 303,008 | 301,910 | Share Capital Share premium & Other reserves | | 524,931 | 113,056 |
| Tangible assets | | 5,952 | 5,629 | · | | 524,951 | |
| Non-current financial assets | | 4,951 | 6,100 | Other equity instruments | | 4 000 | 26,012 |
| Deferred tax assets | | 7,051 | 9,404 | Profit & Loss for the period | | 1,698 | (21,097) |
| Other non-current assets | | 3,461 | 3,414 | Foreign currency translation reserve | | (370) | 2,279 |
| | | 1,202,147 | 1,206,276 | | | 536,747 | 468,168 |
| | | 1,202,147 | 1,200,210 | Non controlling interest | | | |
| | | | | | 16 | 536,747 | 468,168 |
| | | | | N | | | |
| | | | | Non-current liabilities | | | |
| | | | | Non-current financial liabilities | 17 | 441,619 | 601,540 |
| | | | | Non current provisions | 18 | 4,905 | 4,741 |
| | | | | Deferred revenue | | 35,026 | 35,583 |
| | | | | Deferred tax liabilities | | 47,439 | 56,950 |
| | | | | | | 528,989 | 698,814 |
| Current assets | | | | Current liabilities | | | |
| Trade and other receivables | | 72,449 | 85,386 | Trade and other payables | | 298,256 | 349,239 |
| Current tax assets | | 10,373 | 5,777 | Current provisions | 18 | 10,738 | 17,985 |
| Financial assets | | 73 | 72 | Current taxes payables | | 8,974 | 7,185 |
| Cash and cash equivalent | 14 | 113,817 | 146,103 | Current financial liabilities | 17 | 15,155 | 15,279 |
| | | 196,712 | 237,338 | | | 333,123 | 389,688 |
| TOTAL ASSETS | _ | 1,398,859 | 1,443,614 | TOTAL EQUITY AND LIABILITIES | _ | 1,398,859 | 1,556,670 |





eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

at September 30, 2014

| | Share Capital | Share premium & Other reserves | Profit & Loss for the period | | Foreign currency translation reserve | Non controlling interest | Total Equity |
|--|---------------|---|---------------------------------|----------|---|--------------------------------|--------------|
| Closing balance at March 31, 2014 (Audited) | 234,862 | 113,056 | (21,097) | 26,012 | 2,279 | - | 355,112 |
| Total recognized income / (expenses) | - | - | 1,698 | - | (2,649) | - | (951) |
| Capital Increases / (Decreases) (Note 16) | 488 | 49,512 | - | - | - | - | 50,000 |
| Distribution of dividends | - | - | - | - | - | - | - |
| Dealings with own shares or equity instruments (net) | - | - | - | - | - | - | - |
| Increases / (Decreases) on business combinations | - | - | - | - | - | - | - |
| Other operations with members or owners | (224,862) | 383,424 | - | (26,012) | - | - | 132,550 |
| Operations with members or owners | (224,374) | 432,936 | - | (26,012) | - | - | 182,550 |
| Payments based on equity instruments | - | - | - | - | - | - | - |
| Transfer between equity items | - | (21,097) | 21,097 | - | - | - | - |
| Other changes | - | 36 | - | - | - | - | 36 |
| Other changes in equity | - | (21,061) | 21,097 | - | - | - | 36 |
| Closing balance at September 30, 2014 (Unaudited) | 10,488 | 524,931 | 1,698 | - | (370) | - | 536,747 |

The notes on pages 8 to 33 are an integral part of these condensed interim consolidated financial statements.





eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

at September 30, 2013

| | Share Capital | Share premium & Other reserves | Profit & Loss for the period | Other equity instruments | Foreign currency translation reserve | Non controlling interest | Total Equity |
|--|---------------|---|---------------------------------|--------------------------|---|--------------------------------|--------------|
| Closing balance at March 31, 2013 (Audited) | 234,007 | 131,130 | (23,330) | 26,012 | 8,790 | - | 376,609 |
| Total recognized income / (expenses) | - | - | 1,684 | - | (3,884) | - | (2,200) |
| Capital Increases / (Decreases) | 490 | 910 | - | - | - | - | 1,400 |
| Distribution of dividends | _ | - | _ | _ | - | - | - |
| Dealings with own shares or equity instruments (net) | - | - | - | - | - | - | - |
| Increases / (Decreases) on business combinations | - | - | - | - | - | - | - |
| Other operations with members or owners | | - | - | - | - | - | - |
| Operations with members or owners | 490 | 910 | - | - | - | - | 1,400 |
| Payments based on equity instruments | - | 2,530 | - | - | - | - | 2,530 |
| Transfer between equity items | - | (23,330) | 23,330 | - | - | - | - |
| Other changes | - | (83) | - | - | - | - | (83) |
| Other changes in equity | - | (20,883) | 23,330 | - | - | - | 2,447 |
| Closing balance at September 30, 2013 (Unaudited) | 234,497 | 111,157 | 1,684 | 26,012 | 4,906 | - | 378,256 |

The notes on pages 8 to 33 are an integral part of these condensed interim consolidated financial statements





eDreams ODIGEO and Subsidiaries FINANCIAL STATEMENTS

(Thousands of Euros)

CONDENSED INTERIM CONSOLIDATED CASH FLOW STATEMENT

for the six-month period ended September 30, 2014

| | Unaudited September 2014 | Unaudited September 2013 |
|--|--------------------------|-----------------------------|
| Net Profit / (Loss) | 1,698 | 1,684 |
| Depreciation and amortization | 10,265 | 12,630 |
| Impairment | 1,130 | 1 |
| Other provisions | 787 | 950 |
| Income tax | 4,985 | 11,066 |
| Gain or loss on disposal of assets | (1) | - |
| Finance (Income) / Loss | 27,899 | 31,215 |
| Income (loss) of associates accounted for using equity method | - | - |
| Share based payments | (4,887) | 2,532 |
| Changes in working capital | (31,207) | (55,015) |
| Income tax paid | (4,309) | (3,101) |
| Net cash from operating activities | 6,360 | 1,962 |
| A - wide television of the transition of the wilds and the wilds | (47.000) | (44.450) |
| Acquisitions of intangible and tangible assets | (17,226) | (11,152) |
| Proceeds on Disposal of tangible and intangible assets | 1 | - |
| Payments/ Proceeds from disposals and adquisitions of financial asse | 1 519 | 1 |
| Acquisitions of subsidiaries net of cash acquired | (46.706) | (44.454) |
| Net cash flow from / (used) in investing activities | (16,706) | (11,151) |
| Proceeds of issues of shares | 50,000 | 1,400 |
| Borrowings drawdown | - | - |
| Reimbursement of borrowings | (46,233) | (75) |
| Payment for derivatives | - | - |
| Interests and other financial expenses paid | (22,595) | (22,044) |
| Interests received | 69 | 125 |
| Early repayment fees | (3,579) | - |
| Fees paid on debt | | (914) |
| Net cash flow from / (used) in financing activities | (22,338) | (21,508) |
| Net increase / (decrease) in cash and cash equivalent | (32,684) | (30,697) |
| Cash and cash equivalents at beginning of period | 145,994 | 159,157 |
| Effect of foreign exchange rate changes | (371) | (1,067) |
| Cash and cash equivalents at end of period | 112,939 | 127,393 |
| Cash and Cash equivalents at end of period | 112,939 | 121,393 |
| Cash at the closing: | | |
| Cash | 113,817 | 127,504 |
| Bank facilities&overdrafts | (878) | (111) |
| Cash and cash equivalents at end of period | 112,939 | 127,393 |
| | | |

The notes on pages 8 to 33 are an integral part of these condensed interim consolidated financial statements.











1. GENERAL INFORMATION

eDreams ODIGEO (formerly LuxGEO Parent S.à r.l.) was set up as a limited liability company (société à responsabilité limitée) formed under the laws of Luxembourg on commercial company on February 14, 2011, for an unlimited period, with its registered office located at 282, route de Longwy, L-1940 Luxembourg (the "Company" and, together with its subsidiaries, the "Group"). Its main holding companies are Axeurope S.A. ("Axeurope") and Luxgoal S.à r.l. ("Luxgoal"). In January 2014, the denomination of the Company was changed to eDreams ODIGEO and its corporate form from an S.à r.l. to an S.A. ("Société Anonyme").

eDreams ODIGEO and its direct and indirect subsidiaries (the "Group") headed by eDreams ODIGEO (as detailed in note 24, Consolidation Scope), is a leading pan-European online travel company that uses innovative technology and builds on relationships with suppliers, product know-how and marketing expertise to attract and enable customers to research, plan and book a broad range of travel products and services.

2. SIGNIFICANT EVENTS

2.1 Significant events during the six-month period ended September 30, 2014

As of March 18, 2014 the Board of Directors approved starting the process of the admission to trading process for the eDreams ODIGEO shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the "Spanish Stock Exchanges") for the quotation on the Automated Quotation System ("AQS") of the Spanish Stock Exchanges.

On April 8, 2014, eDreams ODIGEO completed its IPO on the Spanish Stock Exchange at a price of €10.25 per share. The over-allotment option to purchase additional offer shares was exercised at the level of 3,370,690 shares.

The highlights of the offering were:

- 4,878,049 new shares to be issued by eDreams ODIGEO, raising gross proceeds of approximately €50 million.
- 31,829,264 existing shares sold by certain of eDreams ODIGEO's shareholders, including Luxgoal 3 S.à r.l., and Luxgoal 2 S.à r.l., investment vehicles controlled by the Permira funds; certain funds managed by Ardian France S.A. and its affiliates ("Ardian"); certain Ardian coinvestors (the foregoing, the "Principal Selling Shareholders"); as well as certain senior and other management of eDreams ODIGEO (together, the "Selling Shareholders"); the Selling Shareholders are each selling only a portion of their shares in the Company, and eDreams ODIGEO will not receive any of the proceeds from the sale of shares by the Selling Shareholders.

The initiation of the IPO of eDreams ODIGEO has led to the following steps which happened during the six months period ended September 30, 2014:

Merger of eDreams ODIGEO and subsequent Equity restructuring

On April 1, 2014, the Extraordinary General Meeting of Shareholders of eDreams ODIGEO and of its shareholders approved the merger by absorption between eDreams ODIGEO as the absorbing company, its shareholders AXEUROPE S.A, Luxgoal S.à r.l., G Co-Investment GP S.à. r.l., G Co-Investment I S.C.A., G Co-Investment II S.C.A., G Co-Investment III S.C.A., G Co-Investment IV













S.C.A. and its indirect shareholder GO Partenaires 3, as absorbed companies (the "Merger"). The Merger was effective on April 3, 2014 (April 1, 2014 for accounting purposes).

As a result of the Merger, the absorbed companies contributed all of their assets and liabilities to eDreams ODIGEO. The assets of the absorbed companies mainly consisted of shares in eDreams ODIGEO and convertible bonds issued by a subsidiary of eDreams ODIGEO. The absorbed companies had no meaningful liabilities.

eDreams ODIGEO received as contribution from the absorbed companies its outstanding shares, which were immediately cancelled. Simultaneously, 100,000,000 new ordinary shares of a nominal value of €1 were issued to the shareholders of the absorbed companies. As a result of the Merger, the share capital of eDreams ODIGEO only consists of newly issued ordinary shares.

Simultaneously, the Extraordinary General Meeting of Shareholders approved the reduction, immediately after the Merger, of the nominal value of each share from its amount of €1 per share to €0.10 per share without cancellation of any shares in issue nor any repayment to the shareholders; the difference of €90,000,000 being allocated to the reserve of eDreams ODIGEO.

In connection with the IPO, 4.878,049 new shares were issued by eDreams ODIGEO with effective date April 8, 2014. The nominal value of the new shares issued is €0.10 per share, with a total allocation of €49.5 million to share premium. The Group obtained gross proceeds from the sale of these new shares of €50 million.

The subscribed share capital of eDreams ODIGEO after the above mentioned transactions is €10.488 thousand divided into one hundred million shares with a par value of ten euro cents (€0.10) each, all of which are fully paid.

Convertible bonds

As a consequence of the Merger, the Company has received as of April 1, 2014 as a financial asset contribution from the absorbed companies Luxgoal S.à.r.l. and Axeurope S.A. 11,775,131,507 convertible bonds of €0.01 each, payable by Geo Travel Finance. These financial assets are the counterpart of the Convertible bonds issued by Geo Travel Finance (see Note 17), on June 30, 2011. Then, becoming intercompany balances within the scope of consolidation, all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements.

Cancellation of Long Term Incentive Plans

According to the existing incentive plans, if an "Exit Event" happens before the end of the vesting period, the employees would sell all their shares (consolidated or not). As a result, a cancellation of the plan or an early termination of the vesting period happened as a consequence of the completion of the IPO on April 8, 2014. Consequently and according to IFRS 2, all the nonaccrued employee cost were fully recognised at March 31, 2014. (See Note 16).

Partial Repayment of the 2019 Notes

Pursuant to the successful completion of the IPO, Geo Travel Finance announced on April 30, 2014 that it would redeem €46 million of its €175 million 10.375% Senior Notes Due 2019 on May 30, 2014. Such portion of the 2019 Notes was redeemed on May 30, 2014. The redemption price equals to 107.781% of the principal amount plus accrued and unpaid interest on the redemption date.

eDreams ODIGEO has contributed of the €50 million gross proceeds from the IPO to Geo Travel Finance to allow the redemption of a portion (€46 million) of the 2019 Notes.













2.2 Significant events during the year ended March 31, 2014

On August 12, 2013 Lyparis S.a.S entered in a sale purchase agreement "SPA" to buy all the shares of ODIGEO Paris Meta S.A. (formerly Findworks Technologies S.A.), the company that operates the website Liligo, with a travel search engine that searches flights, hotels and cars among several travel sites on the web. The transaction was settled on October 2, 2013 with an enterprise value of €13.5 million.

3. BASIS OF PRESENTATION

3.1 Accounting principles

These Condensed Interim Consolidated Financial Statements and Notes for the 6 months ended September 30, 2014 of eDreams ODIGEO and its subsidiaries ("the Group") have been prepared in accordance with the international accounting standard IAS 34 - Interim Financial Reporting as adopted in the European Union. As condensed financial statements, they do not include all the information required by IFRS for the preparation of the annual financial statements and must therefore be read in conjunction with the Group consolidated financial statements prepared in accordance with IFRS as adopted in the European Union for the year ended at March 31, 2014.

The accounting policies used in the preparation of these condensed six months consolidated financial statements as of and for the period ended at September 30, 2014 are the same as those applied in the Group's consolidated annual accounts for the year ended at March 31, 2014, except for the following:

- New IFRS or IFRIC issued, or amendments to existing ones that came into effect as of April 1, 2013, the adoption of which did not had a significant impact on the Group's financial situation in the period of application;
- Income tax which, in accordance with IAS 34, is recorded in interim periods on a best estimate basis.

There is no accounting principle or policy which would have a significant effect and has not been applied in drawing up these financial statements.

3.2 New and revised International Financial Reporting Standards

The new IFRS and interpretations published as of March 31, 2014 and effective from April 1, 2014 listed in the Note 3.2 - New and revised International Financial Reporting on the Consolidated Financial Statement for the year ended March 31, 2014, had no material impact on the Group interim Condensed Interim Consolidated Financial Statements at September 30, 2014.

The Group has not early adopted standards and interpretations that are not yet mandatorily effective at April 1, 2014.

3.3 Changes in consolidation perimeter

During the six months ended September 30, 2014, any meaningful change occurred in the consolidation perimeter, a part from the two entities contributed by the shareholders in the Merger detailed above, LuxGeo GP and Geo Debt GP, entities that do not contribute any significant asset or liability.











3.4 Comparative information

The Directors present, for comparative purposes, together with the figures for the six months period ended September 30, 2014, the previous periods' figures for each of the items on the condensed interim consolidated statement of financial position (March 31, 2014), condensed interim consolidated income statement, condensed interim consolidated statement of other comprehensive income, condensed interim consolidated statement of changes in equity, condensed interim consolidated cash flow statement (September 30, 2013) and the quantitative information required to be disclosed in the condensed interim consolidated financial statements.

SEASONALITY OF BUSINESS

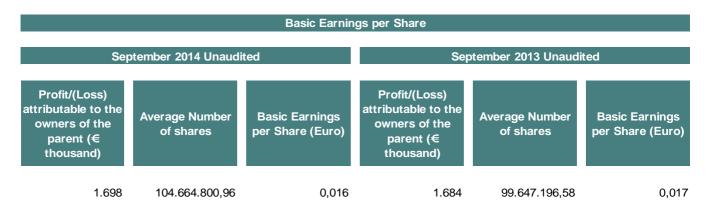
We experience seasonal fluctuations in the demand for travel services and products offered by us. Because we generate the largest portion of our revenue margin from flight bookings, and most of that revenue for flight is recognized at the time of booking, we tend to experience higher revenues in the periods during which travellers book their vacations, i.e., during the first and second calendar quarters of the year, corresponding to bookings for the busy spring and summer travel seasons. Consequently, comparisons between subsequent quarters may not be meaningful.

5. EARNINGS PER SHARE

As explained in note 2.1, eDreams ODIGEO was involved in a merger with its shareholders. This merger intends to achieve simplification by reducing the number of intermediary entities holding interest in eDreams ODIGEO (the Absorbing Company) and reducing the various types of shares issued by the Absorbing Company to ordinary shares only. The number and types of shares issued by the Company after this merger are significantly different than the number and type of shares of the Company outstanding as of March 31, 2014. Therefore, according to IAS 33 paragraph 64, the earnings per share calculations for the prior period financial statements presented are based on the capital structure after the merger occurred at April 1, 2014. Additionally it has been considered the normal movements of the reporting period, it means the 4,878,049 new shares issued the April 8, 2014 (see Note 2.1 and Note 16.1).

The basic earnings per share are calculated by dividing the profit attributable to equity holders of the company by the average new number of shares. No dilutive instruments were considered.

The calculation of basic earnings per share (rounded to two digits) for the six months period ended September 30, 2014 and 2013, is as follows:













6. REVENUE

The Group makes travel products and services available to travellers, either directly or through a business customer, both on a stand-alone and package basis. We generate our revenue from the sale of (i) flight products, including regular airline and LCC flight products and charter flight products as well as insurance for flight products, (ii) non-flight products, including hotel bookings, Dynamic Packages (including revenue from the flight component thereof), vacation packages, car rentals and insurance for non-flight products, and (iii) non-travel services, such as advertising and phone revenue, consisting mainly of charges on toll calls. Our revenue is earned through mark-ups, booking fees, insurance commissions and other fees from our customers, as well as incentive payments from suppliers linked to the number of sales facilitated by us. We also receive incentives from our GDS service providers based on the volume of sales completed by us through the GDS systems.

For a significant majority of our products and services, we act as agent, neither bearing any inventory risk nor serving as the primary obligor of the arrangement. As agent, we enable travellers to book flight and non-flight products and services we source from travel suppliers and in respect of such bookings, we are either (a) the full agent of record, in which case we charge and receive payment for the full amount of the booking from the customer and pay the net price of the travel product or service to our travel suppliers at a later date, or (b) the agent of record only in respect of the service fees we charge to the customer, in which case the remaining part of the booking value is transacted and charged to the customer directly by our travel suppliers. Whether we act as full agent of record or agent of record only in respect of the service fees we charge to the customer, we record our revenue on a net basis. We also act as a "pure" intermediary whereby we serve as a click through and pass reservations made by the customer on to the relevant travel supplier (e.g., in respect of tour packages offered in Germany) or perform certain limited intermediary functions with respect to such reservations. On such "pure" intermediary transactions, we are not the agent of record in respect of any amounts paid by the customer and our revenue consists solely of commissions and incentives from travel suppliers and/or GDS service providers. Depending on the specific agency role that we perform, we provide varying degrees of support services, if any, to the customer once the booking has been secured.

Under the principal model, we purchase inventory for resale (and accordingly bear the inventory risk) or are the primary obligor of the arrangement and, in each case, recognize revenue on a gross basis. We act as principal in respect of charter flights offered by Go Voyages in France, conference and events offered by Travellink in the Nordics and, to a lesser extent, package tours offered to the employees by eDreams in Italy. As regards to Dynamic Packages (including revenue from the flight component thereof) offered by Opodo, as from June 1, 2013, pursuant to the revised applicable terms and conditions for the sale of Dynamic Packages, the Opodo Group is now acting as agent and no longer as principal, and revenue is therefore no longer recognized on a "gross" basis. The following is an analysis of the impact of the change in the recognition of the Dynamic Packages of Opodo from a "gross" basis to a "net" basis":

| | Unaudited | Unaudited |
|---------------------------|----------------|----------------|
| | September 2014 | September 2013 |
| Dynamic Packages of Opodo | 178 | 13,475 |
| Other Products | 243,543 | 239,040 |
| Total Revenue | 243,721 | 252,515 |
| Dynamic Packages of Opodo | - | (12,095) |
| Other Products | (23,785) | (27,815) |
| Total Supplies | (23,785) | (39,910) |
| Dynamic Packages of Opodo | 178 | 1,380 |
| Other Products | 219,758 | 211,225 |
| Total Revenue Margin | 219,936 | 212,605 |













In addition to the revenue generated under the agency and principal models, we generate other revenue from non-travel related products and services, such as fees for advertising on our websites, incentives we receive from credit card companies and charges on toll calls.

The Group enables travellers to book flight and non-flight products and services sourced from travel companies. Gross bookings is an operating and statistical metric that captures the total amount paid by customers for travel products and services booked through us (including the part that is passed on to, or transacted by, the travel supplier), including taxes, service fees and other charges and excluding VAT. Gross Bookings include the gross value of transactions booked under both agency and principal models as well as transactions made via our white label distribution and sourcing partners or any transaction where we act as "pure" intermediary whereby we serve as a click-through and pass the reservations made by the customer to the relevant travel supplier"

| | Unaudited | Unaudited |
|---------------------------------|----------------|----------------|
| | September 2014 | September 2013 |
| France | 869.202 | 997.843 |
| Southern Europe (Spain + Italy) | 401.673 | 398.122 |
| Core | 1.270.875 | 1.395.965 |
| Germany + Austria | 299.993 | 329.813 |
| UK + Nordics + Other | 618.546 | 569.752 |
| Expansion | 918.539 | 899.565 |
| Total Gross bookings value | 2.189.414 | 2.295.530 |
| Total Number of bookings | 4.988.107 | 5.059.225 |

The following is an analysis of the Group's revenue for the year:

| | Unaudited | Unaudited |
|----------------|----------------|----------------|
| | September 2014 | September 2013 |
| | | |
| Ticketing | 223,731 | 242,205 |
| Advertising | 11,120 | 5,489 |
| Other revenues | 8,870 | 4,821 |
| Total Revenue | 243,721 | 252,515 |

7. SEGMENT INFORMATION

The Group has four reportable geographical segments based on how the Chief Operating Decision Maker (CODM) manages the business, makes operating decisions and evaluates operating performance. Reportable segments offer different products and services and are managed separately because the nature of products and methods used to distribute the services are different. For each reportable segment, the Group's Leadership team comprising of Chief Executive Officer and Chief Financial Officer, reviews internal management reports. Accordingly, the Leadership Team is construed to be the Chief Operating Decision Maker (CODM).

7.1 Segment revenue and revenue margin

The following is an analysis of the Group's revenue and revenue margin by reportable segments:











| | TOTAL Reven | ue Unaudited | Revenue Marg | gin Unaudited |
|------------------------------------|--------------------|-------------------|-------------------|-------------------|
| | September 2014 | September 2013 | September 2014 | September 2013 |
| France | 106,494 | 115.546 | 85,707 | 86,823 |
| Southem Europe (Spain + Italy) | 48,418 | 46,774 | 48,407 | 46,747 |
| Core | 154,912 | 162,320 | 134,114 | 133,570 |
| Germany + Austria | 27,135 | 33,886 | 27,134 | 26,721 |
| UK + Nordics + Other | 61,674 | 56,309 | 58,688 | 52,314 |
| Expansion | 88,809 | 90,195 | 85,822 | 79,035 |
| TOTAL | 243,721 | 252,515 | 219,936 | 212,605 |
| Personnel expenses (excl. non rec | curring personnel | costs) | (29,197) | (29,377) |
| Depreciation and amortization | anning parasimis | , | (10,265) | (12,630) |
| Impairment and results on disposa | l of non-current a | ssets (net) | (1,130) | (1) |
| Other operating expenses (incl. no | n recurring costs |) | (144,762) | (126,632) |
| Operating profit/(loss) | | | 34,582 | 43,965 |
| Financial result | | | (27,899) | (31,215) |
| Income (loss) of associates accou | - | - | | |
| Profit before tax | | | 6,683 | 12,750 |

7.2 Geographical information

The Group operates in 4 principal areas:

| | Gross Booking September 2014 | gs (Unaudited) September 2013 | Total Revenue September 2014 | e (Unaudited) September 2013 | Revenue Marg September 2014 | in (Unaudited) September 2013 |
|---------------------------------|------------------------------------|-------------------------------------|------------------------------------|------------------------------------|-----------------------------------|-------------------------------------|
| France | 869.202 | 997.843 | 106.494 | 115,546 | 85.707 | 86.823 |
| Southern Europe (Spain + Italy) | 401,673 | 398,122 | 48,418 | 46,774 | 48,407 | 46,747 |
| Core | 1,270,875 | 1,395,965 | 154,912 | 162,320 | 134,114 | 133,570 |
| Germany + Austria | 299,993 | 329,813 | 27,135 | 33,886 | 27,134 | 26,721 |
| UK + Nordics + Other | 618,546 | 569,752 | 61,674 | 56,309 | 58,688 | 52,314 |
| Expansion | 918,539 | 899,565 | 88,809 | 90,195 | 85,822 | 79,035 |
| TOTAL | 2,189,414 | 2,295,530 | 243,721 | 252,515 | 219,936 | 212,605 |

No single customers contributed 10% or more to the Group's revenue at September 30, 2014 and September 30, 2013.











7.3 Other financial disclosures

| | Unaudited September 2014 | Unaudited September 2013 |
|--|--------------------------------|--------------------------------|
| | | |
| Revenue Margin from customers | 150,880 | 153,864 |
| Revenue Margin from suppliers | 57,936 | 53,252 |
| Revenue Margin from advertising and meta clicks-out | 11,120 | 5,489 |
| Total Revenue Margin | 219,936 | 212,605 |
| Variable costs | (145,281) | (123,845) |
| Fixed costs | (28,356) | (26,629) |
| Depreciation and amortization | (10,265) | (12,630) |
| Impairment and results on disposal of non-current assets (net) | (1,130) | (1) |
| Non-recurring personnel expenses | (655) | (4,257) |
| Other non-recurring expenses | 333 | (1,278) |
| Total Operating Profit | 34,582 | 43,965 |

8. PERSONNEL EXPENSES

8.1 Personnel expenses

This item breaks down as follows:

| | Unaudited | Unaudited | |
|--|----------------|----------------|--|
| | September 2014 | September 2013 | |
| | | | |
| Wages and salaries | 20,816 | 22,089 | |
| Social security costs | 7,550 | 6,746 | |
| Pensions costs (or employees welfare expenses) | 831 | 542 | |
| Non-recurrent costs | 655 | 4,257 | |
| Total personnel expenses | 29,852 | 33,634 | |

8.2 Number of employees

The average number of employees (including executive directors) by category of the Group during the year is as follows:

| | Unaudited | Audited | |
|----------------------|----------------|------------|--|
| | September 2014 | March 2014 | |
| Management | 21 | 16 | |
| Administrative Staff | 831 | 735 | |
| Operational Staff | 672 | 655 | |
| Total headcounts | 1,524 | 1,406 | |









9. DEPRECIATION, AMORTIZATION AND IMPAIRMENT

This item breaks down as follows:

| | Unaudited | Unaudited | |
|---|----------------|----------------|--|
| | September 2014 | September 2013 | |
| | | | |
| Depreciation on tangible assets | 1,204 | 1,154 | |
| Amortization on intangible assets (see Note 12) | 9,061 | 11,476 | |
| Total Depreciation and amortization | 10,265 | 12,630 | |
| Impairment on tangible assets | - | - | |
| Writte-off of intangible assets | 1,130 | 1 | |
| Impairment | 1,130 | 1 | |

Amortization of intangible assets primarily related to the capitalised IT projects as well as the intangible assets identified through the purchase price allocation.

The company did not update the impairment test performed at March 31st 2014. It is expected to be performed before the year end once the financial projections will be updated and approved by management.

10. OTHER OPERATING INCOME/(EXPENSES)

This item breaks down as follows:

| Unaudited | Unaudited | |
|----------------|---|--|
| September 2014 | September 2013 | |
| | | |
| 136,522 | 115,367 | |
| 3,506 | 3,450 | |
| 3,604 | 522 | |
| 1,904 | 1,725 | |
| 188 | 212 | |
| (333) | 1,278 | |
| (1,283) | (179) | |
| 144,108 | 122,375 | |
| | 136,522 3,506 3,604 1,904 188 (333) (1,283) | |

Other operating expenses primarily consist in marketing expenses, credit card processing costs (incurred only under the merchant model), chargebacks on fraudulent transactions, IT costs relating to the development and maintenance of our technology, GDS search costs and fees paid to our outsourcing service providers, such as call centers or IT services.

The marketing expenses comprise customer's acquisition costs (such as paid search costs, metasearch costs and other promotional campaigns) and commissions due to agents and white label partners.

A large portion of the other operating expenses are variable costs, either because they are directly related to the number of transactions processed through us or because they result from discretionary decisions from our management.











11. FINANCIAL AND SIMILAR INCOME AND EXPENSES

This item breaks down as follows:

| | Unaudited | Unaudited |
|---|----------------|----------------|
| | September 2014 | September 2013 |
| Interest expenses on debt | | |
| Interest expenses on 2019 Notes | (7,475) | (9,079) |
| Interest expenses on 2018 Notes | (12,188) | (12,256) |
| Interest expenses on Convertible bonds (Note 20.1) | = | (6,727) |
| Interest expenses on Senior Debt | = | - |
| Revolving Credit Facilities | (131) | (78) |
| Effective interest rate impact on debt | (3,759) | (1,731) |
| Financial expenses on derivatives | - | - |
| Foreign exchange differences | 639 | (231) |
| Other financial expenses | (5,120) | (1,353) |
| Other financial incomes | 135 | 240 |
| Income (loss) of associates accounted for using equity method | <u>-</u> | <u>-</u> |
| TOTAL Financial result | (27,899) | (31,215) |

As it is detailed in the Note 2.1, as a consequence of the Merger, the Company has received as of April 1, 2014 as a financial asset contribution from the absorbed companies Luxgoal S.à.r.l. and Axeurope S.A. 11,775,131,507 Convertible Bonds of €0.01 each, payable by Geo Travel Finance. These financial assets are the counterpart of the Convertible Bonds issued by Geo Travel Finance (see Note 17), on June 30, 2011. Then, becoming intercompany balances within the scope of consolidation, all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements and therefore, no interest expenses on Convertible Bonds are from April 1, 2014.

Moreover, as it is also detailed in the note 2.1, Geo Travel Finance announced on April 30, 2014 that it would redeem €46 million of its €175 million 10.375% Senior Notes Due 2019 on May 30, 2014. Such portion of the 2019 Notes was redeemed on May 30, 2014. The redemption price equals to 107.781% of the principal amount. Consequently, one-off redemption expenses have been registered amounting to €3.5 million. Moreover the caption "Effective interest rate on debt" includes €2.2 million of capitalized interest recognized directly into expenses in connection with the above mentioned redemption.

12. GOODWILL

A detail of the goodwill movement for the six-month period ended September 30, 2014 is set out below:

| Balance at March 31, 2014 (Audited) | 879,819 |
|---|---------|
| Changes in the scope | - |
| Exchange rate diferences | (2,095) |
| Balance at September 30, 2014 (Unaudited) | 877,724 |









As at September 30, 2014, the amount of the goodwill corresponding to the Nordic markets has decreased by €2.1 million due to the evolution of the euro compared to the functional currency of these countries, with a balancing entry under "Cumulative translation adjustment".

The goodwill allocation by markets at September 30, 2014 was as follows:

| | Unaudited |
|---------------------|-----------|
| | Net Value |
| France | 397,634 |
| Spain | 49,073 |
| UK | 53,545 |
| Italy | 75,225 |
| Germany | 166,057 |
| Nordics | 72,872 |
| Other | 54,710 |
| France (metasearch) | 8,608 |
| Total | 877,724 |

As we mentioned in the Note 9, the company did not update the impairment test performed at March 31, 2014.

13. OTHER INTANGIBLE ASSETS

The other intangible assets at September 30, 2014 break down as follows:

| Balance at March 31 st 2014 (Audited) | 301,910 |
|--|---------|
| Acquisitions | 11,628 |
| Amortization | (9,061) |
| Impairment | - |
| Disposals / Reversals | (15) |
| Writte-off of intangible assets | (1,130) |
| Exchange rate Diferences | (324) |
| Balance at September 31 st 2014 (Unaudited) | 303,008 |

[&]quot;Acquisitions" mainly correspond to the capitalization of the technology internally developed by the Group which, due to its functional benefits, contributes towards attracting new customers and retaining the existing ones.











14. CASH AND CASH EQUIVALENT

Shown below is a breakdown of cash and cash equivalent:

| | Unaudited | Audited March 2014 | |
|--------------------------------|----------------|-----------------------|--|
| | September 2014 | | |
| | | | |
| Marketable securities | 8 | 2,306 | |
| Cash and other cash equivalent | 113,809 | 143,797 | |
| Cash and cash equivalent | 113,817 | 146,103 | |

[&]quot;Marketable securities" include the investment held by the group in short term financial funds used as part of the treasury management strategy. This investment has an excellent liquidity and no exit charge.

The majority of the bank accounts and marketable securities have been pledged to secure the obligations in respect of the Group financial indebtedness.

15. LONG TERM INCENTIVE PLAN

During April 2014 the Board of Directors approved a new Long Term Incentive Plan ("Incentive Plan") which the Management of the Company or any subsidiaries may participate. The purpose of this Incentive Plan will be to enable the Managers to participate in the possible increase in value of the Company.

The total maximum number of shares that could be acquired by the participants under the Incentive Plan will represent 4.40% of the total issued share capital of the Company on a fully diluted basis.

Although the main characteristics of the Incentive Plan were approved in April 2014 the plan was granted to the employees on September 26, 2014.

The Incentive Plan basically concerns the granting of the right to acquire a certain number of shares in the Company (called Incentive Shares) to the participants, provided that certain conditions are met:

- Service condition: the employee must be employed by the Company or any subsidiary during a certain period of time i.e. he must hold an active employment or services relationship until the relevant Value Date.
- Market performance condition: the target increase in value of the Company's shares must be reached or exceeded.

The shares to which the plan refers to, are shares issued by eDreams Odigeo, S.A. quoted in Spanish Stock Market. The Plan is divided in two cycles, each with two branches. The first cycle refers to 50% of the total Incentive Shares and has specific share revaluation target for periods of two and three years. More precisely:

First Cycle First Tranche (2 years): 40% of the Incentive shares will be granted to the employees if there is a certain level of increase in the quoted price of the shares during a period of two years.













This period of two years starts on the First Cycle. Initial Date (IPO date, 8th April 2014) and finishes on the 9th April 2016.

First Cycle Second Tranche (3 years): 10% of the Incentive shares will be granted to the employees if there is a certain level of increase in the quoted price of the shares during a period of three years. This period of three years starts on IPO date (8th April 2014) and finishes on the 9th April 2017.

The second cycle refers to the remaining 50% of the Incentive Shares and has also specific share target value increase. More precisely:

- Second Cycle First Tranche (2 years): 30% of the Incentive shares will be given to the employees if there is a certain level of increase in the quoted price of the shares in the period of two years starting one year after Plan inception date. This period of two years starts on the 9th April 2015 and finishes on the 9th April 2017.
- Second Cycle Second Tranche (3 years): 20% of the Incentive shares will be given to the employees if there is a certain level of increase in the quoted price of the shares in the period of three years starting one year after Plan inception date. This period of three years starts on the 9th April 2015 and finishes on the 9th April 2018.

Fair value was calculated using generally accepted pricing techniques, using the Black - Scholes pricing model and based on the following assumptions:

| | First Cycle Tranche 1 | First Cycle Tranche 2 | Second Cycle Tranche 1 | Second Cycle Tranche 2 |
|--------------------------|--------------------------|--------------------------|---------------------------|---------------------------|
| Weighted average price | 2,90 | 2,90 | 2,90 | 2,90 |
| Exercise price | 15,01 | 16,21 | 3,94 | 4,25 |
| Expected volatility | 44,08% | 44,08% | 44,08% | 44,08% |
| Interest rate | 0,19% | 0,23% | 0,23% | 0,30% |
| Vesting period years | 1,536 | 2,536 | 2,536 | 3,536 |
| Contractual strike price | 0,1 | 0,1 | 0,1 | 0,1 |

Expected volatility was estimated based on an average of edreams odigeo volatility together with the historical volatility of companies operating in the same industry.

16. EQUITY

A breakdown at September 30, 2014 and March 31, 2014 is as follows:









| | Audited | Audited | | | | | Unaudited | |
|--------------------------------------|---------------|-------------------------|---------------------|-------------------|----------|--------------------------------------|-----------|-------------------|
| | March 2014 | Equity Restructuring | Capital increase | Merger process | P&L | Curency translation difference | Others | September 2014 |
| Share capital | 234,862 | (224,862) | 488 | - | - | - | - | 10,488 |
| Share premium & Other reserves | 113,056 | 224,862 | 49,512 | 158,562 | (21,097) | - | 36 | 524,931 |
| Option premium in convertible bonds | 26,012 | - | - | (26,012) | - | - | - | - |
| Profit & Loss | (21,097) | - | - | - | 22,795 | - | - | 1,698 |
| Foreign currency translation reserve | 2,279 | - | - | - | - | (2,649) | - | (370) |
| Equity | 355,112 | | 50,000 | 132,550 | 1,698 | (2,649) | 36 | 536,747 |

16.1 Share capital (Equity restructuring)

As at March 31, 2014, the share capital of the Company was set at €234,862 thousand represented by 23,120,302,596 ordinary shares, 56,394,776 Class A preferred shares, 123,014,093 Class B preferred shares, 150,000,000 Class C preferred shares, 6,083,335 Class D1 shares, 6,083,333 Class D2 shares, 6,083,333 Class D3 shares, 6,083,333 Class D4 shares, 6,083,333 Class D5 shares and 6,083,333 Class D6 shares all having a par value of €0.01 each. The share premium was set at €238,849 thousand.

On April 1, 2014, as part of the merger process with its shareholders detailed in the Note 2.1, eDreams ODIGEO received as contribution from the absorbed companies its outstanding shares, which were immediately cancelled. Simultaneously, 100,000,000 new ordinary shares of a nominal value of €1 were issued to the shareholders of the absorbed companies. Therefore, as a result of the Merger, the share capital of eDreams ODIGEO only consists of newly issued ordinary shares.

Simultaneously, the Extraordinary General Meeting of Shareholders approved the reduction, immediately after the Merger, of the nominal value of each share from its amount of €1 per share to €0.10 per share without cancellation of any shares in issue nor any repayment to the shareholders; the difference of €90,000,000 being allocated to the reserve of eDreams ODIGEO.

Additionally, in connection with the IPO, 4,878,049 new shares were issued by eDreams ODIGEO with effective date April 8, 2014. The nominal value of the new shares issued is €0.10 per share, with a total allocation of €49.5 million to share premium. The Group obtained gross proceeds from the sale of these new shares of €50 million.

The subscribed share capital of eDreams ODIGEO after the above mentioned transactions is €10.488 thousand divided into one 104,878,049 shares with a par value of ten euros cents (€0.10) each, all of which are fully paid.

The main effect of the Merger process over the group Consolidated Financial Statements has been the elimination of the Convertibles bonds with counterpart of equity. As explained in the Note 2.1, as a consequence of the Merger, the Company has received as of April 1, 2014 as a financial asset contribution from the absorbed companies Luxgoal S.à.r.l. and Axeurope S.A. 11,775,131,507 convertible bonds of 0.01 € each, payable by Geo Travel Finance (see Note 17.1). Then, becoming intercompany balances within the scope of consolidation, all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements.









16.2 Option premium in convertible bonds

The amount recognized under "Option premium in convertible bonds" in the consolidated balance sheet at March 31, 2013 is related to the Convertible Bonds subscribed between Geo Travel Finance S.C.A. and Axeurope S.A. and Luxgoal S.a.r.I (merged into the Company with effect of 1st of April). The amount has been registered net of its tax effect that amounts €10,522 thousand.

As we detailed the notes 2.1 and 17.1 the Convertible Bonds issued by Geo Travel Finance S.C.A. became intercompany balances at merger date and therefore all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements with the effective date of the merger.

16.3 Foreign currency translation reserve

The foreign currency translation reserve correspond to the net amount of the exchange differences arising from the translation of the financial statements of eDreams LLC, eDreams Ltd., and Travellink since they are expressed in currencies other than the euro.

17. BORROWINGS AND DEBTS

17.1 Debt by type

The Group borrowings and debts at September 30, 2014 and March 31, 2014 are as follows:

| | | September 20 | 14 | March 2014 | | |
|--------------------------------------|-----------|--------------|---------|------------|-------------|---------|
| | Unaudited | | | | Audited | |
| | Current | Non Current | Total | Current | Non Current | Total |
| Principal | | | | | | |
| 2019 Notes | - | 123,113 | 123,113 | - | 166,330 | 166,330 |
| 2018 Notes | - | 318,505 | 318,505 | - | 317,802 | 317,802 |
| Convertible bonds | | | | | 82,383 | 82,383 |
| Total Principal | | 441,618 | 441,618 | | 566,515 | 566,515 |
| Accrued interests - 2019 Notes | 5,577 | - | 5,577 | 7,568 | _ | 7,568 |
| Accrued interests - 2018 Notes | 4,063 | _ | 4,063 | 4,063 | _ | 4,063 |
| Accrued interests - Convertible bond | - | - | - | - | 35,017 | 35,017 |
| Total Interests | 9,640 | - | 9,640 | 11,631 | 35,017 | 46,648 |
| Total Borrowings | 9,640 | 441,618 | 451,258 | 11,631 | 601,532 | 613,163 |
| Other Financial Liabilies | | | | | | |
| Bank facilities and bank overdrafts | 878 | - | 878 | 109 | - | 109 |
| Finance Lease Liabilities | 82 | 1 | 83 | 120 | 8 | 128 |
| Other Financial Liabilies | 4,555 | - | 4,555 | 3,419 | - | 3,419 |
| Total other Financial liabilities | 5,515 | 1 | 5,516 | 3,648 | 8 | 3,656 |
| Total financial liabilities | 15,155 | 441,619 | 456,774 | 15,279 | 601,540 | 616,819 |

Senior notes - 2018 Notes









On January 31, 2013 Geo Debt Finance S.C.A. issued €325 million aggregate principal amount of 7.5% Senior Secured Notes ("the 2018 Notes"). Interest of the Notes are payable semi-annually in arrears each February 1 and August 1.

Senior Subordinated notes – 2019 Notes

On April 21, 2011 Geo Travel Finance S.C.A. issued €175 million Senior Notes at 10.375% with a maturity date of May 5, 2019. Interest of the Notes are payable semi-annually in arrears each February 1 and August 1.

As we detail in the Note 2.1, pursuant to the successful completion of the IPO, Geo Travel Finance redeemed €46 million of its €175 million 10.375% Senior Notes Due 2019 on May 30, 2014.

Convertible bonds

On June 30, 2011, Geo Travel Finance S.C.A. issued 11,775,131,507 convertible subordinated shareholder bonds due June 30, 2060 at Par (€0.01), resulting in total indebtedness of €117.7 million.

From issuance through 2020, all interest payments (rate 9.875%) are not paid in cash but accrued. At March 31, 2014, the amount of accrued interests was €35.02 million. Further information is disclosed below.

Initially the convertible bonds were issued and held by Lyeurope for €107.1 million since July 2, 2010. As part of the debt restructuring, the convertible bonds issued by Lyeurope were contributed by Luxgoal and Axeurope to Geo Travel Finance S.C.A. at their nominal value plus interest, i.e. €117.7 million in exchange for the issue of 11,775,131,507 convertible bonds by Geo Travel Finance S.C.A. to Axeurope and Luxgoal.

The effective interest rate of the liability element on initial recognition is 9.875% per annum, accrued from issuance until 2020.

As it is detailed in the Note 2.1, as a consequence of the Merger, the Company has received as of April 1, 2014 as a financial asset contribution from the absorbed companies Luxgoal S.à.r.l. and Axeurope S.A. 11,775,131,507 convertible bonds of €0.01 each. These financial assets are the counterpart of the Convertible Bonds issued by Geo Travel Finance on June 30, 2011. Then, becoming intercompany balances within the scope of consolidation, all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements with the effective date of the merger.

17.2 Credit lines

At September 30, 2014, the Group had a €130 million 5 year Revolving Credit Facility to provide for working capital requirements and IATA Guarantees divided into a €105 million tranche that can be used to finance working capital or guarantees, and a €25 million tranche that can be used only for guarantees. At the end of September 2014 and March 2014, the Group had not drawn any credit line.

17.3 Debt by maturity date

The maturity date of the debt at September 30, 2014 and March 31, 2014 is as follows:









| | | 11.4 | |
|-------|-----|------|----|
| - 1 1 | nai | 1dit | മപ |
| | | | |

| September 30th, 2014 | < 1 year | 1 to 5 years | > 5 years | Total |
|--------------------------------------|----------|--------------|---------------|-----------|
| Principal | | | | |
| 2019 Notes | - | 123,113 | - | 123,113 |
| 2018 Notes | - | 318,505 | - | 318,505 |
| Convertible bonds | - | - | - | - |
| Senior Finance Agreement | - | - | - | - |
| Total Principal | - | 441,618 | | 441,618 |
| Accrued interests - 2019 Notes | 5,577 | - | - | 5,577 |
| Accrued interests - 2018 Notes | 4,063 | _ | - | 4,063 |
| Accrued interests - Convertible bond | - | _ | - | · - |
| Total Interests | 9,640 | | | 9,640 |
| Other financial liabilities | | | | |
| Bank facilities and bank overdrafts | 878 | _ | _ | 878 |
| Finance Lease Liabilities | 82 | 1 | _ | 83 |
| Other financial liabilities | 4,555 | _ | _ | 4,555 |
| Total Other Financial Liabilies | 5,515 | 1 | | 5,516 |
| Total financial liabilities | 15,155 | 441,619 | | 456,774 |
| | | | Audited | |
| March 31st, 2014 | < 1 year | 1 to 5 yea | ars > 5 years | s Total |
| Principal | | | | |
| 2019 Notes | | - | - 166,3 | 330 166,3 |
| 2018 Notes | | - 317, | | - 317,8 |
| Convertible bonds | | - | - 82,3 | 384 82,3 |
| Senior Finance Agreement | | | | <u>-</u> |
| Total Principal | | - 317, | 801 248,7 | 714 566,5 |
| Accrued interests - 2019 Notes | 7,56 | 88 | - | - 7,5 |
| Accrued interests - 2018 Notes | 4,06 | | - | - 4,0 |
| Accrued interests - Convertible bond | | - | - 35,0 | 017 35,0 |
| Total Interests | 11,63 | <u> </u> | - 35,0 | 017 46,6 |

17.4 Covenants

Pursuant to the Senior Facility Agreement, Geo Travel Finance S.C.A. has to respect its Consolidated Total Net Debt Cover ratio every quarter. The requested covenant is calculated as follows:

109

120

3,419

3,648

15,279

Total Net Debt Cover ratio = Total Net Debt / Last Twelve Month EBITDA

At September 30, 2014 the abovementioned covenant is met.



Bank facilities and bank overdrafts

Total Other Financial Liabilies

Finance Lease Liabilities

Other financial liabilities

Total financial liabilities





8

8

317,809





283,731



109

128

3,419

3,656

616,819

18. PROVISIONS

The amounts of provisions break down as follows:

| | Unaudited | Audited |
|---|----------------|------------|
| | September 2014 | March 2014 |
| Non-current provisions | | |
| Provisions for tax contingencies | 3,461 | 3,415 |
| Provision for pensions and other post employment benefits | 1,368 | 1,251 |
| Provision for other risks | 76 | 75 |
| Total Non-current provisions | 4,905 | 4,741 |
| <u>Current provisions</u> | _ | _ |
| Provisions for litigations | 6,577 | 4,716 |
| Provision for pensions and other post employment benefits | 66 | 78 |
| Provision for other employee benefits (LTI's) | 69 | 9,225 |
| Provisions for other risks | 4,026 | 3,966 |
| Total Current provisions | 10,738 | 17,985 |

As a consequence of the completion of the IPO on April 8, 2014 all the non-accrued employee cost were fully recognized at March 31, 2014, and the provision for Long Term Incentives were classified as a current provision. During the quarter ended June 30, 2014 these liabilities with the employees have been settled.

The provision for litigations mainly belongs to the litigation with a supplier (See Note 22).

19. BUSINESS COMBINATION

19.1 Acquisition of ODIGEO Paris Meta S.A.

As explained in note 2.2, the subsidiary Lyparis made an offer and entered into a sale and purchase agreement on August 12, 2013 to acquire all of the issued and outstanding capital stock of ODIGEO Paris Meta S.A. (formerly Findworks Technologies S.A.), a company that operates the website Liligo, a travel search engine that searches flights, hotels and cars among several travel sites on the web. Nevertheless, the transaction was not settled until the October 2, 2013 with an enterprise value of €13.5 million (equity value of €17.3 million).

The Transaction is accounted for in compliance with IFRS 3 "Business combinations", with a temporary purchase price allocation that takes into consideration the fact that adjustments to purchase accounting could be performed during the "measurement period" that cannot exceed one year from the acquisition date.

The temporary purchase price allocation of ODIGEO Paris Meta S.A. taken into consideration in the Condensed Interim Consolidated Financial Statements can be summarized as follows:

Fair value of identifiable assets acquired and liabilities assumed at the acquisition date including:

| - | Brand (indefinite-lived intangible assets) | €4 million |
|---|--|--------------|
| - | Developed technology (finite-lived intangible assets) | €2 million |
| - | Customer relationship (finite-lived intangible assets) | €0.2 million |











Deferred tax liabilities arising of acquired intangibles

€(2.1) million

The goodwill arising from the acquisition is €8.6 million

As explained above, the acquisition was finalised on October 2, 2013 and ODIGEO Paris Meta S.A. and its subsidiaries were fully consolidated from this date. The main items of the acquisition balance sheet of ODIGEO Paris Meta S.A. per the provisionally purchase price allocations are as follows:

| Assets | ODIGEO Paris Meta and subsidiaries |
|------------------------------|--|
| Non-current assets | 6,413 |
| Current assets | 7,180 |
| TOTAL ASSETS | 13,593 |
| Equity | |
| Equity | 8,723 |
| Non-current liabilities | 2,107 |
| Current liabilities | 2,763 |
| TOTAL EQUITY AND LIABILITIES | 13,593 |

Had this business combination been effected at April 1, 2013, the additional revenue of the OdigeO Group and additional profit of the period ended March 31, 2014 would have been €4.3 million and €1.0 million, respectively.

The accounting figures for revenue and profits for the period ended March 31, 2014 for ODIGEO Paris Meta sub-group are as follows:

| | Revenue | Profit |
|-------------------------------|---------|--------|
| | | |
| ODIGEO Paris Meta (12 months) | 10,592 | 2,518 |
| ODIGEO Paris Meta (6 months) | 6,323 | 1,471 |

20. OFF-BALANCE SHEET COMMITMENTS

20.1 Operating lease commitments

The Group leases mainly buildings under non-cancellable operating lease contracts. These contracts have a long term, most of them being renewable upon expiry at market conditions. The minimum total future payments in respect of non-cancellable operating leases are as follows:









| | < 1 year | 1 to 5 years | > 5 years | TOTAL |
|--|----------|--------------|-----------|-------|
| Minimum lease payments at September 2014 | 3,267 | 4,233 | 162 | 7,661 |
| | | Au | dited | |
| | < 1 year | 1 to 5 years | > 5 years | TOTAL |
| Minimum lease payments at March 2014 | 3,168 | 5,663 | 585 | 9,416 |

The condensed interim consolidated income statement for September 30, 2014 includes operating lease expenses totalling €1.8 million.

20.2 Other off-balance sheet commitments

| | Unaudited | Audited |
|---------------------------------------|----------------|------------|
| | September 2014 | March 2014 |
| | | |
| Guarantees To IATA | 42,974 | 36,884 |
| Guarantees To Package Travel | 17,092 | 18,332 |
| Guarantees Linked To Public Entities | 1,742 | 1,777 |
| Guarantees linked to Private Entities | 1,597 | 1,779 |
| Others | 170 | 169 |
| Total | 63,576 | 58,941 |

Additionally, the Company is a party to an intercreditor agreement entered into between, amongst others, the Company as Investor Creditor and several credit institutions, which provided financing to the Company's affiliated undertakings in the context of the refinancing of LuxGEO, Geo Travel Finance S.C.A.' subsidiary which completed on January 31, 2013.

All the shares held by the Company in Geo Travel Finance S.C.A. are pledged in favor of the holders of certain of the Company's bonds.

21. RELATED PARTIES

21.1 Transactions and balances with related parties

Long Term Incentive Plans:

Opodo Limited has granted the following loans to related parties, in relation with the Incentive Plan 4 (as detailed in note 22.1 of the March 31, 2014 consolidated annual accounts of eDreams ODIGEO):









| | Unaudited | Audited |
|--------------------------------------|----------------|------------|
| Related party | September 2014 | March 2014 |
| LuxGoal S.à.r.l. | - | 185 |
| AXEurope S.A. | - | 150 |
| Management | | 1,165 |
| Total loans to related parties (LTI) | | 1,500 |

In addition, executive management was involved in the long term incentive plans (Plan 1, 2 and 3) described in the note 22 of Consolidated Financial Statements and notes for the year ended March 31, 2014. The value of the shares was financed by a loan amounting to €38.8 million (including the accrued interest pending to be paid) granted from the period ended March 31, 2011 to 2013 by related parties not included in the consolidation perimeter.

As detailed in the Note 2.1, a cancellation of the plan or an early termination of the vesting period happened as a consequence of the completion of the IPO on April 8, 2014. Consequently and according to IFRS 2, all the non-accrued employee cost and all the loans with management and other related parties linked to the long term incentives plans were also cancelled at that date.

Convertible bonds issued to related parties:

As detailed in note 17.1, Debt by type, on June 30, 2011 Geo Travel Finance S.C.A. issued 11,775,131,507 convertible subordinated shareholder bonds due June 30, 2060. These convertible bonds were acquired by AXEurope S.A. and LuxGoal S.à.r.l.

The convertible bonds have been accounted in connection with IAS 32 requirements. The convertible bonds contain two components. One is a financial liability, namely the issuer's contractual obligation to pay cash, and the other is an equity instrument, namely the holder's option to convert into common shares.

The nominal amount of the convertible bonds is the following:

| | Unaudited | Audited |
|---------------------------------|----------------|------------|
| Related party | September 2014 | March 2014 |
| LuxGoal S.à.r.l. | - | 64,763 |
| AXEurope S.A. | - | 52,988 |
| Total Nominal Convertible bonds | | 117,751 |

As it is detailed in the Note 2.1 and 17.1, as a consequence of the Merger, the Company has received as of April 1, 2014 as a financial asset contribution from the absorbed companies Luxgoal S.à.r.l. and Axeurope S.A. 11,775,131,507 convertible bonds of €0.01 each. These financial assets are the counterpart of the Convertible Bonds issued by Geo Travel Finance on June 30, 2011. Then, becoming intercompany balances within the scope of consolidation, all relationships related to these Convertible Bonds have been eliminated in these Interim Consolidated Financial Statements with the effective date of the merger. The amounts with related parties in relation to these convertible bonds at March 31, 2014 were as follows:







| | Unaudited | Audited |
|---|----------------|------------|
| Related party | September 2014 | March 2014 |
| LuxGoal S.à.r.l. | - | 45,311 |
| AXEurope S.A. | - | 37,072 |
| Principal | | 82,383 |
| LuxGoal S.à.r.l. | - | 19,259 |
| AXEurope S.A. | - | 15,758 |
| Accrued interests | | 35,017 |
| LuxGoal S.à.r.l. | - | 20,094 |
| AXEurope S.A. | - | 16,440 |
| Other equity instruments (amount gross of tax impact) | | 36,534 |
| Total Convertible bonds | | 153.934 |

Other Loans with related parties

| | Unaudited | Audited |
|--------------------------------------|----------------|------------|
| Related party | September 2014 | March 2014 |
| G Co-Investment I S.C.A. | - | 25 |
| G Co-Investment II S.C.A. | - | 30 |
| G Co-Investment III S.C.A. | - | 100 |
| G Co-Investment IV S.C.A. | - | 50 |
| Total other loans to related parties | | 205 |

As it is detailed in the Note 2.1, as a consequence of the Merger, the Company has received as of April 1, 2014 all the financial assets and liabilities from the absorbed companies. Consequently, all the above mentioned balances became intercompany balances within the scope of consolidation and therefore, they have been eliminated in these Interim Consolidated Financial Statements with the effective date of the merger.

21.2 Directors and key management compensation

The compensation received by the key management of the Group and during the six-month period ended September 30, 2014 and 2013 amounted to €2.7 and €1.8 million, respectively. In addition, as it was detailed in the Note 31.2 of the Consolidated Financial Statements and Notes as of March 2014, a supplementary non-recurring retribution amounting to €7.8 million was accrued at March 2014 and has been finally paid on May 2014.

Some members of the Board of Directors of eDreams ODIGEO received 57 thousand euros of remuneration for their mandate during the six- month period ended September 30, 2014. No members of the Board received any remuneration for their mandate in prior periods. Nevertheless, some members of the Board are also members of the key management of the Group and, therefore, they have received remuneration for management services during the six-month periods ended September 30, 2014 and 2013 amounting to €0.4 million in both periods (also included in the paragraph above).

The members of key management have been granted through the long term incentive plan detailed in the Note 15, an amount of 3,883,489 rights to acquire Company's shares (of which 2,085,922 were granted to board members).

No other significant transactions have been carried out with any member of senior management or as shareholder with a significant influence on the Group.













22. CONTINGENCIES

22.1 Air France

On April 21 2013, Air France delivered a writ of summons under short notice against Vacaciones eDreams, S.L. and eDreams SARL ("eDreams") before the Commercial Court of Paris. In its action Air France requested that eDreams pays €13.1 million in concept of the prejudice suffered because of eDreams' alleged violation of the French Consumer Code and the Regulation No 1008/2008 of 24 September 2008 on common rules for the operation of air services in the Community.

eDreams's principal defense against the assertions of Air France was that it was acting in compliance with the provisions of French and EU law. After the eDreams response, Air France requested to the Court the suspension of the proceeding in order to try to reach an extrajudicial agreement with eDreams.

22.2 Insurance premium tax

The Group considers that there is a possible risk of reassessment of insurance premium tax in certain jurisdictions where the Group mediates regarding the supply of travel insurance to its customers. This risk is relating to the possible view of local tax authorities that part of the remuneration received by the Group for the mediation of the travel insurance to its customers in certain countries should be considered the basis for the levy of insurance premium tax. The possible risk is estimated at €2.1 million. The Group takes the view that there are sufficient grounds to successfully defend its position in case of a reassessment by local tax authorities.

22.3 Supplier Trade Agreement Termination.

The Group received on May 30, 2014 a letter from a supplier notifying the start of the "Escalation Dispute Process" relating to an agreement between the parties. In this letter, the supplier claimed amounts regarding shortfalls and charges, excessive transaction charges, damages and interest claimed to arise from or in relation to the agreement. The Group denied the claims and its lawyers wrote to the supplier's lawyers on June 13, 2014, rejecting the claims and suggesting that the parties continue their discussions about the agreement rather than engage in any formal dispute process. The Group, based on the opinion of its legal advisors, recognized in the consolidated financial statements at March 31, 2014 a provision amounting to approximately €4,4 million to accrue for claims for potential future payments that may arise in certain circumstances. Additionally, the Group did not recognize income related to prepaid incentives collected at the beginning of the agreement keeping in the balance sheet and accrued income of € 2,0 million which are being also challenged by the supplier. No provision was made for the remainder of the amounts claimed.

On September 19, 2014 both parties signed a settlement to terminate all the existing trade agreements and settle any claims that may exist. Therefore both parties agreed that all rights, obligations and liabilities in relation to any trade contract will cease to have any effect. As a consequence of this settlement agreement Odigeo agreed to pay to the supplier 6.1 million euros, amount lower than the amounts accrued for this risk at March 31, 2014. (See Note 18).

23 SUBSEQUENT EVENTS

On October 24, 2014 the "Comité Executif" of LyEurope SAS approved the restructuring of the French companies with the aim of simplifying the group organization. As a consequence of this restructuring the following companies are going to be dissolved without liquidation:











- Go Voyages, SAS
- Opodo SAS
- LyParis SAS

Consequently, the above mentioned companies will contribute all their assets and liabilities to Lyeurope SAS in accordance with the article 1844-5 paragraph 3 of the French Civil Code. The dissolution and transfer of the assets and liabilities will be retrospectively effective as of 1st of April 2014 for tax purposes. However, the restructuring will be effective as of 1st of December for accounting purposes provided that no objection will be raised by creditors.

Additionally, on October 24, 2014 it was also approved by the "Comité Executif" of LyEurope SAS the change in the corporate name from LyEurope to Go Voyages and the enlargement of the corporate purposes in order to cover all the existing businesses in the companies dissolved.

24 CONSOLIDATION SCOPE

As at September 30, 2014 and March 31, 2014, the companies included in the consolidation are as follows:









| Name | Location / Registered Office | % interest | % contro |
|--------------------------------------|---|------------|----------|
| eDreams ODIGEO | 1, Boulevard de la Foire, L-1528 (Luxembourg) | - | - |
| Geo Travel Finance S.C.A. | 1, Boulevard de la Foire, L-1528 (Luxembourg) | 100% | 100% |
| LuxGEO S.a.r.l. | 1, Boulevard de la Foire, L-1528 (Luxembourg) | 100% | 100% |
| Geo Debt Finance S.C.A. | 1, Boulevard de la Foire, L-1528 (Luxembourg) | 100% | 100% |
| Opodo Limited | Waterfront Hammersmith embankment, Chancellors Road, w6 9RU (London) | 100% | 100% |
| Opodo GmbH | Büschstraße 12 20354 (Hamburg) | 100% | 100% |
| Travellink AB | Hemvärnsgatan 9Solna,17154 (Stockholm) | 100% | 100% |
| Opodo Italia SRL | Via Calabria 5 (Milano) | 100% | 100% |
| Opodo SAS | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| Opodo SL | Calle Vilanueva 29 28001 (Madrid) | 100% | 100% |
| Online Travel Portal Ltd | Waterfront Hammersmith embankment, Chancellors Road, w6 9RU (London) | 100% | 100% |
| eDreams Inc. | 30 Old Rudnick Lane (City of Dover) Country of Kent, Delaware | 100% | 100% |
| Vacaciones eDreams, S.L.U | World Trade Center 601 N (Barcelona) | 100% | 100% |
| eDreams International Network, S.L.U | World Trade Center 601 N (Barcelona) | 100% | 100% |
| eDreams, S.r.L | Via Boscovich, 14 (Milan) | 100% | 100% |
| Viagens eDreams Portugal LDA | Avda. Fontes Pereira de Melo, 7 (Lisbon) | 100% | 100% |
| eDreams France, SARL | 35 Avenue de Friedland (Paris) | 100% | 100% |
| eDreams do Brasil Viagens e Turismo | Praça do Botafogo, nº 501, bloco 1, sala 101, CEP 22250-040, (Rio de Janeiro) | 100% | 100% |
| eDreams, Ltd. | Mortimer Street 73-75 (London) | 100% | 100% |
| eDreams LLC | 160 Greentree Drive Suite 101 (City of Dover) Delaware | 100% | 100% |
| eDreams Corporate Travel, S.R.L | Via Boscovich, 14 (Milan) | 100% | 100% |
| eDreams Business Travel, S.L. | World Trade Center 601 N (Barcelona) | 100% | 100% |
| Geo Travel Ventures S.A. | World Trade Center 601 N (Barcelona) | 100% | 100% |
| GEO Travel Pacific PTY LTD | 167 Macquairie Street, NSW 2000 (Sydney) | 100% | 100% |
| Lyeurope | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| Lyparis | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| Go Voyages SAS | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| Go Voyages Trade | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| ODIGEO Paris Meta SA | 4, Allée verte 75011 (Paris) | 100% | 100% |
| ODIGEO Hungary Kft | 16, Weiner lée u16 1066 (Budapest) | 100% | 100% |
| Findworks Technologies Bt | 17, Bocskai UT 1114 (Budapest) | 100% | 100% |
| LuxGeo GP | 1, Boulevard de la Foire, L-1528 (Luxembourg) | 100% | 100% |
| Geo Debt GP | 1, Boulevard de la Foire, L-1528 (Luxembourg) | 100% | 100% |
| liates at September 2014 | | | |
| Name | Location / Registered Office | % interest | % contr |
| IIPIR Software Development S.L. | Calle Catalina 11, 3.º B Majadahonda (Madrid) | 25% | 25% |





| onsolidated entities at March 2014 | | | |
|--------------------------------------|---|------------|-----------|
| Name | Location / Registered Office | % interest | % control |
| eDreams ODIGEO | 282, route de Longwy L1940 (Luxembourg) | 100% | 100% |
| Geo Travel Finance S.C.A. | 282, route de Longwy L1940 (Luxembourg) | 100% | 100% |
| LuxGEO S.a.r.l. | 282, route de Longwy L1940 (Luxembourg) | 100% | 100% |
| Geo Debt Finance S.C.A. | 282, route de Longwy L1940 (Luxembourg) | 100% | 100% |
| Opodo Limited | Waterfront Hammersmith embankment, Chancellors Road, w6 9RU (London) | 100% | 100% |
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| Viagens eDreams Portugal LDA | Avda. Fontes Pereira de Melo, 7 (Lisbon) | 100% | 100% |
| eDreams France, SARL | 35 Avenue de Friedland (Paris) | 100% | 100% |
| eDreams do Brasil Viagens e Turismo | Rua James Watt, 84, 9th floor, Room 2, Brooklin Novo, 04576-050 (São Paulo) | 100% | 100% |
| eDreams, Ltd. | Mortimer Street 73-75 (London) | 100% | 100% |
| eDreams LLC | 160 Greentree Drive Suite 101 (City of Dover) Delaware | 100% | 100% |
| eDreams Corporate Travel, S.R.L | Via Boscovich, 14 (Milan) | 100% | 100% |
| eDreams Business Travel, S.L. | World Trade Center 601 N (Barcelona) | 100% | 100% |
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| Lyparis | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
| Go Voyages SAS | 9, Rue Rougemont, 75009 (Paris) | 100% | 100% |
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| ODIGEO Paris Meta SA | 4, Allée verte 75011 (Paris) | 100% | 100% |
| ODIGEO Hungary Kft | 16, Weiner lée u16 1066 (Budapest) | 100% | 100% |
| Findworks Technologies Bt | 17, Bocskai UT 1114 (Budapest) | 100% | 100% |
| ffiliates at March 2014 | | | |
| Name | Location / Registered Office | % interest | % contro |
| IIPIR Software Development S.L. | Calle Catalina 11, 3.º B Majadahonda (Madrid) | 25% | 25% |











First half results as of September 30, 2014

Investor presentation

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eDreams ODIGEO

AGENDA

First half results highlights

Competitive situation and outlook

Financial analysis

Appendix

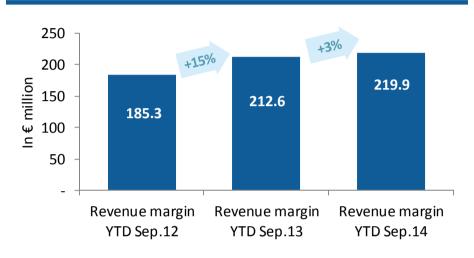
Investor presentation – First Half 2014-15 Key financial highlights

- ▶ Revenue margin up +3.4% vs last vear
- ► Adjusted EBITDA at €46.3 million
- ► Adjusted EBITDA margin at 21.0%
- ► Adjusted Net income at €7.2 million
- ▶ Positive cash evolution in Q2, with cash at the end of the quarter in excess of previous quarter. Cash at the end of the period at €113.8 million.

| (In € million) | Half Year Sept.14 | Analyst Consensus | Actual vs Cons. |
|------------------------|----------------------|----------------------|-----------------|
| Revenue margin | 219.9 | 214.6 | +2.5% |
| Adjusted EBITDA | 46.3 | 44.8 | +3.3% |
| Adjusted EBITDA Margin | 21.0% | 20.9% | 0.15ppt |

Investor presentation – First Half 2014-15 Revenue margin

YTD Revenue margin



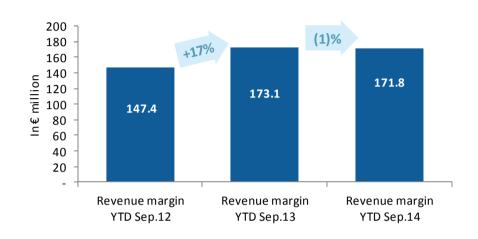
- ► Half year revenue margin up +3% YoY as a result of:
 - Bookings down 1%
 - 5% YoY Growth in revenue margin per booking
- Growth in revenue margin per booking both in flights and non flights
- ► Growth in revenue margin on the quarter +2.4%

Revenue margin per booking evolution



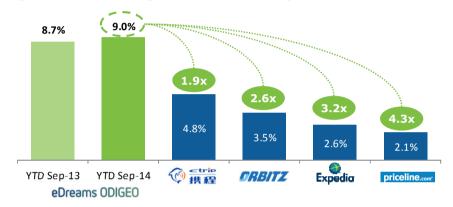
Investor presentation – First Half 2014-15 Flight vs Non flight Revenue margin

Revenue margin - Flight



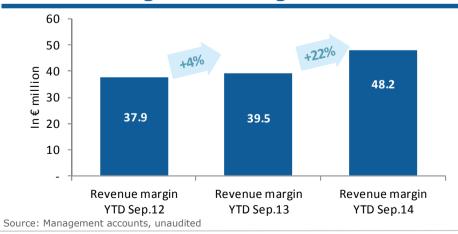
... generating higher margins

Flight Revenue margin / Gross bookings

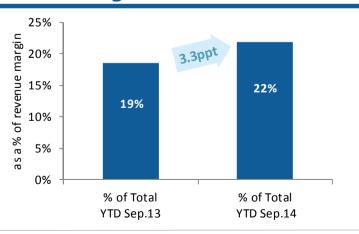


Source: eDreams ODIGEO flight revenue margin /Gross bookings for the 6 months ending September 2014, Unaudited, Peer companies' figures based on a commissioned report to PhoCusWright, taking into account the higher quarterly Flight Revenue margin / Gross bookings over the Oct-12 to Sep-13 period

Revenue margin - Non Flight



... with increasing contribution to total

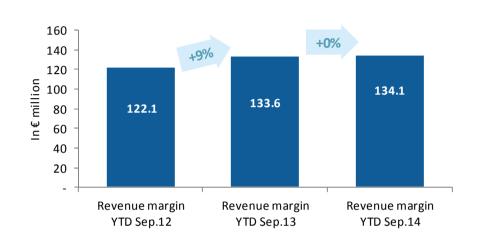






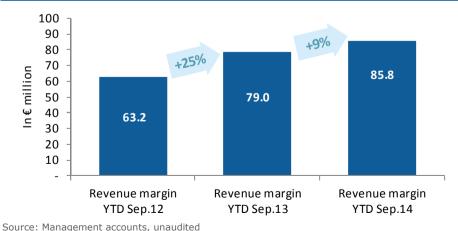
Investor presentation – First Half 2014-15 Core vs Expansion Revenue margin

Revenue Margin - Core

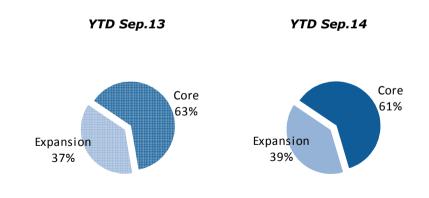


- Core segment flat on revenue margin mainly driven by higher revenue margin per booking
 - Bookings in core segment, down in the second quarter
 - Higher revenue margin per booking driven by non-flight and, in particular, non-transactional
- Expansion segment continues to drive revenue margin growth with 9% YoY
 - Bookings growing
 - Revenue margin per booking flat

Revenue Margin - Expansion ...



... with increasing contribution to total



Note: Core countries relate to France, Spain and Italy while expansion relates to Germany, UK, Nordics and International











Investor presentation – First Half 2014-15 Within Expansion, International growth continues

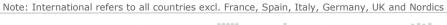
Quarterly Revenue margin - International



International presence



- ▶ International Revenue with strong 20% YoY growth on the quarter
 - Share of total revenue margin went from 10% in guarter ended September 2013 to 12% in 2014
- ▶ New Countries and extended localization in pipeline











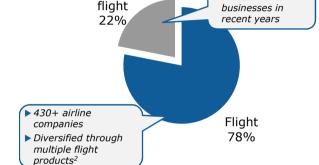


Investor presentation – First Half 2014-15 Top line breakdown

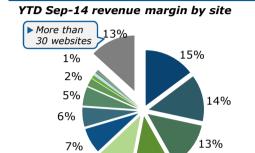
By product

YTD Sep-14 revenue margin by product Expanded in hotels Non

and car rental



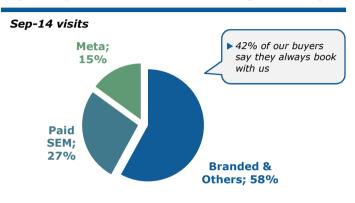
By site



11%

10%

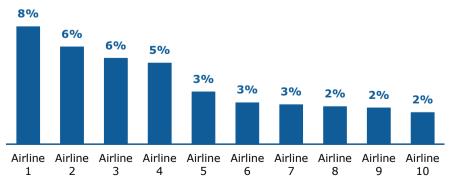
By acquisition channel (traffic)



¹ Paid SEM correspond to non- "eDreams ODIGEO brands" SEM

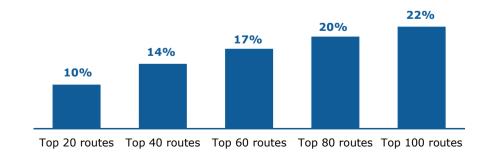
By Airlines - Top 10 airlines

% of eDreams ODIGEO's Gross Bookings (LTM Sept. 14)



By Routes - Top 100 routes

% of eDreams ODIGEO's Gross Bookings (LTM Dec. 13)

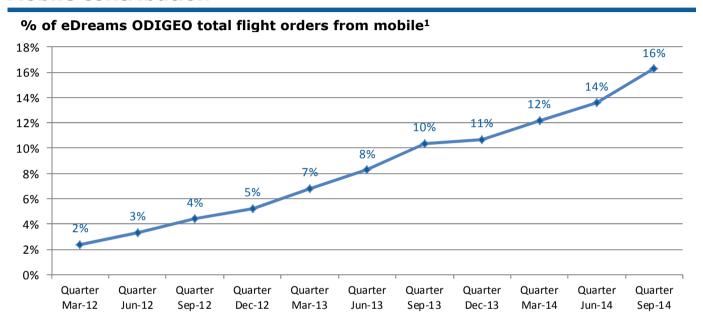


Source: Management accounts, unaudited



Investor presentation – First Half 2014-15 Mobile contribution increasing

Mobile contribution



This compares to European online bookings average of 11% in 2013, and 15% expected for end of 2014



Source: Company data, unaudited

issues, fraud etc)

Investor presentation – First Half 2014-15 Variable and fixed costs

Variable costs as a % of revenue margin



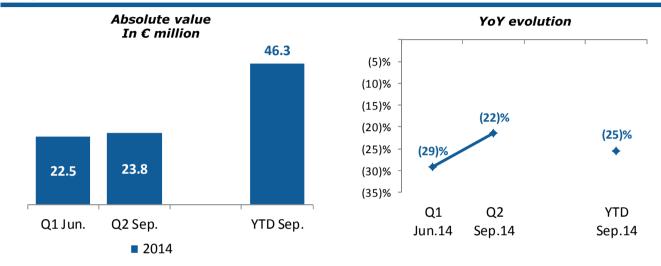
Fixed costs as a % of revenue margin



- ➤ Variable costs as a percentage of revenue margin increased by 6.4ppt on the quarter compared to +9.3ppt on previous quarter
 - Higher acquisition costs vs last year
 +3.4ppt (reducing the deterioration by
 2.3ppt compared to last quarter)
 - Higher Merchant costs vs last year
 +3.6ppts due to an increased weight of International
 - Higher call center costs vs last year
 +0.8ppt as last year was impacted by strikes in France

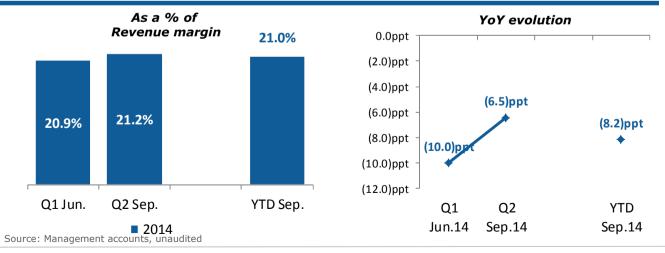
Investor presentation – First Half 2014-15 Adjusted EBITDA

Adjusted EBITDA evolution



- ► Half year Adjusted EBITDA reached €46.3 million,
- ▶ Q2 relative improvement of YoY performance vs. Q1
- YoY Adjusted EBITDA margin spread at the end of Q2 vs Q1 improved by 3.5ppt as a result of improvements in variable costs

Adjusted EBITDA margin evolution



eDreams ODIGEO

AGENDA

First half results highlights

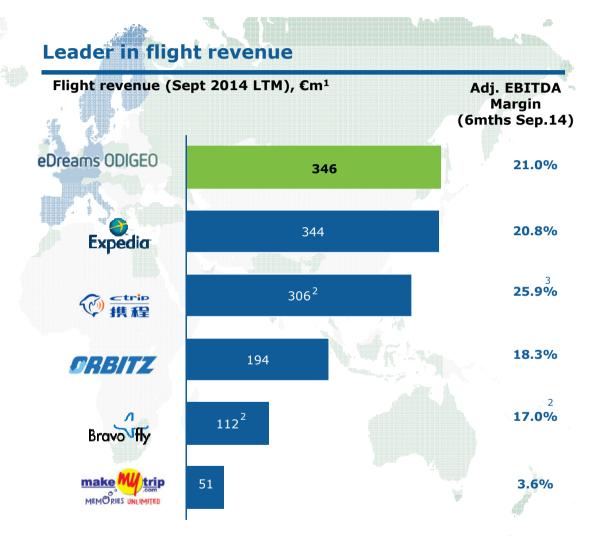
Competitive situation and outlook

Financial analysis

Appendix

Investor presentation – First Half 2014-15 Leadership with global Scale

- €4.3 Billion Gross Bookings
- > 15 million customers
- **Present in 43 countries**
- **Expansion revenue margin is** 1.2x Bravofly and 1.7x MakeMyTrip total revenue
- Margins remain amongst highest in industry



¹ Last twelve months revenue for Flight, eDreams ODIGEO shows revenue margin (= IFRS Revenue less cost of supplies), for flight, while competitors show net sales related to flight products, excluding any supplier costs; ²Based of H1 figures as of June 2014, ³ Ctrip adjusted EBITDA margin as of Dec.13 as recent adjusted EBITDA margin is not available Source: Company data unaudited, peer companies' public reports







Investor presentation – First Half 2014-15 Outlook

On track to meet guidance FY 2014-15 Reiterate Guidance

- > Revenue margin to be flat vs last fiscal year
- Adjusted EBITDA of € 90 million for FY14/15
- Capex for 2014-15: Reduce to €30 million, €5 million now expected to be completed by FQ1 2015-16
 - No growth initiatives have been cut, but different timing for accrual

eDreams ODIGEO

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First half results highlights

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Investor presentation – First Half 2014-15 Overview of results

| (In € million) | Quarter Sept.13 | Quarter Sept.14 | Var % | Half Year Sept.13 | Half Year Sept.14 | Var % |
|---|--------------------|--------------------|-------|----------------------|----------------------|-------|
| Revenue margin | 109.7 | 112.3 | +2% | 212.6 | 219.9 | +3% |
| Adjusted EBITDA ¹ | 30.3 | 23.8 | (22)% | 62.1 | 46.3 | (25)% |
| Adjusted EBITDA Margin | 27.6% | 21.2% | | 29.2% | 21.0% | |
| Net income | (2.2) | 4.3 | N.A. | 1.7 | 1.7 | +1% |
| Adjusted Net income ² | 3.2 | 4.1 | +27% | 12.3 | 7.2 | (41)% |
| | | | | | | |
| Cash – End of period | 127.5 | 113.8 | | | | |
| Net Debt | (368.9) | (343.0) | | | | |
| Net debt ³ / LTM Adjusted EBITDA | 3.20x | 3.33x | | | | |

³ IFRS net debt is calculated after deducting the financing fees capitalised – Covenant figures presented at GEO Travel finance level Source: Management accounts, unaudited











¹ EBITDA adjusted for non recurring items and IPO related expenses

² Net income adjusted for non recurring items, IPO related expenses, capitalised fees reversed following refinancing, Impairments and amortizations, cancelation of hedging contracts, LTI deferred tax, deferred tax assets related to tax losses carried forward and interests related to Subordinated convertible shareholder bonds

Investor presentation – First Half 2014-15 Income statement - Highlights

| (In € million) | Quarter Sep-13 | Quarter Sep-14 | Var | Half Year Sep-13 | Half Year Sep-14 | Var |
|--|-------------------|-------------------|-------|---------------------|---------------------|-------|
| Revenue margin | 109.7 | 112.3 | 2% | 212.6 | 219.9 | 3% |
| Variable costs | (66.4) | (75.1) | 13% | (123.8) | (145.3) | 17% |
| Fixed costs | (13.0) | (13.4) | 3% | (26.6) | (28.4) | 6% |
| Adjusted EBITDA | 30.3 | 23.8 | (22)% | 62.1 | 46.3 | (25)% |
| Non recurring items | (2.7) | 0.3 | N.A. | (5.5) | (0.3) | (94)% |
| EBITDA | 27.6 | 24.1 | (13)% | 56.6 | 46.0 | (19)% |
| Depreciation & amort. Incl. impairment | (6.1) | (6.1) | (1)% | (12.6) | (11.4) | (10)% |
| EBIT | 21.5 | 18.0 | (16)% | 44.0 | 34.6 | (21)% |
| Financial result | (16.3) | (10.9) | (33)% | (31.2) | (27.9) | (11)% |
| Income tax | (7.4) | (2.9) | (61)% | (11.1) | (5.0) | (55)% |
| Net income | (2.2) | 4.3 | N.A. | 1.7 | 1.7 | 1% |
| Adjusted net income | 3.2 | 4.1 | 27% | 12.3 | 7.2 | (41)% |

Quarterly main YoY evolutions:

- Lower non recurring items driven by LTI related expenses accounted last year but not this year
- ► EBITDA down by 13%
- ► Financial loss decreased by €5.4m mainly due to:
 - Last year interests on convertible bonds (€3.7 million)
 - Reduction of interests on 2019 notes due to partial redemption (€1.2 million)
- ▶ Lower income tax mainly reflecting business trends in countries where we operate and pay taxes such as Spain, differences in tax rate between deferred and current taxes related to LTI plan as well as the use of capital allowance and the reduction in the tax rate in UK

Source: Management accounts, unaudited

Investor presentation – First Half 2014-15 Adjusted Net income

| (In € million) | Quarter Sep-13 | Quarter Sep-14 | Var | Half Year Sep-13 | Half Year Sep-14 | Var |
|--|-------------------|-------------------|------|---------------------|---------------------|-------|
| Net income | (2.2) | 4.3 | N.A. | 1.7 | 1.7 | (1)% |
| Non-recurring items (excl. IPO related expenses) ¹ | 1.9 | (0.2) | N.A. | 3.6 | 0.2 | (94)% |
| Cancellation of amortized financing fees following 2019 Notes ² | - | - | N.A. | - | 1.7 | N.A. |
| Interest expense penalty related to 2019 Notes partial redemption | - | - | N.A. | - | 3.6 | N.A. |
| Impairment & Amortization ² | 1.3 | - | N.A. | 2.5 | - | N.A. |
| Interests related to Subordinated Convertible Shareholder Bonds ³ | 2.3 | - | N.A. | 4.5 | - | N.A. |
| Adjusted net income | 3.2 | 4.1 | 27% | 12.3 | 7.2 | (41)% |

¹ Theoretical income tax rate of 35%

- Non-recurring items last year mostly related to LTI (details in Appendix)
- Financing fees relating to the reversal of capitalized financing fees following the partial redemption of 2019 Notes
- Premium paid in connection with the partial redemption of 2019 Notes
- ▶ Impact of Opodo's PPA software amortization last year

Source: Management accounts, unaudited

² Theoretical income tax rate of 23%

³ Theoretical income tax rate of 34.43%

Investor presentation – First Half 2014-15 Working capital - Highlights

Quarterly working capital



■ Working capital ■ Non current deferred income

Decrease in negative working capital vs September 2013 by €10.7m (-4%) due to:

- The decrease in negative working capital excluding non current deferred income by €8.4m (-4%) mainly related to:
 - Decrease in regular gross bookings and other effects (-€17.2m)
 - Optimization of working capital (+18.0m)
 - Impact of Liligo positive working capital (-€2.1m)
 - Lower non trade working capital (-€7.1m) mainly related to tax assets and liabilities as (i) in Go Voyages there was a change related to VAT receivables and (ii) eDreams made an advance payment to tax authorities
- The decrease in non current deferred income due to the recognition of €2.2m of revenue related to the Amadeus signing bonus over the period (no cash impact)

(350)

Investor presentation – First Half 2014-15 Cash flow statement - Highlights

| Adjusted EBITDA | 30.3 | 23.8 | 62.1 | 46.3 |
|-------------------------------------|--------|--------|--------|--------|
| Non recurring items | (2.7) | 0.3 | (5.5) | (0.3) |
| Non operating / non cash items | 1.7 | 0.7 | 3.5 | 0.8 |
| Change in WC (excl. IPO impact) | (22.9) | 4.6 | (55.0) | (19.4) |
| Change in WC related to IPO | - | (1.1) | - | (16.7) |
| Income tax paid | (1.1) | (0.8) | (3.1) | (4.3) |
| Net cash from operating activities | 5.4 | 27.4 | 2.0 | 6.4 |
| Cash flow from investing activities | (6.0) | (7.5) | (11.2) | (13.6) |
| Committed capex | - | (3.1) | - | (3.1) |
| Shares issuance | 1.4 | - | 1.4 | 50.0 |
| Repayment of 2019 Notes | - | - | - | (46.0) |
| Premium on repayment | - | - | - | (3.6) |
| Other debt issuance/ (repayment) | (0.0) | (0.1) | (0.1) | (0.2) |
| Financial expenses (net) | (12.6) | (12.7) | (22.8) | (22.5) |
| Cash flow from financing | (11.2) | (12.8) | (21.5) | (22.3) |
| Net increase/(decrease) in cash | (11.8) | 4.0 | (30.7) | (32.7) |

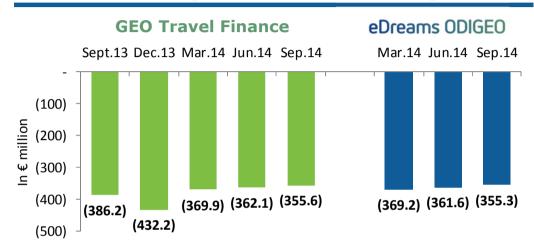
Quarter ended September 2014 generated €15.8 million more cash than last year. Main impacts relate to:

- ► Improvement in change in working capital
 - The quarter September 2013 had 13 weekly BSP payment vs 12 in 2014 therefore negatively impacting last year by €11m
 - Higher quarterly decrease in BSP-related payable last year due to mix effects (implementation of one Platform), estimated €5m impact
 - A positive impact of €18m million due to optimization of working capital
 - Partly mitigated by €1.1m payment related to the IPO
- Partly mitigated by the increase in capex reflecting the push in engineering together with payment of committed capex for €3.1m

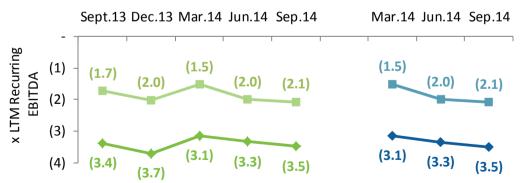
Source: Management accounts, unaudited

Investor presentation – First Half 2014-15 Net debt information

Net debt excl. capitalization of financing costs



Quarterly ratios of net debt excl. capitalization of financing costs



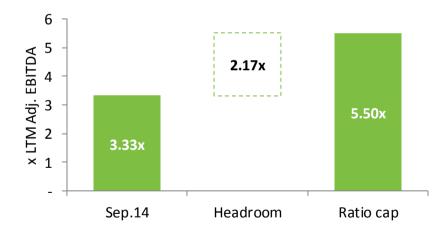
- Net debt (excl. capitalized financing costs) / LTM Adj. EBITDA
- --- Net senior secured debt (excl. capitalized financing costs) / LTM Adj. EBITDA

- Undrawn revolving credit facilities end of September 2014
- September 2014 net debt excl. capitalization of financing costs lower by €30.6 million vs last year mainly due to:
 - The repayment of €46 million of 2019 Notes following the IPO
 - Which has been partly mitigated by the impact on cash of the acquisition of Liligo in October 2014

Investor presentation – First Half 2014-15 Covenants

TOTAL DEBT COVER RATIO (TOTAL NET DEBT / LTM EBITDA)

Total Net Debt(*) 3.33xLTM EBITDA



*IFRS net debt is calculated after deducting the financing fees capitalized Note: Covenants figures presented above are unaudited and at GEO Travel Finance level, Unaudited





eDreams ODIGEO

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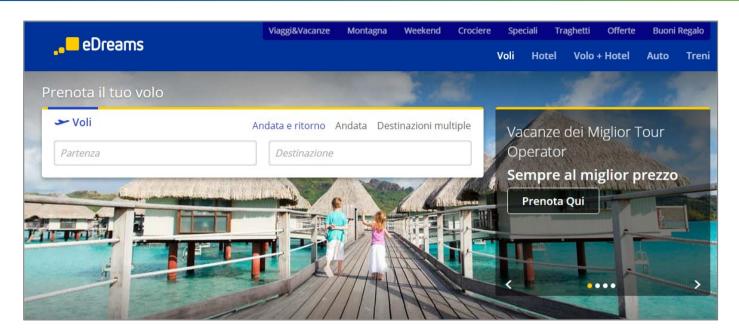
Progress on key initiatives (1/2)

| Initiatives | Status | Comments | |
|-------------|--|---|--|
| | New mobile web platform fully released for Opodo and eDreams, GoV 50% iOS apps completed Recent launch of first native smartphone Android app for GoVoyages Mobile contribution | Search Landing pages Release of remaining native Android apps New generations of existing apps Rest of Android apps before end of fiscal year | |
| | % of eDreams ODIGEO total flight orders from mobile ¹ | | |
| Mobile | 20% 15% 10% 10% 10% 10% 10% 11% 12% 8% 7% 4% 5% 5% Quarter Quarter Quarter Quarter Quarter Quarter Quarter Quarter Mar-12 Jun-12 Sep-12 Dec-12 Mar-13 Jun-13 Sep-13 Dec-13 Mar-14 ¹ Orders include delivered ("bookings") and non-delivered transactions (e.g. non-processed transactions Source: Company data, Unaudited | Jun-14 Sep-14 | |
| CRM | 15% YoY growth in last quarter 4.1% of total orders | New CRM platform rollout completed FQ1 next year | |
| Offline | Increased Budget | Starting calendar 2015 | |
| Call center | Service levels strongly improved Starting rollout of new platform in BCN call center Closed one call center in UK | Further rollout of new platform in rest of call centers Continued optimization of efficiency levels | |

Progress on key initiatives (2/2)

| Initiatives | Status | Comments |
|----------------------------|---|--|
| International | Within Expansion, International growing 20% in second quarter, and reaching 12% of total bookings, doubling volumes in last 3 years International – Revenue margin 20 20% 20% 20% 20% 20% 20% 20% 20% 315 429 70Y Growth rate Source: Management Accounts, Unaudited Note: International refers to all countries excl. France, Spain, Italy, Germany, UK and Nordics | New country launches upcoming Continued localization (languages, supply, payment methods, etc) |
| Non flights | 22% growth in H1 Now 22% of total RM eDreams Dynapacks showing strong results 5,0 22% 1,4 1,8 1,6 2,5 2013 2014 Source: Management accounts, unaudited | Dynapack new platform rollout to Opodo and Go Voyages by FQ4 |
| Non-transactional revenue | Adsales and Meta growing x2 in H1 | Continued internationalization of meta business |
| Platform Unification | Web mobile completed iOS and Android apps development completed One Front for desktop rolled out in Italy Customer service platform in rollout phase | Release of remaining native Android apps One Front for desktop in rest of websites |
| Search optimization | New software rolled out in Core countries | Further rollout to rest of countries in 2015 |
| White-label+ XML | All WLs now in Unified Platform Ctrip XML in test phase | Commercial efforts continued |

Progress on key initiatives Unification of platforms – New One Front Page





Investor presentation – First Half 2014-15 Balance sheet - Highlights

| (In € million) | Sep-13 | Sep-14 |
|---|---------|---------|
| Goodwill | 873.2 | 877.7 |
| Other fixed assets | 318.2 | 311.6 |
| Total fixed assets | 1,191.4 | 1,189.3 |
| Total working capital | (270.1) | (259.4) |
| Deferred tax | (60.3) | (40.4) |
| Provisions | (17.7) | (15.6) |
| Other long term assets / (liabilities) | 13.9 | 5.8 |
| Other short term assets / (liabilities) | 0.1 | 0.1 |
| Financial debt | (496.4) | (456.8) |
| Cash and cash equivalent | 127.5 | 113.8 |
| Net financial debt | (368.9) | (343.0) |
| Subordinated Convertible Shareholder Bonds | (110.1) | - |
| Net assets | 378.3 | 536.7 |
| Cash and cash equivalent – Net of overdrafts | 127.4 | 112.9 |

Versus last year, main changes relate to:

- The IPO effect on equity and the Financial Debt with:
 - the elimination in consolidation of Convertible Shareholders Bonds (-€110.1m)
 - the partial repayment of 2019 notes(-€46m) with the gross proceeds of the newly issued shares
- The acquisition of Liligo increasing the goodwill

Other changes deal with:

- A decrease in Fixed assets following the March 2014 impairment on GO Voyages brand partly offset by the new IT software internally developed.
- A decrease in the negative working capital
- A decrease in the provision following the termination of the previous LTI plan (-€5.1m) and the decrease in provision in Opodo (-€5.2m) partly mitigated by the Travelport Provision
- A Decrease in the net deferred tax liabilities driven by redemption of Subordinated Convertible Shareholders' Bonds as well as items related to March 2014 impairment on PPA assets

Source: Management accounts, unaudited

Investor presentation – First Half 2014-15 KPI historic evolution

GEO Travel Finance

eDreams ODIGEO

| | GEO Travel Finance eDreams ODIGEO | | | | | | | | | | | | | | | | | |
|------------------|-----------------------------------|--------|--------|--------|---------|--------|--------|--------|--------|---------|--------|--------|--------|--------|--------|--------|--------|--------|
| | | | | | | | | | | | | | | | | | YTD | YTD |
| | Jun-12 | Sep-12 | Dec-12 | Mar-13 | 2012/13 | Jun-13 | Sep-13 | Dec-13 | Mar-14 | 2013/14 | Jun-14 | Sep-14 | Jun-13 | Sep-13 | Jun-14 | Sep-14 | Sep-13 | Sep-14 |
| Number of bookin | ngs (in '00 | 0) | | | | | | | | | | | | | | | | |
| Total | 2,176 | 2,198 | 1,926 | 2,429 | 8,728 | 2,479 | 2,580 | 2,202 | 2,536 | 9,797 | 2,518 | 2,471 | 2,479 | 2,580 | 2,518 | 2,471 | 5,059 | 4,988 |
| By product: | | | | | | | | | | | | | | | | | | |
| Flight | 1,967 | 1,981 | 1,753 | 2,249 | 7,949 | 2,237 | 2,278 | 1,997 | 2,347 | 8,859 | 2,261 | 2,186 | 2,237 | 2,278 | 2,261 | 2,186 | 4,515 | 4,447 |
| Non Flight | 209 | 217 | 173 | 180 | 779 | 243 | 301 | 205 | 189 | 938 | 257 | 285 | 243 | 301 | 257 | 285 | 544 | 541 |
| By region: | | | | | | | | | | | | | | | | | | |
| Core | 1,415 | 1,409 | 1,201 | 1,517 | 5,542 | 1,526 | 1,583 | 1,293 | 1,475 | 5,877 | 1,508 | 1,371 | 1,526 | 1,583 | 1,508 | 1,371 | 3,109 | 2,878 |
| Expansion | 761 | 789 | 725 | 912 | 3,186 | 954 | 997 | 909 | 1,061 | 3,920 | 1,010 | 1,100 | 954 | 997 | 1,010 | 1,100 | 1,951 | 2,110 |
| P&L per booking | | | | | | | | | | | | | | | | | | |
| Pat per booking | | | | | | | | | | | | | | | | | | |
| Revenue margin | 42.7 | 42.0 | 43.0 | 43.2 | 42.7 | 41.5 | 42.5 | 45.1 | 46.0 | 43.7 | 42.8 | 45.5 | 41.5 | 42.5 | 42.8 | 45.5 | 42.0 | 44.1 |
| Flight | 38.5 | 36.2 | 38.7 | 40.1 | 38.4 | 38.0 | 38.6 | 39.2 | 41.1 | 39.3 | 37.9 | 39.3 | 38.0 | 38.6 | 37.9 | 39.3 | 38.3 | 38.6 |
| Non Flight | 82.8 | 94.9 | 87.2 | 82.1 | 87.0 | 73.6 | 71.9 | 102.8 | 106.5 | 86.1 | 85.2 | 92.4 | 73.6 | 71.9 | 85.2 | 92.4 | 72.7 | 89.0 |
| Core | 43.6 | 42.9 | 45.0 | 45.1 | 44.2 | 43.3 | 42.6 | 47.2 | 49.2 | 45.4 | 43.8 | 49.7 | 43.3 | 42.6 | 43.8 | 49.7 | 43.0 | 46.6 |
| Expansion | 41.2 | 40.3 | 39.7 | 39.9 | 40.3 | 38.6 | 42.3 | 42.2 | 41.6 | 41.2 | 41.2 | 40.2 | 38.6 | 42.3 | 41.2 | 40.2 | 40.5 | 40.7 |
| Variable costs | (23.5) | (23.5) | (23.6) | (25.5) | (24.1) | (23.2) | (25.7) | (25.0) | (29.1) | (25.8) | (27.9) | (30.4) | (23.2) | (25.7) | (27.9) | (30.4) | (24.5) | (29.1) |
| Fixed costs | (6.0) | (6.0) | (6.9) | (6.1) | (6.2) | (5.5) | (5.0) | (8.0) | (5.5) | (5.9) | (5.9) | (5.3) | (5.5) | (5.0) | (6.0) | (5.4) | (5.3) | (5.7) |
| Total costs | (29.5) | (29.5) | (30.5) | (31.6) | (30.3) | (28.7) | (30.8) | (33.0) | (34.6) | (31.7) | (33.7) | (35.8) | (28.7) | (30.8) | (33.8) | (35.8) | (29.7) | (34.8) |
| Adjusted EBITDA | 13.3 | 12.5 | 12.5 | 11.6 | 12.4 | 12.8 | 11.8 | 12.1 | 11.4 | 12.0 | 9.0 | 9.7 | 12.8 | 11.7 | 8.9 | 9.6 | 12.3 | 9.3 |
| Margin | 31% | 30% | 29% | 27% | 29% | 31% | 28% | 27% | 25% | 27% | 21.1% | 21.3% | 31% | 28% | 21% | 21% | 29% | 21% |

Source: Management accounts, unaudited

Investor presentation – First Half 2014-15 Geo Travel Finance (1/2)

| INCOME STATEMENT | | | | BALANCE SHE | ET | |
|--|---------------------|---------------------|-------------------|--|---------|---------|
| (In € million) | Half year Sep-13 | Half year Sep-14 | Var | (In € million) | Sep-13 | Sep-14 |
| Bookings | 5,059 | 4,988 | (1)% | Goodwill | 873.2 | 877.7 |
| Revenue margin | 212.6 | 219.9 | 3% | Other fixed assets | 318.1 | 315.3 |
| Variable costs | (123.8) | (145.3) | 17% | Total fixed assets | 1,191.3 | 1,193.0 |
| Fixed costs | (26.6) | (28.0) | 17 <i>%</i> 5% | Total working capital | (270.1) | (253.5) |
| Adjusted EBITDA | 62.2 | 46.7 | (25)% | Deferred tax | (60.3) | (50.6) |
| · | | | | Provisions | (17.7) | (15.6) |
| Non recurring items | (5.5) | (0.1) | (98)% | Other long term assets / (liabilities) | 12.5 | 5.8 |
| EBITDA | 56.6 | 46.6 | (18)% | other long term assets / (nasmittes) | 12.5 | 5.0 |
| Depreciation & amort. Incl. impairment | (12.6) | (11.4) | (10)% | Other short term assets / (liabilities) | 0.1 | 0.3 |
| EBIT | 44.0 | 35.2 | (20)0/ | Financial debt | (496.4) | (456.8) |
| LUIT | 44.0 | 33.2 | (20)% | Cash and cash equivalent | 127.4 | 113.5 |
| Financial result | (31.2) | (35.3) | 13% | Net financial debt | (369.0) | (343.2) |
| Income tax | (11.1) | (5.1) | (54)% | Subordinated Convertible Shareholder | (440.4) | |
| Net income | 1.7 | (5.2) | N.A. | Bonds | (110.1) | (125.1) |
| Gross bookings | 2,295.5 | 2,189.4 | | Net assets | 376.6 | 411.0 |
| Note: Unaudited | | | | Cash and cash equivalent – Net of overdrafts | 127.3 | 112.7 |

Investor presentation – First Half 2014-15 Geo Travel Finance (2/2)

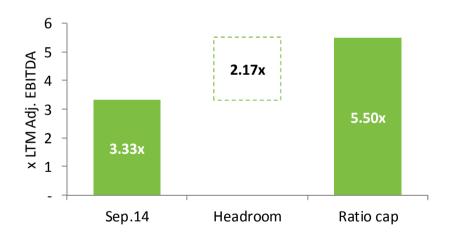
CASH FLOW STATEMENT

| (In € million) | Half year Sep-13 | Half year Sep-14 |
|--|---------------------|---------------------|
| Adjusted EBITDA | 62.2 | 46.7 |
| Non recurring items | (5.5) | (0.1) |
| Non operating / non cash items | 3.5 | 0.8 |
| Change in working capital | (53.6) | (32.6) |
| Income tax paid | (3.1) | (4.3) |
| Net cash from operating activities | 3.4 | 10.5 |
| Cash flow from investing activities | (11.2) | (13.6) |
| Committed capex | - | (3.1) |
| Shares issuance | - | 50.0 |
| Repayment of 2019 Notes | - | (46.0) |
| Penalty fee on repayment | - | (3.6) |
| Other debt issuance/ (repayment) | (0.1) | (0.2) |
| Drawing/(repayment) bw. Group entities | - | (3.8) |
| Financial expenses (net) | (22.8) | (22.5) |
| Cash flow from financing | (22.9) | (26.1) |
| Net increase / (decrease) in cash | (30.6) | (32.3) |

COVENANT CALCULATION

TOTAL DEBT COVER RATIO (TOTAL NET DEBT / LTM Adj. EBITDA)

> **Total Net Debt**(*) 3.33x LTM Adjusted EBITDA



Investor presentation – First Half 2014-15 Consolidated financial statements – Profit & Loss

| Consolidated Income statement | eDreams | eDreams | Geo Travel | Geo Travel |
|---|------------------|------------------|------------------|------------------|
| | ODIGEO | ODIGEO | Finance | Finance |
| In € thousand | YTD Sep. 2014 | YTD Sep. 2013 | YTD Sep. 2014 | YTD Sep. 2013 |
| Revenue | 243,721 | 252,515 | 243,721 | 252,515 |
| Supplies | (23,785) | (39,910) | (23,785) | (39,910) |
| • • | . , , | . , , | | . , , |
| Revenue margin | 219,936 | 212,605 | 219,936 | 212,605 |
| Personnel expenses | (29,198) | (29,376) | (29,190) | (29,376) |
| Operating expenses other than depreciation and amortization | (144,440) | (121,097) | (144,053) | (121,073) |
| Operating profit before depreciation and amortization | 46,298 | 62,132 | 46,694 | 62,155 |
| Depreciation and amortization | (10,265) | (12,630) | (10,265) | (12,630) |
| Impairment | (1,130) | (1) | (1,130) | (1) |
| Other income & Other expense (non recurring items) | (322) | (5,535) | (103) | (5,536) |
| Gain or loss arising from investments | 1 | - | 1 | 0 |
| Operating profit | 34,582 | 43,965 | 35,197 | 43,989 |
| Financial result | (27,899) | (31,215) | (35,342) | (31,215) |
| Income (loss) of associates accounted for using equity method | - | | - | - |
| Discontinued operations | - | - | - | - |
| (Loss) profit before tax | 6,683 | 12,750 | (144) | 12,774 |
| Income tax benefit (expense) | (4,985) | (11,066) | (5,061) | (11,066) |
| (Loss) profit after tax | 1,698 | 1,684 | (5,206) | 1,708 |
| Non controlling interest - Result | - | - | - | - |
| Profit for the year attributable to equity holders of the | | | | |
| parent | 1,698 | 1,684 | (5,206) | 1,708 |
| EBITDA attributable to equity holders of the parent | 45,976 | 56,596 | 46,591 | 56,620 |
| Adjusted EBITDA | 46,298 | 62,132 | 46,694 | 62,155 |
| Non recurring items | (322) | (5,535) | (103) | (5,536) |

- The Profit and Loss accounts presented here show 6 months information for the for the April 1st to September 31st 2013 and 2014
- Financial result is prepared under IFRS and includes mainly interest paid or accrued as well as the amortization of the financial expenses. Difference between Geo Travel Finance and eDreams ODIGEO mainly relate to the interest expenses on Subordinated Convertible Shareholders' bond



Investor presentation – First Half 2014-15 Consolidated financial statements - Balance Sheet

| Consolidated balance sheet | eDreams ODIGEO | eDreams ODIGEO | Geo Travel Finance | Geo Travel Finance |
|------------------------------|-------------------|-------------------|-----------------------|-----------------------|
| In € thousand | 30 Sep. 2014 | 30 Sep. 2013 | 30 Sep. 2014 | 30 Sep. 2013 |
| ASSETS | | | | |
| Goodwill | 877,724 | 873,189 | 877,724 | 873,189 |
| Other intangible assets | 303,008 | 308,057 | 303,008 | 308,057 |
| Tangible assets | 5,952 | 5,373 | 5,952 | 5,373 |
| Non-current financial assets | 4,951 | 8,775 | 6,356 | 4,691 |
| Deferred tax assets | 7,051 | 6,762 | 7,051 | 6,762 |
| Other non-current assets | 3,461 | 9,946 | 5,805 | 12,531 |
| Total non-current assets | 1,202,147 | 1,212,102 | 1,205,896 | 1,210,603 |
| Trade and other receivables | 72,449 | 84,612 | 75,785 | 84,570 |
| Current tax assets | 10,373 | 6,301 | 10,314 | 6,296 |
| Financial assets | 73 | 72 | 252 | 72 |
| Cash and cash equivalent | 113,817 | 127,504 | 113,544 | 127,378 |
| Total current assets | 196,712 | 218,489 | 199,896 | 218,316 |
| TOTAL ASSETS | 1,398,859 | 1,430,591 | 1,405,792 | 1,428,919 |

| Consolidated balance sheet | eDreams ODIGEO | eDreams ODIGEO | Geo Travel Finance | Geo Travel Finance |
|-----------------------------------|-------------------|-------------------|-----------------------|-----------------------|
| In € thousand | 30 Sep. 2014 | 30 Sep. 2013 | 30 Sep. 2014 | 30 Sep. 2013 |
| LIABILITIES & EQUITY | | | | |
| Capital | 10,488 | 234,497 | 261,638 | 236,638 |
| Share premium & Other reserves | 524,931 | 137,169 | 154,980 | 133,386 |
| Net income / (loss) | 1,698 | 1,684 | (5,206) | 1,708 |
| Adjustments for changes in value | (370) | 4,906 | (370) | 4,906 |
| Total equity | 536,747 | 378,256 | 411,041 | 376,638 |
| Non-current financial liabilities | 441,619 | 593,050 | 566,678 | 593,050 |
| Non current provisions | 4,905 | 15,623 | 4,905 | 15,623 |
| Deferred revenue | 35,026 | 37,252 | 35,026 | 37,252 |
| Deferred tax liabilities | 47,439 | 67,110 | 57,695 | 67,110 |
| Other non-current liabilities | - | 11 | - | 11 |
| Total non-current liabilities | 528,989 | 713,046 | 664,304 | 713,047 |
| Trade and other payables | 298,256 | 311,819 | 296,609 | 311,765 |
| Current provisions | 10,738 | 2,042 | 10,738 | 2,042 |
| Current taxes payables | 8,974 | 11,935 | 7,944 | 11,933 |
| Current financial liabilities | 15,155 | 13,493 | 15,155 | 13,493 |
| Total current liabilities | 333,123 | 339,289 | 330,447 | 339,233 |
| TOTAL LIABILITIES & EQUITY | 1,398,859 | 1,430,591 | 1,405,792 | 1,428,919 |

Investor presentation – First Half 2014-15 Consolidated financial statements – Cash Flow

| Consolidated statement of cash flows | eDreams | eDreams | Geo Travel | Geo Travel |
|--|---------------|---------------|----------------|----------------|
| | ODIGEO YTD | ODIGEO YTD | Finance YTD | Finance YTD |
| In € thousand | Sep. 2014 | Sep. 2013 | Sep. 2014 | Sep. 2013 |
| Net Profit / (Loss) | 1,698 | 1,684 | (5,206) | 1,708 |
| Depreciation and amortization | 10,265 | 12,630 | 10,265 | 12,630 |
| Impairment | 1,130 | 1 | 1,130 | 1 |
| Other provisions | 787 | 950 | 787 | 950 |
| Income tax | 4,985 | 11,066 | 5,061 | 11,066 |
| Gain or loss on disposal of assets | (1) | - | (1) | (0) |
| Finance (Income) / Loss | 27,899 | 31,215 | 35,342 | 31,215 |
| Expenses related to share based payments | (4,887) | 2,532 | (7,904) | 2,532 |
| Other non cash items | - | - | 0 | 1 |
| Change in working capital | (31,207) | (55,015) | (24,671) | (53,562) |
| Income tax paid | (4,309) | (3,101) | (4,317) | (3,101) |
| Net cash from operating activities | 6,360 | 1,962 | 10,486 | 3,439 |
| Acquisitions of intangible and tangible assets | (17,226) | (11,152) | (17,198) | (11,152) |
| Proceeds on Disposal of tangible and intangible assets | 1 | - | 1 | 0 |
| Payments/ Proceeds from disposals & acquisition of financial asset | 519 | 1 | 519 | 1 |
| Acquisitions of subsidiaries net of cash acquired | - | - | _ | (15) |
| Net cash flow from / (used) in investing activities | (16,706) | (11,151) | (16,678) | (11,166) |
| Proceeds of issues of shares | 50,000 | 1,400 | 50,000 | (,, |
| Borrowings drawdown | 50,000 | 1,100 | 50,000 | _ |
| Reimbursement of borrowings | (46,233) | (75) | (46,233) | (75) |
| Drawing/Repayment of bans between eDreams ODIGEO group er | | (73) | (3,750) | (75) |
| Interests paid and other expenses | (22,595) | (22,958) | (22,594) | (22,957) |
| Interests received | 69 | 125 | 69 | 125 |
| Early repayment fees | (3,579) | - | (3,579) | - |
| Dividends paid | (3,373) | _ | (0) | 0 |
| Net cash flow from / (used) in financing activities | (22,338) | (21,508) | (26,088) | (22,906) |
| | | | | |
| Net increase / (decrease) in cash and cash equivalent | (32,684) | (30,697) | (32,279) | (30,633) |
| Cash and cash equivalents at beginning of period | 145,994 | 159,157 | 145,316 | 158,967 |
| Effect of foreign exchange rate changes | (371) | (1,067) | (370) | (1,067) |
| Cash and cash equivalents at end of period | 112,939 | 127,393 | 112,666 | 127,266 |
| Cash at the closing: Link with the balance sheet | | | | |
| Cash and cash equivalents | 113,817 | 127,504 | 113,544 | 127,378 |
| Bank overdrafts (negative cash) | (878) | (111) | (878) | (111) |
| Cash and cash equivalents at end of period | 112,939 | 127,393 | 112,666 | 127,267 |



Investor presentation – First Half 2014-15 Net debt analysis

| | Sep-13 | Dec-13 | Mar-14 | Jun-14 | Sep-14 |
|--|---------|---------|---------|---------|---------|
| 2019 Notes | (475.0) | (475.0) | (475.0) | (420.0) | (420.0) |
| 2019 Notes | (175.0) | (175.0) | (175.0) | (129.0) | (129.0) |
| 2018 Notes | (325.0) | (325.0) | (325.0) | (325.0) | (325.0) |
| Revolving Credit Facilities | - | - | - | - | - |
| Accrued interest | (11.6) | (13.2) | (11.6) | (12.4) | (9.6) |
| Other debts (finance lease, overdrafts, etc.) | (1.9) | (6.9) | (3.7) | (4.1) | (5.5) |
| Cash and cash equivalents | 127.5 | 89.6 | 146.1 | 108.9 | 113.8 |
| Net debt excluding capitalization of financing costs | (386.1) | (430.4) | (369.2) | (361.6) | (355.3) |
| Financing costs and amortizations | 17.2 | 16.5 | 15.9 | 13.0 | 12.4 |
| Capitalization of financing costs | 3.2 | 3.0 | 2.9 | 2.7 | 2.6 |
| Net debt – as per balance sheet | (365.7) | (410.9) | (350.4) | (345.8) | (340.4) |

Investor presentation – First Half 2014-15 Non recurring items

| | Half Year Sep-13 | Half Year Sep-14 |
|---------------------------|---------------------|---------------------|
| LTI plan | 3.6 | - |
| Other non recurring items | 1.9 | 0.3 |
| Non recurring items | 5.5 | 0.3 |

eDreams ODIGEO