

# ANNUAL DIRECTOR REMUNERATION REPORT FOR LISTED COMPANIES

## IDENTIFICATION DETAILS OF ISSUER

**FISCAL YEAR ENDING** 31/03/2026

**TAX ID NUMBER** A02850956

**CORPORATE NAME** eDreams ODIGEO S.A.

**REGISTERED OFFICES** Calle López de Hoyos, 35, 28002 (Madrid)

## LETTER FROM THE CHAIR OF REMUNERATION AND NOMINATION COMMITTEE

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report on Remuneration for the financial year ended 31 March 2026.

As we navigate a transformative period in the travel industry, our focus remains steadfast on sustainable growth and aligning the interests of our leadership team with those of our shareholders and wider stakeholders. This report details our remuneration philosophy and its implementation, designed to support the ambitious strategic journey we are undertaking.

### A New Strategic Phase: Investing for Future Scale

This has been a pivotal year for eDreams ODIGEO. As we look toward FY27 and beyond, the Board, supported by the Executive Team, has made the strategic decision to launch a bold new investment phase. We are executing an ambitious strategy to expand into new international markets and to develop our vertical integration in rail. This deliberate acceleration creates a compelling long-term opportunity to strengthen our brand and consolidate our market leadership. Consequently, while we continue to deliver strong, positive financial results, we anticipate that our EBITDA for FY26 and FY27 will reflect these necessary strategic reinvestments, coming in lower than previous steady-state projections.

However, this short-term investment is the fuel for long-term acceleration. We are projecting that this strategy will yield significantly higher returns from FY28 onwards. Most notably, **we have revised our Prime membership targets upward; where we previously aimed for 10 million members, we are now targeting 13 million Prime members.** This upward revision is a testament to the confidence we have in our subscription model and our ability to generate superior **long-term shareholder value.**

### FY26 Business Performance

FY26 marked a pivotal year of transformation for the Group. During the period, the Board made the strategic decision to launch an ambitious new expansion plan designed to capture long-term market leadership, expanding our international presence, investing in new sectors like rail and launching the monthly subscription for Prime.

While this shift naturally required a recalibration of the original targets set at the commencement of the year, **the company delivered fully against our updated guidance.** This execution is a testament to our disciplined approach; historically, we have a proven track record of meeting our long-term guidance, and this year was no exception. We achieved a Cash EBITDA of €157 million and reached 7.9 million Prime members, hitting the milestones we set out in our revised roadmap.

Nevertheless, **FY26 was a year in which the Group did not achieve the financial targets originally set by the Board at the start of the year.** Cash EBITDA target was €215 million and Prime Members original target was 8.25 million. Most of the cash EBITDA shortfall was due to the one time timing difference of the move to annual subscription with monthly payments, which leads to a timing difference in the collection of the cash but the Company still gets the cash. While we fully believe in the new strategy and its long term benefits, we do not minimize these shortfalls.

The Committee has reflected this earnings shortfall in remuneration outcomes: Group bonus achievement was assessed at 79.00% (or 82.90% for the executives, including the eDOer experience objective), against the formula and disclosed weights; The Board applied an individual performance rating of 80% for both the CEO and the CFO, below the 100% mark, in explicit recognition that original financial targets were not met.

The combined effect was an STI payout at approximately 66% of target, a 34% reduction from the on-target outcome. Total reported remuneration declined 18.3% for the CEO and 16.2% for the CFO compared with FY25.

The strategic evolution is underpinned by a significantly de-risked business model. By transitioning to annual subscription with monthly installments, expanding our international footprint, and investing in high-growth sectors, we are building a more resilient and predictable engine for value. Looking ahead, we expect accelerated growth between FY28 and FY30, with anticipated record Prime net additions of 1.5 million to 2.0 million per year. By FY30, we project a 78% increase in Prime members and a 50% increase in Cash EBITDA compared to FY25 levels. To demonstrate our absolute confidence in this trajectory and our commitment to shareholder returns, we have committed €100 million to share repurchases through September 2027. We remain focused on delivering a business that is not only larger and more profitable but one that creates substantial, lasting upside for our investors.

### **Engaging with Our Shareholders**

The Committee is aware of the dissenting votes received regarding the Annual Remuneration Report at last year's Annual General Meeting and have taken this signal very seriously. We recognize that trust is earned not just through performance, but also through transparency and alignment.

In response, we have undertaken a comprehensive engagement campaign this year. We have worked closely with external advisors and engaged directly with a major leading global provider of corporate governance and executive compensation advisory services, as well as our institutional shareholders. Our objective was to listen to your concerns, understand the friction points, and explain our remuneration philosophy more clearly.

The Company has noted the primary concerns raised by investors, which focused chiefly on the need for greater transparency in the design and implementation of the remuneration framework. Consequently, we have introduced the following enhancements:

- **Peer Selection Criteria:** We have clarified the specific benchmarks used for our peer group selection, including geographic locations, industry sectors, and revenue thresholds.
- **Performance Outcomes & KPIs:** We now provide detailed disclosure on our performance results in the subsequent sections, explicitly outlining the targets for both short- and long-term bonuses as well as the exact achievement levels for each KPI.
- **New Shareholding Guidelines:** While our executives currently maintain substantial stakes in the company, we will propose a formal Shareholding Guideline within the upcoming Director Remuneration Policy to ensure continuous alignment with leading market practices.
- **Limits and Caps:** We have significantly increased transparency regarding the maximum limits and caps established for all variable remuneration components within the policy.
- **LTI Plan Revision:** We are actively collaborating with AON this year to revise the

Long-Term Incentive (LTI) plan, specifically focusing on an upcoming review of its core characteristics for next year.

The feedback received was invaluable. We have reviewed our reporting structures to ensure they are fully aligned with market practices and the Spanish CNMV recommendations. We believe the steps detailed in this report demonstrate our strong commitment to market responsiveness and improved disclosure.

### **Overview of Remuneration Elements**

The framework detailed in the following pages is designed to retain top talent during this critical expansion phase while ensuring pay remains strictly linked to the delivery of our new strategic targets. In this report, we will make reference to the following review proposals:

- Base Salary: Reviewed to ensure competitiveness within the European tech and travel sectors, while remaining prudent.
- Annual Short-Term Bonus (STI): Calibrated to balance our continued delivery of positive EBITDA with the operational milestones required for our international and Rail expansion.
- Long-Term Incentive (LTI) Awards: These awards are the primary vehicle for aligning executive pay with the long-term shareholder experience, ensuring that management reward is linked to the level of achievement of our ambitious FY28 targets and the growth of the Prime subscriber base. We are confident that eDreams ODIGEO is positioned for exceptional growth, and that our remuneration policy effectively supports this trajectory.

We are committed to continued dialogue with shareholders and welcome your views ahead of the AGM. We hope this report demonstrates the seriousness with which we have heard your concerns and the discipline with which we are applying our remuneration policy. We look forward to your support at the upcoming AGM.

Sincerely,

Ms. Amanda Wills, Chair of the Remuneration and Nomination Committee eDreams ODIGEO

## A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

**A.1.1 Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Meeting, provided that these references are clear, specific and concrete. The specific determinations for the year in progress should be described, both the remuneration of Directors in their status as such and as a result of their executive functions carried out for the Board pursuant to the contracts signed with Executive Directors and to the remuneration policy approved by the General Meeting.**

**At any event, the following aspects should be reported:**

- **Description of the procedures and company bodies involved in determining and approving the remuneration policy and its terms and conditions.**
- **Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.**
- **Information on whether any external advisors took part in this process and, if so, their identity.**
- **Procedures under the existing Directors Remuneration Policy for applying temporary exceptions to the policy, the conditions under which such exceptions may be used and the components that may be subject to exception under the policy.**

The Director Remuneration Policy (hereafter DRP), was approved for the first time at the Annual General Shareholders Meeting held in July 2016, originally for a period of three (3) years (i.e. for 2016 to 2019, inclusive), in accordance with article 529 of the Royal Legislative Decree 1/2010, of 2 July, which approves the consolidated text of the Capital Companies Law (Ley de Sociedades de Capital or "LSC").

Following the seat relocation from Luxembourg to Spain to comply with Spanish law (LSC) requirements, an updated DRP, covering the fiscal years 2021 to 2023, was approved at the Extraordinary Shareholder General Meeting held on 23rd September 2020, **with 99.86% of votes in favour.**

The General Shareholders' Meeting held in September 2024, approved the modification of the DRP applicable for the financial years 2024-2025 (from the date of its approval by the Ordinary General Shareholders' Meeting), 2025-2026, 2026-2027 and 2027-2028, as Item 8.1 of its Agenda, with a percentage of votes in favour of 86.211%.

While being generally equal to the preceding Policy, the main novelties of the DRP, which are described in further detail in the report prepared by the Remuneration & Nominations Committee (hereafter referred to as the "RemCo") and in the new DRP, relate to: (a) updating the maximum annual amount to be paid to the Directors in their capacity as such, consequence of the increase of the number of members of the Board of Directors, (b) clarifying the circumstances under which the short-term variable remuneration may be converted into long-term variable remuneration and satisfied with rights to receive shares upon, and subject to, the fulfillment of the conditions established in the relevant plans, and (c) including the possibility to approve a new long-term incentive plan during the term of the Policy, as well as other minor adjustments.

Executive Directors' fixed remuneration is benchmarked on a regular basis against a bespoke comparator group.

eDreams ODIGEO operates at a unique intersection of industries. While our commercial output places us within the travel and tourism sector, our operational infrastructure, product development, and talent requirements are fundamentally those of a technology company. Consequently, a traditional peer group based solely on the Spanish "Ibex 35" or industries in tourism would fail to capture the competitive reality

of our executive labour market.

This analysis resulted in the **selection of 16 peer companies that form our benchmark**. The selection process was driven by the following distinct characteristics:

- **Sector Mismatch in Local Market:** Due to the specialised nature of our business model (SaaS/Platform-based travel solutions), there are no direct competitors listed in Spain that offer a comparable mix of technology and sector focus. Therefore, our peer group is international to reflect the global pool from which we recruit executive talent.
- **Geographic Focus:** The resulting group consists predominantly of European-based technology and digital-travel companies, ensuring alignment with our primary regulatory and governance environment. To ensure a robust comparison of scale and business model maturity, the group includes only one United States-based peer. This US peer was specifically selected for its comparability with our business and they reported a revenue of approximately €1.5 billion, placing it directly within the relevant size range of our company.

Presented below are further details regarding the selected peers:

#### **Location:**

Country	N. of companies
United Kingdom	6
Spain	5
Netherlands	1
Germany	2
Czech Republic	1
U.S.A.	1

#### **Sector:**

The Company operates within a distinct hybrid business model. While our commercial output belongs to the Travel & Tourism industry, our organisational infrastructure and human capital profile are fundamentally those of a Technology company. Consequently, our primary competition for executive talent comes from the tech sector, a reality that must be reflected in our benchmarking methodology. Accordingly, the selected comparator group is weighted to match this dynamic: approximately 40% of the peers operate in the Travel industry, with the remaining majority drawn from the Technology and Digital sector.

Sector	N. of companies
E-commerce	4
Other Professional/Technical Service/Consulting	1
Food Retail	1
Software Products/Services	1
Travel/Tickets/Hotel	7
Specialty Stores	1
Other Consumer Goods	1

Companies in apparel retail, food retail and recruiting were selected on the basis of comparable revenue and headcount range, and similar digital/platform business intensity, and overlap in the European tech talent market.

### **Revenue:**

Comparable companies were chosen based on revenue, with the revenue distribution spanning from the 25th to the 90th percentile, as illustrated below.

Revenue Percentiles (M€)				
25th percentile	50th percentile	FY26 eDreams ODIGEO	75th percentile	90th percentile
349.2	583.7	653	1,593.7	2,312

### **Number of employees:**

We choose comparable companies also in terms of number of employees:

Number of employees			
25th percentile	50th percentile	FY26 Edreams ODIGEO	75th percentile
1,075	1,557	1,876	3,189

The development of this report was further refined through constructive dialogue with our compensation advisory, ensuring alignment with shareholder expectations.

As provided for in the articles of association and in the internal regulations of eDreams ODIGEO, the Board of Directors (hereafter referred to as the Board), on proposal from the RemCo, is the body with power to set the remuneration of Directors within the limits approved by the Shareholders.

eDreams ODIGEO's Board is responsible for formulating the DRP, which forms part of the Corporate Governance system. The DRP sets out, among other things, the remuneration structure of the Directors for activities carried out in their capacity as Directors, and the structure of Executive Director remuneration for the performance of their executive duties.

When proposing the policy for executive remuneration to the Board, the RemCo is mindful of the pay and employment conditions of employees as a whole, in particular when considering the level of any increase in the annual salary review for the CEO.

In the selection of performance measures the RemCo takes into account the Group's strategic objectives and short- and long-term business goals. The objective is to establish a strong, unambiguous connection between the company's performance and the variable incentive structure. Targets relating to internal financial and volume operational metrics (such as Cash Revenue Margin and Cash EBITDA, number of Prime Members, KPIs related to bookings), used as objectives for the annual bonus and long-term incentive plan, are normally set in alignment with the Group Annual Budget. For all performance measures, the threshold level of performance reflects the minimum acceptable outcome, and the maximum level of performance represents a very demanding but achievable outcome.

At the end of the performance period the RemCo will review performance against targets, using its judgment to take into account items such as (but not limited to) mergers, acquisitions, disposals, foreign exchange rate movements, changes in accounting treatment, material one-off tax settlements etc. The application of judgment is important to ensure that the final assessments of performance are appropriate and fair.

If any adjustments are applied, the reasons will be disclosed in the relevant RemCo meeting minutes and in the corresponding Annual Directors' Remuneration Report (IARC).

The main topics discussed during the meetings held by the RemCo in fiscal year 2026 are detailed in the FY26 Annual Activity Report of the Remuneration and Nomination Committee.

**A.1.2 Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to guarantee a suitable balance between the fixed and variable components of the remuneration. In particular, state the actions adopted by the Company in relation to the remuneration system to reduce exposure to excessive risks and adapt this to the long-term objectives, values and interests of the Company, which will include, as the case may be, mention of the measures to guarantee that the long-term results of the Company are taken into account in the Remuneration Policy, the measures adopted in relation to those categories of staff whose professional activities have a material impact on the risk profile of the Company and measures to avoid conflict of interest, as the case may be.**

**Furthermore, state whether the Company has established any period for the accrual or consolidation of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or the handover of accrued and consolidated financial instruments, or if any clause exists reducing the deferred remuneration or that obliges the director to return remuneration received, when such remuneration has been based data that have subsequently proved to be inaccurate.**

The remuneration of Directors should be necessary to compensate them for the dedication, qualifications, and responsibility required by their position, but not be so high as to compromise their independence. The RemCo is delegated to assist the Board with this task.

- **Independent Directors:** Independent Directors are remunerated with respect to their effective dedication, qualification and responsibility, without constituting an impediment to their independence. Along these lines, the remuneration of the Independent Directors consists of a fixed fee (as described in the section below). The Board must also ensure that the remuneration received by those Directors is sufficient to incentivise their dedication without compromising their independence. They are not entitled to incentive plans.
- **Proprietary Directors** appointed from among candidates put forward by a Principal Shareholder Group do not receive any remuneration for sitting on the Board or any other Committee of the Board.
- **Executive Directors** do not receive any remuneration for sitting on the Board or any other Committee of the Board.
- **Executive Directors for their executive duties:** The total remuneration of Executive Directors is made up of different remuneration elements, consisting mainly of the following: (i) a fixed remuneration, (ii) a variable short-term remuneration and (iii) a variable long-term remuneration.

The DRP establishes an appropriate balance between the fixed and variable components of remuneration. In order to establish the Executive Directors' remuneration conditions outlined in the DRP, the remuneration strategy applicable to the employees of the Company has been taken into

account. In this respect, the DRP applicable to Executive Directors is aligned with that of employees, thus rewarding the value they bring to eDreams ODIGEO and sharing the following principles:

- **Total Remuneration:** The remuneration package offered may consist of fixed, short and long-term variable components.
- **Equal Pay:** Non-discrimination on the basis of gender, age, culture, religion or race is guaranteed in the application of the remuneration practices and policies.
- **Meritocracy and "pay for performance":** In line with the Company's remuneration practices, a significant part of the Executive Directors' total remuneration is variable in nature and its allocation is linked to the achievement of concrete predetermined financial, business and value-creation objectives, which are quantifiable and aligned with eDreams ODIGEO's corporate interest.
- **Values:** The DRP is designed to attract and retain the best talent, and promote a high-performance culture

The remuneration that Executive Directors are entitled to receive for the performance of executive duties at the Company (i.e. other than the duties inherent in their status as members of the Board) is composed of different elements as described in the section below. During the term of the DRP, and under the conditions described herein, the Board may decide to increase the total annual remuneration of Executive Directors. The cumulative increase across all elements over the entire term shall not exceed the maximum cap of 20% of the total aggregate amount established at the DRP.

The **20% threshold is strictly a maximum limit and not a target**. Any potential increases remain subject to performance and market conditions. There is no expectation that this maximum headroom will be utilized.

The purpose is to reflect the market value of the role and reward skills and experience. The total remuneration of the Executive Directors is made up of various components, primarily consisting of:

- *A fixed base salary* (payable monthly),
  - *Variable Remuneration:* The purpose of variable remuneration is to incentivize management by linking a portion of their total remuneration to the achievement of certain targets. Variable remuneration is composed of short-term and long-term elements.
- Short Term Variable Remuneration: is defined as a percentage of fixed base salary, structured to reward the achievement of financial and strategic objectives:
- **Chief Executive Officer (CEO):** Considering 100% company achievement, the **target** opportunity is set **at 75% of base salary**, with a **maximum achievable payout of 127.5% (only if the maximum of 170% is granted as individual multiplier)**.
  - **Chief Financial Officer (CFO):** Considering 100% company achievement, the **target** opportunity is set **at 60% of base salary**, with a **maximum achievable payout of 102% (only if the maximum of 170% is granted as individual multiplier)**

The objectives for the short term variable remuneration are proposed by the RemCo, and approved by the Board at the beginning of the fiscal year, and performance and attainment is reviewed at the end of the fiscal year. They may include:

- Criteria related to financial performance such as Cash EBITDA, number of Prime Members, number of bookings (volume financial metric)
- Confidential strategic initiative measured with a financial metric
- Sustainability (ESG) related objectives such as Net Promoter Score of our products and Employee Engagement metrics.

The individual performance rating, applied as a multiplier of the company achievement, ranging between 0x and 1.7x. The company's overall objectives significantly influence the performance rating, which is ultimately determined and approved by the Board.

In FY24, FY25 and FY26, and also for the proposal for FY27, financial and volume metrics account for 60% of the total before applying the individual multiplier.

- Long Term Variable Remuneration: it consists in granting to the Executive Directors the right to receive a given number of eDreams ODIGEO shares under certain conditions set forth hereunder, and its maximum annual amount is approved by the General Shareholders Meeting.

Currently, the maximum total annual allocation is detailed in section A.1.6.,  
The calculation of the long-term incentive **PSU component is 100% referenced to financial metrics.**

To further strengthen long-term alignment with our shareholders and consistent with best market practices and proxy advisor recommendations, **the Board will introduce a formal Share Ownership Guideline.** Under this policy, the Executive Directors will be required to build and maintain a minimum shareholding in the Company equivalent to:

- **CEO**: 300% of Base Salary
- **CFO**: 200% of Base Salary

It is important to remark that the Executive Directors not only meet the minimum shareholding guidelines but consistently maintain holdings well in excess of these requirements.

With the aim of reducing exposure to risk of manipulation the Company has implemented the following:

- For long-term variable compensation, a "**malus**" clause has been implemented, authorizing the Company to withhold payments of any accrued and outstanding variable compensation, as well as a **claw-back** clause requiring Directors to return any variable compensation received when following payment of the incentive it is found that the data used for such calculation or payment was clearly erroneous. Further details regarding the malus clause, which is applicable to all variable components, including Short Term Variable Remuneration, can be found in section A.1.6. The RemCo may submit a proposal to the Board for non-payment or request reimbursement of variable components if it is subsequently determined that calculations were based on data that was clearly erroneous

#### **Measures taken by the Company to avoid conflicts of interest:**

According to the art. 28 of the Regulations of the Board:

- A conflict of interest will be deemed to exist in those situations in which the interest of the Company or of any Group company enters into direct or indirect conflict with the personal interest of a Director. A personal interest will be considered to exist for a Director when a matter affects them, or a person related thereto or, in the case of Nominee Directors, when a matter affects the shareholder(s) proposing or bringing about their appointment or parties related directly or indirectly to the latter.
- Directors must report any direct or indirect conflicts of interest to the Board and refrain from acting as a representative of the Company in the related transaction, except for in the exemption cases foreseen in prevailing legislation. Furthermore, the Company must report, when so

required by law, any conflicts of interest involving Directors (or related parties thereof) during the period in question, of which they have been informed by the affected Director or through any other means. Any conflicts of interest involving Directors must be disclosed in the notes to the Company's annual financial statements.

Avoiding conflicts of interest is managed in a number of ways by the Company including:

- Exclusivity clauses in Board member contracts;
- Limits to the number of external Boards a Director can serve on;
- Via analysis of the responses provided by the Directors to specific related party and conflict of interest related questions in the annual certification sent to them by the General Counsel;
- Clear guidance on conflicts of interest is provided to all Group employees, via a number of Group Policies that include the Business Code of Conduct, the Gifts & Hospitality Policy, Anti Bribery & Anti Corruption Policy and the Group Procurement Policy, with the message constantly reinforced through dedicated mandatory online compliance training courses, and awareness campaigns.

### **A.1.3 Amount and nature of fixed components that are due to be accrued during the year by Directors in their status as such.**

#### **Remuneration of the Members of our Board of Directors (for Board, Audit Committee, and Remuneration and Nomination Committee duties)**

**Independent Directors.** In accordance with the Company's Articles of Association (the "AoA") and the Company's Board of Directors' Regulations (the "Board Regulations"), the Directors' remuneration in their capacity as such shall comprise a fixed annual amount. Such remuneration is based on attendance each year at a minimum of six (6) Board meetings plus associated Committee meetings, with availability for up to ten (10) Board meetings. Their fees shall also cover the attendance at the General Meeting, one annual Board away-day each year, at least one Company site visit a year, meetings with other directors, meetings with shareholders, meetings forming part of the Board evaluation process and strategic update and training meetings. In addition, the aforementioned compensation includes a fixed supplementary fee for each Director holding the role of Chair of the Board, of the RemCo or of the Audit Committee.

The remuneration of those Directors shall be subject to periodic review by the RemCo and the Board. The total compensation will be adjusted on a pro-rata basis in the event that their duties or number of meetings attended exceeds the expectation.

In aggregate, the maximum annual amount to be paid to the Directors in their capacity as such shall not exceed EUR 650,000 during the period the Policy is in force. Notwithstanding, this maximum annual amount may be increased, during the period in force of this Policy, with reference to the Consumer Price Index or any other index which may replace it in the future, unless the General Meeting approves a different amount for subsequent years.

This maximum annual amount reflects any potential increase that may be required in the future by the replacement of Proprietary Directors with Independent or Other External Directors.

All Board Directors, irrespectively of their category, shall be reimbursed for travel and accommodation expenses incurred in the course of attendance at the Board and Committee meetings, when duly justified.

Chair and Independent Directors: the **total remuneration received in respect of the financial year ended 31st March 2026 amounted to EUR 445K, which is within the above mentioned limit. Individual information is included in the total remuneration tables of section C.1.**

**Proprietary Directors: none**

**Executive Directors:** Executive Directors are not entitled to attendance fees for the positions they hold on the Board or any Committees on which they may sit.

#### A.1.4. Amount and nature of the fixed components that are to be paid in the financial year for exercising Senior Management functions by the Executive Directors

Executive Directors are entitled to receive an annual fixed remuneration, payable monthly, for the performance of executive duties for the Company. This remuneration is approved by the Board, based on the proposal of the RemCo. Base Salary is benchmarked on a regular basis against a bespoke comparator group, with the criteria mentioned in section A. To assist in this review, the Committee used an external consultant, AON. Executive Directors are not entitled to attendance fees for the positions they hold on the Board or for the Committees of the Board on which they sit.

Executive Director	Compensation Concept	FY27 (Planned Amount)	FY26 (Accrued Amount)
Dana Philip Dunne	Fixed Salary	956,379 EUR	933,053 EUR
	Home Allowance	36,081 EUR	34,955 EUR
	Remote Working Allowance	480 EUR	480 EUR
David Elízaga	Fixed Salary	475,063 EUR	463,476 EUR
	Remote Working Allowance	480 EUR	480 EUR

For the year ahead, Executive Directors' fixed salaries have been adjusted by **2.5%**. This increase is intended solely to mitigate without fully compensating the impact of the current inflationary environment and, notably, is **set below the average increase awarded to the wider workforce**, ensuring prudence and alignment with employee pay conditions.

Executive Directors are not entitled to attendance fees for the positions they hold on the Board or for the Committees of the Board on which they sit.

**A.1.5. Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.**

With the exception of the shares received under the Long Term Incentive (*hereafter referred to as LTIP*) plans (described in section A1.6), Directors are not entitled to any remuneration in-kind. The Company does not offer any benefit on top of total compensation agreed.

The Company does offer a flexible compensation package to all the employees, including Executive Directors. The Flexible Compensation Plan allows employees to choose which part of their retribution to receive as salary and which part in goods or services (medical insurance, kindergarten, restaurant and/or transport tickets). The maximum amount per year an employee can allocate to this is 30% of annual gross remuneration.

The Company has two Director & Officer civil liability insurance policies covering Directors and Executives of the Group. The policyholder is eDreams ODIGEO S.A. For the purposes of this report, they have not been taken into account, as the perimeter of the beneficiaries exceeds the members of the Board and it is not possible to distribute the cost of the premiums borne by the Company among them. For informational purposes, the premiums for said policies amounted to 65,755 euros for fiscal year 2026 (50,474.22 euros in FY25).

**A.1.6 Amount and nature of variable components, differentiating between those established in the short and long term, financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration in the year in progress, explaining the extent to which these parameters are related to performance, both of the Director and of the Company, together with their risk profile, and the methodology, deadline necessary and techniques established to determine the degree of compliance with the parameters used in the design of the variable remuneration at the end of the year.****State the range, in monetary terms, of the different variable components according to the degree of compliance with the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.**

The Director Remuneration Policy provides that only Executive Directors have variable remuneration components, and these consist of:

- a variable annual bonus (short-term annual incentive)
- a long-term incentive plan (LTIP)

**Variable Annual Bonus (short-term annual incentive);**

In order to strengthen their commitment to the Company, improve their performance and achieve targets in the shorter term, a portion of the remuneration of Executive Directors is variable. This variable remuneration, which shall be paid in cash, shall be tied, for the most part, to the achievement of specific and pre-established objectives, quantifiable and aligned with the corporate interest and strategic goals.

Performance conditions of all the Beneficiaries will be set by the Board based on the general guidelines proposed by the RemCo. These conditions may include criteria concerning the Company's financial performance, qualitative criteria covering Company and individual performance, common targets such as Prime Share, Number of Bookings, and non-financial sustainability targets related to Environmental, Social, and Governance (the "ESG") objectives, such as Net Promoter Score and Employee Engagement metrics.

The RemCo is responsible for reviewing and proposing these performance conditions to the Board at the beginning of each fiscal year and for evaluating compliance therewith, once ended. This assessment is performed on the basis of the audited results, which are analysed by the Audit Committee, as well as on the basis of the extent to which the objectives are met.

Following this examination, the RemCo prepares a bonus proposal that is submitted to the Board for approval. The range of performance, set at the beginning of each fiscal year for the Company financial performance metrics may include a minimum threshold of achievement of the target below which no incentive is payable reaching up to a maximum achievement level. This design is intended to disincentivize underperformance and create relevant incentives for over-performance.

The Short-Term Incentive is determined using a multiplicative formula that aligns corporate results with personal contribution. The final bonus payout percentage is calculated as follows:

$$\text{Bonus \%} = (\text{Company Achievement \%}) \times (\text{Individual Performance Rating \%})$$

**This calculation is subject to specific performance caps** to ensure sustainable remuneration levels:

- **Company Achievement:** This factor reflects the successful attainment of the company's objectives.
- **Individual Performance Rating:** The rating comprises two equally important components. The "what" component assesses the results delivered, primarily focusing on financial outcomes for Executive Directors. The "how" component measures adherence to eDO values. The rating must be approved by the Board. This factor allows for a multiplier of up to **170%**, subject to a tiered limit based on corporate results:
  - **If Company Achievement does not exceed 100%:** The Individual Performance Rating is capped at **160%**.
  - **If Company Achievement is above 100%:** The maximum Individual Performance Rating extends to **170%**, incentivizing the full delivery of corporate goals.

Consequently, by applying the maximum potential performance multiplier of 1.7x (reflecting 100% Company Achievement and 170% Individual Rating) to the target opportunities, the caps for the Short-Term Incentive are established as follow, assuming company performance at 100%:

Executive Director	Min (% of base salary)	Target (% of base salary)	Max Cap with comp. achievement at 100% (% of base salary)
CEO	0%	75%	127.5%
CFO	0%	60%	102%

After this annual assessment and taking into account the best interests of the Company, the RemCo may propose to the Board of Directors that part of the short-term variable remuneration of Executive Directors be converted to long-term variable remuneration by reducing the cash payout and allocating them rights to receive shares upon, and subject to, the fulfillment of the conditions established in the relevant plans shares, provided that;

(i) the share allocation is limited to 50% of the total amount to be paid to each Executive Director in accordance with calculation rules of the short-term variable remuneration set out in the above paragraph

(ii) the allocation and deliveries of shares are subject to the terms and conditions applicable to the relevant Long-Term Incentive Plan approved by the Board of Directors which has been awarded but not paid yet to the Executive Directors

(iii) the deliveries of shares fall within the maximum number of shares to be delivered to the Executive Directors during the term of such Long-Term Incentive Plan, as approved by the General Meeting.

The Company has different types of short-term variable bonus:

- i. Standard eDreams ODIGEO bonus plan with yearly targets and an annual pay-out conditioned by achievement of minimum thresholds of defined targets.
- ii. Half-Yearly Customer Services Quality Assurance bonus linked to quality and customer satisfaction (e.g. revamp the Support and Sales scorecard with critical attributes as driving KPIs).
- iii. Lodging Operations monthly incentive plan linked to different KPIs: number of tickets managed daily / number of tickets managed daily vs the teams average;
- iv. Lodging Sales quarterly incentive plan usually based on sales;
- v. Sales related bonus plans based on a quarterly target and payout (for Media Service Sales staff & Liligo Sales team in France).
- vi. Talent Acquisition quarterly bonus linked to number of hires, time to hire, quality of hire and candidate experience

1,749 employees (including the two Executive Directors) benefit from the eDreams ODIGEO bonus plan and 41 employees benefit from the sales plan.

For the two Executive Directors and Senior Management, the FY26 bonus scheme has a similar structure to the Standard eDreams ODIGEO bonus plan, in that:

- o The payout is determined by multiplying Company performance and Individual Performance, as shown in the previous section A.1.6
- o Company performance is based on the achievement of Company Objectives related to:

Type	Objective	Weight	Target
Financial/Volume	Cash EBITDA	20%	215.0M
	Number of Prime Subscribers	20%	8,250M
	Strategic Objective Related to Bookings	20%	confidential
Customer Satisfaction	NPS	20%	confidential
Employee Satisfaction/ESG	Internal ESG survey	20%	90%

- o Any achievement of Company Objectives over 100% requires Board approval. This however does not limit any individual from overachieving their bonus target which can increase to 170% based on one's own individual performance rating.
- o Individual performance is based on the annual performance rating and corresponding bonus

payout range, both of which are subject to Board approval for the two Executive Directors.

### **Management Long-Term Variable Incentive Plan (LTIP)**

The Company also contemplates the implementation of incentive systems tied for the most part to the Company's performance with respect to certain specific and pre-established economic/financial, industrial, operational and Sustainability (ESG) goals, that are quantifiable and aligned with the long term strategic objectives of the Company and the Group, in order to promote the retention and motivation of the Executive Directors and the creation of long-term value.

These systems may include the delivery of Company shares or options thereon or remuneration rights linked to the value thereof when so resolved by the General Meeting, at the proposal of the Board, and following a prior report from the RemCo. In accordance with the Spanish Capital Companies Law, certain terms of the Long Term Incentive Plan (the "LTIP") are approved by the General Meeting.

The Company may approve additional LTIP during the term of the DRP, the terms of which shall be approved in compliance with applicable law.

During the Fiscal Year ended 31<sup>st</sup> March 2026, the Company had in place two LTIPs for the two Executive Directors. The main terms and conditions of the LTIPs are as follows:

#### **LTIP approved by the Board, as proposed by the RemCo, on 24 June 2019 (the "LTIP-2019")**

##### **Structure**

The system established under the LTIP-2019 consists of granting to the Beneficiaries the right to receive a given number of eDreams ODIGEO shares according to the conditions, payment terms and time periods set out in the LTIP-2019.

The rights do not have the status of shares for legal purposes, so they do not imply in any event the granting of any voting or economic rights in the shares. The rights solely constitute the right to receive the incentive shares of the Company at the relevant delivery date, provided that the Beneficiary is still engaged with the Company at the relevant delivery date.

##### **Duration and Grants**

**The LTIP-2019 is divided into four awards, of which only the fourth award was pending.** For full detail of the LTIP-2019 (deadlines of vested awards and potential rights), please check the DRP and the Annual Remuneration Report for the year ended on 31 March 2025.

##### **Fourth Award:**

- The fourth award runs from April 1, 2022 to the last delivery date of this fourth award.
- The incentive shares corresponding to the fourth award rights will be delivered on the dates on which the financial results of the first, second and third quarters of fiscal year 2025-26 are made public
- On each fourth award delivery date, the Beneficiaries receive one third of the total incentive shares corresponding to the fourth award rights.

The potential rights granted to each of the Beneficiaries were communicated in writing to each Beneficiary on June 30, 2022.

The allocation of performance rights of the fourth award is conditional upon the degree of fulfilment of the financial targets set by the Company's Board during the performance period, which runs from April 1, 2022 to March 31, 2025. The specific financial targets that must be reached during the relevant performance period for the performance rights to be granted will be determined annually by the Board of the Company, at the proposal of the RemCo (following the proposal of the Company's CEO).

The metrics taken into account to set the financial targets for the fourth award were Cash EBITDA less Capex and Cash Revenue Margin.

The Company shall allocate to each Beneficiary (free of charge) a number of rights based on the reference amount allocated to each Beneficiary in the fourth award of the LTIP-2019, divided by the volume-weighted arithmetic average trading price of the Company's shares for the first fifteen calendar days of the month of June of the first year of the fourth award.

### **LTIP approved by the Board, as proposed by the RemCo, on 16 August 2022 (the "LTIP-2022")**

#### **Structure**

The system established under the LTIP-2022 consists of granting to the Beneficiaries the right to receive a given number of eDreams ODIGEO shares on the conditions, payment terms and time periods set out in the LTIP-2022.

The rights do not have the status of shares for legal purposes, so they do not imply in any event the granting of any voting or economic rights in the shares. The rights solely constitute the right to receive the incentive shares of the Company at the relevant delivery date, provided that the Beneficiary is still engaged with the Company at the relevant delivery date.

#### **Duration and Grants**

**The LTIP-2022 will be divided into four awards:**

##### **First Award:**

- The first award goes from April 1, 2023 to the last delivery date of this first award.
- The incentive shares corresponding to the first award rights will be delivered on the dates on which the financial results of the first, second and third quarters of fiscal year 2026-27 are made public.
- On each first award delivery date, the Beneficiaries receive one third of the total incentive shares corresponding to the first award rights.

##### **Second Award:**

- The second award goes from April 1, 2024 to the last delivery date of this second award.
- The incentive shares corresponding to the second award rights will be delivered on the dates on which the financial results of the first, second and third quarters of fiscal year 2027-2028 are made public.

- On each second award delivery date, the Beneficiaries receive one third of the total incentive shares corresponding to the second award rights.

**Third Award:**

- The third award goes from April 1, 2025 to the last delivery date of this third award
- The incentive shares corresponding to the third award rights will be delivered on the dates on which the financial results of the first, second and third quarters of fiscal year 2028-29 are made public.
- On each third award delivery date, the Beneficiaries receive one third of the total incentive shares corresponding to the third award rights.

**Fourth Award:**

- The fourth award goes from April 1, 2026 to the last delivery date of this fourth award.
- The incentive shares corresponding to the fourth award rights will be delivered on the dates on which the financial results of the first, second and third quarters of fiscal year 2029-2030 are made public
- On each fourth award delivery date, the Beneficiaries receive one third of the total incentive shares corresponding to the fourth award rights.

Participation in one particular award does not entitle Beneficiaries to automatically participate in subsequent awards.

**Allocation of Rights**

The potential number of rights to be granted to the Beneficiaries is delegated by the Board to the CEO, with the exception of potential rights being granted to the executive members of the Board.

Once the relevant performance period has elapsed, the Company will determine the fulfilment of the financial targets set by the Company's Board and, provided that the Beneficiary is employed, will allocate the corresponding Rights to the Beneficiaries.

The Board has authorised the CEO to re-allocate any rights already allotted to a Beneficiary which do not convert into incentive shares to any other Beneficiary, with the exception of the executive members of the Board, at any time after these rights are forfeited but, in any event, before the final date

**Determining the potential number of rights**

The potential rights to be granted to each of the Beneficiaries are communicated in writing to each Beneficiary according to a predefined calendar:

- The grant of potential rights corresponding to the first award were communicated on or around June 30, 2023.
- The grant of potential rights corresponding to the second award were communicated on or around June 30, 2024.
- The grant of potential rights corresponding to the third award were communicated on or around June 30, 2025.
- The grant of potential rights corresponding to the fourth award will be communicated on or around June 30, 2026.

**Communication of allocation**

Within 45 days following the public announcement of the financial results for the relevant fiscal year, the Company must inform the Beneficiaries in writing about the number of rights allotted in each award. The rights are allocated to the Beneficiaries at no cost for them. Each right entitles the Beneficiaries to acquire one incentive share in the capital of eDreams ODIGEO on the corresponding delivery dates.

### Performance Period

The allocation of performance rights in each award is conditional upon the degree of fulfilment of the financial targets set by the Company's Board during the relevant performance period. Each relevant performance period has a duration of three fiscal years.

Performance Period	Start Date	End Date
First Award	April 1, 2023	March 31, 2026
Second Award	April 1, 2024	March 31, 2027
Third Award	April 1, 2025	March 31, 2028
Fourth Award	April 1, 2026	March 31, 2029

### Targets and metrics

To fulfil the double objective of incentivising key employees to continue improving the Group's results in the future and retaining and motivating key personnel, the LTIP-2022 will have the following structure:

1. 50% of the eDreams ODIGEO rights granted on each relevant award and delivery date will be conditional upon the fulfilment of the financial targets set by the Company's Board during the relevant performance period provided that the Beneficiary is employed in the Group during the relevant award, and
2. 50% of the eDreams ODIGEO rights granted on each relevant award and delivery date will only be subject to being engaged with the Group during the relevant award.

The Long-Term Incentive Plan awards are split equally between Performance Share Units (50%) and Restricted Stock Units (50%). At the time an AON benchmarking review highlighted that approximately 17% of peer companies applied an equivalent or higher RSU weighting in their LTI design. The Committee believes the current structure has supported talent attraction and retention during a critical phase of strategic transformation and growth, with one of the lowest levels of attrition, especially undesired attrition, within the technology sector (the main talent market for the company). As such the implicit cost savings, effectiveness and quality gains has been taken into account in assessing the effectiveness of the long term incentive plan. That said, it is noted that proxy advisor preference is for higher PSU weightings based on performances. As such eDreams ODIGEO has noted this as a potential point for review and have commenced a comprehensive LTIP benchmark with AON for our new LTIP26 plan. The revised plan is expected to be submitted for shareholder approval at the 2026 AGM.

The specific financial targets that must be reached during the relevant performance period for the performance rights to be granted will be determined annually by the Board of the Company, at the proposal of the RemCo .

The metrics taken into account to set the financial targets will be Cash EBITDA less Capex and Cash Revenue Margin.

### Reference value

The Company shall allocate to each Beneficiary -free of charge- a number of rights based on the reference amount allocated to each Beneficiary in each Award of the LTIP-2022, divided by the volume-weighted arithmetic average trading price of the Company's shares for the first fifteen calendar days of the month of June of the first year of each Award.

The references values for the LTIP-2022 award to date are the following::

- 1st award: 6.16 €
- 2nd award: 7.06 €
- 3rd award: 7.86 €

### Maximum number of shares to be awarded during the life of the LTIP-2022

The Executive Directors may receive during the life of the LTIP-2022 a maximum number of shares that shall be determined by the General Meeting. Upon completion of each Performance Period of the LTIP-2022, the incentive to be distributed to the Beneficiaries in shares of the Company shall be calculated as the allocated rights of the corresponding Awards, multiplied by a weighted coefficient of payment of each target depending on the level of compliance.

In relation to the LTIP-2022, the Executive Directors are entitled to receive rights to receive shares of the Company for a target amount of 5,119,756 euros in each year and for a total of 19,828,148 euros in the four years of the LTIP-2022, assuming full compliance with the targets to which each LTIP award relates to.

The Board of Directors may approve, in accordance with the Directors' Remuneration Policy, that up to 50% of the variable short-term remuneration be converted into long-term remuneration and satisfied with shares, and/or an increase in the annual remuneration of the Executive Directors up to 20%, then Executive Directors would be entitled to receive rights to receive shares of the Company for the maximum amount of 6,456,135 euros in each year and for the total of 22,500,906 euros in the four years of the LTIP-2022.

As of 31st March 2026, the total rights granted under LTIP-2022 to the Executive Directors were 2,387,321 rights.

### Malus and claw-back

As regards short and long-term variable compensation, a "malus clause" is implemented, authorising the Company to withhold payments of any accrued and outstanding variable compensation, as well as a "claw-back clause" requiring Directors to return any variable compensation received when following payment of the incentive it is found that the data used for such calculation or payment was clearly erroneous.

The RemCo may submit a proposal to the Board for non-payment or request for reimbursement of variable components to the Executive Directors if it is subsequently determined that calculations were based on data that was clearly erroneous.

**A.1.7. Main characteristics of long-term savings systems. Among other information, state the contingencies covered by the system, whether through defined contributions or benefits, the annual contribution that needs to be made to the defined contribution system, the benefits directors are entitled to in the event of defined benefit systems, the conditions under which economic rights are consolidated for directors and their compatibility with any other type of payment or severance pay as a result of the early termination or dismissal of the director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the director. State if the accrual or consolidation of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the short- or long-term performance of the director.**

Not applicable

**A.1.8 Any type of payment or severance pay for early termination or dismissal of the director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the director, whether voluntary resignation by the director or dismissal of the director by the company, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, permanence or loyalty, which entitle the director to any type of remuneration.**

No provision has been made for the payment of termination benefits to Directors in the event of termination of their duties as such. Provision is made only for payment of termination benefits in the event of termination of the executive duties, if any, that Directors perform, as explained in the section below.

**A.1.9. State the conditions that contracts should respect for those exercising senior management functions as Executive Directors. Among others, information should be provided on the duration, limits on amounts of severance pay, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to hiring bonuses, compensation and golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreement on non-competition, exclusivity, permanence and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.**

The Board is responsible for approving the remuneration payable to Executive Directors for the performance of their executive duties and the other basic terms that must be set out in their contracts, which include the following:

- o **Indefinite Duration:** The contracts with Executive Directors are of indefinite duration. For the CEO a financial compensation is contemplated therein in the event of termination of the contractual relationship with the Group, provided that such termination does not occur exclusively due to the decision of the Executive Director to withdraw or as a result of a breach of their duties.
- o **Notice Period:** Executive Directors have a three month notice period clause in their contracts prior to the date of termination.
- o **Severance / Indemnity Clauses:** Executive Directors have the standard severance clauses in accordance with local laws in the country in which they are based. Most of them are based in Spain and the applicable criteria under Spanish law for permanent contracts is 33 days per each completed year of service up to a maximum of 24 months salary. The CEO of the Group, is eligible for an indemnity (in case of unfair dismissal) severance equivalent to 30 days' fixed remuneration per year of service up to a maximum of 24 monthly salary payments (with a minimum guaranteed amount of Eur 500,000).

- o **Change of Control Clause:** With regards to the LTIPs, the Executive Directors have the following specific clause in case the present shareholders lose control directly or indirectly (in a material sense) as a result of any transaction by eDreams ODIGEO, its shareholders or the Group in relation to a third party (the "Change of Control"): (i) the non-vested rights that have been already allocated to them will automatically vest upon the date of the Change of Control, and (ii) the potential rights that have been already allotted to them, by means of an individual invitation letter, will be converted into rights and will automatically vest upon the date of the Change of Control".
- o **Exclusivity:** Executive Directors may not hold any direct or indirect interest in any other business or activity which may represent a conflict of interests in relation to the Group's obligations and liabilities or in relation to eDreams ODIGEO's activity:
  - The Board will take into consideration best practice recommendations and limit to a maximum of two (2) outside mandates for Executive Directors.
  - The CEO has a clause that restricts his participation as a Non-Executive Director to one (1) external Board of Directors.
- o **Confidentiality and Return of Documents:** There is a rigorous duty of confidentiality both during the term of the contracts and after the relationship with the Group has terminated.
- o **Non-competition:** The contracts with Executive Directors establish a duty not to compete during a twelve (12) month period after termination of the relationship with the Group, with respect to companies and activities that are similar in nature during the term of their relationship with the Group. For all Spanish based Executive Directors compensation for the non-compete period is included within the existing monthly salary payments and is not an additional ex-post payment after leaving.
- o **Intellectual Property:** The contracts with Executive Directors contain a clause to prevent the management from using any work produced by them or any of the Group's copyright, experiences, confidential information, design rights, registered trademark, patents, applications for any of the intellectual property rights. For the CEO, this obligation remains effective after the termination of the contract and will not be affected should the contract end for any reason.
- o **Non-hiring:** For a specific period after the termination date of the employment contract, Executive Directors will not recruit or participate in the recruitment (for him/her or for the entity which he/she represents or in which he/she performs his activities) of employees who, at the date of termination of their contract or during the preceding six (6) to twelve (12) months, form part or have formed part of the Group's workforce or that of any Group legal entity.
- o **Non-solicitation:** The contracts with Executive Directors establish a duty to prevent them engaging in activities with existing customers/suppliers of the Group during a twenty-four (24) month period. The compensation for non-solicitation period is included within the existing monthly salary payments and is not an additional ex-post payment after leaving.
- o **Applicable Legal Provisions:** The contracts with Executive Directors are governed by the legal provisions applicable in each case.
- o **Compliance with the Group's Corporate Governance System:** Executive Directors have the duty to strictly observe the rules and provisions contained in the Group's Corporate Governance System to the extent applicable thereto.
- o **Ex-post control of variable compensation:** As regards short and long-term variable compensation, a "malus clause" is implemented, authorising the Company to withhold payments

of any accrued and outstanding variable compensation, as well as a "claw-back clause" requiring Directors to return any variable compensation received when following payment of the incentive it is found that the data used for such calculation or payment was clearly erroneous. The RemCo may submit a proposal to the Board for non-payment or request for reimbursement of variable components to the Executive Directors if it is subsequently determined that calculations were based on data that was clearly erroneous.

The Executive Directors receive in consideration 35% of their fixed annual cash remuneration with respect to the above clauses. Should the Executive Directors breach this commitment and compete with any Group legal entity, they must return the amounts paid by the Company.

**A.1.10. The nature and estimated amount of any other supplementary remuneration accrued by directors in the year in progress in consideration for services rendered other than those inherent in the post.**

As at the date of issuance of this report, no supplemental remuneration had been accrued for the Directors in consideration for services provided other than those inherent in their position.

**A.1.11. Other remuneration items or by-products, as the case may be, of the company granting the director advance payments, loans, guarantees or any other remuneration**

As of the date of issuance of this report, no advances, loans or guarantees had been provided to or on behalf of any Director.

**A.1.12. The nature and estimated amount of any other planned supplementary remuneration accrued by directors in the year in progress that is not included in the previous sections, whether payment is made by the company or another group company.**

There is no supplementary remuneration other than items explained in previous sections paid by the Company or another Group company.

**A.2. Explain any significant change in the remuneration policy applicable in the current year resulting from:**

- **A new policy or a modification of the policy already approved by the General Meeting.**
- **Significant changes in the specific determinations established by the Board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.**
- **Proposals that the Board of Directors has agreed to submit to the Shareholders General Meeting to which this annual report will be submitted and which are proposed to be applicable to the current year.**

The current version of the Director Remuneration Policy was approved by the shareholders at the General Shareholders Meeting held in September 2024. The RemCo reviewed the prior DRP and proposed the following changes;

- i. **Review of the total aggregate amount of the remuneration to be paid to Directors** both in their capacity as such and for their executive duties. An increase in the maximum amount to be

paid to Independent and Other External Directors to €650,000 to allow for the increase of the number of members of the Company's Board of Directors and maintain a degree of flexibility in the event the number of Directors increases further in the future or Proprietary Directors are replaced with Independent or Other External Directors

- ii. **Clarification of the circumstances under which the short-term variable remuneration may be converted into long-term variable remuneration** and satisfied with shares
- iii. **Inclusion in the Policy of the possibility to approve a new long-term incentive plan** (the "LTIP-2026") during the term of the Policy, applicable among others, to the Company's Executive Directors
- iv. **Introduction of certain technical wording improvements and minor corrections** to increase transparency and accuracy

**A.3. Identify the direct link to the document where the current company remuneration policy is posted, which must be available on the web page of the company.**

All Corporate policies can be found on our Corporate website:

<https://investors.edreamsodigeo.com/English/governance/rules-and-policies/default.aspx>

The link to the current Director Remuneration Policy approved at the Annual General Shareholders Meeting is provided below:

[https://s202.q4cdn.com/903232390/files/doc\\_downloads/2024/eDO\\_Director-Remuneration-Policy\\_20240927\\_English.pdf](https://s202.q4cdn.com/903232390/files/doc_downloads/2024/eDO_Director-Remuneration-Policy_20240927_English.pdf)

**A.4. Explain, taking into account the data provided in Section B.4, the outcome of voting, of a consultative nature, by shareholders at the Shareholders General Meeting on the annual report on remuneration for the previous year.**

At the Annual General Meeting held on 9<sup>th</sup> July 2025, with 35.922% of the share capital present or represented, the Annual Remuneration Report of the previous year was approved as item 9 of the agenda with a vote in favour of 76.075% of the shareholders holding voting shares present and represented.

## B OVERALL SUMMARY OF THE APPLICATION OF THE REMUNERATION POLICY DURING THE FINANCIAL YEAR JUST ENDED

**B.1.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the Remuneration Committee, the decisions taken by the Board of Directors and, as the case may be, the identity and the role of the external advisors whose services have been used in the process to apply the remuneration policy in the year ended.**

The corporate bodies of the Company involved in the definition, review and implementation of the DRP are the Remuneration and Nomination Committee, the Board of Directors and the General Shareholders' Meeting.

### Remuneration and Nomination Committee

The RemCo plays a fundamental role in the process of determining the Company's DRP, formulating the proposals and/or reports required by the applicable legislation and being constantly involved in the specific steps detailed throughout this Policy.

As per Article 15 of the Board Regulations, the Board has delegated to the RemCo the mission of advising and making proposals on related matters to the remuneration, selection, appointment, renewal and dismissal of the Directors.

The RemCo's mandate in the area of remuneration consists in:

- a. Reviewing and proposing formal and transparent procedures for developing the policy on executive remuneration and the remuneration packages of Directors.
- b. Ensuring that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board.
- c. Reviewing the structure, size and composition (including the skills, experience, independence, knowledge, and diversity, including gender) of the Board and making recommendations to the Board with regard to any changes that are deemed necessary.
- d. Keeping under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace, keeping up to date and being fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

According to article 13.9 of the Articles of Association, the RemCo will submit the DRP to the Board of Directors for review and this body will then subsequently submit the DRP for Shareholders' approval at the next available General Meeting.

All activities carried out during the fiscal year by the RemCo with respect to management, oversight, and compliance with the DRP are detailed in the RemCo Activity Report available in the following section of the Company's corporate website:

<https://investors.edreamsodigeo.com/English/governance/annual-governance-reports/default.aspx>

### Remuneration and Nomination Committee (RemCo) - composition:

The RemCo must comprise of at least three and at most five members designated by the Board itself, at the proposal of the Chair of the Board, from the pool of Non-Executive Directors. At least two members of the RemCo must be Independent Directors. The Board will appoint a Chair from among

the Independent Directors serving on the Committee. The Board may also appoint a Vice-Chair if deemed necessary. The provisions governing appointment of the Chair will also apply to any Vice-Chair appointments

As at 31<sup>st</sup> March 2026, the RemCo is formed by three members, all Non-Executive Directors; two Independent and one Proprietary Director. All the RemCo members have extensive experience and expertise in the duties to be performed; the composition of the RemCo is as follows:

- Amanda Wills (External Independent Director)
- Thomas Vollmoeller (External Independent Director).
- Pedro López (Proprietary Director representing Permira)

### **Board of Directors**

The participation of the Board in the determination of remuneration is as follows:

- a) Reviewing the recommendations formulated by the RemCo and using the tools provided by the latter (statistical information, comparisons, etc.) in the preparation of proposals to be submitted to the General Meeting, (approvals or amendments of the Director Remuneration Policy and approvals of any maximum aggregate amount in cash or shares of remuneration for the Directors of the Board.)
- b) Post Shareholder approval, the Board will distribute and determine the individual remuneration for each Director at the proposal of the RemCo, taking into account at all times the functions and responsibilities attributed to each Director, their membership on the Committees of the Board, the responsibilities attributed to each Director and any other objective circumstances deemed relevant.

In addition to the foregoing, and with respect to Directors who perform executive functions in the Company, in accordance with the provisions of art.13.6 of the Articles of Association, the Board is the body responsible for approving the terms and conditions of the Executive Directors contracts.

Lastly, the Board, following a report from the RemCo, approves the Annual Director Remuneration Report, which is made available to shareholders and submitted to the General Meeting for a consultative vote as a separate item on the agenda.

### **General Shareholders' Meeting**

In accordance with article 13.3 of the Articles of Association and the current legislation, the General Meeting is the last and highest competent body to approve the DRP.

The role of the Shareholders General Meeting is to approve the DRP, the maximum aggregate remuneration to Directors in their capacity as such, and, the application of any remuneration systems involving the delivery of shares or share options, the approval of maximum number of shares that can be awarded during an exercise, the mechanism for calculating the price of those shares and the duration of the LTIP.

### **Remuneration and Nomination Committee (RemCo) - External Advisors**

The RemCo may request the Board to engage legal, accounting or financial advisors or other experts at the Company's expense. External advisors AON were engaged in FY25 by the RemCo for a benchmarking exercise of CEO Staff Members compensation. In FY26, as mentioned earlier, we engaged with major leading global provider of corporate governance and executive compensation advisory services.

**B.1.2 Explain any deviations from the established procedure for the application of the remuneration policy that have occurred during the year.**

There were no deviations from the established procedure for the application of the Director Remuneration Policy in fiscal year 2026.

**B.1.3 Indicate whether any temporary exceptions to the remuneration policy have been applied and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the company considers that these exceptions have been necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also quantify the impact that the application of these exceptions has had on the remuneration of each director during the year.**

No temporary exceptions to the Director Remuneration Policy have been applied during fiscal year 2026.

**B.2 Explain the different actions taken by the Company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adapting them to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to guarantee that the long-term results of the Company have been taken into consideration in the remuneration accrued and that a suitable balance has been attained between the fixed and variable components of the remuneration, the measures that have been adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and the measures that have been adopted to avoid conflicts of interest, if appropriate.**

As stated in section A, when proposing the policy for executive remuneration to the Board, the RemCo is mindful of the pay adjusted and employment conditions of employees as a whole, in particular when considering the level of any increase in the annual salary review for the CEO.

In the selection of performance measures the RemCo takes into account the Group's strategic objectives and short, medium and long-term business goals. Targets related to internal financial metrics are normally set in accordance with the Group's budget, for the annual bonus and long-term incentive plan, with the intention of ensuring alignment between the long term interests of the Company, and motivation and retention of key employees. In FY26 the Group used two non IFRS financial targets: Cash EBITDA less Capex and Cash Revenue Margin as they are considered by management to be a more representative measure of our ongoing operations and more aligned with our subscription business model. They are calculated in the following way:

- Cash Revenue Margin represents "Revenue Margin" plus the variation of the Prime deferred revenue corresponding to the Prime fees that have been collected and that are pending to be accrued. The Prime fees pending to be accrued are non-refundable and will be booked as revenue based on a gradual method (represents revenue which is recognised gradually over the period of the service agreement). Cash Revenue Margin provides a measure of the sum of the Revenue Margin and the full Prime fees generated in the period.
- Cash EBITDA-CAPEX:
  - Cash EBITDA represents "Adjusted EBITDA", plus the variation of the Prime deferred revenue corresponding to the Prime fees that have been collected and that are pending to be accrued. The Prime fees pending to be accrued are non-refundable and will be booked as revenue

based on a gradual method. Cash EBITDA provides to the reader a view of the sum of the ongoing EBITDA and the full Prime fees generated in the period.

- CAPEX: Capital Expenditure represents the cash outflows incurred during the period to acquire non-current assets such as property, plant and equipment, certain intangible assets and capitalisation of certain development IT costs, excluding the impact of any business combination. It provides a measure of the cash impact of the investments in non-current assets linked to the ongoing operations of the Group.

The metrics were updated to Cash based in order to align with the subscription business based reporting model the Company is now following, and to ensure performance is driven towards the achievement of long term objectives of; growing the subscriber base, product development, long term value creation, customer experience, and driving performance, motivation and retention of key employees.

For all performance measures, the threshold level of performance reflects the minimum acceptable outcome, and the maximum level of performance represents a very demanding but achievable outcome.

The LTIP was introduced in order to offer an attractive compensation package providing a motivational backdrop to strengthen continuity and development commitments, with and in the Company. So as to fulfill the double objective of incentivizing key employees to continue improving the Group's results in the future and retaining and motivating key personnel, 50% of the LTI plan rights granted are conditional upon the fulfillment of the financial targets set by the Company's Board in respect of the financial year, and the other 50% of the LTI plan rights granted are subject to being engaged by the Company during the relevant tranche of the plan.

The Director Remuneration Policy seeks to set appropriate maximum limits to any short or long-term variable remuneration, and establish suitable mechanisms to reconsider the payment of any deferred variable remuneration when a reformulation occurs that has a negative effect on the Company's consolidated annual accounts. This includes a Malus clause providing for the potential for total or partial cancellation of the payment of deferred variable remuneration if there is a reformulation of the annual accounts or a correction of non-financial dimensions or parameters upon which such remuneration was based.

**B.3. Explain how the remuneration accrued and consolidated in the financial year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the long-term and sustainable performance of the company. Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as the case may be, how the variations in the performance of the company have influenced changes in the remuneration of directors and how the latter contribute to the short- and long-term results of the Company**

For fiscal year 2026, the remuneration paid was in compliance with the Director Remuneration Policy, with appropriate remuneration having been paid to each of the Directors for belonging to the Board and to the various Committees, and for the offices held by each one of them. For the Executive Directors, the proportion of variable term compensation as a percentage of the total remuneration package, and the variable targets set, are such to ensure heavy alignment with Group performance.

**Short Term Incentive (Annual Bonus)**

For reference, the objectives and corresponding achievement levels for each metric used in determining the company's overall performance are detailed below.

Type	Objective	Weight	Achievement	Target
Financial/Volume	Cash EBITDA	20%	157M/ 73.0%	215.0M
	Number of Prime Subscribers	20%	7,906M/ 65.1%	8,250M
	Strategic Objective Related to Bookings	20%	81.5%	confidential
Customer Satisfaction	NPS	20%	>50/ 96.2%	confidential
Employee Satisfaction/ESG	Internal ESG survey	20%	98.9%	90%

For the FY26 Group Annual Bonus, the Board, following the proposal of the RemCo approved the Company performance metrics achievement for those with 5 objectives of 79.00% and those with the additional objective of eDOer experience of 82.90%. The latter value applies to the Executive Directors.

Acknowledging that original budget targets were not met, the Board following the proposal of the RemCo, approved an individual performance rating of 80% for both the CEO and the CFO, which recognises effective execution of the strategic pivot while remaining disciplined in the context of below-budget financial outcomes.

As a result of the disciplined approach taken by the Board in determining FY26 variable remuneration, the actual STI payouts represented approximately 66% of target levels, a 34% reduction from the on-target outcome. Combined with the LTIP outcomes, this resulted in a total remuneration reduction of 18.3% for the CEO and 16.2% for the CFO compared to FY25, demonstrating the Company's commitment to robust pay-for-performance alignment.

- **Dana P. Dunne:**

- Bonus amount: €464,101 gross, representing 9.5% of total annual remuneration.

- **David Elízaga Corrales:**

- Bonus amount: €184,426 gross, representing 11.9% of total annual remuneration.

**Long Term Incentive (LTIP)****LTIP 2019**

Out of the 575,000 initial rights for the CEO and 150,000 rights for the CFO, after the performance period (FY23 – FY25), and in light of the level of achievement of the performance metrics, the final number of

rights to be converted into shares was 543,260 for the CEO and 141,720 for the CFO. The performance metrics and the level of achievement were the following:

Metric	Weight	Level of Achievement
Cash Revenue Margin	50%	92%
EBITDA less Capex	50%	86%

The level of achievement corresponding to the fourth award LTIP-2019 which was 94.48% reflects the weighted contribution of the two components of the plan: RSU (100%) and PSU (88.96%)

The 88.96% PSU achievement represents the weighted average of the two financial metrics: Cash Revenue Margin (92%) and EBITDA less Capex (86%). The 11.04% shortfall against full target translated into 31,740 unvested rights for the CEO and 8,280 unvested rights for the CFO, which were forfeited, demonstrating the effective operation of the plan's performance gating mechanism.

## LTIP 2022

The initial number of rights for the CEO and the CFO corresponding to the first, second, third and fourth award of the LTIP-2022 were the following:

Executives	Award Type	Vesting Award	Rights	Vesting Date
Dana Dunne (CEO)	50% PSU, 50% RSU	1st Award	733,582	FY27
Dana Dunne (CEO)	50% PSU, 50% RSU	2nd Award	575,000	FY28
Dana Dunne (CEO)	50% PSU, 50% RSU	3rd Award	593,947	FY29
David Elízaga Corrales (CFO)	50% PSU, 50% RSU	1st Award	179,849	FY27
David Elízaga Corrales (CFO)	50% PSU, 50% RSU	2nd Award	150,000	FY28
David Elízaga Corrales (CFO)	50% PSU, 50% RSU	3rd Award	154,943	FY29

The performance metrics for the awards are Cash EBITDA less Capex and Cash Revenue Margin.

In detail, the long term variable compensation earned for fiscal year ended 31st March, 2026 was:

- **Dana P. Dunne:**

### LTIP 2019

- During financial year ended on 31 March 2026, the CEO received 543,260 rights corresponding to the fourth award of the LTIP-2019 which were converted into eDreams ODIGEO shares with a gross valuation of €3,455,112 (net return after tax €2,625,134) at the time of the conversion, which represented 70.69% of total remuneration. Out of the target

amount: 31,740 rights were not converted into shares because 88.96% of the performance target had been achieved.

- The Company retained from the number of total shares vested, an equivalent number of shares to pay the tax retention applicable to the CEO.

#### LTIP 2022

- During the financial year ended March 31, 2026, the CEO received 593,947 rights over eDreams ODIGEO shares corresponding to the third award of the LTIP-2022. The final number of rights as adjusted after the performance period will be converted into shares and delivered as follows: one third will be delivered in August 2028, one third will be delivered in November 2028 and one third will be delivered in February 2029.
- The CEO received 158,582 rights over eDreams ODIGEO shares under the first award of the LTIP 2022. In accordance with the remuneration policy, the Board of Directors approved that the CEO's FY25 bonus, which amounted to €997,161.4, was fully converted into 126,865 long-term rights under the first award of the LTIP-2022. This conversion is within the limits approved by the AGM. The additional rights will be subject to the performance period and delivery schedule corresponding to the first award and, therefore, will be converted into shares and delivered in three equal installments in August 2026, November 2026, and February 2027, subject to the plan's standard terms and conditions.

- **David Elízaga Corrales:**

#### LTIP 2019:

- During the financial year ended on 31 March 2026, the CFO received 141,720 rights corresponding to the fourth award of the LTIP 2019 which were converted into eDreams ODIGEO shares with a gross valuation of €901,334 (net return after tax €613,533) at the time of the conversion, which represented 58.16% of total remuneration. Out of the target amount, 8,280 rights were not converted into shares because 88.96% of the performance target had been achieved.
- The Company retained from the number of total shares vested, an equivalent number of shares to pay the tax retention applicable to the CFO..

#### LTIP 2022

- During the financial year ended March 31, 2026, the CFO received 154,943 rights over eDreams ODIGEO shares under the LTIP 2022. corresponding to the third award of the LTIP-2022. The final number of rights as adjusted after the performance period will be converted into shares and delivered as follows: one third will be delivered in August 2028, one third will be delivered in November 2028 and one third will be delivered in February 2029.
- The CFO received 29,849 rights over eDreams ODIGEO shares under the first award of the LTIP 2022. In accordance with the remuneration policy, the Board of Directors approved that 50% of the CFO's FY25 bonus, which amounted in total to €375,379.1, was converted into long-term rights under the first award of the LTIP-2022. Consequently, €187,689.55 was converted into 23,879 long-term rights under the first award of the LTIP-2022. This conversion is within the limits approved by the AGM. The additional rights will be subject to

the performance period and delivery schedule corresponding to the first award and, therefore, will be converted into shares and delivered in three equal installments in August 2026, November 2026, and February 2027, subject to the plan's standard terms and conditions.

Variable compensation accounts for 80.19% of the CEO's total remuneration and 70.06% of the CFO's total remuneration.

To date as at the end of Fiscal Year 2026 neither of the Executive Directors has sold any shares received under either of the LTIPs other than to cover related tax obligations

#### **B.4. Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes against that may have been cast.**

The Annual Director Remuneration Report for fiscal year 2025 was submitted for consultative vote at the Annual General Meeting on 9th July 2025, as agenda item number 9, with the following outcome:

	Number	% of total
<b>Votes cast</b>	45,838,495	35.922%

	Number	% of votes cast
<b>Votes against</b>	10,966,917	23.925%
<b>Votes in favor</b>	34,871,578	76.075%
<b>Votes in blank</b>	0	0%
<b>Votes withheld (abstentions)</b>	0	0%

#### **B.5. Explain how the fixed components accrued and consolidated during the year by the directors in their capacity as such have been determined, their relative proportion for each director and how they have varied from the previous year.**

The total remuneration of the Directors remains within the limits approved in the DRP approved in September 2024.

The fixed components accrued by the Directors (excluding remuneration of Executive Directors for performance of executive duties, or advisory or specific duties by the Director not inherent in the position), did change with respect to that of the previous year (from €50,000/year to €70,000/year as independent Board members). Only Independent Directors received remuneration in their capacity as such, 100% of this remuneration was fixed.

The remuneration of the Members of the Board for exercising non-executive functions was:

a) For membership of the Board

- Chair of the Board: €125,000/year.
- Independent Board Member: €70,000/year.
- Proprietary Directors and Executives for their condition of Directors: 0€/year

## b) Other

- Committee Chair: €20,000/year

**B.6. Explain how the salaries earned were determined during the financial period ended for each Executive Director for exercising their management functions, and how they have varied with respect to the previous year.**

In fiscal year 2026, the salaries for the two Executive Directors were determined in accordance with the DRP and with their respective contracts. No circumstances arose during the fiscal year that required the need to award any severance payments to the Directors.

**B.7. Explain the nature and the main characteristics of the variable components of the remuneration systems accrued in the year ended.****In particular:**

- Identify each one of the remuneration plans that have determined the different types of variable remuneration accrued by each of the Directors in the year ended, including information on their scope, their date of approval, their date of incorporation, the periods of accrual and validity, the criteria used to evaluate performance and how this has affected the establishment of the variable amount accrued, as well as the measurement criteria used and the period necessary to be in a position to suitably measure all the conditions and criteria stipulated.
- In the case of share options and other financial instruments, the general characteristics of each plan will include information on both the conditions to acquire unconditional ownership (consolidation) and to exercise these options or financial instruments, including the price and term to exercise them.
- Each one of the Directors, together with their category (Executive Directors, Proprietary External Directors, Independent External Directors and other external Directors), who is a beneficiary of remuneration systems or plans that include variable remuneration.
- As the case may be, information is to be provided on periods for the accrual or deferment of payment applied and/or the periods for withholding/unavailability of shares or other financial instruments, if they should exist.

**Explain the short-term variable components of the remuneration systems:**

Of the Board members, only the two Executive Directors are eligible for short term variable compensation, in the form of the Group Annual Bonus Plan. The terms and conditions of this variable remuneration scheme, including its scope, accrual and validity periods, criteria used to evaluate performance and reflection thereof in the setting of the accrued variable amount, criteria and measurement periods are described in sub-section six of section A.1 above and in B3.

**Explain the long-term variable components of the remuneration systems:**

The Executive Directors are the only Board members eligible for long-term variable remuneration which comprises LTIP 2019 (approved by the shareholders on 30<sup>th</sup> September 2019) and LTIPs 2022 (approved by the shareholders on 20<sup>th</sup> September 2022).

The terms and conditions of the incentive plans, including scope, accrual and validity periods, criteria used to evaluate performance and the reflection thereof in the setting of the accrued variable amount, criteria and measurement periods are described in sub-section six of section A.1 above. The sums accrued in fiscal year are stated in section B.3 above.

**B.8. Indicate whether certain variable components have been reduced or clawed back when, in the case of the former, payment has been consolidated and deferred or, in the case of the latter, consolidated and paid, on the basis of data that have subsequently proved to be inaccurate. Describe the amounts reduced or clawed back through the application of the reduction or claw-back clauses, why they were implemented and the years to which they refer.**

The data used as the basis for calculating the variable remuneration was approved by shareholders at the General Meeting and by the external auditor. No inaccuracies or restatements were reported and as a result there were no circumstances requiring the hypothetical application of the contractual claw-back clauses.

**B.9 Explain the main characteristics of the long-term savings systems where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit that are financed, totally or partially, by the Company, whether through internal or external contributions, indicating the type of plan, whether it is a defined contribution or benefit, the contingencies covered, the conditions to consolidate economic rights for Directors and their compatibility with any type of severance pay for early termination or termination of the contractual relationship between the Company and the Director.**

There are no plans with these characteristics.

**B.10. Explain, as the case may be, the compensation or any other type of payment as a result of early termination, whether voluntary by the Company or the Director, or due to the contract coming to an end, under the terms set forth in the same, accrued and/or received by the Directors during the financial year ended.**

No payment of this type was made in fiscal year 2026.

**B.11. Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as Executive Directors, and, where appropriate, explain such changes. In addition, explain the main conditions of the new contracts signed with Executive Directors during the year, unless these have already been explained in Section A.1.**

There were no significant changes in any contracts of persons exercising management functions as Executive Directors in fiscal year FY26.

**B.12. Explain any supplementary remuneration accrued by Directors as consideration for services rendered outside of their post.**

There was no remuneration of this kind during fiscal year 2026.

**B.13. Indicate any payment in the form of advances, loans and guarantees, indicating the interest rate, key features and any amounts repaid, as well as the obligations assumed on their behalf as security.**

There was no remuneration of this kind during fiscal year 2026.

**B.14. Detail the remuneration in cash paid to Directors during the financial year, briefly explaining the nature of the different salary components.**

There was no remuneration of this kind during fiscal year 2026.

**B.15. Explain the remuneration earned by the Director in virtue of the payments made by the listed company to a third party in which the Director provides services, when said payments are made to remunerate the Director's services in the Company.**

There is currently no remuneration to be accrued by Directors by virtue of payments made by the Company to a third-party company in which a Director provides services, when the purpose of said payments is to remunerate this Director's services in the company.

**B.16. Explain and detail the amounts accrued during the year in relation to any other type of remuneration, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true and fair view of the total remuneration accrued by the Director, explaining the amount granted or pending payment, the nature of the consideration received and the reasons why it would have been considered, as the case may be, that it does not constitute remuneration to the Director in their capacity as such or in consideration for the performance of their executive duties, and whether or not it has been considered appropriate to include it among the amounts accrued in the "other items" section of section C.**

There was no remuneration of this kind during fiscal year 2026.

### C. BREAKDOWN OF INDIVIDUAL REMUNERATION ACCRUED BY EACH OF THE DIRECTORS

Name	Type	Year period ended March 2026
Thomas Vollmoeller	Independent (Chair)	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Carmen Allo	Independent	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Amanda Wills	Independent	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Laurence Berman	Independent	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Dana P. Dunne	Executive (CEO)	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
David Elízaga	Executive (CFO)	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Benoît Vauchy	Proprietary	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026
Pedro López	Proprietary	From 1 <sup>st</sup> April 2025 to 31 <sup>st</sup> March 2026

C.1. Complete the following tables regarding the individualized remuneration of each of the Directors (including remuneration for the performance of executive duties) accrued during the financial year.

a) Remuneration accrued at the Company that is the subject of this report:

i) Compensation in Cash (in thousands of €)

	Fixed remuneration	Per diem allowances	Remuneration for membership of Board Committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other	Total in FY26	Total in FY25
Thomas Vollmoeller	70.00	-	-	-	-	-	-	143.11	213.111	197.22
Amanda Wills	70.00	-	-	-	-	-	-	20.00	90.00	90.00
Carmen Allo	70.00	-	-	-	-	-	-	1.89	71.89	87.78
Laurence Berman	70.00	-	-	-	-	-	-	-	70.00	35.76

**Note:**

**Thomas Vollmoeller**

As per Appointment Letter: An annual gross fee of €70K, plus an additional €125K, in consideration of his role as Chair of the Board, and €18,11k for the role of Chair of the Audit Committee until 25<sup>th</sup> February 2026.

**Carmen Allo**

As per Appointment Letter: An annual gross fee of €70K, plus the prorated remuneration in consideration of her role as Chair of the Audit Committee since the 26<sup>th</sup> of February 2026.

**Amanda Wills**

As per Appointment Letter: An annual gross fee of €70K, plus an additional amount of €20K for her role as Chair of the Remuneration and Nominations Committee.

**Laurence Berman**

As per Appointment Letter: An annual gross fee of €70K.

**ii) Table of movements in share-based remuneration schemes and net return on consolidated shares or financial instruments**

Name of the Plan	Financial instruments at start of FY t		Financial instruments granted during FY t		Financial instruments consolidated during FY t				Instruments mature but not exercised	Financial instruments at end of financial year t	
	No. of instruments	Equivalent no. of shares	No. of instruments	Equivalent no. of shares	No. of instruments	Equivalent/ consolidated no. of shares	Price of consolidated shares	Net Return (thousands of €)	No. of instruments	No. of instruments	Equivalent no. of shares
N/A	-	-	-	-	-	-	-	-	-	-	-

**iii) Long-term savings systems**

Company contribution during the year (thousands €)		Accumulated funds (thousands €)	
Year ended March 2026	Year ended March 2025	Year ended March 2026	Year ended March 2025
N/A	N/A	N/A	N/A

## iv) Other benefits:

Name	Concept	Remuneration amount
N/A	N/A	N/A

## b) Remuneration earned by the Company's Directors for their membership of Boards of other Group companies:

## i) Cash remuneration (in thousands of €)

	Fixed remuneration	Per diem allowances	Remuneration for membership of Board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other	Total in FY26	Total in FY25
Dana P. Dunne	-	-	-	969	464	-	-	-	1,433	1,896
David Elízaga Corrales	-	-	-	464	184	-	-	-	648	783

**Note:****Cash remuneration:**

Executive Directors do not receive any remuneration for serving as Board Members of any of the Companies of the Group. The remuneration reported under this section relates to the remuneration earned for performance of their executive duties. It is reported in this section as it is paid by one of the Group Companies.

ii) Table of movements in share-based remuneration schemes and net return on consolidated shares or financial instruments

	Name of the Plan	Financial instruments at start of financial year 2026		Financial instruments granted during financial year 2026		Financial instruments consolidated during financial year 2026				Instruments mature but not exercised	Financial instruments at end of financial year 2026	
		No. of instruments	Equivalent no. of shares	No. of instruments	Equivalent no. of shares	No. of instruments	Equivalent/consolidated no. of shares	Price of consolidated shares	Return on consolidated shares (K €)	No. of instruments	No. of instruments	Equivalent no. of shares
Dana Dunne	LTIP2019	575,000	575,000	-	-	287,500 85,253 85,253 85,254	287,500 85,253 85,253 85,254	6.440 8.590 7.400 2.820	3,455	31,740	0	0
Dana Dunne	LTIP2022	1,150,000	1,150,000	752,529	752,529	-	-	-	-	-	1,902,529	1,902,529
David Elízaga	LTIP2019	150,000	150,000	-	-	75,000 22,240 22,240 22,240	75,000 22,240 22,240 22,240	6.440 8.590 7.400 2.820	901	8,280	0	0
David Elízaga	LTIP2022	300,000	300,000	184,792	184,792	-	-	-	-	-	484,792	484,792

**Comments**

The shares granted are from the parent Company eDreams ODIGEO, as part of the long term incentive plan described A1.6

LTIP PLAN 2019:

Price of 6.44 €/share (April 25), 8.59 €/share (Sept 2025), 7.4 €/share (November 2025) and 2.82€/share (February 2026)

Note Dana Dunne:

31,740 rights have not been converted into shares because 100% of the performance target has not been reached

Note David Elízaga:

8,280 rights have not been converted into shares because 100% of the performance target has not been reached.

The Company retained from the number of total shares vested, an equivalent number of shares to pay the tax retention applicable to each member. As at 31st March, 2026, the Company retained Dana Dunne 130,510 shares (€829,978 ) and David Elízaga 44,839 shares (€287,802).

## LTIPlan2019

1st Tranche rights → the exercise date was 1/3 August 2022, 1/3 November 2022 and 1/3 Feb 2023.

2nd Tranche rights → the exercise date was 1/3 August 2023, 1/3 November 2023 and 1/3 Feb 2024.

3rd Tranche rights → the exercise date was 1/3 August 2024, 1/3 November 2024 and 1/3 Feb 2025.

4rd Tranche rights → the exercise date was 1/2 April 2025, 1/3 September 2025, 1/3 November 2025 and 1/3 Feb 2026.

## LTIPlan2022

1st Tranche rights → the exercise date will be 1/3 August 2026, 1/3 November 2026 and 1/3 Feb 2027.

2nd Tranche rights → the exercise date will be 1/3 August 2027, 1/3 November 2027 and 1/3 Feb 2028.

3rd Tranche rights → the exercise date will be 1/3 August 2028, 1/3 November 2028 and 1/3 Feb 2029.

4th Tranche rights → the exercise date will be 1/3 August 2029, 1/3 November 2029 and 1/3 Feb 2030.

iii) **Long-term savings schemes** N/a

iv) **Details of other items** N/a

c) **Summary of remuneration (in thousands €)**

	Remuneration accrued at the Company					Remuneration accrued at Group Companies				
	Total Cash Remuneration	Net return on consolidated shares or financial instruments	Remuneration for savings schemes	Remuneration for other items	Total Fiscal Year 2026 Company	Total Cash Remuneration	Return on consolidated shares or financial instruments	Remuneration for savings schemes	Total Fiscal Year 2026 Group	Total Fiscal Year 2026 Company+Group
Dana P. Dunne	-	-	-	-	-	1,433	3,455	-	4,888	4,888
David Elízaga	-	-	-	-	-	648	901	-	1,549	1,549
Thomas Vollmoeller	213	-	-	-	213	-	-	-	-	213
Amanda Wills	90	-	-	-	90	-	-	-	-	90
Carmen Allo	72	-	-	-	72	-	-	-	-	72
Laurence Berman	70	-	-	-	70	-	-	-	-	70
<b>Total</b>	<b>445</b>	-	-	-	<b>445</b>	<b>2,081</b>	<b>4,356</b>	-	<b>6,437</b>	<b>6,882</b>

**C.2 Indicate the changes over the last five years in the amount and percentage change in the remuneration earned by each of the listed company's directors during the year, the consolidated results of the company and the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.**

**Total amounts accrued and % annual change**

	FY26	% change FY26/FY25	FY25	% change FY25/FY24	FY24	% change FY24/FY23	FY23	% change FY23/FY22	FY22
Dana P. Dunne	4,888	-18.33%	5,985	8.54%	5,514	57.09%	3,510	-37.59%	5,624
David Elízaga	1,549	-16.27%	1,850	8.19%	1,710	48.44%	1,152	-37.66%	1,848
Thomas Vollmoeller	213	8.12%	197	12.57%	175	0%	175	0%	175
Amanda Wills	90	0.00%	90	28.57%	70	0%	70	0%	70
Carmen Allo	72	-18.18%	88	25.71%	70	0%	70	0%	70
Laurence Berman	70	94.44%	36	-	0	-	0	-	0
Benoît Vauchy	0	-	0	-	0	-	0	-	0
Pedro López	0	-	0	-	0	-	0	-	0
<b>Consolidated results of the company</b>	<b>52,218</b>	<b>15.87%</b>	<b>45,067</b>	<b>39.28%</b>	<b>32,358</b>	<b>174.67%</b>	<b>-43,337</b>	<b>34.21%</b>	<b>-65,869</b>
<b>Average employee remuneration</b>	<b>71</b>	<b>0%</b>	<b>71</b>	<b>1.43%</b>	<b>70</b>	<b>14.75%</b>	<b>61</b>	<b>-16.44%</b>	<b>73</b>

**Observations:**

Note: The changes year on year in average compensation are explained below;

- i. The increase in average remuneration during FY25 (t1) was due primarily to the valuation of the LTI rights based compensation. (In FY25 the ave.price at time of delivery of €7.24, compared to an ave. price in FY24 of €6.65), coupled with an increase in the number of rights consolidated.
- ii. The increase in average remuneration during FY24 (t2) was due primarily to the valuation of the LTI rights based compensation. (In FY24 the ave.price at time of delivery of €6.65, compared to an ave. price in FY23 of €5.20), coupled with an increase in the number of rights consolidated.
- iii. In FY23 (t3) there was a general decrease in average remuneration due primarily to the decrease in valuation of the LTI rights based compensation. (In FY23 ave. price at time of delivery of €5,20 and compared to an ave. price in FY22 of €7.35)
- iv. FY22 (t4) LTI rights based compensation increased significantly in value as the share price more than doubled (FY22 ave.price at time of delivery of €7.35, compared with an ave. price in FY21 of €3.29).

## D OTHER INFORMATION OF INTEREST

If there are any significant aspects regarding director remuneration that could not be included in the other sections of this report, but should be included in order to provide more complete and well-reasoned information regarding the remuneration structure and practices of the Company with respect to its directors, briefly describe them.

### Section A.1.6 – Share plan

"RSUs Rights" means 50% of the eDreams ODIGEO rights granted in each relevant Tranche and Delivery Date, only subject to being engaged with the Company during the relevant Tranche.

### Section C1a.ii. Share-based remuneration systems

- In the section "Financial instruments granted during financial year t" the numbers reported refer to rights to acquire a number of shares of the parent company eDreams ODIGEO at zero cost under the LTIP (described in detail in section above).
- In the section "Financial instruments consolidated during financial year t", the numbers reported refer to the rights delivered and converted into shares.
- In the section "Financial instruments at end of financial year t", the numbers reported refer to the rights at the beginning of the fiscal year *plus* rights assigned during the fiscal year *less* rights exercised (converted into shares) during the fiscal year.

This annual remuneration report has been approved by the Board of Directors of the company on:  
26/05/2026

Indicate whether any Directors voted against or abstained from voting on approval of this Report.

Yes      X No