Audit Committee Report on Auditor Independence FY26

eDreams ODIGEO
Calle Lopez de Hoyos, 35,
28002 (Madrid)

FY26 eDreams ODIGEO REPORT OF THE AUDIT COMMITTEE CONCERNING THE INDEPENDENCE OF THE EXTERNAL AUDITORS IN COMPLIANCE WITH THE PROVISIONS OF ARTICLE 529 QUATERDECIES 4.f) OF THE CORPORATE ENTERPRISES ACT

1. Introduction

The Audit Committee, for the meeting held on 21st May, 2026, chaired by Carmen Allo and attended by all of its members, has prepared the FY26 Annual Report on Auditor Independence, in which an opinion is expressed on the independence of the auditors, for submission to the Board of Directors for approval.

The Audit Committee Terms of Reference commit in Chapter 7.2.c to: "*Issue on an annual basis, prior to the issuance of the audit report, a report containing an opinion regarding whether the independence of auditors and audit firms has been compromised. This report must contain, in all cases, a detailed evaluation of the provision of each and every additional service, considering each service individually and jointly, separate to the legal audit and in relation to the system of independence and regulations governing audit activities.*"

2. Committee Report

2.1 Information from the external auditor

As per the proposal of the Board of Directors and following the positive endorsement of the Audit Committee, the Annual Shareholders General Meeting held on July 9th, 2025, renewed the mandate of Ernst & Young, S.L. as the Company's Auditors for the fiscal year starting on 1st April 2025 and ending on 31st March 2026. The decision was approved by 99.988% of the capital present or represented at the General Meeting.

This represents the tenth consecutive year in which Ernst & Young, S.L. has acted as the auditor for the eDreams ODIGEO Group. In view of the expiration of the maximum initial period of 10 years established by the Audit Act and EU Regulation 537/2014, the Audit Committee formally launched a public selection process (tender) during fiscal year 2026, with the purpose of selecting the external auditor for the fiscal year ending March 31, 2027 and future years, in a transparent and competitive way, in line with recommended best practices of corporate governance. The Committee has recommended the reappointment of Ernst & Young, S.L. for a new three-year term, subject to approval at the July 2026 AGM.

In relation to the rotation of the signing partner, applicable regulations require that for listed companies, the lead audit partner must be rotated every five years. For these purposes, this fiscal year is the fifth year in which Mr. Albert Closa acts as the signing partner of the eDreams ODIGEO Group's audit report.

2.1.1 Internal Safeguards

The Audit Committee has verified that Ernst & Young, S.L. applies rigorous internal independence policies. Specifically, the Committee confirmed that the fees paid by eDreams ODIGEO do not represent a significant percentage of EY's total revenue, ensuring there is no economic dependence.

In accordance with current legislation, the Committee has received written confirmation from Ernst & Young, S.L. of their independence. Furthermore, the auditor has confirmed that no circumstances or issues were identified during FY26 that could pose a threat to their independence or be considered a cause of legal incompatibility.

2.2. External auditor services and fees

In accordance with Article 5.1 of EU Regulation 537/2014 regarding restrictions on Non-Audit Services (NAS), the Audit Committee has approved/monitored the fees paid to Ernst & Young, S.L. for the fiscal year 2026.

- Statutory Audit Fees: Fees for the audit of accounts totaled €365K. These fees were fixed prior to the commencement of the engagement and were not contingent upon or influenced by other services.
- Non-Audit Services (NAS) Fees: Fees for permitted non-audit services totaled €238K, representing 39.5% of the total fees paid to the auditor during this period. These services included corporate transaction support, validation of the non-financial information report (NFIR), Assurance of financial information and tax declaration reviews.

While the NAS fees represent 39.5% of the total fees for the current period, this figure remains significantly below the 70% cap established by Article 4.2 of EU Regulation 537/2014 (calculated based on the three-year average of statutory audit fees). The Audit Committee concludes that the nature of these services does not compromise the auditor's independence or objectivity.

The fees by eDreams ODIGEO entity are detailed below:

Description	eDreams ODIGEO (in K€)	Group Entities (in K€)	Total (in K€)	% of total fees
Pure statutory audit fees	**106**	**259**	**365**	**60.5%**
Services in connection with Corporate transactions	185	.	185	
Non Financial Information Verification Report	25	-	25	
Assurance of financial information for annual ATOL license renewal process.	-	23	23	
Tax Declaration Review	-	5	5	
Other Permitted Non Audit Services	**210**	**28**	**238**	**39.5%**
Total	**316**	**287**	**603**	

The fees by EY entity providing the services are detailed below:

Description	EY SL (in K EUR)	EY Network (in K EUR)	Total (in K EUR)
Pure statutory audit fees	**272**	**93**	**365**
Services in connection with Corporate transactions	185	.	185
Non Financial Information Verification Report	25	-	25
Assurance of financial information for annual ATOL license renewal process.	-	23	23
Tax Declaration Review	-	5	5
Other Permitted Non Audit Services	**210**	**28**	**238**
Total	**482**	**121**	**603**
% of total fees	**79.93%**	**20.07%**	

3. <u>Conclusions:</u>

Based on the facts above, the Audit Committee has concluded that, through its specific work during fiscal year 2026 (FY26):

- **Auditor Independence:** The auditor acted in full adherence to the independence rules established under current auditing regulations.
- **Additional Services:** The non-audit services provided during the year:
    - Have been deemed not to have caused potential conflicts of interest under the Audit Act;
    - Do not represent a significant percentage of the external auditor's total annual turnover pursuant to the Audit Act; and
    - Have reasonably justified fees that do not exceed applicable market rates.
- **Mandatory Rotation:** The Committee proactively addressed the 10-year mandatory rotation limit by conducting a formal tender process during FY26. This resulted in the recommendation to reappoint Ernst & Young, S.L. as statutory auditors for a new three-year term, subject to approval at the July 2026 AGM.
- There are no aspects that could reasonably be considered to violate auditing regulations regarding auditor independence or the provision of additional related services.

The Audit Committee concludes that, to the best of its knowledge and belief, the independence of the external auditor, Ernst & Young, S.L., for the fiscal year ended March 31st, 2026, remains uncompromised.

Spain, May 2026

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