

ONLINE VACATION CENTER HOLDINGS CORP.
OFFER TO PURCHASE
UP TO 400,000 SHARES OF COMMON STOCK
July 17, 2024

Online Vacation Center Holdings Corp. (the “**Company**,” “**ONVC**,” “**we**” or “**us**”) is offering to purchase (the “**Offer**”) up to 400,000 (subject to increase in our sole discretion) shares of common stock, par value \$0.001 per share, of the Company (the “**Shares**”) from its shareholders at a purchase price of \$1.50 per share in cash, less any applicable withholding taxes and without interest. Participation in the Offer is voluntary. To participate in the Offer, you must properly tender your eligible shares to the Company prior to **5:00 p.m., Eastern Time, on August 30, 2024**, unless we extend the period of time the Offer is open (the “**Expiration Time**”). We are making this Offer upon the terms and subject to the conditions described in this Offer.

The following summarizes the principal terms of the Offer:

- **Purchase Price.** We are offering to purchase up to 400,000 shares of common stock from our shareholders at a price of \$1.50 per share to the selling shareholder in cash, less any applicable withholding taxes and without interest. We may, in our sole discretion, increase the total number of Shares purchased in the Offer.
- **Eligible Shares.** Subject to the terms and conditions set forth herein, all shares of Common Stock that you hold are eligible for purchase in the Offer and the first 500 shares tendered by each shareholder will be accepted and not subject to proration.
- **Proration.** If the number of Shares properly tendered and not properly withdrawn prior to the Expiration Time exceeds 400,000 Shares, we may, in our sole discretion, increase the total number of Shares purchased in the Offer. If we do not elect to increase the total number of Shares purchased in the Offer, we will purchase all Shares properly tendered and not properly withdrawn, on a pro rata basis, with appropriate adjustments to avoid purchases of fractional Shares, until it has purchased Shares resulting in an aggregate purchase of 400,000 Shares. Notwithstanding the foregoing, the first 500 Shares tendered by each shareholder will be accepted and not subject to proration and the Company will, if necessary, increase the total number of Shares purchased in the Offer to accommodate the foregoing.
- **Offering Period.** The Offer and withdrawal rights will expire at the Expiration Time.
- **No Financing or Minimum Tender Requirement.** This Offer is not conditioned upon the receipt of financing or any minimum number of Shares tendered. The Offer is, however, subject to other terms and conditions described in Section 6.
- **Voluntary Election.** Participation in the Offer is voluntary. There is no requirement to sell your shares.
- **Withdrawal of Election.** You may change your mind after you have tendered your Shares and withdraw the tendered Shares from the Offer at any time before the Expiration Time. However, you will be bound by the last properly submitted Letter of Transmittal or withdrawal form prior to the Expiration Time.

Our common stock is traded on the OTC Pink Market under the symbol "ONVC." On July 16, 2024, the last trading day before the commencement of this Offer, the closing price of our common stock was \$1.30 per share. You should obtain current market quotations for our common stock before deciding whether to tender any of your shares to the Company.

You should direct questions about the Offer or requests for assistance to Stephen Rudner, our President, at telephone number (954) 377-6400, by regular mail at 2307 W. Broward Blvd., Ste 400, Fort Lauderdale, FL 33312 or by email address at investorrelations@onlinevacationcenter.com.

This Offer has not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the fairness or merits of the Offer or upon the accuracy or adequacy of the information contained in this Offer. Any representation to the contrary is a criminal offense.

IMPORTANT

If you wish to tender any of your shares for sale pursuant to this Offer, you must complete a Letter of Transmittal (a copy of which is attached hereto as Annex A) in accordance with its instructions, and deliver it and any certificates evidencing such shares to Manhattan Transfer Registrar Company ("Transfer Agent"), at the address set forth below. All required documents must be received by the Expiration Time.

**Manhattan Transfer Registrar Company
One Grand Central Place
60 East 42nd Street, Suite 1201
New York, NY 10165
Email: requests@mtrco.com
Phone Number: 1-877-645-8691 (Toll Free)**

The decision to participate in the Offer is completely voluntary and is an individual one that should be based on a variety of factors. You should consult with your own personal advisors if you have any questions about your financial or tax situation. **We have not authorized any person to make any recommendation on our behalf as to whether you should participate in the Offer.**

We are not making this Offer, nor will we accept any tender of shares from or on behalf of, shareholders in any jurisdiction in which the Offer or the acceptance of any tender of shares would not be in compliance with the laws of, or the rules of any regulatory authority in, such jurisdiction. However, we may, in our sole discretion, take any actions necessary for us to make this Offer to shareholders in any such jurisdiction.

You should rely only on the information contained in this document or any other document to which we have referred you. We have not authorized anyone to give you any information or to make any representation in connection with this Offer other than the information and representations contained in this document or any other document to which we have referred

you. If any other person makes any recommendation or representation to you or gives you any information, you must not rely upon that recommendation, representation or information as having been authorized by us.

You should not assume that the information provided in this document is accurate as of any date other than the date of this Offer to exchange. This document summarizes various documents and information. These summaries are qualified in their entirety by reference to the documents and information to which they relate.

TABLE OF CONTENTS

	<u>Page</u>
Summary Term Sheet	3
Terms of the Offer.	6
Purpose of the Offer.	7
Procedure for Tendering Shares.	9
Withdrawal Rights.	12
Purchase of Shares and Payment of Purchase Price.	13
Conditions of the Offer.	14
Price Range of the Shares.	15
Certain Information Concerning the Company.	16
Interests of directors and officers.	17
No Tax Advice	17

SUMMARY TERM SHEET

The following are answers to some of the questions that you may have about this Offer. We urge you to read carefully the remainder of this Offer because the information in this summary is not complete, and additional important information is contained in the remainder of this Offer.

General Questions About The Offer

Q1. What is the Offer?

We are offering to purchase up to 400,000 Shares from our shareholders at a purchase price per Share equal to \$1.50 in cash, less any applicable withholding taxes and without interest. We may, in our sole discretion, increase the total number of Shares purchased in the Offer. If we increase the number of Shares purchased in the Offer, we will issue a press release or other public announcement disclosing the increase no later than the next business day following the decision by the Company to do the same.

Q2. Why is the Company making the Offer?

Our Board of Directors determined that the Offer is a prudent use of the Company's financial resources. The Company believes that the Offer represents an efficient way to return capital to shareholders who wish to receive cash for all or a portion of their Shares. The Offer provides shareholders with an opportunity to obtain liquidity with respect to all or a portion of their Shares. The Offer also provides shareholders with an efficient way to sell their Shares without incurring most broker's fees or commissions associated with open market sales.

Q3 Are you making any recommendation as to whether I should sell my Shares?

No. We are not making any recommendation as to whether you should sell your Shares. You must make your own decision as to whether or not to accept the Offer. For questions regarding personal tax or other implications of participating in this Offer or other investment-related questions, you should talk to your own legal counsel, accountant and/or financial advisor.

Q4 Are there any conditions to the Offer?

Participation in this Offer to sell your shares to the Company is completely voluntary. The completion of this Offer is subject to a number of customary conditions that are described herein. If any of these conditions are not satisfied at any time on or after the date this Offer begins, and prior to our providing written notice to the shareholders generally of our acceptance of their Offer to sell their shares, we may terminate this and will not be obligated to accept and purchase any properly tendered shares. Prior to our providing written notice to the shareholders generally of our acceptance of our Offer, we reserve the right to amend the terms of this Offer for any reason.

Q5 When does this Offer end?

This Offer ends at the Expiration Time. If we extend the Offer, the term Expiration Time will refer to the time and date at which the extended Offer expires.

Q6 Can the Offer be extended, and if so, how will you notify me if the Offer is extended?

We may, in our discretion, extend the Offer at any time. If we extend the Offer, we will issue a press release or other public announcement disclosing the extension no later than the next business day following the previously scheduled Expiration Time.

Q 7. Will I have to pay taxes if I sell my Shares to the Company in the Offer?

We are not providing tax advice on the sale of your Shares to the Company pursuant to this Offer. We recommend that you consult with your own tax advisor to determine the personal tax consequences to you of participating in this Offer. If you are a tax resident, or subject to the tax laws, of more than one country, you should be aware that there may be other tax and social insurance consequences and other restrictions which may apply to you.

Q8. How do I participate in this Offer?

If you choose to participate in this Offer, you must do the following before the Expiration Time:

1. Properly complete your Letter of Transmittal in accordance with its instructions.
2. Deliver the completed Letter of Transmittal and your shares certificates to the Transfer Agent at the address set forth below:

Manhattan Transfer Registrar Company
One Grand Central Place
60 East 42nd Street, Suite 1201
New York, NY 10165
Email: requests@mtrco.com
Phone Number: 1-877-645-8691 (Toll Free)

This is a one-time Offer, and we will strictly enforce the Offer period. We reserve the right to reject any Shares tendered for purchase that we determine are not eligible or that we determine are unlawful to accept or if we determine that the Letter of Transmittal is not properly completed or signed in accordance with its instructions. Subject to the terms and conditions of this Offer, we will accept all properly tendered eligible Shares promptly after the Expiration Time.

Q9. Can I change my mind and withdraw from this Offer?

Yes. You may change your mind after you have submitted a Letter of Transmittal and withdraw from the Offer at any time before the Expiration Time. If we extend the Expiration Time, you may withdraw your election at any time until the extended Offer expires.

Q10. How do I withdraw my election?

To withdraw your election, you must do the following before the Expiration Time:

1. Properly complete a withdrawal form (obtained from the Transfer Agent) in accordance with its instructions.
2. Deliver the completed withdrawal form by e-mail to the trisha@mtrco.com, or by mail to One Grand Central Place, 60 East 42nd Street, Suite 1201, New York, NY 10165.

Q11. What if I withdraw my election and then decide again that I want to participate in this Offer?

If you have withdrawn your election to participate and then decide again that you would like to participate in this Offer, you may re-elect to participate by submitting a new properly completed Letter of Transmittal before the Expiration Time that is dated after the date of your withdrawal form. You may change your mind as many times as you like. You will be bound by the last properly submitted Letter of Transmittal or withdrawal form we receive prior to the Expiration Time.

Q12. If I choose not to accept the Offer, what do I have to do?

Nothing, you do not have to file or deliver any forms if you choose to keep your Shares and not participate in the Offer.

Q13. Who can I talk to if I have questions about the Offer, or if I need additional copies of the Offer documents?

You should direct questions about the Offer or requests for assistance to Stephen Rudner, our President, at telephone number (954) 377-6400, by regular mail at 2307 W. Broward Blvd., Ste 400, Fort Lauderdale, FL 33312 or by email address at investorrelations@onlinevacationcenter.com. You may also contact the Transfer Agent at:

**Manhattan Transfer Registrar Company
One Grand Central Place
60 East 42nd Street, Suite 1201
New York, NY 10165
Email: requests@mtrco.com
Phone Number: 1-877-645-8691 (Toll Free)**

**The Offer documents are also available online at:
<https://www.onlinevacationcenter.com/investors?tab=investor-relations>**

THE OFFER

1. Terms of the Offer: Number of Shares; Purchase Price; Expiration Time, Proration

General

Subject to the terms and conditions of the Offer, we are offering to purchase up to 400,000 Shares from our shareholders at a purchase price per Share equal to \$1.50, in cash, less any applicable withholding taxes and without interest. We may, in our sole discretion, increase the total number of Shares purchased in the Offer. If we increase the number of Shares purchased in the Offer, we will issue a press release or other public announcement disclosing the increase no later than the next business day following the decision by the Company to do the same.

The Offer will expire at the Expiration Time, unless the Offer is extended or withdrawn. To tender your shares you must follow the procedures described in this Offer, the Letter of Transmittal and the other documents related to the Offer.

Only Shares properly tendered, and not properly withdrawn, will be purchased. However, because of the proration provisions described in this Offer if we do not increase the number of Shares purchased in the Offer, all Shares properly tendered and not properly withdrawn may not be purchased if more than 400,000 Shares, in the aggregate, are tendered; provided, however the first 500 Shares tendered by each shareholder will be accepted and not subject to proration and the Company will, if necessary, increase the total number of Shares purchased in the Offer to accommodate the foregoing.. All Shares tendered and not purchased in the Offer, including Shares not purchased because of proration, will be returned to the tendering shareholders at our expense promptly following the Expiration Time.

We will not accept Shares subject to conditional tenders, such as acceptance of all or none of the Shares that are tendered by any tendering shareholder. Shares acquired pursuant to the Offer will be acquired by the Company free and clear of all liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom.

The Offer is not conditioned upon the receipt of financing or any minimum number of Shares being tendered. The Offer is, however, subject to a number of other terms and conditions.

Proration

Upon the terms and subject to the conditions of the Offer, if we do not increase the number of Shares purchased in the Offer and the number of Shares properly tendered and not properly withdrawn prior to the Expiration Time would result in an aggregate purchase of more than 400,000 shares, we will purchase all Shares properly tendered and not properly withdrawn, on a *pro rata* basis, with appropriate adjustments to avoid purchases of fractional Shares, as described below, until we have purchased Shares resulting in an aggregate purchase of 400,000 Shares. Notwithstanding the foregoing, the first 500 Shares tendered by each shareholder will be accepted and not subject to proration and the Company will, if necessary, increase the total number of Shares purchased in the Offer to accommodate the foregoing. As a result of the proration applicable to the purchase of Shares tendered, it is possible that all of the Shares that a shareholder tenders in the

Offer may not be purchased. In addition, if a tender is conditioned upon the purchase of a specified number of Shares (other than the first 500), none of those Shares will be purchased.

If proration of tendered Shares is required, the Transfer Agent will determine the proration factor promptly following the Expiration Time. Subject to adjustment to avoid the purchase of fractional Shares, proration for each shareholder tendering Shares will be based on the ratio of the number of Shares properly tendered and not properly withdrawn by such shareholder to the total number of Shares properly tendered and not properly withdrawn by all shareholders. In the event of proration, the Transfer Agent will determine the proration factor and pay for those tendered Shares accepted for payment promptly after the Expiration Time. The preliminary results of any proration will be announced by press release promptly after the Expiration Time. After the Expiration Time, shareholders may obtain preliminary proration information from the Transfer Agent and also may be able to obtain the information from their brokers.

The extent to which a shareholder's Shares are purchased pursuant to the Offer may affect the U.S. federal income tax consequences to the shareholder and, therefore, may be relevant to a shareholder's decision whether to participate in the Offer. **All shareholders should consult with their tax advisors regarding the material federal and state tax consequences of this Offer.**

This Offer and the Letter of Transmittal will be mailed to record holders of the Shares and will be furnished to brokers, dealers, commercial banks, trust companies and other nominees and similar persons whose names, or the names of whose nominees, appear on the Company's shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

We are not aware of any jurisdiction where the making of the Offer is prohibited by any administrative or judicial action pursuant to any valid state statute. If we become aware of any valid state statute prohibiting the making of the Offer or the acceptance of the Shares, we will make a good faith effort to comply with that state statute or seek to have such statute declared inapplicable to the Offer. If, after a good faith effort, we cannot comply with the state statute, we will not make the Offer to, nor will we accept tenders from or on behalf of, the holders of Shares in that jurisdiction. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on our behalf by one or more registered brokers or dealers licensed under the laws of that jurisdiction.

2. Purpose of the Offer

Purpose of the Offer

In considering the Offer, our Board of Directors reviewed, with the assistance of management and professional advisors, the Company's results of operations, financial position and capital requirements, general business conditions, legal, regulatory, rating agency and contractual constraints and restrictions and other factors our Board of Directors deemed relevant. Following such review, our Board of Directors determined that the Offer is a prudent use of the Company's financial resources.

The Company believes that the Offer represents an efficient way to return capital to shareholders who wish to receive cash for all or a portion of their Shares. The Offer provides shareholders with an opportunity to obtain liquidity with respect to all or a portion of their Shares. The Offer also provides shareholders with an efficient way to sell their Shares without incurring most broker's fees or commissions associated with open market sales. In addition, shareholders who wish to achieve a greater percentage of equity ownership in the Company will be able to do so by not tendering their Shares in the Offer. If the Company completes the Offer, shareholders who retain all or a portion of their Shares will have a greater percentage ownership in the Company and the potential to share in its future earnings and assets, while also bearing the attendant risks associated with owning Shares.

ALTHOUGH OUR BOARD OF DIRECTORS HAS AUTHORIZED THE OFFER, NONE OF THE COMPANY, ANY MEMBER OF OUR BOARD OF DIRECTORS, BROADRIDGE, OR ANY OF THEIR RESPECTIVE AFFILIATES OR AGENTS MADE, OR IS MAKING, ANY RECOMMENDATION TO YOU AS TO WHETHER TO PARTICIPATE IN THE OFFER. WE HAVE NOT AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. YOU MUST MAKE YOUR OWN DECISION AS TO WHETHER TO TENDER YOUR SHARES AND HOW MANY SHARES TO TENDER. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN OR INCORPORATED BY REFERENCE IN THIS OFFER AND THE LETTER OF TRANSMITTAL, INCLUDING THE PURPOSES AND EFFECTS OF THE OFFER. YOU ARE URGED TO DISCUSS YOUR DECISION WITH YOUR TAX ADVISOR, FINANCIAL ADVISOR AND/OR BROKER.

Effects of the Offer

The purchase of Shares pursuant to the Offer will result in a reduction of our shareholders' equity in an amount equal to the aggregate purchase price of the Shares we purchase and a corresponding reduction in total cash and cash equivalents. After the Offer is completed, we believe that our capital structure, including the available balance of our financing facilities and cash flow from operations, will provide us with sufficient liquidity to meet our current operating expenses and other expenses directly associated with our business for the foreseeable future. However, actual experience may differ significantly from our expectations. See "Forward-Looking Statements." In considering the Offer, our management and our Board of Directors took into account the expected financial impact of the Offer.

The Offer may reduce our "public float" (the number of Shares owned by non-affiliated shareholders and available for trading in the securities markets) and may reduce the number of our shareholders.

Shares we acquire pursuant to the Offer will no longer be outstanding and will constitute authorized but unissued shares of capital stock of the Company.

Edward B. Rudner, the Company's Chief Executive Officer and Chairman, and his wife, Deanna Ruder, have indicated that they will participate in the Offer and tender 100,000 Shares each. Brenda Josowitz, a member of the Board of Directors, has also indicated that she will participate in the Offer and tender 6,000 Shares. None of our other directors, executive officers or, to our knowledge,

our affiliates intend to tender any of their Shares in the Offer. Therefore, the Offer will likely increase the proportional holdings of such directors, executive officers and affiliates. Notwithstanding the Offer, our directors and executive officers may, subject to applicable law and applicable policies and practices of the Company, sell their shares from time to time in open market transactions at prices that may be more or less favorable than the Purchase Price to be paid to our shareholders in the Offer.

Plans or Proposals

Except as disclosed or incorporated by reference in this Offer, the Company currently has no plans, proposals or negotiations underway that relate to or would result in:

- any extraordinary transaction, such as a merger, reorganization or liquidation involving the Company. or any of our subsidiaries;
- any purchase, sale or transfer of a material amount of our assets or those of our subsidiaries;
- any material change in our present dividend rate or policy, or our indebtedness or capitalization;
- any change in our present Board of Directors or management, including a change in the number or term of directors or to fill any existing board vacancies or to change any executive officer's material terms of employment;
- any other material change in our corporate structure or business;
- our common stock being no longer quoted on the OTCQX® Pink Market;
- the acquisition by any person of a significant amount of our securities (excluding this Offer) or the disposition of a significant amount of any of our securities; or
- any change in our charter or bylaws, or any actions that may impede the acquisition of control of us by any person.

Neither we nor our Board of Directors makes any recommendation as to whether you should participate in the Offer, nor have we authorized any person to make any such recommendation. You are urged to evaluate carefully all of the information in this offer to exchange and to consult your own investment, legal and tax advisors. You must make your own decision whether or not participate in the Offer.

3. Procedures for Tendering Shares

Proper Tenders of Shares by Registered Holders. If your Shares are registered in your name (i.e., if you are an individual who is the record and beneficial owner of the Shares), you may tender your Shares in the Offer by delivering (by regular mail, overnight courier or hand delivery) a properly completed and duly executed Letter of Transmittal (or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted)), together with any required

signature guarantees, and any other required documents to the Transfer Agent which must be received by the Transfer Agent at its address set forth in this Offer before the Expiration Time. Shareholders holding their Shares through a broker, dealer, commercial bank, trust company or other nominee must contact their nominee to tender their Shares on their behalf.

Proper Tenders of Shares by Custodians or DTC Participants. If you are a broker, dealer, commercial bank, trust company or other nominee tendering Shares on behalf of your client or an institution participating in The Depository Trust Company (“**DTC**”), you may tender Shares in the Offer by:

- delivering (by regular mail, overnight courier or hand delivery) a properly completed and duly executed Letter of Transmittal (or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted)), together with any required signature guarantees, and any other required documents to the Transfer Agent, which must be received by the Transfer Agent at its address set forth in this Offer before the Expiration Time; or
- tendering the applicable Shares electronically through DTC’s Automated Tender Offer Program (“**ATOP**”) into the Transfer Agent’s account at DTC by book-entry transfer, subject to the terms and procedures of that system, on or prior to the Expiration Time.

Brokers, dealers, commercial banks, trust companies and other nominees and DTC participants are not required to, and should not, submit the written Letter of Transmittal to the Transfer Agent or DTC in connection with any tender submitted through DTC’s ATOP system. DTC participants should submit any documentation required for processing through the ATOP system.

Shareholders holding Shares in a brokerage account or otherwise through a broker, dealer, commercial bank, trust company or other nominee, must contact their broker, dealer, commercial bank, trust company or other nominee in order to tender their Shares. Shareholders who hold Shares through nominee shareholders are urged to consult their nominees to determine whether any charges may apply if shareholders tender Shares through such nominees and not directly to the Transfer Agent.

Signature Guarantees and Method of Delivery. No signature guarantee is required if:

- the Letter of Transmittal is signed by the registered holder of the Shares tendered and the holder has not completed either the section entitled “Special Delivery Instructions” or the section entitled “Special Payment Instructions” in the Letter of Transmittal; or
- Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program, the Stock Exchange Medallion Program, or an “eligible guarantor institution,” as the term is defined in Rule 17Ad-15 promulgated under the Exchange Act (each of the foregoing constituting an “**Eligible Institution**”).

In all cases, payment for Shares tendered and accepted for payment pursuant to the Offer will be made only after:

- a timely confirmation of the book-entry transfer of the Shares into the Transfer Agent's account at DTC if Shares are tendered through DTC's ATOP system, as described below; or
- timely receipt by the Transfer Agent of a properly completed and duly executed Letter of Transmittal (or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted)), including any required signature guarantees, or an Agent's Message (as defined below), and any other documents required by the Letter of Transmittal, including documents required pursuant to the guaranteed delivery procedures.

The method of delivery of all documents, including the Letter of Transmittal and any other required documents, including delivery through DTC, is at the sole election and risk of the tendering shareholder. Shares will be deemed delivered only when actually received by the Transfer Agent (including by book-entry confirmation). If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery before the Expiration Time.

IF YOU ARE A REGISTERED HOLDER AND WANT TO TENDER ALL OR A PORTION OF YOUR SHARES, YOU MUST DELIVER THE LETTER OF TRANSMITTAL AND OTHER REQUIRED DOCUMENTS TO BROADRIDGE. ANY DOCUMENTS DELIVERED TO US, OUR TRANSFER AGENT, DTC OR ANY OTHER PERSON WILL NOT BE FORWARDED TO BROADRIDGE AND WILL NOT BE DEEMED TO BE PROPERLY TENDERED.

Book-Entry Delivery. The Transfer Agent will take steps to establish an account with respect to the Shares for purposes of the Offer at DTC within two business days after the date of this Offer, and any financial institution that is a participant in DTC's system may make book-entry delivery of the Shares by causing DTC to transfer those Shares into the Transfer Agent's account in accordance with DTC's ATOP system. Although delivery of Shares may be effected through a book-entry transfer into the Transfer Agent's account at DTC, either (1) a properly completed and duly executed Letter of Transmittal (or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted)), with any required signature guarantees, or an Agent's Message, and any other required documents must, in any case, be transmitted to, and received by, the Transfer Agent at its address set forth on the back cover page of this Offer prior to the Expiration Time or (2) the guaranteed delivery procedure described below must be followed if book-entry transfer of the Shares cannot be effected prior to the Expiration Time.

The confirmation of a book-entry transfer of Shares into the Transfer Agent's account at DTC is referred to in this Offer as a "book-entry confirmation." Delivery of documents to DTC in accordance with DTC's procedures will not constitute delivery to the Transfer Agent.

The term "**Agent's Message**" means a message transmitted by DTC to, and received by, the Transfer Agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgement from the participant tendering Shares through DTC that such

participant has received, and agrees to be bound by, the terms of the Letter of Transmittal and that we may enforce such agreement against that participant.

Guaranteed Delivery. If a shareholder desires to tender Shares in the Offer and the procedures for book-entry transfer cannot be completed on a timely basis, or if time will not permit delivery of all required documents to the Transfer Agent prior to the Expiration Time, the Shares may still be tendered if all of the following conditions are satisfied:

- the tender is made by or through an Eligible Institution;
- the Transfer Agent receives by hand, mail or overnight courier, prior to the Expiration Time, a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form we have provided with this Offer (“**Notice of Guaranteed Delivery**”), including (where required) a signature guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery; and
- confirmation of book-entry transfer of the Shares into the Transfer Agent’s account at DTC if you are tendering through DTC’s ATOP system, or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted), or an Agent’s Message, and any required signature guarantees and other documents required by the Letter of Transmittal, are received by the Transfer Agent within two business days after the date of receipt by the Transfer Agent of the Notice of Guaranteed Delivery.

Stockholders may contact the Information Agent or their broker for assistance. The contact information for the Information Agent is set forth on the back cover page of this Offer.

Return of Unpurchased Shares. If any tendered Shares are not purchased or are properly withdrawn prior to the Expiration Time, such Shares will be returned to the tendering shareholder promptly after the expiration or termination of the Offer or the proper withdrawal of the Shares, without expense to the shareholder.

U.S. Federal Backup Withholding Tax. Under the U.S. federal backup withholding tax rules, unless an exemption applies under the applicable law and regulations, a portion of the gross proceeds payable to a tendering shareholder or other payee who is a U.S. Holder pursuant to the Offer must be withheld and remitted to the IRS, unless the tendering shareholder or other payee provides its taxpayer identification number (employer identification number or social security number) to the Transfer Agent (as payor) and certifies under penalties of perjury, among other things, that the number is correct. Therefore, each tendering shareholder that is a U.S. Holder should complete and sign the IRS Form W-9 included as part of the Letter of Transmittal so as to provide the information and certification necessary to avoid U.S. federal backup withholding tax, unless the shareholder or other payee otherwise establishes to the satisfaction of the Transfer Agent that the shareholder or other payee is not subject to such backup withholding tax. An IRS Form W-9 currently on file with the Company’s transfer agent will not be relied upon to certify as to U.S. residency. If a U.S. Holder does not provide the Transfer Agent with the correct taxpayer identification number, the U.S. Holder may be subject to penalties imposed by the IRS. If U.S. federal backup withholding tax results in an overpayment of taxes, a refund may be obtained from the IRS in accordance with its refund procedures.

Certain “exempt recipients” (including, among others, “C corporations” and certain Non-U.S. Holders (as defined in Section 23)), are not subject to U.S. federal backup withholding tax. In order for a Non-U.S. Holder to qualify as an exempt recipient, that shareholder must submit an IRS Form W-8BEN, W-8BEN-E, W-8IMY (with any required attachments), W-8ECI, or W-8EXP, as applicable (which may be obtained on the IRS website (www.irs.gov)) signed under penalties of perjury, attesting to that shareholder’s exempt status. See Instruction 8 to the Letter of Transmittal. Information reporting to the IRS may also apply to proceeds from the Offer.

For purposes of this discussion, a “**U.S. Holder**” is a beneficial holder of Shares that, for U.S. federal income tax purposes, is (1) a citizen or individual resident of the United States, (2) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, that is created or organized in or under the laws of the United States or any State or the District of Columbia, (3) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (4) a trust if (x) a U.S. court is able to exercise primary supervision over its administration and one or more U.S. persons, within the meaning of section 7701(a)(30) of the Code, have authority to control all of its substantial decisions, or (y) it has a valid election in place to be treated as a U.S. person.

Shareholders are urged to consult with their tax advisors regarding information reporting and possible qualifications for exemption from U.S. federal backup withholding tax and the procedure for obtaining any applicable exemption.

4. Withdrawal Rights

Shares tendered in the Offer may be withdrawn at any time prior to the Expiration Time. In addition, unless the Company has already accepted your tendered Shares for payment, you may withdraw your tendered Shares at any time at or before the Expiration Time. Except as otherwise provided in this Section 4, tenders of Shares pursuant to the Offer are irrevocable.

Withdrawals by Registered Holders. If your Shares are registered in your name (i.e., if you are an individual who is the record and beneficial owner of the Shares), for a withdrawal to be effective, the Transfer Agent must receive (by regular mail, overnight courier or hand delivery), prior to the Expiration Time, a properly completed and duly executed Notice of Withdrawal (“**Notice of Withdrawal**”) at the Transfer Agent’s address set forth in this Offer. If you tendered your Shares using more than one Letter of Transmittal, you may withdraw Shares using either separate Notices of Withdrawal or a combined Notice of Withdrawal specifying the Shares to be withdrawn. **To obtain a Notice of Withdrawal, please contact the Transfer Agent.**

Withdrawals by Custodians and DTC Participants. If you are a broker, dealer, commercial bank, trust company or other nominee tendering Shares on behalf of your client or an institution participating in DTC who tendered Shares in accordance with DTC’s ATOP system, for a withdrawal to be effective, you must comply with DTC’s procedures for withdrawal of tenders. If you tendered your Shares using more than one Letter of Transmittal, you may withdraw Shares using either separate Notices of Withdrawal or a combined Notice of Withdrawal specifying the Shares to be withdrawn. Holders who tendered their Shares to the Transfer Agent through DTC’s ATOP system should electronically transmit their withdrawal through DTC’s ATOP system,

subject to the terms and conditions of that system. Holders transmitting their withdrawal through DTC's ATOP system must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC. **To obtain a Notice of Withdrawal, please contact the Transfer Agent.**

Determination of Validity of Withdrawals. All questions as to the form and validity, including the time of receipt, of any Notice of Withdrawal will be determined by us, in our sole discretion and will be final and binding on all parties, except as finally determined in a subsequent judicial proceeding if our determinations are challenged by shareholders.

5. Purchase of Shares and Payment of Purchase Price

For purposes of the Offer, we will be deemed to have accepted for payment, subject to the proration provisions of the Offer, Shares that are properly tendered and not properly withdrawn, only when, as and if we give notice to the Transfer Agent of our acceptance of the Shares for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, we will accept for payment and pay the purchase price of \$1.50 per share for all of the Shares accepted for payment pursuant to the Offer promptly after the Expiration Time. In all cases, payment for Shares tendered and accepted for payment pursuant to the Offer will be made promptly, taking into account any time necessary to determine any proration, but only after timely receipt by the Transfer Agent of (1) a book-entry confirmation of the deposit of Shares into the Transfer Agent's account at DTC if Shares are tendered through DTC's ATOP system, (2) a properly completed and duly executed Letter of Transmittal (or an originally signed photocopy of the Letter of Transmittal (facsimile signatures will not be accepted)) including any required signature guarantees, or an Agent's Message and (3) any other required documents, including documents required pursuant to guaranteed delivery procedures.

We will pay for Shares purchased pursuant to the Offer by depositing the aggregate purchase price for the Shares with the Transfer Agent, which will act as paying agent for tendering shareholders for the purpose of receiving payment from us and transmitting payment to the tendering shareholders.

In the event of proration, the Transfer Agent will determine the proration factor and pay for those tendered Shares accepted for payment promptly after the Expiration Time. All Shares tendered and not purchased, including Shares not purchased due to proration, will be credited to the account maintained with DTC by the participant who delivered the Shares at our expense promptly after the Expiration Time or termination of the Offer.

Under no circumstances will we pay interest on the purchase of Shares, even if there is any delay in making payment. In addition, if certain events occur prior to the Expiration Time, we may not be obligated to purchase Shares pursuant to the Offer.

We will pay all stock transfer taxes, if any, payable on the transfer to us of Shares purchased pursuant to the Offer. If, however, payment of the purchase price for the Shares is to be made to, or (in the circumstances permitted by the Offer) if unpurchased Shares are to be registered in the

name of, any person other than the registered holder, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person, will be deducted from the purchase price for the Shares unless satisfactory evidence of the payment of the stock transfer taxes, or exemption from payment of the stock transfer taxes, is submitted to the Transfer Agent.

6. Conditions of the Offer

The Offer is not conditioned upon the receipt of financing or on a minimum number of Shares being tendered. Notwithstanding any other provision of the Offer, we will not be required to accept for payment, purchase or pay for any Shares tendered, and may terminate or amend the Offer or may postpone the acceptance for payment of, or the purchase of or the payment for Shares tendered, if at any time prior to the Expiration Time, any of the following events or circumstances shall have occurred (or shall have been reasonably determined by us to have occurred):

- there shall have been instituted, or there shall be pending, or we shall have received notice of any action, suit, proceeding or application by any government or governmental, regulatory or administrative agency, authority or tribunal or by any other person, domestic, foreign or supranational, before any court, authority, agency, other tribunal or arbitrator or arbitration panel that directly or indirectly:
- challenges or seeks to challenge, restrain, prohibit, delay or otherwise affect the making of the Offer, the acquisition by us of some or all of the Shares pursuant to the Offer or otherwise relates in any manner to the Offer or seeks to obtain damages in respect of the Offer;
- seeks to make the purchase of, or payment for, some or all of the Shares pursuant to the Offer illegal or may result in a delay in our ability to accept for payment or pay for some or all of the Shares;
- otherwise could reasonably be expected to materially adversely affect the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, results of operations or prospects of us or any of our subsidiaries or affiliates; or
- that otherwise, in our reasonable judgment, could reasonably be expected to adversely affect us or any of our subsidiaries or affiliates or the value of our Shares;
- our acceptance for payment, purchase or payment for any Shares tendered in the Offer shall violate or conflict with, or otherwise be contrary to, any applicable law, statute, rule, regulation, decree or order;

Each of the conditions referred to above is for our sole benefit and may be asserted or waived by us, in whole or in part, at any time and from time to time in our discretion prior to the Expiration Time. In certain circumstances, if we waive any of the conditions described above, we may be required to extend the Expiration Time.

Once the Offer has expired, all of the conditions to the Offer must have been satisfied or waived. Our failure at any time to exercise any of the foregoing rights will not be deemed a waiver of any right, and each such right will be deemed an ongoing right that may be asserted at any time and from time to time prior to the Expiration Time. Any determination by us concerning the fulfillment or non-fulfillment of the conditions described above will be final and binding on all parties, except as finally determined in a subsequent judicial proceeding if our determination is challenged by shareholders.

7. Price Range of Shares

We determined the purchase price per share based on consultations among our management, our professional advisors and our Board of Directors. Based on such consultations, we concluded that \$1.50 is representative of the per share value of the Shares and is within the range at which (1) our shareholders might sell their Shares to us and (2) we can prudently affect repurchases for the benefit of the Company. The trading price of our Shares on the OTC market has been and may continue to be higher than the purchase price, however, the trading volume is limited so it is difficult for a shareholder to sell a significant number of shares without impacting the trading market. On July 16, 2024, the last full trading day before we announced our intention to make the Offer, the last reported sale price of the Shares was \$1.30 per Share.

Shareholders are urged to obtain current market quotations for the Shares before deciding whether to tender their Shares.

8. Certain Information Concerning the Company

The Company is a Florida holding company which provides vacation travel, marketing, and online sales through its wholly owned subsidiaries, whose operations are consolidated into its financial statements. Its portfolio of companies include:

- Online Vacation Center, Inc. ("Online Vacation Center"), a full-service vacation seller focused on serving the affluent retiree market.
- Enrichment Journeys, LLC ("EJ"), a developer and seller of unique river, ocean, and land vacation packages.
- Dunhill Vacations, Inc. ("Dunhill"), the publisher of three travel newsletters, "Top Travel Deals", "Spotlight", and "TravelFlash".
- Luxury Link, LLC ("Luxury Link"), a website connecting travelers with websites to purchase hotel, resort, and vacation experiences.
- Home Based Travel Experts, LLC ("Expedia Cruises of OVC"), an Expedia Cruises franchise focused on travel sales through a team of mobile agents.
- OVC Financial, LLC dba Golf Around the World ("GTA"), an online seller of golf training aids.

The Company is focused on internally growing and developing its group of diversified travel marketers with a range of products that can be cross-sold to an extensive database.

The Company's common stock is currently quoted on OTCQX Pink Market.

9. Interests of Directors, Executive Officers and Affiliates; Transactions and Arrangements Concerning the Shares

The Company's officers and directors (and their affiliates) own an aggregate of approximately 80.8% of the Company's issued and outstanding shares of common stock. A table highlighting their ownership is set forth below:

Holder	Position	Shares	Beneficial Ownership (%)
Edward B. Rudner ¹	Chairman and CEO	5,566,000	73.3%
Daniel J. Rudner	President of Expedia Cruises Director	150,000	2.0%
Stephen A. Rudner	President and Director	420,000	5.5%
Richard A. McKinnon	Director	0	0%
Alison Shipley	Director	0	0%
Brenda Josowitz	Director	6,000	less than .1%

Edward B. Rudner, the Company's Chief Executive Officer and Chairman, and his wife, Deanna Ruder, have indicated that they will participate in the Offer and tender 100,000 Shares each. Brenda Josowitz, a member of the Board of Directors, has also indicated that she will participate in the Offer and tender 6,000 Shares. None of our other directors, executive officers or, to our knowledge, our affiliates intend to tender any of their Shares in the Offer. Therefore, the Offer will increase the proportional holdings of such directors, executive officers and affiliates. Notwithstanding the Offer, our directors and executive officers may, subject to applicable law and applicable policies and practices of the Company, sell their Shares from time to time in open market transactions at prices that may be more or less favorable than the Purchase Price to be paid to our shareholders in the Offer.

10. No Tax Advice

The Company is not providing any tax advice to its shareholders regarding the Offer. Shareholders are urged to consult with their tax advisors to determine the particular tax consequences to them of the Offer, including the applicability and effect of U.S. federal, state, local, non-U.S. and other tax laws.

11. General

We are not aware of any jurisdiction where the making of the exchange offer is not in compliance with applicable law. If we become aware of any jurisdiction where the making of the Offer is not

¹ Includes 800,000 shares held by Deanna Rudner, wife of Edward B. Rudner

in compliance with any valid applicable law, we will make a good faith effort to comply with such law. If, after such good faith effort, we cannot comply with such law, the offer will not be made to, nor will warrants be accepted from the warrant holders residing in such jurisdiction.

We have not authorized any person to make any recommendation on our behalf as to whether you should elect to exchange your eligible warrants through the Offer. You should rely only on the information in this document or any other document to which we have referred you. We have not authorized anyone to give you any information or to make any representations in connection with the Offer other than the information and representations contained in this document or any other document to which we have referred you. If anyone makes any recommendation or representation to you or gives you any information, you must not rely upon that recommendation, representation or information as having been authorized by us.

ANNEX A
LETTER OF TRANSMITTAL