

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
LASTMINUTE.COM N.V.,**

a public company (*naamloze vennootschap*) under the laws of the Netherlands, having its registered address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, registered with the Dutch Trade Register under 34267347 (the “**Company**”) held on July 31, 2020 starting at 9.00 a.m. CET, via webcast due to the current emergency situation and in accordance with the emergency regulation to facilitate shareholders’ meetings in connection with the outbreak of COVID-19, which entered into force in the Netherlands in April 2020.

Virtual attendance measures: eligible attendees, who recorded their attendance in accordance with the provided instructions, had the opportunity to submit questions relating to any of the agenda items prior to the extraordinary general meeting of shareholders of the Company (the “**Meeting**”) by email no later than July 28, 2020 at 9.00 a.m. CET. However, no questions have been submitted to the Company.

WELCOME, OPENING AND ANNOUNCEMENTS

Mr. Ottonel Popesco, the chairman of the board of directors (*voorzitter van de raad van bestuur*) of the Company (the “**Board**”), acted as chairman (the “**Chairman**”) of the Meeting in accordance with the Company’s articles of association (the “**Articles of Association**”). The Chairman opened the Meeting and extended a warm welcome to all shareholders of the Company (“**Shareholders**”), proxyholders, and guests (virtually) present at the Meeting.

The Chairman confirmed that all the proxies were received by the Company Proxy, **Ms. Isabella Salto** and the independent Additional Proxy, **Ms. Alina Rubtsova** of Intertrust (Netherlands) B.V. (together the “**Proxyholders**”).

The Chairman then introduced some other guests to the Meeting, namely **Mr. Sergio Signoretti** (Group CFO), **Mr. Niccolò Bossi** (Group Investor Relator Officer), **Mr. Giulio Politi** (Associate at Linklaters, Milan office), **Ms. Valentina Parisi** (Corporate Lawyer) and **Mr. Guido Portier** (civil law notary at Linklaters LLP, Amsterdam office).

The Chairman noted that all items on the agenda for the Meeting are to be approved by the general meeting of the Company ("**General Meeting**") by a majority of the votes cast at the Meeting in respect of such item, provided that the resolution proposed as agenda item 2(c) requires a majority of at least two-thirds of the votes cast if less than half of the issued capital is (virtually) present in person or by proxy.

The Chairman appointed **Ms. Valentina Parisi** as secretary of the Meeting (the "**Secretary**") (*secretaris van de vergadering*).

The Secretary stated that the Meeting had been duly convened and that all required documents related to the Meeting were made available for inspection at the Company's registered address as well as on the Company's website at imgroup.lastminute.com. Furthermore the Secretary informed the Meeting that the convening notice of the Meeting and all other documents related to the Meeting were made available to all Shareholders by posting on the Company's website and in a local newspaper on June 19, 2020.

The Secretary then informed the Meeting that holders of 5,362,408 shares in the capital of the Company ("**Shares**"), being 48.68 % of the total number of outstanding Shares, are (virtually) present in person or by proxy at the meeting. He concluded that this means that 48.68 % of the total voting rights can be exercised.

The Chairman concluded that as a result of the foregoing the Meeting is duly authorized to adopt all proposed resolutions as referred to in the agenda of the Meeting, with due observance of all applicable rules.

AGENDA ITEM 2 (a); DISCUSSION ITEM: EXPLANATION OF THE CAPITAL INCREASE

The Chairman reminded that, on May 15, 2020, the Company announced its desire to strengthen its balance sheet and expressed its intention to do so by proposing the launch of a rights issue to raise up to CHF 100 million of additional equity capital and published preliminary details about the proposed capital increase.

The Chairman informed the attendees that since mid-June 2020, governments (including those of various European countries) have taken initial steps towards relaxation of the restrictions imposed due to the COVID-19 pandemic. This has, amongst other things, resulted in the gradual re-opening of various borders across Europe allowing people to travel again to a certain extent. This in turn has resulted in an increase in volume of sales with a positive effect on the capacity of the Company to generate liquidity.

The Chairman noted that despite these positive recent developments, the Board recognized the fact that the COVID-19 pandemic has taken and continues to take a heavy toll on the global travel industry and the Board remains conscious of the fact that there remains uncertainty as to the extent of its effects. Therefore, the Chairman confirmed that the Board still considers for the Company to raise additional equity capital (the “**Capital Increase**”) in order to strengthen the Company’s balance sheet and/or to capture business opportunities if and when these emerge at significantly better conditions.

The Chairman reminded that the exact amount of equity capital to be raised in the Capital Increase shall, amongst other things, depend on the further impact and duration of the COVID-19 pandemic, but shall in any event not exceed CHF 100 million. The structure of the Capital Increase shall, amongst other things, depend on the amount to be raised, the prevailing price of the Shares at the time, the appetite of investors and/or existing Shareholders to subscribe for new Shares and the most prudent timetable to execute the Capital Increase.

The Chairman reminded that any issuances of new Shares and/or grants of rights to subscribe for Shares by the Company will be publicly announced by means of a press release and on the Company's website (<https://lmgroup.lastminute.com/>). For further details on the Capital Increase the Chairman referred to the Explanatory Notes which have been disclosed together with the convening notice of the Meeting and other EGM documents and which are available on lm group corporate website (the "**Explanatory Notes**").

The Chairman then gave the attendees virtually present the opportunity to discuss and ask questions about this discussion item.

After receiving no comments or questions, the Chairman proceeded to the next section of agenda item 2 on the agenda for the Meeting.

AGENDA ITEM 2 (b); VOTING ITEM: DESIGNATION OF THE BOARD AS THE COMPETENT BODY TO RESOLVE TO ISSUE SHARES AND/OR TO GRANT RIGHTS TO SUBSCRIBE FOR SHARES IN CONNECTION WITH THE CAPITAL INCREASE.

The Chairman continued the Meeting with section (b) of agenda item 2, which covers the designation of the Board as the competent body to resolve to issue Shares and/or to grant rights to subscribe for Shares in connection with the Capital Increase.

The Chairman reminded that, pursuant to the Articles of Association and Dutch law, the General Meeting may designate the Board as the competent body to resolve upon the issuance of Shares and/or the granting of rights to subscribe for Shares.

The Chairman informed the attendees that, at the time of the Meeting, the exact number of new Shares and/or rights to subscribe for Shares to be issued or granted, respectively, in connection with the Capital Increase cannot yet be determined.

Therefore, the General Meeting was requested to, for purposes of the Capital Increase, designate the Board as the competent body to resolve upon the issuance of Shares and/or the granting of rights to subscribe for Shares, to raise aggregate gross proceeds of up to an amount of CHF 100 million (the “**Issue Authorization**”), whereby:

- the maximum number of Shares or rights to subscribe for Shares to be issued or granted, respectively, under the Issue Authorization shall not exceed the maximum number allowed to be issued under the authorized capital of the Company as stipulated in the Articles of Association from time to time (whereby the proposed amendment pursuant to the next agenda item 2 section (d) is taken into account);
- the Board shall be authorized to set the issue price and further terms and conditions in respect of any issue of Shares and/or granting of rights to subscribe for Shares pursuant to the Issue Authorization;
- the Issue Authorization shall be requested from the date of the Meeting until the date of the Company’s 2021 Annual General Meeting (“**2021 AGM**”); and
- if granted, the Issue Authorization shall be in addition to the authorizations of the Board to issue up to 2,193,394 Shares and/or grant rights to subscribe for Shares, and to restrict or exclude pre-emptive rights in relation thereto, for a period ending May 4, 2021 as granted by the General Meeting at the annual general meeting of shareholders of the Company held on May 4, 2016 (the “**2016 Authorization**”). The 2016 Authorization has to date not been used, as a result of which the Board can issue and/or grant rights to subscribe for up to 2,193,394 Shares, and restrict or exclude pre-emptive rights in relation thereto, under the 2016 Authorization.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders.

The Secretary counted the votes and recorded that for this proposal 5,325,681 votes were cast in favor, 36,727 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 2(c); VOTING ITEM: DESIGNATION OF THE BOARD AS THE COMPETENT BODY TO RESOLVE TO LIMIT OR EXCLUDE STATUTORY PRE-EMPTIVE RIGHTS IN RESPECT OF AN ISSUE OF SHARES AND/OR GRANT OF RIGHTS TO SUBSCRIBE FOR SHARES IN CONNECTION WITH THE CAPITAL INCREASE.

The Chairman reminded that, pursuant to the Articles of Association and Dutch law, the General Meeting may further designate the Board as the competent body to resolve to limit or exclude the statutory pre-emption rights (*wettelijke voorkeursrechten*) in respect of any issue of Shares and/or granting of rights to subscribe for Shares in connection with the Capital Increase.

The Chairman noted that the requested authorization complements the authorization that is requested under item 2 section (b) and allows the Board to complete the Capital Increase while limiting or excluding statutory pre-emptive rights of Shareholders. This shall enable the Board to, among other structures, place Shares on an accelerated basis to certain qualified/professional investors or launch a rights issue.

For further details on the exception regarding the fact that certain Shareholders and/or applicable jurisdiction would not be eligible to participate in such rights issue if launched by the Company, the Chairman referred to the Explanatory Notes.

The General Meeting was requested to designate the Board as the competent body to resolve to limit or exclude the statutory pre-emption rights in respect of any issue of Shares and/or granting

of rights to subscribe for Shares to be issued or granted, respectively, pursuant to the Issue Authorization (the “**Pre-emption Designation**”), whereby:

- the Pre-emption Designation shall be requested from the date of the Meeting until the date of the 2021 AGM; and
- if granted, the Pre-emption Designation shall be in addition to the 2016 Authorization, pursuant to which the Board retains the ability to issue and/or grant rights to subscribe for up to 2,193,394 Shares, and to restrict or exclude pre-emptive rights in relation thereto.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders.

The Chairman informed the attendees that this resolution requires a majority of at least two-thirds of the votes cast.

The Secretary counted the votes and recorded that for this proposal 5,298,078 votes were cast in favor, 64,330 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 2(d); VOTING ITEM: PARTIAL AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION IN CONNECTION WITH THE CAPITAL INCREASE.

The Chairman reminded that the authorized capital of the Company sets the maximum amount up to which the Company may issue Shares under its Articles of Association.

At the time of the Meeting, the Company's authorized capital amounted to EUR 181,100.00 and was divided into 18,110,000 Shares with a nominal value of EUR 0.01 each.

The Chairman noted that in view of the proposed Capital Increase and in order to retain sufficient headroom in the Company's authorized capital following completion of the Capital Increase for future share issuances and subject to the passing of the resolutions under agenda items 2 section (b) and 2 section (c) above, the General Meeting was requested to resolve on a partial amendment to the Articles of Association with the purpose of increasing the Company's authorized capital in connection with the Capital Increase.

For further details on the limit of the maximum aggregate nominal value allowed by Dutch law and the calculation criteria for determining the number of Shares that will form part of the authorized capital if the Board decides to use the requested authorization, the Chairman referred to the Explanatory Notes.

The Chairman noted that the proposed amendment to the Articles of Association implementing this change with separate explanatory notes is annexed to the Explanatory Notes as Annex B and was made available for inspection by the Shareholders at the Company's registered office and on the Company's website.

The Chairman further informed the attendees that the aforementioned proposal to amend the Articles of Association included the proposal to authorize each Board member as well as each civil law notary, candidate civil law notary and notarial employee of Linklaters LLP, Amsterdam office, to sign the deed of amendment of the Articles of Association and to undertake all other action that the authorized person deems necessary or useful.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders.

The Secretary counted the votes and recorded that for this proposal 5,325,681 votes were cast in favor, 36,727 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 3; VOTING ITEM: PARTIAL AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION TO IMPLEMENT CHANGES OTHER THAN IN CONNECTION WITH THE CAPITAL INCREASE.

The Chairman noted that the next proposal to be voted on by the General Meeting was a proposal to resolve on a partial amendment to the Articles of Association implementing the following key changes:

- aligning the Articles of Association with the law on the conversion of bearer shares (*Wet omzetting aandelen aan toonder*);
- aligning the Articles of Association with the Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, *inter alia*, with respect to the updated provisions on remuneration policies;
- building in additional flexibility in respect of the decision-making by the Board;
- aligning the term for giving notice of General Meetings with Dutch law; and other changes set out in the proposed amendments to the Articles of Association with separate explanatory notes referred to below.

The Chairman further noted that the proposed amendments to the Articles of Association implementing these changes with separate explanatory notes are annexed to the Explanatory Notes as Annex C and was made available for inspection by the Shareholders at the Company's registered office and on the Company's website.

The Chairman further informed the attendees that the aforementioned proposal to amend the Articles of Association included the proposal to authorize each Board member as well as each civil law notary, candidate civil law notary and notarial employee of Linklaters LLP, Amsterdam office, to sign the deed of amendment of the Articles of Association and to undertake all other action that the authorized person deems necessary or useful.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders.

The Secretary counted the votes and recorded that for this proposal 5,362,408 votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 4; VOTING ITEM: APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE COMPANY'S ACCOUNTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020

The Chairman noted that the next agenda item was the appointment of an independent registered public accounting firm to audit the Company's statutory accounts for the financial year ending on December 31, 2020.

The Chairman further noted that the Company recommended appointing KPMG Accountants N.V. (“KPMG”) as the Company’s independent registered public accounting firm to audit the Company’s statutory accounts for the financial year ending December 31, 2020, subject to the agreement between KPMG and the Board on terms of engagement.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders.

The Secretary counted the votes and recorded that for this proposal 5,240,410 votes were cast in favor, 121,998 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 5: ANY OTHER BUSINESS

The Chairman invited those virtually present to ask any further questions in relation to the EGM. After establishing that there were no further questions, the Chairman noted that there was no other business before the Meeting.

AGENDA ITEM 6: CLOSING

On behalf of himself and the Board, the Chairman thanked attendees for their (virtual) attendance at and for their contribution to the Meeting.

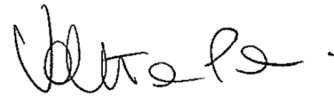
The Chairman then closed the Meeting.

Chairman

A handwritten signature in blue ink, appearing to read 'Ottonel Popesco', with a large flourish at the end.

By: Mr. Ottonel Popesco
Date: July 31, 2020

Secretary

A handwritten signature in black ink, appearing to read 'Valentina Parisi', with a period at the end.

By: Ms. Valentina Parisi
Date: July 31, 2020