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## Content

Preliminary remarks	2
1 - Group structure and shareholders	3
2 - Capital structure	4
3 - Board of Directors	5
4 - Executive Management	12
5 - Compensation, shareholdings and loans	13
6 - Shareholders' participation	13
7 - Change of control and defence measures	14
8 - Auditors	15
9 - Internal control and risk management system	15
10 - Information policy	20
11 - Non-applicability/negative disclosure	21
Compensation Report 2017	22

## Preliminary remarks

The lastminute.com group Corporate Governance Report 2017 follows the SIX Swiss Exchange Directive on Information relating to Corporate Governance dated 1 January 2017 and takes into account the Swiss Code of Best Practice for Corporate Governance and the Dutch Corporate Governance Code. Please note that the Company, being Dutch, is not subject to the Swiss Ordinance against Excessive Compensation at Listed Joint-Stock Companies (OaEC).

In particular, all disclosures required by the Dutch Corporate Governance Code should be included in the documents hereby, Consolidated Financial Statements, Directors' Report and company's corporate website. To avoid duplication of information, cross-referencing to other reports is made in some sections, namely the Annual Report 2017, the Consolidated Financial Statements 2017 of the lastminute.com NV, as well as the Articles of Association of lastminute.com NV. The Dutch Corporate Governance code can be found on [www.MCCG.nl](http://www.MCCG.nl).

The Consolidated Financial Statements of the lastminute.com NV 2017 have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and in accordance with part 2 book 9 of the Dutch Civil Code.

Where necessary, these disclosures have been extended to comply with the requirements of the SIX Swiss Exchange Directive Financial Reporting.

## 1 - Group structure and shareholders

### 1.1 Group structure

Management is determining operating segments based on the information reviewed and managed by the Group chief operating decision makers.

On this basis, the Group has defined the main following operating segments:

- OTA ("Online Travel Agency"), which represents the core and traditional business of the Group.
- Meta-search, which includes the business generated in our websites focused on directing traffic, in exchange for a commission, to the sites of OTAs and airlines and other direct providers.
- Other segments, which includes the other businesses and ventures that individually and collectively do not constitute a separate operating segment.

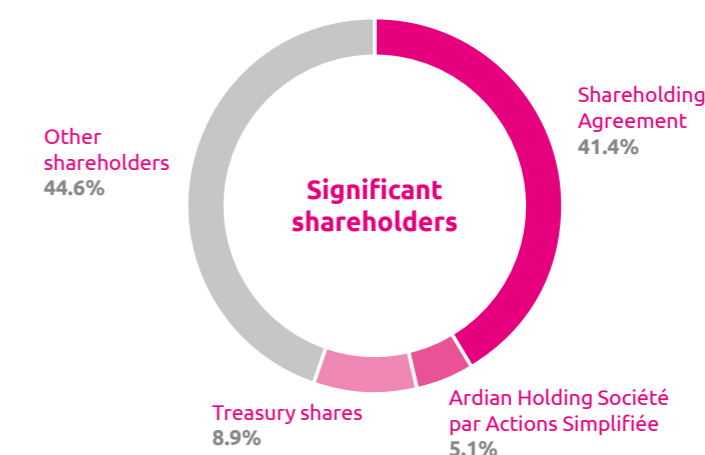
Group subsidiaries are listed in Note 31 of the Consolidated Financial Statements.

Lastminute.com NV is registered in The Netherlands, Prins Bernhardplein 200, 1097 JB Amsterdam. LMN's shares are listed on the SIX Swiss Exchange (ISIN code: NL0010733960) in Zurich. On 31 December 2017, the market capitalization of LMN was CHF 225,188,517. For further information visit our website on <http://www.lastminutegroup.com/investor-relations/share-information.aspxwww.bravoflyrumbogroup.com/investor-relations/share-information>

No other Group's affiliated or associated companies are listed as of 31 December 2017.

### 1.2 Significant shareholders

Significant shareholders and significant groups of shareholders as of 31 December 2017 are reported below:



On April 1, 2014, Freesailors Cooperatief U.A. (a Dutch cooperatief controlled by Mr. Fabio Cannavale), Micheli Associati Srl (controlled by Mr. Francesco Micheli), Mr. Francesco Signoretti, Dongiro S.a r.l. (controlled by Mr. Jerome Cohen Scali), Kikiz S.a r.l. (controlled by Mr. Arnaud Cohen Scali) and Bigfoot Tech S.a r.l. (controlled by Mr. Antoine Michelat) entered into a Shareholders Agreement regarding all Shares and related derivatives they hold and may hold in the future. This Shareholders Agreement entered into effect as of April 15, 2014 and lasted for a period of three years from that date. The parties have agreed to coordinate the exercise of all their rights out of the Shares and related derivatives held within the group of shareholders formed by the Shareholders Agreement. The coordination will be made such that any decision is taken by a majority vote whereby the majority is determined based on the Shares each party to the Shareholders Agreement holds. As a result, Freesailors

Cooperatief U.A. (and thus, indirectly, Fabio Cannavale, which ultimately controls Freesailors) controls the Shareholders Agreement and therefore controls all the Shares in the Company and related derivatives held within the group of shareholders. The admission and exclusion of group members of the Shareholders Agreement requires the consent of 90% of the votes of the members. No consent is required for the sale of Shares or related derivatives. However, if Freesailors Cooperatief U.A. sells at least two million Shares, the other parties have a tag along right. Acquisitions of Shares or related derivatives are subject to a special approval process in the event that the acquisition exceeds 200,000 Shares. The group is dissolved if the group holds less than 33 and 1/3 % holding of Shares and related derivatives that count against the mandatory offer threshold. As the agreement was limited in time, on 27 April 2017, Freesailors Coöperatief U.A., Micheli Associati S.r.l. and Francesco Signoretti entered into a new agreement valid until 27 April 2020, under which all terms and conditions of the previous shall apply mutatis mutandis to the new and therefore remain in full force and effect.

Further disclosure and related changes along the year have been published on the reporting and publication platform of the Disclosure Office of SIX Swiss Exchange pursuant to art. 120 of the Financial Market Infrastructure Act and the corresponding provisions of the FINMA Financial Market Infrastructure Ordinance and can be accessed through the following link:

<https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>

As of 31 December 2017 the Group held 1,294 thousand own shares. During 2017 the Group announced a Partial Self-Tender Offer (PSTO); for further information please refer to the following links:

[http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/171215%20Lastminutecom\\_group\\_Press%20Release\\_PSTO\\_EN.pdf](http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/171215%20Lastminutecom_group_Press%20Release_PSTO_EN.pdf)

There are not cross-shareholdings.

## 2 - Capital structure

As of 31 December 2017, the Company has an issued share capital of EUR 146,226 divided into 14,622,631 fully-paid bearer shares with a nominal value of EUR 0.01 each.

Under Dutch law, a company's authorized share capital sets out the maximum number of shares that the company may issue without amending its articles of association. Under the Articles of Association, the Company's authorized capital amounts to EUR 181,100 and is divided into 18,110,000 Shares, each with a nominal value of EUR 0.01. The concept of conditional share capital is not known under Dutch law and thus there is no conditional share capital. Further, also the concept of authorized share capital as known under Swiss law deviates from the concept applicable under Dutch law.

In accordance with Dutch law and the Articles of Association, Shares shall be issued pursuant to a resolution passed by the Company's general meeting of shareholders, upon the proposal of the Board of Directors containing the price and further terms and conditions of the issue. Under the Articles of Association, the Company's general meeting of shareholders may delegate the authority to issue Shares to the Board of Directors, for a fixed period not exceeding five years and in a resolution specifying the number of Shares that may be issued and any further conditions. Such designation may be renewed each time for a period not exceeding five years. The Company's general meeting of shareholders on April 14, 2014 authorized the Board of Directors to issue Shares and grant rights to subscribe for Shares in relation to the Company's current and future employee incentive plans up to a maximum of 900,000 ordinary shares and to restrict or exclude the pre-emptive rights in connection with such issue of Shares or grant of rights to subscribe for Shares; this authorization applies for a period of 5 years as from the date of the general meeting;

Movement in recognized amounts are detailed in Note 24 of the Consolidated Financial Statements.

All shareholders have the right to receive, pro-rata to their shareholding, any dividend, participation on available earnings or any liquidation proceeds following the repayment of the share capital. There are no participation or profit-sharing certificates.

As of 31 December 2017, there are no outstanding bonds and bonds convertible into, or options to acquire, Shares, except for the options issued under the Company's employee stock option program (please see Note 15 of the Consolidated Financial Statements).

Non-voting equity securities do not exist for a Dutch public limited company.

The Shares may be transferred as book-entry securities. Under Swiss law, the booking of the Shares in the share account of the acquirer is sufficient for the transfer of the Shares. The Shares are freely transferable and no limitations on transfer and no voting right restrictions apply. Being the Company listed in Switzerland, the regulatory law that is applicable for managing the shares is the Swiss law.

Further information on the Capital Structure is provided in Note 24 of the Consolidated Financial Statements and in the Articles of Association

<http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/documents/governance-documents/articles-of-association-19-may-2015.pdf>

## 3 - Board of Directors

The Company has a one-tier board structure with a board of directors (the "Board of Directors" or the "Board") consisting of executive directors and non-executive directors. The Board shall consist of at least one Executive Director and at least two Non-Executive Directors. The majority of the Board shall be composed of Non-Executive Directors. All the Non-Executive Directors meet the independence requirements established by the Dutch Corporate Governance Code.

The Board believes that it should generally consist of no fewer than three and no more than nine members. This range permits diversity of experience without hindering the effective discussion or diminishing individual accountability. The chairman of the Board (the "Chairman") shall be a Non-Executive Director. The board is well balanced in accordance in accordance with section 2:166, subsection 2 of the Dutch Civil Code.

The table below lists the composition of the Board as of 31 December 2017:

Name	Year of birth	Gender	Nationality	Qualification	Election	Expires
Ottonel Popesco	1957	Male	French	Non- executive Chairman	2017	2018
Fabio Cannavale	1965	Male	Italian	Executive director, Group CEO	2017	2018
Marco Corradino	1968	Male	Italian	Executive Director, Chief Operations Officer	2017	2018
Roberto Italia	1966	Male	Italian	Non-executive director	2017	2018
Anna Zanardi	1964	Female	Italian	Non-executive director	2017	2018
Anna Gatti	1972	Female	Italian	Non-executive director	2017	2018
Julia Bron	1975	Female	Dutch	Non-executive director	2017	2018

Unless otherwise stated, the non-executive members of the Board of Directors have no significant business relationships with lastminute.com group. Mr. Fabio Cannavale is a Co-founder of the Group, controls the Company through the Shareholders Agreement described in Section 1.2 and acts as a director in some subsidiaries of the Group. Transactions of significance to the company with major shareholders (more than 10%) require approval of the non-executive directors and are agreed on terms customary in the market. No Non-executive director has been a member of the management of the issuer or one of the issuer's subsidiaries in the three financial years preceding the period under review.

In accordance with article 13.4 of the Articles of Association, the Board may agree on a division of the duties of the Board between one or more Non-Executive Directors and one or more Executive Directors.

The duty to supervise the performance of duties by the Executive Directors cannot be taken away from the Non-Executive Director by a division of duties. The chairmanship of the Board, the making of proposals for the appointment of a Director and the adoption or the assessment of the remuneration of the Executive Directors may not be assigned to an Executive Director.

In case of a Director's absence, his duties and powers shall be carried out by the other Directors. In the event that all Directors are absent, their duties and powers shall be temporarily entrusted to a person designated by the general meeting of shareholders of the Company (the "General Meeting").

### 3.1 Professional background and other activities and functions

#### **Ottonel Popesco**

##### *Non-executive Chairman*

Ottonel Popesco holds an MBA from Sorbonne University, an MSc in economics from Bucharest Academy, an Ingénieur professionnel de France-diploma from Société Nationale des Ingénieurs Professionnels de France and a diploma in Strategic Marketing Management from Harvard Business School. Between 1983 and 1988, Ottonel Popesco acted as sales and marketing manager in the CLB manufacturing division of ABB France. In 1988, he joined Cavotec SA Switzerland ("Cavotec"). Currently Mr. Popesco is a member of the board of directors of Cavotec SA.

#### **Fabio Cannavale**

##### *Executive Director, Group CEO*

Fabio Cannavale holds a diploma in engineering from Politecnico di Milano and an MBA from INSEAD, Fontainebleau, France. In 2004, he co-founded Volagratis.com (a predecessor of the Company) and acted as Chairman of the Company from that time until February 12, 2016, when he was elected to serve as CEO of the Company at the 2016 EGM. He started his career as a consultant, working between 1989 and 1996 for A.T. Kearney and for McKinsey & Company. Between 1996 and 1998, he launched The Floating Village in Venezuela, an innovative concept of a holiday village built on boats. Between 1999 and 2001 Mr. Cannavale was a member of the management team of eDreams, an online travel start-up. Between 2001 and 2004, he worked for his family-owned businesses and collaborated with a not-for-profit entity. He is also a member of the boards of directors of Cavotec SA, Nomina SA and Consortium Real Estate B.V.

#### **Marco Corradino**

##### *Executive Director, Chief Operations Officer*

Marco Corradino holds a degree in Political Science from the University of Genoa and holds a Master Degree in marketing, communication and sales management from Publitalia (Milan, Italy). In 2004, Marco Corradino co-founded with Fabio Cannavale Volagratis, the first search engine for low cost flights in Italy and the foundation for what was to become Bravofly Rumbo Group and subsequently lastminute.com group. Marco Corradino, an entrepreneur and business angel, has held different positions within the Group and is now its Chief Operating Officer as well as Executive Board Member since 12 February 2016.

#### **Roberto Italia**

##### *Non-executive Director*

Roberto Italia graduated in Economics from LUISS University, Rome, Italy, and holds an MBA from INSEAD, Fontainebleau, France. He started working at Telecom Italia Group in 1990 and since 1994 has been active in private equity, initially with Warburg Pincus, then with Henderson Private Capital and more recently with Cinven, to which he is now a Senior Advisor. Mr. Italia is a co-founder and director of Space Holding Srl, Chief Executive Officer of Space2 SpA, and a Board Member of Avio SpA, Red Black Capital SA, Cinven Luxco 1 SA, Cinven Luxco 2 SA, FCP Manco Sarl, Digivalue Media Sarl and nominated director of the company Cavotec SA.

#### **Anna Gatti**

##### *Non-executive Director*

Anna Gatti holds a Doctor of Philosophy in Business Administration and Management from Bocconi University, a post-doctoral Program in Organizational Behavior from Stanford University and a Doctor of Philosophy in Criminology from Trento University. She started in 2002 as research associate at the University of California Berkeley and then acted as Senior Economist at the United Nations (World Health Organization) until 2004 when she became a successful Partner of MyQube (Telecom Italia Venture Fund) generating direct investments in high-tech start-ups with particular focus on fixed and mobile telecommunications. In 2007 she held the position of Head of International Consumer Operations at Google and Head of International Online Sales and Operations at YouTube. In 2011 she moved to Skype becoming Sr. Director of Advertising and New Monetization and in 2012 co-founded Soshoma Inc. (Artificial Intelligence Start-up) covering as well the position of CEO. She has been appointed board member for Buongiorno (2007-2012), Piquadro (2013-2016), Gtech/IGT (2014-2015), Banzai (2014-2015) and Rai Way from 2014 as of present day.

#### **Anna Zanardi**

##### *Non-executive Director*

Anna Zanardi Cappon holds a degree in Scientific and Industrial Economics and she majored in Systemic Psychology, at Stanford University, and in Expressive and Artistic Therapies at Harvard University. She worked in the United States at the Mental Research Institute in Palo Alto and continued her studies of Ericksonian Hypnosis, Systemic Therapy and Family Therapy in San Francisco. She received a Doctor of Philosophy in Psychology, in Ljubljana, Slovenia, and later specialized in psychosomatics and family constellations. Presently, in addition to her work with psychology and psychotherapy, and as an advisor and consultant for large organizations, she teaches, writes and studies theology and Eastern philosophies. She is a director of several boards, for both listed companies and charity organizations.

#### **Julia Bron**

##### *Non-executive Director*

Julia Bron holds a law degree from Belarus State University. Ms. Bron has been working in the financial services industry for the past 16 years. During her career she has advised clients on numerous transactions and restructurings, and concluded various audit engagements both locally and internationally, holding a position as senior manager at PwC, Amsterdam in 2009 and as a manager at Deloitte in Amsterdam, Ljubljana and Minsk between 1998 and 2007. She gained experience in the formation and management of companies, and the standardization of corporate governance, compliance and administration, from being a commercial director at TMF, Amsterdam between 2010 and 2012 and a senior integration manager at Citco Funds, Amsterdam between 2007 and 2008. Since 2012, she has been a partner at Lainsburgh, specializing in staffing and structuring operations for international companies in The Netherlands.

The above profiles of the members of the Board of Directors provide information on their activities and commitments in addition to their functions at the lastminute.com group. Other than as described above, the members of the Board of Directors do not engage in any other activities or perform any other functions which are significant to the Group.

### 3.2 Elections, terms of office and areas of responsibility

The members of the Board of Directors are individually elected and appointed by the Company's general meeting of shareholders. A resolution of the Company's general meeting of shareholders to appoint a director may be passed by an absolute majority of the valid votes cast.

Directors are appointed for a period of one year starting on the day after the day of the annual general meeting of the Company's shareholders in which they are appointed and ending on the day of the subsequent annual general meeting of the shareholders that will be held in the year following the year of their appointment. Directors may immediately be reappointed.

The Company's general meeting of shareholders may at any time suspend or remove any director. A resolution to remove or suspend a director may be passed by an absolute majority of the valid votes cast. The Board of Directors may also suspend any executive director. If a director is suspended, the Company's general meeting of shareholders shall within three months of the date on which suspension has taken effect resolve either to dismiss such director, or to terminate or continue the suspension (which resolution to continue the suspension may be adopted only once and for a maximum period of three months), failing which the suspension shall lapse.

The Selection, Appointment and Remuneration Committee is responsible for seeking and evaluating individuals qualified to become Directors, reviewing background checks respecting such individuals, and selecting or recommending that the Board select the Director nominees for the next annual General Meeting. Any group of shareholders representing at least 3% of the capital of the Company may request the Board of Directors in writing to include additional Director nominees, at least sixty days before the date on which the meeting is convened.

The Board of Directors is the ultimate governing body of the Group. It is responsible for the ultimate supervision of the Group. The Board attends to all matters which are not reserved for the General Meeting or another governance body of the Group by law, the Articles of Association or specific regulations issued by the Board of Directors.

The Board has the following main duties:

- a) the ultimate direction of the Group, in particular the conduct, management and supervision of the business of the Group, and the provision of necessary directions;
- b) the determination of the Group's organisation;
- c) the determination of accounting and financial control principles, as well as the principles of financial planning;
- d) the appointment and removal of the Committees' members;
- e) the ultimate supervision of the Chairman, in particular with respect to his compliance with the law, the Articles of Association, instructions given from time to time by the Board;
- f) the preparation of the Annual Report, the General Meeting and execution of its resolutions;
- g) the notification of the court in the event of over indebtedness;
- h) the discussion and approval of:
  - the Group's long-term strategy and annual investment budget;
  - major financial operations;
  - any significant policy issue dealing with the Group's or the Group's general structure or with financial, commercial and industrial policy;
  - Corporate Governance Principles of the Group;
  - the review of and decision on any report submitted to the Board;
  - the Group's annual risk assessment.

### 3.3 Internal organisational structure

#### 3.3.1 Allocation of tasks within the Board of Directors

Name	Board of Directors	SAR Committee*	Audit Committee
Otonel Popesco	Chair	Member	Member
Fabio Cannavale	Member	-	-
Marco Corradino	Member	-	-
Roberto Italia	Member	Chair	Chair
Anna Zanardi	Member	-	-
Anna Gatti	Member	-	-
Julia Bron	Member	-	Member

#### 3.3.2 Tasks and area of responsibility for each Committee of the Board of Directors

The powers and responsibilities of each Committee are established in the applicable Committee Charter, which is approved by the Board. Each Committee is entitled to engage outside counsels.

The members of the Board (each a "Director") are collectively responsible for the management of the Group. The Board shall review and regularly monitor the effectiveness of the Group's fundamental operating, financial and other business plans, policies and decisions, including the execution of its strategies and objectives. The Board shall seek to enhance long-term shareholder value.

The Executive Directors are responsible for the day-to-day management of the Group.

The Non-Executive Directors are responsible for proper and independent supervision of the performance of duties by the Executive Directors..

The Chairman shall ensure the proper and independent functioning of the Board.

The Board of Directors is charged with the management of the Group, subject to the restrictions contained in the Articles of Association. Each director owes a duty to the Group to properly perform the duties assigned to him or her and to act in the corporate interest of the Group. Under Dutch law, the corporate interest extends to the interests of all corporate stakeholders, such as stockholders, creditors, employees, customers and suppliers. The members of the Board of Directors are appointed by the general meeting of shareholders. A resolution of the general meeting of shareholders to appoint a director may be passed by an absolute majority of the valid votes cast. Directors are appointed for a period of one year.

In accordance with the Articles of Association and the Dutch Corporate Governance Code the Board of Directors has installed the following internal Committees with consultative and advisory duties:

- Selection, Appointment and Remuneration Committee ("SAR Committee");
- Audit Committee

in each case consisting of non-executive directors only.

#### SAR Committee

The SAR Committee is an expert committee supporting the Board of Directors in the performance of its duties; pursuant to the applicable terms of reference adopted by the Boards of Directors, the SAR Committee has the following duties:

- a) drafts selection criteria and appointment procedures for non-executive directors;
- b) periodically assesses the size and composition of the Board of Directors and proposes a composition profile of the Board of Directors, including monitoring and assessment of trends in the area of corporate governance;
- c) at least once a year assesses the performance of the CEO, other executives and individual directors, reports their findings to the Board of Directors and sets the CEO's and the directors' compensation levels based on this evaluation;

\* Selection, Appointment and Remuneration Committee.

- d) formulates proposals for appointments and reappointments to the Board of Directors, and prepares a description of the role and capabilities required for a particular appointment;
- e) supervises the policy of the Board of Directors on the selection criteria and appointment procedures for senior management;
- f) formulates proposals for the Board of Directors concerning the remuneration policy for the members of the Board of Directors, the committees and the management, and proposes remuneration of the individual members of the Board of Directors, committees and the management within the framework of that remuneration policy (as adopted by the Company's general meeting of shareholders), which are submitted to the Company's general meeting of shareholders for approval;
- g) oversees the implementation and administration of the Company's compensation and benefit plans, in particular the incentive compensation and equity-based plans of the Company (and, to the extent appropriate, the significant subsidiaries of the Company);
- h) prepares the remuneration report on the remuneration of the Board of Directors; and
- i) develops and recommends to the Board of Directors the criteria for selecting directors and assessing director independence, seeks and evaluates individuals qualified to become directors, reviews background checks and selects or recommends that the Board of Directors selects the director nominees.

In 2017, the SAR Committee has performed its duties in accordance with its duties as set out above.

#### *Audit Committee*

Pursuant to the applicable terms of reference for the audit committee adopted by the Boards of Directors, the audit committee has the following duties:

- a) advises the Board of Directors on financial reporting, risk management, group-wide compliance with relevant legislation, articles of association, rules and group instructions;
- b) establishes, reviews and updates periodically a code of conduct and ensures that the management has created a system to enforce such code;
- c) supervises the preparation of the Company's financial statements, the Company's financial reporting process and system of internal business controls and risk management;
- d) supervises the Company's internal and external audit process and its internal and external auditor's qualifications, independence and performance;
- e) obtains timely reports from the independent auditor and reviews them regarding critical accounting policies as well as treatments of financial information within the IFRS that have been discussed with the management; and
- f) reviews the Company's annual and interim financial statements and other public disclosures, prior to publication.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the Company.

The Committee shall meet at least four times annually, or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Committee will maintain minutes of meetings and reports activities, their findings and recommendations to the plenary Board of Directors on a regular basis. The Committee shall meet privately in separate sessions at least annually with management, the director of the internal auditing department, the independent auditors, and as a committee to discuss any matters that the Committee believes should be discussed, such as a significant financial risk exposure and the step management has taken to monitor, control and report such exposures. In addition, the Committee, or its Chair, will communicate with management and the independent auditors to review the Company's financial statements and significant findings prior to the filing of such statements with the SIX Swiss Exchange.

The independent auditors are ultimately accountable to the Committee. The Committee shall have the ultimate authority to select, evaluate and, where appropriate, replace the independent auditors. The external auditor is generally expected to attend the relevant meetings of the audit committee. The findings of the external auditor, the audit approach and the risk analysis are also discussed at these meetings.

In 2017 the Audit Committee has performed his duties in accordance with the duties as set out above and the requirements of the Dutch Corporate Governance Code.

Table below shows frequency of meetings during the year 2017

Meetings held in 2017	Frequency	Average duration
Board of Directors	Bimестrial	4 hours
SAR Committee	Half-yearly	1.5 hours
Audit Committee	Quarterly	2 hours

In 2017, All board members attended all the Board of Directors and Committees meetings of which they are part.

#### **3.3.3 Work methods of the Board of Directors and its Committees**

The Board expects to have at least four regularly scheduled meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the Group's business. At least annually, the Board shall devote a meeting to a review of the Group's long-term strategic and business plans.

The Chairman shall establish and distribute in advance the agenda for each Board meeting. Any director is free to suggest potential items for the agenda.

Attendance by any non-Director at Board meetings is subject to the discretion of the Board, however, the Board encourages management to bring officers and managers into Board meetings from time to time, when such managers can provide additional insight into the matters being discussed and/or have potential as future members of senior management. Board approval should be sought if the Chairman or Chief Executive Officer (CEO) wishes to add additional personnel as attendees at Board meetings on a regular basis.

Board resolutions shall be passed and elections shall be carried by the absolute majority of votes cast. In the event of equality of votes, the Chairman shall have the casting vote.

Resolutions may be taken in written form, by way of a telephone, or video conference. A Board member that cannot attend the Board meeting can express its vote by email addressed to the Chairman.

An Executive Director may grant another Executive Director a written proxy to represent him at a Board meeting. Non-Executive Directors cannot be represented in this manner.

The discussions and resolutions shall be reported in minutes of the meeting and such minutes shall be signed by the Chairman and the meeting's secretary. The minutes shall be approved by the Board at its next meeting.

Resolutions approved by email must be included in the minutes of the next meeting of the Board.

### 3.4 Information and control systems of the board vis-à-vis management

The Board of Directors is informed on a regular basis about materialistic matters involving the Group and the Group's business.

The Chairman and the CEO ensure the proper information flow between the Management and the Board of Directors. The Board of Directors receives regular and ad-hoc reports from the Board's Committees, the Chairman and the CEO. The minutes of Committees' meetings are made available to the full Board.

Furthermore, the Audit Committee reviews the financial performance and assesses the effectiveness of the internal and external audit processes as well as the internal risk management organisation and processes.

The role of the external and internal auditors is as follows:

- external auditors (PwC Netherlands) who conduct their audit of lastminute.com NV in compliance with Dutch law including Dutch Standards on Auditing;
- external auditors (PwC Switzerland) who conduct the audit of the Group and the Swiss companies in compliance with Swiss law and in accordance with Swiss Auditing Standards and with International Standards on Auditing;
- group internal auditors which have a direct reporting line to the Audit Committee. It comprises people with a significant experience travelling worldwide and completing audit assignments.

## 4. Management

During 2015 a management body was formally established (Executive Management) and it consists of all corporate managers with strategic responsibility for the Group. The table below shows the composition of the Executive Management as of 31 December 2017.

Name	Year of birth	Nationality	Current Function
Fabio Cannavale	1965	Italian	Group Chief Executive Officer – Executive Director
Marco Corradino	1968	Italian	Chief Operations Officer – Executive Director
Sergio Signoretti	1964	Italian	Chief Financial Officer

### 4.1 Members of the Executive Management

### 4.2 Professional background and other activities and functions

#### Fabio Cannavale

*Group Chief Executive Officer - Executive Director*

Please refer to point 3.1 above.

#### Marco Corradino

*Chief Operations Officer – Executive Director*

Please refer to point 3.1 above.

#### Sergio Signoretti\*

*Chief Financial Officer*

Sergio Signoretti is chartered accountant and auditor and graduated in Economics at the State University in Rome. Sergio has extensive experience in the financial services industry, having managed as CEO of CartaLis (IGT-Lottomatica group) the startup of the initiative and led the development of the current second issuer of prepaid cards in Italy. Formerly he was CEO of Lottomatica Videolot Rete (IGT- Lottomatica Group) and he hold positions as Head of planning and control in diversified multinational contexts (manufacturing, telco, gaming) among which Omnitel Vodafone and Lottomatica. He is an Angel Investor member of Italian Angels for Growth, an association of Italian and foreign investors in start-up capital ventures.

\* During 2017 three different CFOs succeeded within the Group: F. Guidotti, CFO of the previous year, remained in charge until 31/03/2017; F. Guidotti was replaced by S. Biffi, in charge from 01/04/2017 to 30/09/2017.

### 4.3 Management contracts

Lastminute.com group does not have management contracts delegating portions of its management to third parties not belonging to the group.

## 5 - Compensation, shareholdings and loans

Please refer to the Compensation Report 2017.

## 6 - Shareholders' participation

The participatory rights of shareholders are defined in LMN's Articles of Association. Each share of the company carries one vote and is entitled to vote on any shareholders' meeting of the Company. The Company's shareholders are only entitled to attend the general meeting in person, or represented by a person holding a written proxy, to address the meeting and to vote at the meeting, if the shareholder has lodged documentary evidence to the Board of Directors of his voting rights. The requirement for a written proxy is also met if the proxy is recorded electronically. For these purposes, the Board of Directors shall set a record date on the twenty-eighth day before the general meeting by which date the shareholder needs to register as such in a register (or one of more parts thereof) designated by the Board of Directors. The registration process is described in the notice for the general meeting.

One or more shareholders of the Company, entitled to make such request according to the law, may request the Board of Directors in writing to include items for the meeting in the agenda, at least sixty days before the date on which the meeting is convened.

Unless another majority is prescribed under Dutch law or in the Articles of Association (art. 20 and art. 21), resolutions of the Company's general meeting of shareholders shall be adopted by an absolute majority of votes cast in a meeting at which at least one third of the issued capital is represented.

Extraordinary general meetings of the Company's shareholders shall be convened as often as deemed necessary by the Board of Directors or at the request to the Board of Directors by one or more shareholders jointly representing at least one-tenth of the issued share capital.

For details concerning convocation and notification of the General Meeting please see from art. 15 to 18 of the Articles of Association:

<http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/documents/governance-documents/articles-of-association-19-may-2015.pdf>

No voting rights may be exercised for any shares held by the Company or its subsidiaries. The Company or its subsidiaries may not exercise voting rights in respect of shares for which it or its subsidiaries have a right of usufruct or a pledge. No other voting right restrictions apply to the shares of the Company. Furthermore, there are not procedure and conditions for abolishing voting rights restrictions laid down in the Articles of Association.

The Group operates an equity-settled share-based compensation plan. One option gives the right to buy one share of the Company. The grant-date fair value of the options granted to employees is recognized as an employee expense over the vesting period, with a corresponding increase in equity over the same period. The amount recognized as an expense is adjusted to reflect the number of options for which the related service condition is expected to be met, such that the amount ultimately recognized as an expense is based on the number of options that meet the related service condition at the vesting date.



On 26 March 2015, the Group established a new cash-settled share-based payment arrangement. Directors and selected key employees were offered the opportunity to participate. Plan participants are required to make an equity co-investment contribution in cash ("the initial contribution") as limited partners of a limited partnership entity. Under the terms of the plan, the Group contributes an amount equal to three times the initial contribution ("the LMN contribution"). The limited partnership entity which administers the arrangement purchases the LMN shares, and LMN shares equivalent is computed for both the initial and the LMN contribution. This equivalent number is equal to the contribution divided by the market price of an LMN share at the date of the initial contribution.

## 7 - Change of control and defence measures

### 7.1 Duty to make an offer

Pursuant to the applicable provisions of the Financial Market Infrastructure Act, FMIA, if a person acquires shares of a company with its primary listing at a Swiss stock exchange, whether directly or indirectly or acting in concert with third parties, which, when added to the shares already held by such person, exceed the threshold of 33<sup>1/3</sup>% of the voting rights (whether exercisable or not) of such company, that person must make a bid to acquire all of the listed shares of the company. A company's articles of association may either eliminate this provision of the FMIA or may raise the relevant threshold to up to 49% ("opting-out" or "opting-up" respectively). The Articles of Association do not contain an opting-out or an opting-up provision.

There is no obligation to make a bid under the foregoing rules if the voting rights in question are acquired as a result of a gift, succession or partition of an estate, a transfer based upon matrimonial property law, or execution proceedings.

These rules apply to the Company and its shareholders despite the Company being incorporated in the Netherlands. Since the Dutch rules on public takeovers and mandatory bid rules do not apply to a Dutch company listed at SIX Swiss Exchange, no exception apply to the application of Swiss takeover rules and, consequently, mandatory bid rules.

### 7.2 Clauses on change of control

There are no change-of-control clauses benefiting Board members or members of the management. Under certain scenarios, a change in control would result in the accelerated vesting of pre-existing employee stock options so that all such options could be exercised immediately.

## 8 - Auditors

### 8.1 Duration of the mandate and term of office of the lead auditor

During the general meeting held on 28 April 2017 ("AGM") the shareholders of the Company resolved upon the granting of full powers to the Board in the respect of the appointment of a qualified independent accounting firm to audit the Company's accounts for the accounting reference 2017. The Board, after due consideration, approved the proposal received by PricewaterhouseCoopers Accountants N.V. ("PwC") to be appointed in order to provide the Company with financial audit services for the accounting reference year 2017.

### 8.2 Auditing fees

The total of the auditing fees for the auditors in 2017 amounts to EUR 513 thousand, of which PwC, including network firms, in their capacity as Group auditors, received the full amount.

### 8.3 Additional fees

Additional fees paid to the auditors (other than PwC Netherlands) for 2017 related to an additional services amount to of EUR 6 thousand for other various non-audit services provided to group companies, such as consultancy activity for disclosures on technical matters.

### 8.4 Information instruments pertaining to the external audit

PwC presents to the Audit Committee a detailed report on the conduct of the Financial Statements audit, the findings on significant financial accounting and reporting issues together with the findings on the internal control system as well as an overview of issues found during the interim audit.

## 9 - Internal control and risk management system

### 9.1 Principles of the internal control and risk management system

The Audit Committee reviews annually the appropriateness of retaining PwC as the auditor of LMN, prior to proposing to the Board and to the Annual General Meeting of LMN the election of PwC as auditors. The Audit Committee assesses the effectiveness of the work of the auditors in accordance with Swiss and Dutch law, based on their understanding of the Group's business, control, accounting and reporting issues, together with the way in which matters significant at Group level or in the statutory accounts are identified and resolved.

The Audit Committee is also informed on the work of PwC through regular briefings and information presented by the head of the Internal Audit Department. The lead auditor is rotated every seven years in accordance with Dutch law. Audit fees are ultimately approved by the Audit Committee.

The Group and PwC have agreed on clear guidelines as to audit services which it is appropriate for PwC to provide. These guidelines ensure PwC's independence in their capacity as auditors to the Group. PwC monitors its independence throughout the year and confirms its independence to the Audit Committee annually.

Lastminute.com group has adopted and is committed on promoting and maintaining an adequate internal control and risk management system, to be understood as a set of all of the tools necessary or useful in order to direct, manage and monitor business activities with the objective of ensuring compliance with laws and Group procedures, protecting corporate assets, managing activities in the best and most efficient manner and providing accurate and complete accounting and financial data, including financial reporting.

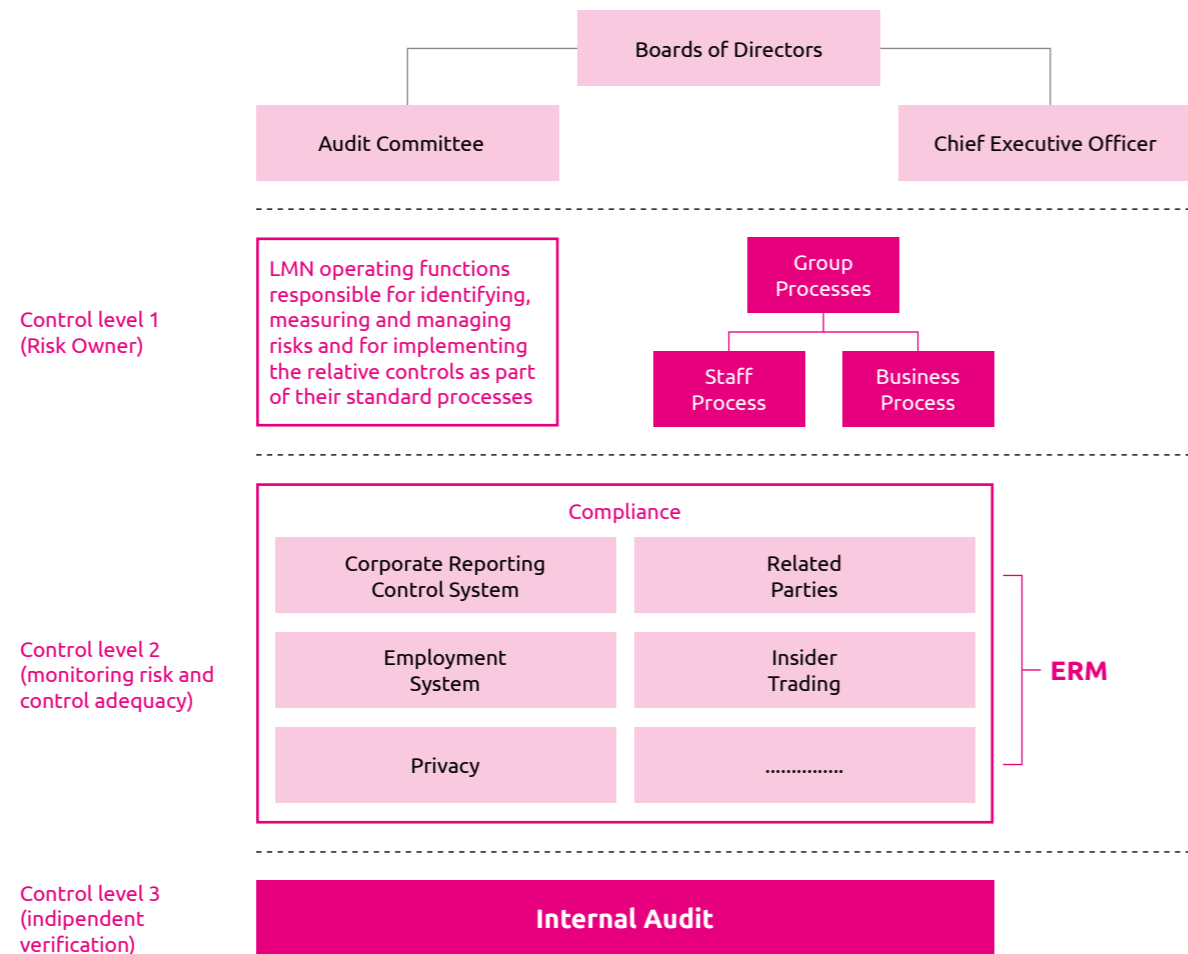
The Board of Directors approved the "Guidelines of the Board of Directors on Internal Auditing" (the "Guidelines") that define the system of internal control and risk management as a set of organisational structures, rules and procedures to enable the identification, measurement, management and monitoring of the main risks. An effective system of internal control and risk management assists in leading the Group in line with pre-established goals, promoting reasoned decision-making. The internal control and risk management system director and those appointed to manage it are responsible for establishing and maintaining an effective internal control and risk management system, in line with corporate and procedural objectives, ensuring that risk management procedures correspond to the risk containment plans defined. Lastminute.com group's Board of Directors has identified the Audit Committee as responsible for the supervising of the internal control and risk management system; the Audit Committee defines the guidelines for the internal control and risk management system and annually reviews the operation of the Group's internal risk management and control systems with regard to the characteristics of the Group and the risk profile assumed, as well as its efficacy, so that the main risks facing the Group and its subsidiaries can be correctly identified and adequately measured, managed and monitored. No significant changes over the internal control and risk management system have been made during 2017 or are planned for the coming year.

Lastminute.com group's internal control and risk management system is based on an integrated model of controls. Management is primarily responsible for applying the internal control and risk management system, since control activities are an integral part of management processes. Management must therefore foster an environment positively oriented that promotes to the controls and must specifically manage "line controls", consisting of all the control activities that individual operating units or companies perform on their own processes. There are various operating units involved in the internal control and risk management system, based on specific allocations of responsibility. These units are set within the corporate structure at three different levels of the corporate structure, and they interact as shown in the diagram below. Specifically, LMN's risk management system comprises the following three levels of internal control:

- Level One: identification, evaluation and monitoring of risks inherent to the individual Group processes. The Group departments that bear the individual risks, and are responsible for identifying, measuring and managing them as well as for implementing the necessary controls, are located at this level;

- Level Two: monitoring of the main risks to ensure that they are effectively and efficiently managed and processed, and monitoring of the adequacy and functioning of the controls put in place to protect against the main risks; support for Level One in defining and implementing adequate management systems for the main risks and related controls. This level contains Group personnel charged with coordinating and managing the main control systems (e.g. Disclosures, Privacy etc.);
- Level Three: independent and objective verification of the operating effectiveness and adequacy of Levels One and Two, and in general of all risk management methods. This activity is performed by the Internal Audit Department, which performs his activity under the direction and guidance of the Guidelines.

The following table shows the Corporate Governance structure for the Group, divided in the different control levels:



Internal representations received from management, management reviews, reviews of the design and effectiveness of the internal controls and reviews are integral parts of LMN's risk management approach. On the basis thereof, it can be stated that LMN's internal controls over financial reporting provide a reasonable level of assurance that the financial reporting does not contain any material inaccuracies, based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis and confirms that these controls have functioned properly in the financial year 2017.

A specific matrix over financial risks is annually prepared by the Management and approved by LMN's CEO and CFO and supervised by the Audit Committee.

In accordance with best practice 1.4.3 of the Code of December 2016 the board of directors confirms that:

- this report provides sufficient insights into any failings in the effectiveness of the internal risk management and control systems;
- the aforementioned systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies;
- based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis;
- this report states those material risks and uncertainties that are relevant to the expectation of the Company's continuity for the period of twelve months after the preparation of the report.

### 9.2 Enterprise Risk Management System

Lastminute.com group has adopted an ERM system composed of rules, procedures and organizational structures, for identifying, measuring, managing and monitoring the main risks that could affect the achievement of its strategic objectives.

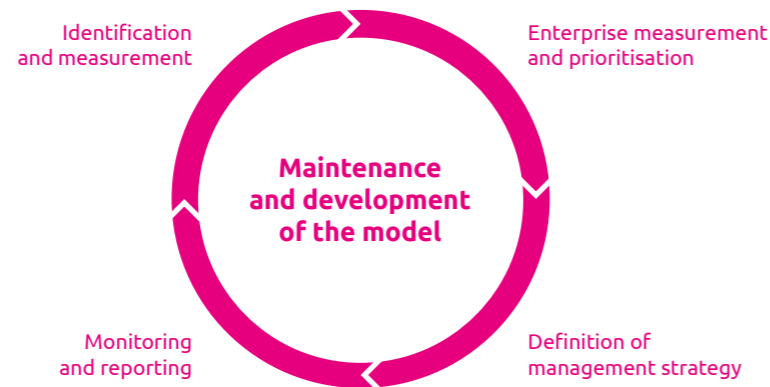
Lastminute.com group through the ERM system has adopted uniform and structured method for identifying, evaluating, managing and controlling risks in line with existing reference models and best practice.

The ERM system provides for an integrated, cross and evaluation of risk that increases the value of the management systems already in place in the individual corporate processes. The results arisen in relation to the main risks and the relevant plans for managing said risks are submitted to the Audit Committee to allow the evaluation of the effectiveness of the internal control and risk management system in relation to the specific features of lastminute.com group and to the risk profile adopted.

The scope of the risks identification phase is to pinpoint dangerous events both pertaining the corporate processes of lastminute.com group and external to them that may affect the achievement of the corporate objectives. Risks are measured in an integrated and cross manner by way of defined grading scales of probability and impacts that concerns, both quantitative (e.g. economic and financial impacts) and more qualitative and intangible (e.g. reputational impact, health, safety-related) aspects.

To each event is given an 'enterprise' score. For each risk, this score summarises the different evaluations performed by the Risk Owners and by the centralised units with specialist expertise. Risks are prioritised according to a combination of impact and probability scores. Management actions and possible specific interventions are identified for all risks, with the relevant implementation timeframes, associated with a type of risks' management among those codified.

Risk mapping is dynamic and thus needs to be reviewed periodically. The 'enterprise' evaluation dictates how often these reviews will take place, but they will happen at least once a year, even for low-priority risks. Periodic reporting ensures, at different corporate level, that the information on risk management and monitoring activities of competence is available and represented. The ERM system is constantly verified to having a continually effective model in line with methodological and technological developments regarding the risk management matter. Below is a graphical representation of how lastminute.com group's ERM system works:



Within the enterprise risks, the main corporate risks identified, monitored and managed by lastminute.com group are the following:

- Market Risk, being the risk arising from increased competition with possible subsequent loss of market share in comparison with other market players;
- Financial Risk, being the risk associated with financing operations, financial transactions and the risk of fulfilling the obligation linked to loans;
- Fraud Risk, being the risk arising from illegal or wrongdoing acts committed on the organization or by the organization or for the organization by internal or external sources;
- Operational Risk, being the risk resulting from breakdowns in internal procedures, processes, people and systems;
- Compliance Risk, being the risk resulting from changes in laws and regulations applicable to the Group.

### 9.3 Internal Audit

The role, duties and responsibilities of the Internal Auditor are defined and formalised by the Board of Directors in the Guidelines.

The Board of Directors appoints the Internal Auditor. The Internal Auditor is appointed for an unlimited term and may be dismissed by the Board of Directors. At least once during the course of the mandate granted to it by the Shareholders' Meeting, the Board of Directors assesses whether to reappoint the Internal Auditor, basing its decision on factors including rotation criteria.

The Board of Directors has appointed to Mr. Fabio Di Pietro as Head of the Internal Audit Department.

The Internal Audit performs audit activities in full independence in accordance with the instructions of the Board of Directors; the Audit Committee oversees the activities of the Internal Audit. The Internal Audit activities are carried out ensuring the maintenance of the necessary conditions for independence and the necessary objectivity, competence and professional diligence provided for in the international standards for the professional practice of the Internal Audit and in the code of ethics issued by the Institute of Internal Auditors.

Within the process of approving of the audit schedule, once a year the Board of Directors approves the budget required for the Internal Audit department to perform its responsibilities. According to the Guidelines, the Internal Audit has autonomous spending powers to assess, analyse and evaluate the internal control and risk management system and/or the related activities, and, in an exceptional and urgent circumstances that requires additional funds, it may ask the Board of Directors to extend the budget for the purposes of fulfilling its duties.

The Internal Audit Department: (i) verifies, both on a continual basis and in relation to specific requirements, in compliance with international standards, the functioning and suitability of the internal control and risk management system via an audit schedule, approved by the Board of Directors, after consultation with the Audit Committee, based on a structured process of analysing and prioritising the main risks; (ii) is not responsible of any operational area, and has direct access to all information that is useful for carrying out its duties; (iii) prepares periodic reports containing appropriate information on its work, on how risks are managed and on compliance with the plans set up to limit them. These reports contain an evaluation of the suitability of the internal control and risk management system; (iv) prepares timely reports on events of particular importance; (v) submits the reports to the Audit Committee and the Board of Directors; and (vi) verifies, in the context of the audit schedule, the reliability of the IT systems used, including the accounting systems.

Audit work are performed by the Internal Audit Department using an integrated approach, focusing on:

- Operational aspects: effectiveness and efficiency of business processes;
- Compliance aspects: compliance with laws and Group policies and procedures;
- Financial aspects: reliability of financial reporting.

### 9.4 lastminute.com group's internal regulatory system

In accordance with the evolving process aimed at continually improving the effectiveness and efficiency of its internal control and risk management system, lastminute.com group has adopted its own Regulatory System. The base of the Group's internal regulatory system is represented by the Code of Conduct, adopted by the Board of Directors on 14 April 2014. The Code of Conducts explicitly states the ethical guidelines, values and responsibilities that the Group acknowledges, accepts, shares and assumes, both within and outside the business.

The values stated in the Code form a shared system that expresses lastminute.com group's culture of corporate ethics and inspires the strategic thinking and performance of corporate activities that have to be carried out in a transparent, honest and fair way, in good faith, and in full compliance with competition protection rules. All that in respect of the legitimate interests of every stakeholder.

Lastminute.com group 's regulatory system comprises the following levels: (i) Group's Policies (Level 1), (ii) Procedures (Level 2).

Group's Policies are indicated below:

- Whistleblower Rules;
- Remuneration Policy;
- Dividend Policy;
- Privacy Policy;
- Insider Regulations;
- Related Party Transactions.

## 10 - Information policy

### 10.1 Investor Relations – guiding principles

LMN is committed to managing an open and consistent communication policy with shareholders, potential investors and other interested parties. The objective is to ensure that the perception of those parties about the historical record, current performance and future prospects of the Group is in line with management's understanding of the actual situation at LMN. The guiding principles of this policy are that LMN gives equal treatment to shareholders in equal situations, that any price-sensitive information is published in a timely fashion and that the information is provided in a format that is as full, simple, transparent and consistent as possible.

### 10.2 Methodology

LMN produces each year a detailed Annual Report, which reviews the business. It also provides detailed audited Financial Statements. These are complemented by the Half-Yearly Report. Lastminute.com N.V. publishes its full-year and half-year results; it also publishes press releases at the time of any potentially price-sensitive event, such as significant acquisitions and divestments, joint venture agreements and alliances. Major announcements, such as results of corporate activity, are accompanied by a presentation which anyone can choose to access, whether or not that person is a shareholder. Furthermore, LMN has an active investor relations program, including both group meetings and one-to-one meetings. This includes the Annual General Meeting, as well as presentations at the time of its full-year and half-year results. The Group also has a programme of roadshows, which take place in most financial centres around the world, and hosts themed events for institutional investors and investment analysts at which members of line management give an overview of their particular areas of responsibility.

These meetings focus either on recently announced financial results, recent corporate activity or the longer-term strategy of the Group.

The Group utilises its website [www.lastminutegroup.com](http://www.lastminutegroup.com) to ensure a rapid and equitable distribution of information. There are links to non-financial information that may be of interest to investors, such as the Articles of Association, Code of Conduct, Whistleblower Rules, Dividend and Remuneration policy.

A Group calendar of relevant dates is displayed on website ([www.lastminutegroup.com](http://www.lastminutegroup.com)).

The Investor Relations Department can be contacted, either through the Web site or e-mail.

Link to push service: <http://www.lastminutegroup.com/site-services/alert-service.aspx>

Link to pull service: <http://www.lastminutegroup.com/media/press-releases.aspx>

## 11 - Non-applicability/negative disclosure

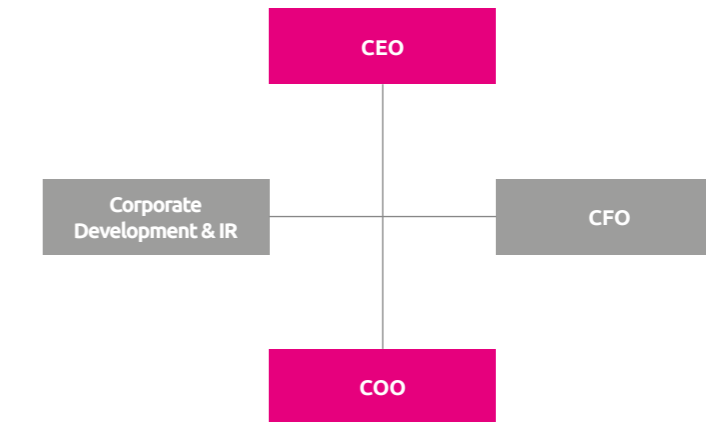
It is expressly noted that any information not contained or mentioned herein is either non-applicable or its omission is to be construed as a negative declaration (as provided in the SIX Swiss Exchange Corporate Governance Directive and the Commentary thereto).

### Contact

*Investor Relations*

E-mail: [investor.relations@lastminute.com](mailto:investor.relations@lastminute.com)

### 2017 organizational structure:



### Material changes since the balance sheet date

At the date of the publication of this report, material changes occurred:

- approval by an Extraordinary General Meeting of a resolution concerning the cancellation of 765 thousand shares (an amount corresponding to 5.23% of the total issued capital) out of 1,294 thousand shares owned as of 31 December 2017. The cancellation became effective at the end of January 2018, after a period of 60 days for potential creditor opposition;
- signing of a binding agreement to acquire Comvel GmbH to expand its business in Germany;
- at the end of January 2018 the Group obtained a loan for EUR 20 million from a primary Italian financial institute.

For further information please refer to the links below:

[http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/170922\\_Lastminute\\_Press%20Release\\_EGM\\_EN.pdf](http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/170922_Lastminute_Press%20Release_EGM_EN.pdf);

[http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/20171221%20Lastminutecom\\_group\\_Press%20Release\\_Comvel\\_EN.pdf](http://www.lastminutegroup.com/~media/Files/B/Bravofly-Rumbo-Group/press-release/2017/English/20171221%20Lastminutecom_group_Press%20Release_Comvel_EN.pdf).

The Board of Directors has the overall responsibility for defining the compensation principles used in the Group. It approves the compensation of the members of the Board, its Chairman and the CEO. The Remuneration Policy was prepared by the SAR Committee ("SARC") of the Board of Directors. Please see Note 3.3.2 of this document for a detailed description of it.

The goal of this Remuneration Policy is to recruit, retain and motivate high quality directors. The Group is committed to providing a total remuneration package that is consistent with sound industry practice and reflects the individual country practices, job market and geographic differences. The Group has a strong orientation toward achieving overall Group and personal goals. The SARC shall annually evaluate the performance of each executive director and each member of the executive management against these goals.

The Group intends that the amount and structure of the remuneration paid to executive directors and executive management shall be such that a qualified and expert manager can be recruited and retained. The remuneration package shall include a fixed and a variable component. The level and structure of remuneration package is determined in the light of, among other things, an executive director's professional experience in so far as it is relevant to the performance of his or her duties, executive experience, experience in corporate governance of large companies, experience in ecommerce and tourism industries, specific know-how with respect to the business and corporate policy of the Group, specific competences in areas of management, finance, reporting and ecommerce and tourism industries. The remuneration policy may also be determined in relation to the Group's results, share price performance, and other relevant developments.

The remuneration of the non-executive directors is based on SARC discretion, consists of fixed fees and is paid out in cash.

The Remuneration Policy is published on the Group's website.

#### Principles of compensation for the Board of Directors and Executive Management

The remuneration of the members of the Board of Directors and the Executive Management is set to attract and retain highly qualified individuals. The level of remuneration reflects (i) the time and effort required from the members in fulfilling their responsibilities and (ii) the level of skills and experience of each member. The pay structure is designed to ensure the Board and management's focus on the long-term success of the Group.

The remuneration package for the executive directors and for the members of the executive management shall also take into account any division of duties within the Board. The remuneration package and its structure shall also take into account any remuneration an individual executive director may receive (based on employment or non-employment status) from the Group or any of its direct and indirect subsidiaries (each a "Group").

In addition, members of the Board may receive remuneration for consultancy services provided to the Group. Such remuneration shall be at arm's length conditions and must be approved by the SARC.

The competent body in charge for the determination of the compensation of the members of the Board of Directors and the Executive Management is the SARC. Normally, the SARC provides to review and recommend changes to the remuneration of the members of the Board of Directors and the Executive Management once a year, during its first reunion of the year. The SARC's role is to ensure that remunerations are at an appropriate level, effectively managed, to best match the business objectives of LMN reflecting competencies and market conditions in the various countries where LMN is operating. SARC also assists the Board in the approval of remuneration policies and practices.

Members of the SARC whose remuneration is decided by the SARC have the right to attend the meeting during which remunerations are discussed, but they don't have any voting right about the decisions.

To ensure the integrity and independence of the choices of the SARC, all the meetings of the committee are attended by external guests qualified to represent the interests of the Group and stakeholders, such as the Investor Relations and a senior manager of the HR Department of the Group.

#### Compensation 2017 for the members of the Board of Directors and Executive Management

In addition to the above, as already done last year, during 2017 the Group has based its criteria for defining the remuneration of the Executive Management also taking into account the survey conducted by an international external consultant (Towers Watson), which has provided an external and fair benchmark related to remuneration system in high tech companies existing actually.

Towers Watson is one of the leading consultants for Human Resources, particularly for the compensation area and for the comparison with the existing benchmarks in the market. lastminute.com chose Towers Watson for various reasons including:

- the flexible methodology taking into consideration the Group's organisation;
- physical presence in all countries where lastminute.com operates;
- the number of high tech companies participating in the annual survey.

During the last two years, the Group used this approach in order to map the first and second lines and some key roles. The results of the surveys and the benchmark against the market are helpful for top management and HR strategy, in order to (i) have an important idea on how the external market works, (ii) create career paths for the people, (iii) use the external market to retain and to better reward deserving people, (iv) give to new people a better compensation scheme as the role needs. lastminute.com decided to have a comparison with the High Tech market because is the most similar with the Group's business profile and roles and used determined percentages to calibrate the amount of the survey depending on the city where the Group's companies are based.

The Code requires that the non-executive directors of the Board shall analyse possible outcomes of the variable income components on executive directors' remuneration. A high-level scenario analysis is included in the annual determination of the variable element of executive directors' remuneration by the non-executive directors of the Board.

#### Board membership fees and allowances

The table below shows the company cost related to the remuneration, including contingent and deferred compensation, received by the directors in their role of directors, consultants or executive of the Group during the year ended December 31,2017:

Name	Fixed Remuneration	Bonus	Options	Other	Total Compensation
Ottonel Popesco	80	0	0	0	80
Fabio Cannavale	508	50*	0	0	558
Marco Corradino	20	0	0	0	20
Roberto Italia	40	0	0	0	40
Anna Gatti	20	0	0	0	20
Anna Zanardi	20	0	0	0	20
Julia Bron	25	0	0	0	25
<b>Total remuneration to BoD</b>	<b>713</b>	<b>50</b>	<b>0</b>	<b>0</b>	<b>763</b>

*In €,000*

As shown in the table above, there has been no option expense for the Board of Directors or executive management in 2017.

The remuneration of Mr. Cannavale is related to his role as member of the Executive Management; for the current year Mr. Corradino renounced to any remuneration further than the fee that he received as a member of the Board. The remuneration of the other members of the Board reflects the time and effort required from the members in fulfilling their Board and Committee responsibilities.

\* The amount of the bonus covers all the fringe benefits (e.g. health insurance, cars etc.) contractually stated for F. Cannavale.

### **Compensation for Members of the Executive Management**

The aggregate compensation, including bonuses, social security and pension contributions and other cost of compensation for the Company, for members of the Executive Management (consisting of 3 members in 2017) for the financial year 2017 was EUR 1,015 thousand\*. The highest individual compensation was related to Fabio Cannavale (CEO) and amounts to EUR 558 thousand.

In relation to performance-related remuneration, all the eventual bonuses expected for the members of the Executive Management are paid in cash. The base salary is paid in [monthly] instalments in cash. Performance-related remunerations are established and paid on the basis of financial parameters for 70% of the total variable remuneration; financial parameters are divided into Group objectives (i.e. PMC1) and department objectives (i.e. IT costs). The other 30% performance-related remunerations is related to the qualitative performance of the manager.

In addition to the remuneration mentioned above, members of the Executive Management were entitled to certain fringe benefits including arrangements related to health insurance and occupational disability, personal accident insurance, company car scheme and a director's and officer's liability insurance against damage resulting from their conduct when acting in the capacities as member of the Executive Management.

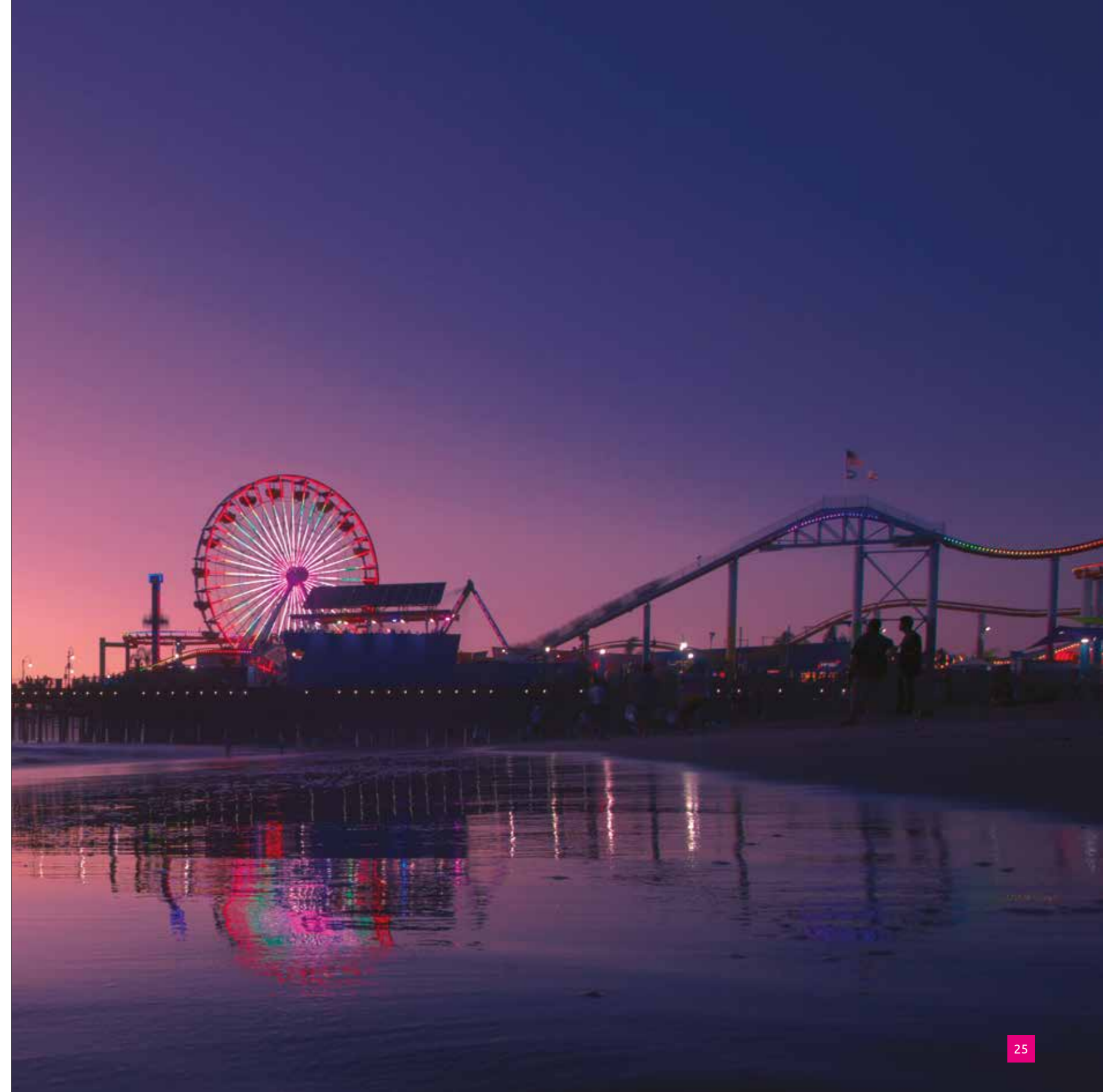
### **Loans**

No loans and credits have been granted to current or former members of the Board of Directors and Executive Management, nor to persons related to them, and no loans or credits to those members and related persons were outstanding on 31 December 2017.

### **Additional fees and remuneration of the Board of Directors and Executive Management**

During 2017, two consultancy agreements were signed with Anna Gatti and Anna Zanardi, for an amount of EUR 40 thousand and CHF 40 thousand each. As for a resolution taken by the SARC committee, these amounts include the fees recognized to both as members of the Board of Directors.

\* The total remuneration includes the aggregate compensation paid to the three CFOs who succeeded each other during the course of the year.



## Contacts

### **lastminute.com group**

Prins Bernhardplein 200  
1097 JB Amsterdam  
The Netherlands

[www.lastminutegroup.com](http://www.lastminutegroup.com)

[investor.relations@lastminute.com](mailto:investor.relations@lastminute.com)