

PROFILE OF THE NON-EXECUTIVE DIRECTORS OF lastminute.com N.V.

This profile (this "**Profile**") shall indicate the number and composition of the non-executive members (the "**Non-Executive Directors**") of the board of directors (the "**Board**") of lastminute.com N.V. (the "**Company**"), taking account of the nature of the business, its activities and the desired expertise and background of the Non-Executive Directors. This profile was adopted by the Board on 14 April 2014.

1. Composition

- 1.1. The Company shall have at least two Non-Executive Directors. The majority of the members of the Board shall be Non-Executive Directors. One of the Non-Executive Directors shall be elected chairman.
- 1.2. The composition of the Non-Executive Directors shall be such that they can properly fulfil their supervisory and advisory roles on all important aspects of the Company's business and that the combined experience, expertise and independence of the Non-Executive Directors will enable them to perform their duties towards the Company and the stakeholders of the Company (including its shareholders).
- 1.3. This Profile shall be published on the Company's website.

2. Expertise

- 2.1. The Non-Executive Directors shall consist of a mix of persons with executive experience, preferably gained in the private sector, experience in corporate governance of large listed companies and experience in the political and social environment in which such companies operate.
- 2.2. The Non-Executive Directors shall be deemed to be adequately composed if it meets the following criteria:
 - (a) among its members, there is a proper dispersal of (i) specific know-how with respect to the aspects of the business and corporate policy of the Company with regard to the various social and economic factors, and (ii) corporate, political and social experience;

- (b) its members are open to and capable of evaluating social, economic, political and other developments (domestic and international) relevant to the Company;
- (c) in the case of independent directors, such directors are (or, in the case of a reappointment: have proven to be) capable of operating as a collegiate body and not as advocates of any specific person, group of persons or party concerned with the Company; and
- (d) in the case of independent directors, such directors do not have conflicts of interest (real or perceived) with, and are not employed by the Company and are not directly involved in negotiations on labour issues and relations with the Company or its affiliates.

2.3. The criteria referred to in Article 2.2 (a) and (b) can be met if the following areas of general competence are substantially reflected in the composition of the Non-Executive Directors:

- (i) management of complex national and multinational enterprises;
- (ii) international economic, regulatory and public policy issues;
- (iii) labour and social relations within companies;
- (iv) audit, finance and internal control;
- (v) risk management;
- (vi) legal affairs and corporate governance;
- (vii) corporate integrity;
- (viii) safety and environment;
- (ix) information technology and e-business;
- (x) human resources and management development; and
- (xi) marketing, in particular in the area of products and services of the Company.
