

## TERMS OF REFERENCE OF THE SELECTION, APPOINTMENT AND REMUNERATION COMMITTEE OF lastminute.com N.V.

### 1. Scope

- 1.1. These terms of reference (the "**Terms of Reference**") set forth the role and responsibility of the selection, appointment and remuneration committee (the "**Committee**") of lastminute.com N.V. (the "**Company**") and were adopted by the Company's board of directors (the "**Board**") on 14 April 2014.
- 1.2. The Committee shall support the Board in the performance of its duties, in particular in the following areas:
  - (a) succession planning for the Board, the Board's respective committees and the Company's senior management;
  - (b) monitoring and assessing trends in the area of corporate governance in the field of duties of the Committee, including regular review of relevant structures;
  - (c) remuneration policy and financial compensation for the Board, the Board's respective committees and the Company's senior management;
  - (d) oversee the administration of the Company's compensation and benefits plans, in particular the incentive compensation and equity-based plans of the Company (and, to the extent appropriate, the significant subsidiaries of the Company).
- 1.3. The capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the terms of reference of the Board.

### 2. Composition

- 2.1. The Committee shall consist of at least two Non-Executive Directors, who shall satisfy the applicable independence and experience and other membership requirements under applicable corporate governance rules and under applicable law.
- 2.2. The members of the Committee shall be appointed annually and may be replaced by the Non-Executive Directors.

- 2.3. The Board shall designate one member of the Committee as chairman (the "**Chair**"). The Chair may not also be the chairman of the Board or a former Executive Director.
- 2.4. The Committee, in particular the Chair, shall be primarily responsible for the adequate performance of the Committee. The Chair shall act as the spokesman of the Committee and shall be the main contact for the Board.

### 3. Responsibilities

- 3.1. The Committee is responsible for:
  - (a) making a proposal to the Non-Executive Directors for the remuneration policy of the Company;
  - (b) making a proposal to the Non-Executive Directors for the remuneration of the Executive Directors, including (i) the remuneration structure, (ii) the amount of the fixed remuneration, (iii) the shares/options to be granted and/or other variable remuneration components to be awarded, (iv) pension rights, (v) redundancy pay and other forms of compensation to be awarded; and (vi) the performance criteria and their application;
  - (c) preparing the remuneration report as referred to in best practice provision II.2.12 of the Code.
  - (d) drawing up selection criteria and appointment procedures for the Board;
  - (e) periodically assessing the size and composition of the Board and making a proposal for the profile of the Non-Executive Directors;
  - (f) periodically assessing the functioning of individual members of the Board and reporting on this to the Non-Executive Directors;
  - (g) making proposals for appointments and reappointments of Directors;
  - (h) supervising the policy of the Executive Directors on the selection criteria and appointment procedures for senior management;
  - (i) periodically review and approve general compensation and benefit policies of the Company (and, to the extent appropriate, the significant subsidiaries of the Company);
  - (j) developing and recommending to the Board the criteria for selecting Directors and assessing Director independence;

- (k) 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;
  - (l) establishing procedures to solicit, review and recommend to the Board potential Director nominees proposed by the General Meeting;
  - (m) making recommendations to the Board regarding qualifications of members of the Board's committees, committee member appointment and removal, committee structure and operations (including authority to delegate to subcommittees) and committee reporting to the Board;
  - (n) reviewing and reassessing at least annually the Company's Director orientation and continuing education programs; and
  - (o) making recommendations and reports to the Board and other Board committees with respect to nominating policies of the Company or any of the foregoing matters.
- 3.2. The Committee is authorized by the Board to obtain subject-specific professional consultancy services from third parties. If the Committee makes use of such consultancy services, it shall procure that the consultant concerned does not provide advice to the Executive Directors.

## 4. Meetings

- 4.1. The Committee shall meet as often as necessary to carry out its responsibilities under this Terms of Reference, but at least once annually.
- 4.2. To the extent reasonably possible, the Chair will procure that, seven days before such meeting is held, all members of the Committee will receive (i) a written notice of the meeting, (ii) the agenda, and (iii) any accompanying documentation.
- 4.3. The quorum for a meeting of the Committee is two members, amongst whom one should be the Chair. Members of the Committee and other invited persons may participate in meetings via teleconference or videoconference. A member participating in such meeting through such means shall be deemed to be present at the meeting and as such shall be counted in a quorum accordingly.
- 4.4. The Committee will decide by a simple majority vote.
- 4.5. The Chair, assisted by a secretary, will procure that proper minutes and accounts are kept of all meetings and decisions respectively. The minutes will be adopted by the Committee in the first following meeting. In the event all members of the Committee agree to the content of the minutes in writing, the minutes

can be adopted outside a meeting. The minutes shall be signed by the Chair to reflect the adoption of such minutes. The adopted minutes will be circulated promptly to all Non-Executive Directors.

- 4.6. Non-Executive Directors may attend the meetings of the Committee. Other persons may only attend the meetings at the invitation of the Committee. An Executive Director may not attend the meeting in which his remuneration is discussed.

## 5. Executive Compensation

- 5.1. The Committee shall at least annually:
- (a) review and approve the corporate goals and objectives relevant to the compensation of the Company's CEO;
  - (b) evaluate the CEO's performance in light of these goals and objectives and set the CEO's compensation levels based on this evaluation; and
  - (c) review and approve the compensation for the other executive officers of the Company, including (i) the annual base salary, (ii) the annual incentive opportunity, (iii) the long-term incentive opportunity, and (iv) any special or supplemental benefits.
- 5.2. The Committee shall approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in control agreements or provisions covering any current or former executive officer of the Company, including without limitation, the approval of all contracts of the Company with any executive officer for remuneration (whether in the form of a pension, deferred compensation or otherwise) to be paid from the general funds of the Company after the termination of regular employment of such executive officer.
- 5.3. The Committee shall review and approve the Company's policies and procedures with respect to executive officers' expense accounts and special one-time payments.

## 6. Director Compensation

- 6.1. The Committee shall periodically review and make recommendations to the Board regarding Director compensation.
- 6.2. The Committee shall oversee the implementation and administration of the compensation plans of the Company (and, to the extent appropriate, the significant subsidiaries of the Company), including

pension, supplemental executive retirement, savings, deferred compensation, incentive and equity-based plans.

- 6.3. The Committee shall review and make recommendations to the Board with respect to, or approve, any incentive compensation plans and equity-based plans for the Company (and, to the extent appropriate, the significant subsidiaries of the Company) to be adopted or submitted for approval by the General Meeting.
- 6.4. The Committee shall periodically review the investment management of the Company's supplemental executive retirement plan and other similar retirement plans.
- 6.5. The Committee shall review and make recommendations to the Board with respect to, or approve, all awards of shares or share options pursuant to the Company's (and, to the extent appropriate, the Company's significant subsidiaries') equity-based plans.

## 7. Reporting

- 7.1. The Committee informs the Non-Executive Directors of its activities and of relevant developments within the scope of its activities on a regular basis.
- 7.2. The Committee shall review and discuss with senior management the disclosures in the 'Compensation Discussion and Analysis' section of the Company's annual report or other regulatory filings and recommend to the Board whether such disclosures shall be included in such filings.
- 7.3. The Committee shall produce the Selection, Appointment and Remuneration Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.
- 7.4. The Chair, or in his absence another member of the Committee, must be present at each General Meeting and be available to answer any questions referred to him by the chairman of the General Meeting.

## 8. Final Provisions

- 8.1. The Committee reviews the adequacy of the provisions of these Terms of Reference on a regular basis and, to the extent applicable, makes recommendations to the Non-Executive Directors in this respect.
- 8.2. These Terms of Reference shall be published on the Company's website.

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