

WHISTLEBLOWER RULES OF lastminute.com N.V.

These Whistleblower Rules (the "**Whistleblower Rules**") shall ensure that the employees of lastminute.com N.V. (the "**Company**") have the opportunity, without jeopardizing their employment position, to report alleged irregularities of a general, operational and financial nature within the Company and its group companies. These Whistleblower Rules were adopted by the board of directors of the Company (the "**Board**") on 14 April 2014.

1. Definitions

1.1. In these Whistleblower Rules the following terms shall have the following meanings:

"**Employee**" means a person working for the Company or one of its group companies;

"**Manager**" means the person directly supervising an Employee;

"**Confidential Adviser**" means a person designated by the chairman of the Board to act in that capacity for the Company and its group companies, who is Alessandra Reda, Chief Corporate Operating Officer and DPO, and who may be reached at corporate.secretary@lastminute.com; and

"**Suspected Irregularity**" means a suspicion based on irregularities of general, operational and financial nature in connection with:

- an (actual or imminent) criminal offence;
- an (actual or imminent) violation of laws and regulations;
- an (actual or imminent) intentional provision of incorrect information to public bodies;
- violation of rules of conduct applicable within the Company; or
- (actual or imminent) intentional suppression, destruction or manipulation of information regarding those facts.

1.2. These Whistleblower Rules shall be published on the Company's website.

2. Reporting procedure

2.1. Employees shall report Suspected Irregularities internally to their Manager or, if they consider reporting to the Manager inappropriate, to the Confidential Adviser.

- 2.2. The Manager or Confidential Adviser shall on request make a written record of the report and of the date of its receipt and shall have the Employee concerned sign the record for approval. The Employee shall receive a copy of the record. The Manager or Confidential Adviser shall procure that the chairman of the Board shall be informed immediately of a Suspected Irregularity and of the date on which it was reported, and he shall procure that the chairman of the Board receives a copy of the record.
- 2.3. The chairman of the Board shall send a confirmation of receipt to the Employee who reported the Suspected Irregularity. The confirmation shall refer to the original report. This shall also apply where the Employee has reported his suspicions to the Confidential Adviser rather than his Manager.
- 2.4. After the Employee's report, the Board shall start an investigation into the Suspected Irregularity, if such investigation is deemed necessary by the Board.
- 2.5. The Employee who has reported the Suspected Irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the Company and its group companies without the consent of the chairman of the Board.

3. Duration reporting procedure

- 3.1. Within four weeks from the date of his or her internal report, the Employee shall be informed in writing, by or on behalf of the chairman of the Board, of the Board's position with regard to the Suspected Irregularity and the action taken as a consequence of the Employee's report.
- 3.2. If no position can be given within four weeks, the Employee shall be notified thereof by or on behalf of the chairman of the Board and be given an indication as to when he will be informed of the Board's position.

4. Legal protection and counsel

- 4.1. The employment position of an Employee who has reported a Suspected Irregularity in accordance with these rules shall not be affected in any way as a result of the report.
- 4.2. The Employee involved can ask for advice in confidence from legal counsel, however, any costs in this respect incurred by the Employee shall not be borne by the Company and shall be for the Employee's own account.
