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## TERMS OF REFERENCE OF THE RISK SUPERVISORY 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 risk supervisory committee (the "**Committee**") of lastminute.com N.V. (the "**Company**") and were adopted by the Company's board of directors (the "**Board**") on 3 May 2018.
- 1.2. The Committee shall oversee the risk reporting processes of the Company related to the obligations arising from GDPR rules, as well as other national or Union data protection provisions
- 1.3. The Committee shall fulfill its functions through the performance of the Data Protection Officer ("**DPO**").
- 1.4. The Committee is authorized to perform each of the specific duties set forth herein and any other duties it considers necessary or advisable to carry out its purpose, responsibilities and its specific duties. To the extent relevant to carrying out its purpose, responsibilities and duties, the Committee is empowered to recommend that any activity of the Company be investigated and, in appropriate circumstances, the Committee is empowered to investigate any activity of the Company.
- 1.5. The capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the terms of reference of the Board.

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## 2. Composition

- 2.1. The Committee shall consist of at least 3 (three) 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 shall make all necessary preparations in order to facilitate the decision-making process by the Board in relation to the matters set forth in these Terms of Reference.
- 3.2. The Committee shall perform the following duties, as well as any other additional duties as may be required by applicable stock exchange regulations or by applicable law:
  - (a) support and audit the DPO in the context of providing advice to the Data Controller as well as to employees processing the obligations arising from GDPR rules, as well as other national or Union data protection provisions;
  - (b) monitor the compliance with GDPR rules, other national or Union provisions relating to data protection and the data protection policies of the Data Controller, including the assignment of responsibilities, awareness and training of personnel who participates in the treatments and related control activities;
  - (c) review the qualifications, performance and independence of the operation of the Company's internal risk management and control systems, including supervision of the enforcement of the relevant legislation and regulations, and supervising the operation of codes of conduct;
  - (d) supervise the provision of DPO (choice of policies, application and assessment of the effects of new rules, information about the handling of estimated items, etc.);

- (e) adopt a policy for the use of external advisors if required; and
- (f) each year evaluating its own performance and the adequacy of these Terms of Reference.

3.3. The Committee is entitled to investigate any matters, belonging to the domain entrusted to the Committee. The Committee is authorized to request all necessary information from the chairman of the Board and to seek external advice.

## 4. Meetings

- 4.1. The Committee shall meet as often as necessary to carry out its responsibilities under these Terms of Reference, but at least four times annually.
- 4.2. To the extent reasonably possible, the Chair will procure that seven calendar 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. There should be at least one meeting a year where the Audit Committee meets the Committee and inform it on the results given by the external auditor.
- 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. The Chair sets the meeting agendas in consultation with members of the Board or other Committee members. Among other things, an assessment of potential risks of the Company conducted by the Board is taken into account in setting the Committee's agendas.. The Committee shall make regular reports to the Board and shall at least annually send to the Board a report of its deliberations and findings. The Committee shall also provide the Board with the information required for it to prepare its report, including general information on how the Committee has carried out its duties, the number of meetings and the main items discussed.
- 4.7. No one other than the Committee members shall be entitled to attend Committee meetings. Other persons may only attend the meetings at the invitation of the Committee.
- 4.8. The Committee is empowered, to the extent it deems necessary or appropriate, to retain outside legal,

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accounting or other advisers having special competence as necessary to assist it in fulfilling its responsibilities and duties.

- 4.9. In addition, the Committee, or its Chair, shall communicate with senior 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.

## 5. Final Provisions

- 5.1. 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.
- 5.2. These Terms of Reference shall be published on the Company's website.

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