

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
LASTMINUTE.COM N.V.,**

a public company with limited liability (*naamloze vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, having its registered address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, registered with the Dutch Chamber of Commerce under 34267347 (the “**Company**”) held at the offices of the Company, Prins Bernhardplein 200, 1097 JB Amsterdam, on May 21, 2020 starting at 10.00 am being all the attendees connected via conference call.

AGENDA ITEM 1: WELCOME, OPENING AND ANNOUNCEMENTS

Mr. Ottonel Popesco, the chairman (*voorzitter van de raad van bestuur*) of the board of directors of the Company (the “**Board**”), acted as chairman (the “**Chairman**”) (*voorzitter van de vergadering*) of the annual general meeting of shareholders of the Company (the “**Meeting**”) in accordance with the Company’s articles of association. The Chairman opened the Meeting and extended a warm welcome to all shareholders, proxyholders, and guests present at the Meeting.

The Chairman confirmed that, in accordance with Dutch law, and as prescribed by article 16 of the Company’s articles of association, the Meeting is hosted at the Company’s registered address, Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, and that all the proxies were regularly received by the Company Proxy, **Ms. Valentina Parisi** and the independent Additional Proxy, **Mr. Mees den Hollander** of Intertrust (Netherlands) B.V.

The Chairman introduced **Ms. Angela Bergsma** from Intertrust (Netherlands) B.V., who will act as adviser to the Company on legal matters and **Mr. Sander Gerritsen** from PricewaterhouseCoopers Accountants N.V. as representative of the Company’s independent registered public accounting firm.

The Chairman then introduced some other guests to the Meeting, namely **Mr. Sergio Signoretti** (Group CFO), **Mr. Niccolò Bossi** (Group Investor Relator Officer), **Ms. Alessandra Reda** (Chief Legal Officer) and **Ms. Isabella Salto** (Corporate Lawyer).

The Chairman appointed **Ms. Angela Bergsma** as secretary of the Meeting (the “**Secretary**”) (*secretaris van de vergadering*) and noted that Ms. Valentina Parisi would act as proxy for those shareholders who opted to be represented by a Company representative and that Mr. Mees den Hollander would act as proxy for those shareholders who opted to be represented by an independent representative (together the “**Proxyholders**”).

The Secretary stated that the Meeting had been duly convened and that all required documents related to the Meeting were made available for inspection at the Company's registered address as well as on the Company's website at lmgroup.lastminute.com. Furthermore the Secretary informed the Meeting that the convening notice of the Meeting and all other documents related to the Meeting, including the 2019 Annual Report, were made available to all shareholders of the Company by posting on the Company's website and in a local newspaper on 9 April 2020.

The Secretary then informed the Meeting that holders of 6,399,636 shares, being 58.09% of the total number of outstanding shares, are present in person or by proxy at the meeting. And that this means that 58.09% of the total voting rights can be exercised.

The Chairman concluded that as a result of the foregoing the Meeting is permitted to adopt all proposed resolutions as referred to in the agenda of the Meeting, with due observance of all applicable rules.

AGENDA ITEM 2; DISCUSSION ITEM: 2019 DIRECTORS' COMPENSATION

The Chairman presented certain information relating to remuneration policy of the Company as was adopted by the annual general meeting of shareholders of the Company prior to the Company's initial public offering.

The Chairman reminded that all relevant information regarding remuneration policy and its principals were made available on the lmgroup.lastminute.com corporate website both in the Company's Corporate Governance Report 2019 and included in the "Disclosure of Director Compensation for the Year 2019" in the Shareholders Circular.

The Chairman noted that none of the directors of the Company held any options during the year 2019. He continued by saying that the Company believes that the compensation of directors for the year 2019 has been established and paid in conformity with the principles set forth in the remuneration policy.

The Chairman then gave the Proxyholders the opportunity to discuss and ask questions about this discussion item. After receiving no comments or questions, the Chairman proceeded to the next item on the agenda for the Meeting.

AGENDA ITEM 3; VOTING ITEM: PROPOSAL ON THE 2019 DIRECTOR'S FIXED COMPENSATION

The Chairman continued the Meeting with agenda item 3, which covers the director's fixed compensation.

Under the Company's current remuneration policy for directors, the Meeting is required to approve the fixed compensation payable each year to the Company's executive and non-executive directors. The Company is now proposing that the Meeting resolves to adopt the payment of the

following fixed compensation to the directors of the Company for the year 2019, given that 2019 AGM held on 8 May 2019 did not approve the same item.

Both Mr. Cannavale and Mr. Corradino, being the executive directors, shall be entitled to receive each of them a fixed remuneration of EUR 100,000. Each of the non-executive Directors will get a fixed remuneration of 20,000 EUR and an additional compensation of EUR 5,000 depending on their eventual participation in the Audit Committee and/or the Selection, Appointment and Remuneration Committee and/or Risk Supervisory Committee.

The chairmanship of the Board of Directors fee will be a fixed remuneration of EUR 35,000 and the chairmanship of the Committees fee will be a fixed remuneration of EUR 10,000. These amounts include the board membership fee or the committee membership fee, respectively.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the shareholders.

The Secretary counted the votes and recorded that for this proposal 6,399,636 votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 4; VOTING ITEM: PROPOSAL ON THE 2019 EXECUTIVE DIRECTOR'S VARIABLE COMPENSATION

Under the Company's current remuneration policy for directors, the Meeting is required to approve the variable compensation payable each year to the Company's executive directors. The

Company is now proposing that the Meeting resolves to adopt the payment of the following variable compensation to the executive directors of the Company for the year 2019, given that 2019 AGM held on 8 May 2019 did not approve the same item.

A variable compensation shall be provided both to Mr. Fabio Cannavale and Mr. Marco Corradino, upon the relevant achievements of the Group's targets, for a maximum total gross amount of EUR 1,250,000, on terms and conditions to be defined and resolved by the Board.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the shareholders.

The Secretary counted the votes and recorded that for this proposal 6,368,543 votes were cast in favor, 31,093 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 5; VOTING ITEM: ANNUAL REPORT 2019 AND ADOPTION OF STATUTORY ACCOUNTS

The Chairman noted that 2019 has represented a very positive year for the Company's group of companies (the "**Group**"). He continued by saying that from a business perspective, revenue grew by 19.9% and core business EBITDA by more than 60%, from €43.3M to €71.2M and almost tripled in two years.

In terms of revenues, the Group generated €337.8M in its Core Business, up 19.9% compared to 2018 and almost 20M ahead of the financial guidance.

The Group closed 2019 with €110M cash available, 51.4% more than in 2018, generating a free cash flow from operations of approx €62mln.

Statutory accounts close with net earnings of €24,954,237 allocated to the Company's retained earnings reserve.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the shareholders.

The Secretary counted the votes and recorded that for this proposal 6,397,635 votes were cast in favor, 0 votes were cast against, and that 2,001 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 6; VOTING ITEM: DISCHARGE OF DIRECTORS

The Chairman noted that the next proposal to be voted on by shareholders is a proposal to grant all present and former members of the Board discharge for the performance of their duties during the financial year 2019. He explained the formalities for this vote and then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal 6,366,542 votes were cast in favor, 31,093 votes were cast against, and that 2,001 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 7; VOTING ITEM: PURCHASE OF TREASURY SHARES

The Chairman continued to discuss agenda item 7 with regard to the purchase of treasury shares. He noted that on 6 April 2020, the Board resolved upon the proposal, to be submitted to the annual general meeting of the Company's shareholders, to authorise the Board, during a period of 18 months beginning on the date of the annual general meeting of the shareholders and ending on 21 November 2021, to acquire - through purchases on SIX Swiss Exchange, through privately negotiated transactions or in one or more self-tender offers - up to a maximum of 553,382 shares of the Company, for a price not less than the nominal value of a share, and not greater than the average closing price of a share on SIX Swiss Exchange during the five trading days prior to the date of acquisition plus a 10% premium.

The Chairman stressed that is important to underline that under Dutch law the authorization for repurchase of its own shares by the Company also includes authorization for subsidiaries of the Company to acquire shares in the capital of the Company. Therefore, by approving the repurchase of shares by the Company as described above, shareholders are also implicitly approving the acquisition of the Company's shares by the share participation vehicle called Sealine Investments L.P., which is a Scottish limited partnership that serves as a vehicle for participation in the Company's shares via the share participation plan by the Company's directors and employees

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the shareholders.

The Secretary counted the votes and recorded that for this proposal 6,368,543 votes were cast in favor, 31,093 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 8; VOTING ITEM: ELECTION OF DIRECTORS

The Chairman noted that the Board proposes to the Meeting to elect the following persons as members of the Board, for a one-year term up to the annual general meeting of shareholders of the Company to be held in 2021:

- Mr. Ottonel Popesco, Non-Executive Director and Chairman;
- Mr. Fabio Cannavale, Executive Director and Chief Executive Officer (or CEO);
- Mr. Marco Corradino, Executive Director and Chief Operational Officer (or COO);
- Mr. Roberto Italia, Non-Executive Director;
- Mr. Laurent Foata, Non-Executive Director;
- Mr. Marcello Distaso, Non-Executive Director; and
- Ms. Anna Gatti, Non-Executive Director.

The Chairman then gave the Proxyholders the opportunity to discuss and ask questions about the persons running for election as directors. After receiving no comments or questions, the Chairman formally put the election proposal to a vote, with a separate vote for each director nominee.

AGENDA ITEM 8.1: VOTING ITEM: RE-ELECTION OF MR. OTTONEL POPESCO AS NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

The Chairman first put the proposal to the Meeting to re-elect Mr. Ottonel Popesco as non-executive director and chairman of the Board (*voorzitter van de raad van bestuur*).

The Secretary counted the votes and recorded that for this proposal 6,382,875 votes were cast in favor, 16,761 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Ottonel Popesco was re-elected as non-executive director and chairman of the Board (*voorzitter van de raad van bestuur*) for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.2: VOTING ITEM: RE-ELECTION OF MR. FABIO CANNAVALE AS EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER (OR CEO)

The Chairman then put the proposal to the Meeting to re-elect Mr. Fabio Cannavale as executive director and Chief Executive Officer (or CEO).

The Secretary counted the votes and recorded that for this proposal 6,368,543 votes were cast in favor, 31,093 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Fabio Cannavale was re-elected as executive director and Chief Executive Officer for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.3: VOTING ITEM: RE-ELECTION OF MR. MARCO CORRADINO AS EXECUTIVE DIRECTOR AND CHIEF OPERATING OFFICER (OR COO)

The Chairman then put the proposal to the Meeting to re-elect Mr. Marco Corradino as executive director and Chief Operating Officer (or COO). The Secretary counted the votes and recorded that for this proposal 6,368,001 votes were cast in favor, 31,635 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Marco Corradino was re-elected as executive director and Chief Operating Officer for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.4: VOTING ITEM: RE-ELECTION OF MR. ROBERTO ITALIA AS NON-EXECUTIVE DIRECTOR

The Chairman then put the proposal to the Meeting to re-elect Mr. Roberto Italia as non-executive director.

The Secretary counted the votes and recorded that for this proposal 6,388,477 votes were cast in favor, 11,159 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Roberto Italia was re-elected as non-executive director for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.5: VOTING ITEM: RE-ELECTION OF MR. LAURENT FOATA AS NON-EXECUTIVE DIRECTOR

The Chairman then put the proposal to the Meeting to elect Mr. Laurent Foata as non-executive director.

The Secretary counted the votes and recorded that for this proposal 6,382,875 votes were cast in favor, 16,761 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Laurent Foata was elected as non-executive director for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.6: VOTING ITEM: RE-ELECTION OF MR. MARCELLO DISTASO AS NON-EXECUTIVE DIRECTOR

The Chairman then put the proposal to the Meeting to elect Mr. Marcello Distaso as non-executive director.

The Secretary counted the votes and recorded that for this proposal 6,386,001 votes were cast in favor, 31,635 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Mr. Marcello Distaso was elected as non-executive director for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 8.7: VOTING ITEM: RE-ELECTION OF MS. ANNA GATTI AS NON-EXECUTIVE DIRECTOR

The Chairman then put the proposal to the Meeting to re-elect Ms. Anna Gatti as non-executive director.

The Secretary counted the votes and recorded that for this proposal 6,399,636 votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that Ms. Anna Gatti was re-elected as non-executive director for a term up to and including the annual general meeting of shareholders of the Company in 2021.

AGENDA ITEM 9; VOTING ITEM: 2020 DIRECTORS' FIXED REMUNERATION

The Chairman noted that the next proposal was to approve the fixed remuneration of the directors for the year 2020, as set forth in the shareholders circular for the Meeting, which was made available for the Meeting. The Chairman gave a brief explanation concerning the proposals made.

Both Mr. Cannavale and Mr. Corradino, being the executive directors, shall be entitled to receive each of them a fixed remuneration of EUR 100,000. Each of the non-executive Directors will get a fixed remuneration of 20,000 EUR and an additional compensation of EUR 5,000 depending on their eventual participation in the Audit Committee and/or the Selection, Appointment and Remuneration Committee and/or Risk Supervisory Committee.

The chairmanship of the Board of Directors fee will be a fixed remuneration of EUR 35,000 and the chairmanship of the Committees fee will be a fixed remuneration of EUR 10,000. These amounts include the board membership fee or the committee membership fee, respectively.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal 6,399,636 votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the 2020 Director's fixed remuneration proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 10; VOTING ITEM: 2020 DIRECTORS' VARIABLE REMUNERATION

The Chairman noted that the next proposal was to approve the variable remuneration of the directors for the year 2020, as set forth in the shareholders circular for the Meeting, which was made available for the Meeting. The Chairman gave a brief explanation concerning the proposals made.

A variable compensation shall be provided both to Mr. Fabio Cannavale and Mr. Marco Corradino, upon the relevant achievements of the Group's targets, for a maximum total gross amount of EUR 1,250,000, on terms and conditions to be defined and resolved by the Board.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal 6,271,453 votes were cast in favor, 128,183 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of his proposal relating to the 2020 Director's variable remuneration and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 11; VOTING ITEM: APPROVAL OF A NEW REMUNERATION POLICY

The Shareholders are informed that on 18 March 2020, the Board approved a new Remuneration Policy, which includes certain applicable updates based on the Dutch relevant legislation. The Chairman gave a brief explanation concerning the proposal made.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal 6,271,453 votes were cast in favor, 128,183 votes were cast against, and that 0 votes abstained

The Chairman recorded that the majority of votes were cast in favor of his proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 12: VOTING ITEM: APPOINTMENT OF AUDITORS FOR 2020

The Chairman noted that the next agenda item was the appointment of an independent registered public accounting firm to audit the Company's statutory accounts for the financial year ending on December 31, 2020.

The appointment of the auditor is subject to agreement between a qualified auditing firm and the Board on terms of engagement, which has not been reached by the time of convening of the Meeting. Considering the situation, it is advisable to wait that the Board reaches an agreement with qualified independent accounting firm and is able to submit a potential proposal to the Shareholders. The Company will then convene an extraordinary general meeting with the aim of discussing that proposal and allow the Shareholders to adopt a resolution accordingly.

The Chairman then opened the floor for questions or comments.

After receiving no further comments or questions, the Chairman then put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal 6,368,453 votes were cast in favor, 31,093 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting. The independent registered public accounting firm will be appointed, as soon as the Board will be able to reach an agreement with the auditor. The Company will convene an extraordinary shareholders' meeting to discuss this appointment.

AGENDA ITEM 13; DISCUSSION ITEM: DIVIDEND POLICY

The Chairman explained that, under the Dutch Corporate Governance Code, the Company is required to provide its shareholders with an opportunity at the Meeting to discuss the Company's dividend policy and any major changes in that policy. The Company is now oriented on long-term value creation. The Board of Directors believes it is appropriate to retain resources to be invested in the present and future growth of the business. Therefore, the Board of Directors unanimously resolved not to distribute dividends based on the 2019 Company results and future strategy plan.

Shareholders will not be entitled to adopt a binding resolution determining the Company's future dividend policy.

The Chairman then gave the Proxyholders the opportunity to discuss and ask questions about this discussion item. After receiving no further comments or questions, The Chairman proceeded to the next item on the agenda for the Meeting.

AGENDA ITEM 14; DISCUSSION ITEM: THE COMPANY'S OBSERVANCE OF THE DUTCH CORPORATE GOVERNANCE CODE

The Chairman explained that, under the Dutch Corporate Governance Code, the Company is required to provide shareholders with an opportunity at the annual general meeting to discuss the Company's compliance with the Dutch Corporate Governance Code. The Chairman referred to the Shareholders Circular for the Meeting for a summary of the Company's compliance with the Dutch Corporate Governance Code. All the material provisions which the Company does not comply with are reported in detail in the Shareholders Circular for the Meeting.

The Chairman then gave the Proxyholders the opportunity to discuss and ask questions about this discussion item. After receiving no further comments or questions, the Chairman proceeded to the next item on the agenda for the Meeting.

AGENDA ITEM 15: CLOSING

On behalf of himself and the Board, the Chairman thanked the Proxyholders, and other guests for their attendance at and for their contribution to the Meeting.

The Chairman then closed this 2020 annual general meeting of shareholders of the Company.

Chairman

A handwritten signature in blue ink, appearing to be 'Ottonel Popesco', written over a light grey rectangular background.

By: Mr. Ottonel Popesco
Date: May 21, 2020

Secretary

A handwritten signature in black ink, appearing to be 'Angela Bergsma', written over a light grey rectangular background.

Angela Bergsma (May 21, 2020 05:15 PDT)

By: Ms. Angela Bergsma
Date: May 21, 2020