

**TO:**

**ALL SHAREHOLDERS OF LASTMINUTE.COM N.V.**

Amsterdam, 26 March 2019

**Re: Convening notice, agenda and proxy for the 2019 Annual General Meeting of shareholders of lastminute.com N.V. (the "Company")**

Dear Shareholder,

On behalf of the board of managing directors (*bestuur*) of the Company (the "**Board**"), we herewith invite you to attend the annual general meeting of shareholders of the Company which is to be held at the CitizenM Schiphol Airport Hotel, Jan Plezierweg 2, 1118 BB Schiphol, Netherlands (SocietyM, meeting room n. 6), on 8<sup>th</sup> May 2019, at 10:00 A.M. CET (the "**Meeting**").

The agenda for the Meeting is as follows:

1. Opening and announcements.
2. Discussion of (i) certain disclosures concerning directors' compensation during the year 2018, as set forth in the Shareholders Circular relating to the Meeting and (ii) the application during the year 2018 of the Company's remuneration policy for directors.
3. To discuss the annual report of the Management Board for the year ended December 31, 2018 and to adopt the Company's annual accounts for the year ended December 31, 2018, including allocation of the Company's net profit for the year 2018 (being EUR 10,205,562.26) to the Company's retained earnings reserve. A copy of the draft annual accounts of the Company, including the auditor's report related thereto and the annual report of the Management Board of the Company, for the year 2018, is available for inspection by shareholders free of charge at the address of the Company in The Netherlands: Prins Bernhardplein 200, 1097 JB Amsterdam, and can also be obtained free of charge by email request to [investor.relations@lastminute.com](mailto:investor.relations@lastminute.com).\*
4. To discharge all present and former members of the Board from liability in respect of the exercise of their duties during the year ended December 31, 2018.\*

5. To authorize the Board, during a period of 18 months beginning on the date of the Meeting and ending on November 8, 2020, 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 559,882 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.\*
6. To elect the following persons as directors, for a one-year term ending on the date of the Company's annual general meeting of shareholders to be held in the year 2020:
  - Mr. Ottonel Popesco                      Non-Executive Director and Chairman
  - Mr. Fabio Cannavale                      Executive Director and CEO
  - Mr. Marco Corradino                      Executive Director and COO
  - Mr. Roberto Italia                        Non-Executive Director
  - Mr. Laurent Foata                        Non-Executive Director
  - Mr. Marcello Distaso                      Non-Executive Director
  - Ms. Anna Gatti                              Non-Executive Director\*
7. To approve the remuneration for 2019 of the executive directors and non-executive directors of the Company, as more fully set forth in the Shareholders Circular relating to the Meeting.\*
8. To appoint Pricewaterhouse Coopers ("**PWC**") as the Company's independent registered public accounting firm to audit the Company's accounts for the year ending December 31, 2019, subject to the Board reaching agreement with PWC as to terms of engagement.\*
9. Discussion of dividend policy.
10. Discussion of the Company's observance of the Dutch Corporate Governance Code.
11. Any other business.
12. Closing.

The agenda items marked \* are for voting. All other agenda items are discussion items.

Important information concerning procedures for attendance and voting at the Meeting, the record date for the Meeting and other relevant matters relating to the Meeting are contained in the document entitled "*Procedures for Voting and Attendance at the 2019 Annual General Meeting (the 'Meeting') of lastminute.com N.V. (the 'Company')*" posted on the Company's website. The contents of that document are incorporated by reference into this convening notice.

**You are urged to read the document entitled “*Procedures for Voting and Attendance at the 2019 Annual General Meeting (the ‘Meeting’) of lastminute.com N.V. (the ‘Company’)*” posted on the Company’s website and to follow the procedures set forth therein for casting your vote at the Meeting.**

The website of the Company is [www.lastminutegroup.com](http://www.lastminutegroup.com)

Yours sincerely,

On behalf of the board of managing directors of the Company:

*Ottonel Popesco (Chairman of the Board of Director) and Fabio Cannavale (Group CEO)*