

Please return this proxy when completed (together with a Bank Holding Certificate and the other documents referred to below), for receipt by no later than April 21, 2017, 11:59 P.M.

Central European time, to:

lastminute.com N.V.

**Attn:** Ms. Valentina Parisi (or, if by fax, ordinary post or other physical delivery, to the address below)

**Email:** [valentina.parisi@lastminute.com](mailto:valentina.parisi@lastminute.com)

**Fax :** +41 912606421

**Delivery Address:** Prins Bernhardplein 200, 1097 JB Amsterdam;

Attention: Mr. Sirian Bruijstens and/or Mr. Rudy Linders

Together with the proxy, beneficial owners of shares must also submit a Bank Holding Certificate showing beneficial ownership of shares as of the Record Date - 31 March, 2017- as well as a copy of a valid identification document of the beneficial owner and, in the case of legal entities (including partnerships and trusts), evidence of the authority of the person granting the proxy (copy of Chamber of Commerce document, power of attorney or similar documents).

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#### PROXY TO COMPANY'S PROXIES

for the 2017 annual meeting of shareholders of **lastminute.com N.V.** (the "**Company**") to be held at the CitizenM Schiphol Airport Hotel, Jan Plezierweg 2, 1118 BB Schiphol, Netherlands (SocietyM, meeting room n. 3), on 28 April 2017 at 11:30 A.M. CET (the "**Meeting**").

The undersigned, being a beneficial owner of shares of the Company as of the record date for the Meeting, hereby appoints and Mr. Niccolò Bossi, Mr. Stefano Biffi and Ms. Valentina Parisi, each acting individually, and each with full power of substitution, for and in the name of the undersigned, to attend, address the Meeting and by reference to the convening notice, to vote at the Meeting as follows in relation to the following agenda items:

Item	For	Against	Abstain
3. To adopt the Company's annual accounts for the year ended December 31, 2016, including allocation of the Company's net profit for the year 2016 (being EUR 6,656,544.00) to the Company's retained earnings reserve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To discharge all present and former directors from liability in respect of the exercise of their duties during the year ended December 31, 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	For	Against	Abstain
5. To authorize the Board, during a period of 24 months beginning on the date of the Meeting and ending on April 26, 2019, 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 1,462,263 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 <u>plus</u> a 10% premium.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect the following persons as directors to serve until the annual general meeting to be held in the year 2018:			
- Mr. Ottonel Popesco, Non-Executive Director and Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Fabio Cannavale, Executive Director and CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Marco Corradino, Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Roberto Italia, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ms. Julia Bron, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ms. Anna Gatti, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ms. Anna Zanardi Cappon, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the remuneration for 2017 of the directors of the Company, as more fully set forth in the Shareholders Circular for the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To appoint the Company's independent registered public accounting firm to audit the Company's accounts for the year ending December 31, 2017, subject to the Board reaching agreement with a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	For	Against	Abstain
qualified auditing firm as to terms of engagement.			

with the same rights and powers as the undersigned has, and to sign any and all documents, and to do any and all such other things and to take any and all actions, as may be necessary or desirable in connection with the Meeting, hereby ratifying and confirming all that any of the above proxyholders or their substitutes may do for and in the name of the undersigned at the Meeting pursuant to this proxy.

This proxy may only be revoked in the manner specified in the convening notice for the Meeting.

This proxy is governed by the laws of the Netherlands.

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2017.

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[Shareholder]