

LASTMINUTE.COM N.V.

Minutes of the annual general meeting of shareholders of lastminute.com N.V. (the "**Company**") held
on April 28, 2017 at 11:30 A.M.,
CitizenM Schiphol Airport Hotel, Haarlemmermeer, the Netherlands

Opening meeting and procedural matters

Mr. Ottonel Popesco, Chairman of the Board, acted as chairman (the "**Chairman**") of the annual general meeting of shareholders of lastminute.com N.V. (the "**Meeting**"). The Chairman opened the Meeting and extended a warm welcome to all shareholders, and proxyholders, and to all executives and directors, present at the Meeting.

The Chairman introduced the directors and executives of the Company who were present at the Meeting. The Chairman then introduced a representative of the Company's independent registered public accounting firm, Mr. Michiel Wilmink. Two other representatives of KPMG were present by means of remote connections: Mr. Arnold de Bruin and Mr. Daniel Haas. Furthermore, the Chairman introduced some other guests to the Meeting: Mr. Stefano Biffi (Group CFO), Mr. Niccolò Bossi (Group Investor Relator Officer), Mr. Fabio Di Pietro (Head of Administration & Auditing) and Ms. Valentina Parisi (Corporate Lawyer). Finally, two employees of Intertrust (Netherlands) B.V. were also present at the Meeting: Mrs. Suzanne Hoogstrate-Röell and Mr. Rudy Linders.

The Chairman appointed Mr. Rudy Linders of Intertrust (Netherlands) B.V. as secretary of the Meeting (the "**Secretary**"). The Secretary stated that the Meeting had been duly convened and that all Meeting documents were made available for inspection at the Company's address as well as on the Company's website at www.lastminute.com as from March 17, 2017. Furthermore the Secretary informed the Meeting that the notice of meeting including the agenda and all relevant documentation, including the 2016 Annual Report were made available to all shareholders by posting on the Company's website on March 17, 2017.

The Secretary then informed the Meeting that 7,231,904 shares, being 54,15% of the voting rights, were present in person or by proxy at the Meeting.

The Chairman concluded that as a result of the foregoing the Meeting had been duly authorized 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: 2016 Director's Compensation

The Chairman presented certain information relating to director compensation during the year 2016. The Company believes that the compensation of directors for the year 2016 has been established and paid in conformity with the principles set forth in the Remuneration Policy, as adopted by the general meeting of shareholders prior to the Company's Initial Public Offering.

The Chairman then opened the floor for questions or comments on this non-voting item.

The Chairman noted that there was no discussion of this item and proceeded to the next item on the agenda for the Meeting.

Agenda Item 3: Voting Item: Annual Report 2016 and Adoption of Statutory Accounts

The Chairman continued the Meeting with agenda item 3, which covers the Annual Report 2016 and the adoption of the Company's statutory accounts for the fiscal year 2016.

In 2016 the successful integration of lastminute.com and the implementation of a more resilient business model enabled the Company's group (the "**Group**") to achieve results above expectations. The Group built a new organization, fully customer-shaped, having centralized governance with the concept of Audience at its core. Mr. Fabio Cannavale lead the Company as CEO and the co-founder Mr. Marco Corradino came back into the business and was appointed Chief Operating Officer. In order to boost the new media model and build a content factory within the Group, lastminute.com acquired WAYN, 'Where Are You Now' Ltd, the world's largest social travel network.

The Company's statutory accounts 2016 close with a Net Result of EUR 6,657,027 to be allocated to the Retained Earnings, as determined by the Company's Board of directors in accordance with the Company's articles of association.

The Chairman then opened the floor for questions or comments.

On receiving no comments or questions, the Chairman proposed to the Meeting to adopt the 2016 statutory annual accounts of the Company.

The Secretary recorded that 7,231,904 votes were cast in favor of the proposal and that no votes were cast against the proposal or abstained from voting on the proposal.

The Chairman recorded that the majority of votes were cast in favor of the proposal and stated that the proposal was unanimously adopted.

Agenda Item 4: 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 of Directors of the Company discharge for the performance of their duties during the financial year 2016.

The Chairman gave the shareholders the opportunity to discuss and ask questions about the proposal.

Upon receiving no answer, the Chairman formally put the proposal to a vote.

The Secretary recorded that 7,231,904 votes were cast in favor of the proposal, that no votes were cast against the proposal and that no votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the proposal and stated that the proposal was unanimously adopted.

Agenda Item 5: Voting Item: Purchase of Treasury Shares

The Chairman continued to discuss agenda item 5 with regard to the purchase of treasury shares.

On May 19, 2015, in order to provide the Company with sufficient flexibility to repurchase its shares without calling a special shareholders meeting for each repurchase of shares, the Company's general meeting of shareholders authorized the Board to repurchase up to 1,044,458 shares, with certain rules governing the acquisition of such shares, until November 19, 2016.

On 4 May 2016, the Company resolved to extend the "2015 Repurchase Authorization" for the repurchase of up to 826,787 shares (representing the number of shares that were not utilized in the

"2015 Repurchase Authorization") on the open market, or through privately negotiated repurchases or in self-tender offers, at prices ranging up to 110% of the average closing price of the Company's shares during the period of 5 trading days immediately preceding the time of the repurchase. Such authority extended for 18 months until November 4, 2017.

On 16 March 2017, the Board of directors acknowledged the achievement of the maximum volume admitted by the past resolutions in terms of purchasing of treasury shares, resolving that the buyback program in force should end on 21 April 2017. The Company proposes the approval of a new buyback program, beginning on 3 May 2017 and ending on 26 April 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 1,153,372 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 5 (five) trading days prior to the date of acquisition plus a 10% premium.

On 21 April, 2017 the number of shares repurchased was 1,320,481 at an average price of CHF 14.51 equal to an investment of CHF 19,162,796 (EUR 17,959,508).

It 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.

By approving the repurchase of shares by the Company as described above, shareholders are therefore also implicitly approving the acquisition of the Company's shares by the Share Participation Vehicle Sealines Investments, L.P., a Scottish limited partnership that serves as a vehicle for participation in the Company's shares via the Share Participation Plan (as fully described in our 2015 Consolidated Financial Statements and in the last 2015 AGM) by the Company's directors and employees.

In the 2015 Annual General Meeting of shareholders, the shareholders adopted a blanket resolution approving the participation of the Company's directors in the Share Participation Plan. On April 2016, Mr. Fabio Cannavale invested CHF 200,000 in the Plan Participation Plan.

The Chairman gave the shareholders the opportunity to discuss and ask questions about the proposal.

Upon receiving no comments or questions, the Chairman formally put the proposal to a vote.

The Secretary recorded that 7,221,988 votes were cast in favor of the proposal, that 9,916 votes were cast against the proposal and that no votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the proposal and stated that the proposal was adopted.

Agenda Item 6: Voting Item: Election of Directors

The Chairman explained to the Meeting that the Board of Directors has made a proposal to elect the following persons as directors, who will serve until the annual general meeting of shareholders in 2018:

- Ottonel Popesco, Non-Executive Director and Chairman;
- Fabio Cannavale, Executive Director and CEO;
- Marco Corradino, Executive Director;
- Roberto Italia, Non-Executive Director;
- Julia Bron, Non-Executive Director;
- Anna Gatti, Non-Executive Director; and
- Anna Zanardi Cappon, Non-Executive Director.

The Chairman thanked Mr. Minter Dial and Mr. Fabio Selmoni, who served as Non-Executive Directors during the last two years. They both put in a huge effort and contributed with unmatched expertise in the achievement of the Company's results. Now in the process of converging different expertise into one robust model, Ms. Anna Gatti and Ms. Anna Zanardi Cappon are nominated to act as newly appointed Non-Executive Directors.

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

The Chairman first put the proposal to the Meeting to re-elect Mr. Ottonel Popesco as Non-Executive Director and Chairman. The Secretary counted the votes and recorded that 7,227,088 votes were cast in favor of the re-election of Mr. Ottonel Popesco, that 4,816 votes were cast against his re-election and 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the re-election of Mr. Ottonel Popesco and stated that Mr. Ottonel Popesco was re-elected as Chairman of the Board and Non-Executive Director for a one-year term.

The proposal to re-elect Mr. Fabio Cannavale as Executive Director and CEO was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,221,988 votes were cast in favor of the re-election of Mr. Cannavale, that 9,916 votes were cast against his re-election and 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the re-election of Mr. Fabio Cannavale and stated that Mr. Fabio Cannavale was re-elected as Executive Director and CEO for a one-year term.

The proposal to re-elect Mr. Marco Corradino as Executive Director was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,221,988 votes were cast in favor of the re-election of Mr. Marco Corradino, that 9,916 votes were cast against his re-election and 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the re-election of Mr. Marci Corradino and stated that Mr. Marco Corradino was re-elected as an Executive Director for a one-year term.

The proposal to re-elect Mr. Roberto Italia as a Non-Executive Director was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,227,088 votes were cast in favor of the re-election of Mr. Roberto Italia, that 4,816 votes were cast against his re-election and 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the re-election of Mr. Roberto Italia and stated that Mr. Roberto Italia was re-elected as a Non-Executive Director for a one-year term.

The proposal to re-elect Ms. Julia Bron as Non-Executive Director was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,231,904 votes were cast in favor of the re-election of Ms. Bron, and that no votes were cast against her re-election or abstained from voting.

The Chairman recorded that the majority of votes were cast in favor of the re-election of Ms. Julia Bron and stated that Ms. Julia Bron was unanimously re-elected as a Non-Executive Director for a one-year term.

The proposal to elect Ms. Anna Gatti as Non-Executive Director was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,231,904 votes were cast in favor of the election of Ms. Anna Gatti and that no votes were cast against her election or abstained from voting.

The Chairman recorded that the majority of votes were cast in favor of the election of Ms. Anna Gatti and stated that Ms. Anna Gatti was unanimously elected as a Non-Executive Director for a one-year term.

The proposal to elect Ms. Anna Zanardi Cappon as Non-Executive Director was then submitted by the Chairman to the Meeting.

The Secretary counted the votes and recorded that 7,231,904 votes were cast in favor of the election of Ms. Anna Zanardi Cappon and that no votes were cast against her election or abstained from voting.

The Chairman recorded that the majority of votes were cast in favor of the election of Ms. Anna Zanardi Cappon and stated that Ms. Anna Zanardi Cappon was unanimously elected as a Non-Executive Director for a one-year term.

This concluded the election of the director and the Chairman moved forward to the next agenda item.

Agenda Item 7: Voting Item: Director's Remuneration

The Chairman noted that the next proposal was to approve the remuneration of the directors for the year 2017, as set forth in the Shareholders Circular, which was made available for the Meeting. The Chairman gave a brief explanation concerning the proposals made.

The Chairman then gave the shareholders the opportunity to discuss and ask questions about the aforementioned resolution. On receiving no comments or questions, the resolution was submitted to the Meeting.

The Secretary counted the votes and recorded that 6,746,853 votes were cast in favor of the proposal. 485,051 votes were cast against the proposal and no votes abstained.

The Chairman recorded that a majority of the votes were cast in favor of the resolution and stated that the resolution was adopted.

Agenda Item 8: Voting Item: Appointment of Auditors for 2017

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, 2017.

The Company proposes to grant powers to the Company's Board of Directors to appoint, in its discretion, a qualified independent accounting firm, based on what the Board believes to be in the best interest of the Company, to audit the Company's accounts for the year 2017. No further meeting of shareholders will be held to approve such appointment.

The Chairman gave shareholders the opportunity to comment or request a clarification about the proposal. On receiving no response, the Chairman formally put the proposal to a vote.

The Secretary counted the votes and recorded that 6,728,617 votes were cast in favor of the proposal. 503,287 votes were cast against the proposal and 0 votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the proposal and stated that the proposal was adopted.

Agenda Item 9: Discussion Item: Dividend Policy

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 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. So the Board of Directors unanimously resolved not to distribute dividends based on the 2016 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 shareholders the opportunity to discuss and ask questions about this discussion item. The Chairman received no response and proceeded to the next item on the agenda for the Meeting.

Agenda Item 10: Observance of 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, made available prior to the Meeting.

The Chairman then gave the shareholders the opportunity to discuss and ask questions about this discussion item. The Chairman received no response and proceeded to the next item on the agenda for the Meeting.

Closing Meeting

On behalf of himself and the Board, the Chairman thanked all the shareholders and their proxyholders for their attendance at and contribution to the Meeting.

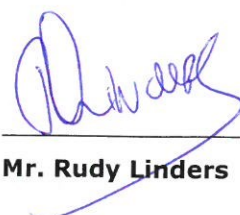
No other matters were brought before the Meeting, and the Chairman closed the annual general meeting of shareholders of lastminute.com N.V.

Chairman



Mr. Ottonel Popesco

Secretary



Mr. Rudy Linders