

TO:

ALL SHAREHOLDERS OF LASTMINUTE.COM N.V.

Amsterdam, 23 March 2016

Re: Convening notice, agenda and proxy for the 2016 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 World Trade Center Schiphol - Business & Conference Center, Schiphol Boulevard 127 - G3, 1118 BG Schiphol, The Netherlands, meeting room number - G3.02. on 4 May 2016, at 11:00 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 2015, as set forth in the Shareholders Circular relating to the Meeting and (ii) the application during the year 2015 of the Company's remuneration policy for directors.
3. To discuss the annual report of the Management Board for the year ended December 31, 2015 and to adopt the Company's annual accounts for the year ended December 31, 2015, including allocation of the Company's net loss for the year 2015 (being EUR 17,901,000) to the Company's retained earnings reserve. A copy of the draft annual accounts of the Company, including the auditors report related thereto and the annual report of the Management Board of the Company, for the year 2015, is available for inspection by shareholders free of charge at the address of the Company in The Netherlands: Jan van Goyenkade 8, 1075 HP Amsterdam, The Netherlands, and can also be obtained free of charge by email request to 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, 2015.*
5. To delegate to the Board, during a period of 5 years beginning on the date of the Meeting and ending on May 4, 2021, the power (a) to issue shares and to grant the right to subscribe for

shares, up to a maximum number equal to 15% of the issued share capital of the Company as of the date of the Meeting, (b) to restrict or exclude pre-emptive rights in connection with such issue of shares or grant of the right to subscribe for shares, (c) to determine the share price and the other conditions for the issuance of shares, and the grant of the right to subscribe for shares, as aforesaid and (d) to take all necessary action in connection with the issuance of shares and grant of the right to subscribe for shares, as referred to above in this agenda item 5.*

6. To authorize the Board, during a period of 18 months beginning on the date of the Meeting and ending on November 4, 2017, 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 826,787 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.*
7. 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 2017:
 - Mr. Ottonel Popesco Non-Executive Director and Chairman
 - Mr. Fabio Cannavale Executive Director and CEO
 - Mr. Francesco Signoretti Executive Director
 - Mr. Roberto Italia Non-Executive Director
 - Ms. Julia Bron Non-Executive Director
 - Mr. Minter Dial Non-Executive Director
 - Mr. Fabio Selmoni Non-Executive Director

Current Executive Director Mr. Marco Corradino was elected in the extraordinary general meeting of shareholders held on February, 12, 2016, to serve until the date of the Company's annual general meeting of shareholders to be held in the year 2017. Current Executive Director Mr. Jérôme Cohen Scali will not stand for re-election.*

8. To approve the remuneration for 2016 of the executive directors and non-executive directors of the Company, as more fully set forth in the Shareholders Circular relating to the Meeting.*
9. To appoint KPMG Accountants N.V. ("**KPMG**") as the Company's independent registered public accounting firm to audit the Company's accounts for the year ended December 31, 2016, subject to the Board reaching agreement with KPMG as to terms of engagement.*
10. Discussion of dividend policy.
11. Discussion of the Company's observance of the Dutch Corporate Governance Code.
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 2016 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 2016 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.lastminute.com

Yours sincerely,

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

Name: Mr. Ottonel Popesco

Title: Chairman

Name: Mr. Fabio Cannavale

Title: Executive Director