

## **Procedures for Voting and Attendance at the Extraordinary General Meeting of lastminute.com N.V. (the “Company”) of 12<sup>th</sup> February 2016 (the “Meeting”).**

### **Introduction**

The Company urges you to promptly cast your vote at the Meeting by completing, signing, dating and returning one of the proxies included on the Company’s website for use at the Meeting, in accordance with the instructions below.

Admittance of beneficial owners of shares and acceptance of written proxies shall be governed by Dutch law.

Each share beneficially owned as of the Record Date referred to below carries one vote.

### **The Meeting**

The Extraordinary General Meeting of lastminute.com N.V. (the “**Company**”) of 12<sup>th</sup> February 2016 (the “**Meeting**”) will be held at 8:30 A.M. Central European Time on the day of the Meeting, at the offices of Van Campen Liem, J.J. Viottastraat 52, 1071 JT Amsterdam.

The Company will establish a link with the Meeting in Amsterdam allowing beneficial owners of the Company’s shares to attend and vote at the Meeting through remote connection from Riva Paradiso 17A, 6900 Paradiso, Switzerland (the “**Lugano Meeting Site**”).

### **Who is eligible to attend and vote at the Meeting**

Only persons who are registered with their bank as beneficial owners of the Company’s ordinary shares, par value EUR 0.01 per share (“**ordinary shares**” or “**shares**”), outstanding at the close of business in Zurich on January 15, 2016 (the “**Record Date**”), as evidenced by a certificate of their bank (a “**Bank Holding Certificate**”), are entitled to attend and vote at the Meeting, including through attendance and voting at the Lugano Meeting Site.

If you are a beneficial owner of shares as of the Record Date and do not wish to attend the Meeting in person, you have the right to grant a proxy to a third person. In that case, your proxy will be entitled to attend and vote at the Meeting on your behalf.

### **What to do in order to attend the Meeting**

Beneficial owners of shares as of the Record Date must prior to 11:59 P.M. CET on February 5, 2016 give notice to the Company of their intention to attend the Meeting, together with proof of their beneficial ownership of shares as of the Record Date.

Notice may be sent by:

- email to the following address: [investor.relations@lastminute.com](mailto:investor.relations@lastminute.com) which is received by no later than 11:59 P.M. CET on February 5 , 2016; or
- written notice to the Company at its address in Amsterdam, The Netherlands, Jan van Goyenkade 8, 1075 HP Amsterdam, The Netherlands, Attention: Ms. Yohanna Fernandez, which is received by no later than 11:59 P.M. CET on February 5, 2016.

Registration for persons attending the Meeting in person in Amsterdam will begin at 8:00 A.M. Central European Time on the day of the Meeting, at the offices of Van Campen Liem, J.J. Viottastraat 52, 1071 JT Amsterdam, The Netherlands. Registration for persons attending the Meeting through remote connection from the Lugano Meeting Site will begin at 8:00 A.M. Central European Time on the day of the Meeting, at Riva Paradiso 17A, 6900 Paradiso, Switzerland.

Shareholders attending the meeting either in Amsterdam or at the Lugano Meeting Site, are kindly asked to present their Bank Holding Certificate, together with an appropriate identification document, as proof of admission at the entrance. Persons acting as proxyholders on behalf of shareholders should present (i) the proxy granted to that person, (ii) a Bank Holding Certificate of the relevant shareholder evidencing beneficial ownership of shares as of the Record Date, (iii) an appropriate identification document of the proxyholder, (iv) a copy of an appropriate identification document of the shareholder granting the proxy and (v) (if requested by the Company) proof of the authority of the person granting the proxy to the proxyholder.

#### **How to prove the beneficial ownership of shares as of the Record Date**

Beneficial owners of the Company's ordinary shares as of the Record Date should request their bank to provide them with a duly filled out and signed copy of a Bank Holding Certificate showing their beneficial ownership of shares as of the Record Date.

The eligibility to attend must be certified by means of a Bank Holding Certificate provided by an intermediary in accordance with its accounting records, for the benefit of the party holding the right to vote, attesting that the shares were credited to the account of the party in question, at the close of business on the above-mentioned Record Date.

#### **How to express your voting intention**

Each beneficial owner of shares is entitled to one vote per share for each of the Company's ordinary shares beneficially owned by such person as of the Record Date as aforesaid, on each matter submitted to a vote at the Meeting. You may cast your vote in person either by attending the Meeting in Amsterdam and voting at that Meeting or by attending the Meeting at the Lugano Meeting Site in person and voting at the Meeting from the Lugano Meeting Site.

### **How to express voting intentions by proxy**

If you are a beneficial owner and do not wish, or you are not in the condition, to attend the Meeting in person, you have the right to issue a proxy to a third person to attend and vote at the Meeting on your behalf.

All shares represented by proxies duly executed and received, together with proof of beneficial ownership of the relevant shares as of the Record Date as described above, by not later than 11:59 P.M., CET on February 7, 2016 (the “**Voter Deadline**”), will be voted at the Meeting in accordance with the terms of the proxies. If no choice is indicated on the proxy, proxies granted to the Company’s management (see below) will be voted in favor of all proposals listed on the convening notice and agenda of the Meeting. If any business not listed on the agenda for the Meeting is properly brought before the Meeting under the Company’s Articles of Association or Dutch law, proxies issued to the Company’s management will be voted in accordance with the best judgment of the proxyholders. In general, only those items appearing on the notice and agenda for the Meeting can be voted on at the Meeting.

Shareholders who have appointed a proxy may also vote in person at the Meeting if they wish, by attending the Meeting in person in Amsterdam or by attending the meeting in person from the Lugano Meeting Site. If a shareholder attends the Meeting in person, either in Amsterdam or from the Lugano Meeting Site, the proxy granted by that shareholder will automatically be deemed to be revoked unless the shareholder informs the Company otherwise at the meeting.

A beneficial owner may also revoke a proxy by submitting a document revoking it, or by submitting a duly executed proxy bearing a later date, prior to the Voter Deadline.

### **Who is eligible as a proxyholder**

The Company offers shareholders the option to be represented at the Meeting by:

- employees designated by the Company (the “**Company’s Proxies**”), who are bound by the shareholders’ instructions as to how to vote but who may exercise their independent judgment as to how to vote if no choice is indicated on the proxy (see “How to express voting intentions by proxy” above); or
- notaries and candidate notaries, associated with or employed by Van Campen Liem (the “**Additional Proxies**”). Van Campen Liem is a Dutch corporate law firm which regularly provides legal advice to the Company. The Additional Proxies will for purposes of the Meeting act as independent proxyholders, who will in all cases be bound by the shareholder’s instructions and who will not exercise any independent judgment or vote if no choice is indicated on the proxy.

Shareholders may also be represented by another person attending the meeting on their behalf. See “How to choose a proxy and give respective voting instructions” below.

## **How to choose a proxy and give respective voting instructions**

Separate forms of proxies are provided on the Company's website, to grant a proxy to attend the Meeting either to the Company's Proxies or the Additional Proxies. In order to be valid proxies must be notified by the Voter Deadline, by marking, signing and dating the appropriate proxy for either the Company's Proxies or the Additional Proxies and returning that proxy, together with the additional documentation listed below, to the following recipients, or by granting a proxy to another person as described below:

- If you wish to grant your proxy to the Company's Proxies in Amsterdam or in the Lugano Meeting Site, you can do that by completing and signing the appropriate proxy for the Company's Proxies and sending that as an attachment to the following e-mail address: [teresa.durantes@rumbo.com](mailto:teresa.durantes@rumbo.com) (together with a Bank Holding Certificate and the other documents referred to below).

In order to be valid your emails must be received by no later than 11:59 P.M. CET on the Voter Deadline. You can also send your proxy to the Company's office in The Netherlands, Jan van Goyenkade 8, 1075 HP Amsterdam, The Netherlands, Attention: Ms. Yohanna Fernandez. In that case your proxy must be received by the Company by no later than 11:59 P.M. CET on the Voter Deadline.

- If you wish to grant your proxy to the Additional Proxies, you can do that by completing and signing the proxy for the Additional Proxies and sending the proxy (together with a Bank Holding Certificate and the other documents referred to below) to Van Campen Liem as an email attachment to the following email address: [leonie.kraakman@vancampenliem.com](mailto:leonie.kraakman@vancampenliem.com) , or to Van Campen Liem at its address at J.J. Viottastraat 52, 1071 JT Amsterdam, The Netherlands, Attention: Leonie Kraakman. Your proxy must be received by Van Campen Liem at the above email address, or physical delivery address, by no later than 11:59 P.M. CET on the Voter Deadline.
- If you wish to be represented by another person holding a written proxy (other than the Company's Proxies or the Additional Proxies), you may grant a proxy to that other person by executing a separate proxy in a form substantially similar to the proxy for the Company's Proxies and the Additional Proxies posted on the Company's website, but with the name of your own designated proxyholder filled in. This proxy must be received together with a Bank Holding Certificate and the other documents referred to below, at the Company's address in The Netherlands, Jan van Goyenkade 8, 1075 HP Amsterdam, The Netherlands, Attention: Ms. Yohanna Fernandez, by no later than 11:59 P.M. CET on the Voter Deadline.

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, 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).

**Beneficial owners of the Company's shares who wish to vote at the Meeting, either in Amsterdam or from the Lugano Meeting Site, must comply with the procedures for voting at the Meeting described above.**

Shareholders are kindly invited to read the full convening notice and agenda for the Meeting, as posted on the Company's website, and to download the Shareholders Circular and forms of proxies and all the supporting material relating to the Meeting, that are made available on the Company's website as follows:

<http://www.lastminutegroup.com/investor-relations/corporate-governance/shareholders-meetings.aspx>