

**LASTMINUTE.COM N.V.**

Minutes of the extraordinary general meeting of shareholders of lastminute.com N.V. (the "**Company**") held on September 21, 2017 at 10:30 A.M.,  
CitizenM Schiphol Airport Hotel, Haarlemmermeer, the Netherlands

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**1. Welcome, Opening and Announcements**

Mr. Ottonel Popesco, Chairman of the Board, acted as chairman (the "**Chairman**") of the extraordinary 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 Ms. Valentina Parisi (Corporate Lawyer). Finally, Ms. Jeanette van den Berg of Intertrust (Netherlands) B.V. was also present at the Meeting.

The Chairman informed the persons present that all items on the Agenda for the Meeting must be approved by the majority of the votes cast at the Meeting in respect of such item.

The Chairman appointed Ms. Jeanette van den Berg 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 required meeting documents had been made available for inspection at the Company's address as well as on the Company's website, [www.lastminute.com](http://www.lastminute.com). Furthermore, the Secretary informed the Meeting that the Convening Notice of the Meeting had been made available to all shareholders by posting on the Company's website and in the daily newspaper "*Trouw*" on August 10th 2017.

The Secretary then informed the Meeting that 5,894,850 shares, being 44.23% 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.

**2(a). Voting Item: Repurchase of shares**

The Chairman continued the Meeting with agenda item 2(a), regarding repurchase of share.

The Chairman reminded the attendees that on August 9th 2017, the board of directors of the Company (the "**Board of Directors**") resolved upon the acquisition of shares in the capital of the Company by the Company pursuant to a partial self-tender offer (the "**Self-Tender Offer**"). The Board of Directors established and installed a committee of the Board of Directors (the "**Committee**") with the task to further investigate the feasibility of such Self-Tender Offer and, if deemed appropriate, resolve to launch, effect and implement the Self-Tender Offer and all transactions contemplated thereby or resulting therefrom. The Committee consists of three non-executive directors of the Board of Directors. Under Dutch law (Section 2:98 of the Dutch Civil Code) and the Company's articles of association, the Board of Directors may, subject to compliance with certain Dutch statutory provisions, be authorized to cause the Company to repurchase shares in the capital of the Company. The authorization specifies the number of shares which may be acquired, the manner in which they may be acquired and the limits within which the price must be set. Such authorization may not continue for more than 18 months.

Considering the Self-Tender Offer, the Board of Directors had resolved to propose at the EGM the authorization of the Board of Directors or the Committee, during a period beginning on the date of the EGM and ending on 21 March 2019, to acquire through the Self-Tender Offer up to 33 1/3% of the Company's issued share capital as at the date of the launch of the Self-Tender Offer, for a price per share not less than the nominal value of a share and not greater than 20% of the on-exchange closing price of a share on the SIX Swiss Exchange on the trading day prior to the date of the publication by the Company of a self-tender offer prospectus.

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 resolution about the authorization of the Board of Directors in connection with the Self-Tender Offer process.

The Secretary recorded that 5,894,850 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 to approve the authorization of the of the Board of Directors in connection with Self-Tender Offer process and stated that the proposal was unanimously adopted.

### **2.(b): Voting Item: Cancellation of shares acquired under Self-Tender Offer**

The Chairman continued to discuss agenda item 2(b) with regard to the cancellation of shares acquired under the Self-Tender Offer.

The Chairman remarked that in relation to the Self-Tender Offer, the Board of Directors resolved to propose at the EGM to reduce the Company's issued share capital through the cancellation of the shares acquired by the Company in its own capital pursuant to the Self-Tender Offer.

The purpose of the reduction is to simplify the share capital structure of the Company. The timing of the cancellation will be determined by the Board of Directors or the Committee. The number of shares thus cancelled will be stated in the resolution of the Board of Directors or the Committee, which shall be filed with the Dutch Trade Register of the Chamber of Commerce.

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 resolution about the cancellation of shares acquired under Self-Tender Offer.

The Secretary recorded that 5,894,850 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 to the reduction of the Company's issued share capital through the cancellation of the shares acquired by the Company in its own capital pursuant to the Self-Tender Offer and stated that the proposal was unanimously adopted.

### **3: Voting Item: Cancellation of shares in its own capital**

The Chairman continued to discuss agenda item 3 with regard to cancellation of shares in the Company's own capital.

The Chairman reminded the attendees that the Board of Directors had resolved to propose at the EGM the reduction of the Company's issued share capital through the cancellation of 765,017 shares held by the Company in its own capital, as acquired pursuant to the Company's share buyback programs. The purpose of the reduction is to further simplify the share capital structure of the Company. The cancellation is restricted to the shares held by lastminute.com NV. The shares owned through Sealine LP (528,890) are not subject to cancellation.

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 resolution about the cancellation of shares acquired under Self-Tender Offer.

The Secretary recorded that 5,894,850 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 to the reduction of the Company's issued share capital through the cancellation of the shares acquired by the Company in its own capital pursuant to the Self-Tender Offer and stated that the proposal was unanimously adopted.

#### **4. 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 extraordinary general meeting of shareholders of lastminute.com N.V.

**Chairman**



**Mr. Ottonel Popesco**

**Secretary**



**Ms. Jeanette van den Berg**