

Procedures for Voting and Attendance at the Extraordinary General Meeting (the “EGM”) of lastminute.com N.V. (the “Company”) to be held via webcast on 31 July 2020 at 9.00 A.M. CET

Virtual EGM

The board of directors (*bestuur*) of the Company (the “**Board**”) has decided to hold the EGM by virtual means via webcast at the link that will be announced on the Company’s website within two days before the EGM, in accordance with the emergency regulation to facilitate shareholders’ meetings in connection with the outbreak of COVID-19, which entered into force in the Netherlands in April 2020, in order to safeguard the health and safety of the participants to the EGM to the fullest extent possible. It will thus not be possible to physically attend the EGM.

You can submit questions relating to any of the agenda items prior to or during the EGM in accordance with the instructions below.

General

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

Admittance to the virtual EGM of beneficial owners of shares and other persons with the right to attend the EGM and acceptance of written proxies shall be governed by Dutch law.

Each share carries one vote.

Who is eligible to attend and vote at the virtual EGM

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 (Switzerland) at 5:30 P.M. CET on 3 July 2020 (the “**Record Date**”), as evidenced by a certificate of their bank (a “**Bank Holding Certificate**”), are entitled to attend and vote prior to or at the virtual

EGM. These beneficial owners of shares should refer to their broker or bank on how to attend and vote.

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

What to do in order to attend the virtual EGM

All beneficial owners of shares as of the Record Date, other persons with the right to attend the EGM or their proxies can remotely attend, speak and, if voting rights accrue, vote prior to or during the virtual EGM on all business of the EGM via the internet, therefore via their own smartphone, tablet or personal computer.

Such persons must prior to 11:59 P.M. CET on 23 July 2020 give notice to the Company of their intention to attend the virtual EGM, and in case of a beneficial owner of shares or its proxy together with proof of the beneficial ownership of the respective shares as of the Record Date.

Notice may be sent by:

- email to the following addresses: corporateaffairs@lastminute.com and/or investor.relations@lastminute.com, which is received by no later than 11:59 P.M. CET on 23 July 2020; or
- written notice to the Company at the following address in Amsterdam (The Netherlands): Prins Bernhardplein 200, 1097 JB Amsterdam (The Netherlands); attention: Ms. A. Rubtsova and/or Mr. M. den Hollander, which is received by no later than 11:59 P.M. CET on 23 July 2020.

Upon successful registration, the attendee will receive an attendance card which will include information on how to login to the virtual EGM and a personal EGM ID and user credentials.

How to register and access the virtual EGM

Attendees who have been successfully registered for the virtual EGM will be able to enter the virtual EGM by logging in with the details as included in the abovementioned attendance card to the webcast between 8.30 A.M. CET and the commencement of the EGM at 9.00 A.M. CET on the day of the EGM. Attendees who log in afterwards will only have access to the live stream to follow the meeting, but will not be able to vote.

Asking questions prior to and during the virtual EGM

Attendees may submit questions relating to any of the agenda items prior to the EGM by email in the English language to corporateaffairs@lastminute.com by, other than as set out in the convening notice of the EGM, no later than 28 July 2020 at 9.00 A.M. CET. These questions will be answered during the EGM and shall be published on the Company's website.

When submitting such questions, please state your full name, email address and the number of shares beneficially held on the Record Date.

Further questions can be asked during the EGM by submitting such questions by email in the English language to corporateaffairs@lastminute.com, unless it is reasonably not possible to answer these questions given the circumstances at the time of the EGM.

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

Beneficial owners of 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 Record Date.

How to vote prior to the EGM

Each beneficial owner of shares is entitled to one vote per share owned by such person as of the Record Date, on each matter submitted to a vote at the EGM. Upon successful registration to the virtual EGM, a beneficial owner of shares will be able to vote prior to the EGM. Such votes cast prior to the EGM are equated with votes cast at the EGM. Voting prior to the EGM will be possible by submitting the votes by email to corporateaffairs@lastminute.com or by electronic means as follows. The attendance card will include the link and the details to log in to such digital voting platform, through which the beneficial owner of shares will be able to vote on the items included on the notice and agenda for the EGM prior to the EGM. The voting will be open from at 9.00 A.M. CET on 6 July 2020, and will close at the commencement of the EGM at 9.00 A.M. CET on 31 July 2020.

How to express voting intentions by proxy

If you are a beneficial owner and do not wish to or cannot attend the virtual EGM, you have the right to issue a proxy to a third person to attend and vote at the virtual EGM 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, by no later than 11:59 P.M. CET on 23 July 2020 (the “**Voter Deadline**”), will be voted at the EGM in accordance with the terms of the proxies set out below.

Beneficial owners of shares who have appointed a proxy may also vote prior to or at the virtual EGM if they wish. If a beneficial owner of shares attends the virtual EGM, the proxy granted by that person will automatically be deemed to be revoked unless the beneficial owner of shares informs the Company otherwise at the EGM.

A beneficial owner of shares who has granted a proxy may also revoke such 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 beneficial owners of shares the option to be represented at the EGM by:

- employees designated by the Company (the “**Company’s Proxies**”), who are bound by the beneficial owner of shares’ 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
- employees, associated with or employed by Intertrust (Netherlands) B.V. (the “**Additional Proxies**”). Intertrust (Netherlands) B.V. is a Dutch corporate services provider which assists the Company with corporate secretarial services. The Additional Proxies will for purposes of the EGM 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.

Beneficial owner of shares 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 EGM 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, you can do that by completing and signing the proxy for the Company’s Proxies and sending that as an attachment to the e-mail address: corporateaffairs@lastminute.com (together with a Bank Holding Certificate and the other documents referred to below).

In order to be valid your email 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 at the following address: Prins

Bernhardplein 200, 1097 JB Amsterdam (The Netherlands); attention: Ms. A. Rubtsova and/or Mr. M. den Hollander. 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 lastminute.com N.V. as an email attachment to the following email address: NL-lastminute@intertrustgroup.com, or to lastminute.com N.V. at its address at Prins Bernhardplein 200, 1097 JB Amsterdam (The Netherlands), attention: Ms. A. Rubtsova and/or Mr. M. den Hollander. Your proxy must be received by the employees of Intertrust (Netherlands) B.V. 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 following address: Prins Bernhardplein 200, 1097 JB Amsterdam (The Netherlands); attention: Ms. A. Rubtsova and/or Mr. M. den Hollander, 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 document(s)).

Beneficial owners of shares who wish to vote prior to or at the EGM must comply with the procedures for voting prior to or at the EGM described above.



Beneficial owner of shares are kindly invited to read the full convening notice, the agenda for the EGM and the explanatory notes thereto and to download the forms of proxies and all the supporting material relating to the EGM, that are all made available on the Company's website as follows:

<https://lmgroup.lastminute.com/investor-relations/corporate-governance/shareholders-meetings.aspx>