

**TO:**

**ALL SHAREHOLDERS OF LASTMINUTE.COM NV**

Amsterdam, 15<sup>th</sup> April 2022

**Re: Convening notice, agenda and proxy for the 2022 Annual General Meeting of shareholders of lastminute.com N.V. (the "Company")**

Dear shareholders

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 **on 18<sup>th</sup> May 2022 at 10:00 A.M. CET** (the "**AGM**").

*IMPORTANT NOTE: given the COVID-19 legislation, the AGM will be held as a hybrid meeting in which the Company's shareholders (the "Shareholders") can (whether or not by proxy) either virtually or physically attend the AGM. The Company invites the Shareholders to participate by way of a proxy or virtually via the webcast that will be provided in due time to those Shareholders who will going to confirm their attendance by following the instructions listed into the "Procedures for Voting and Attendance at 2022 Annual General Meeting of lastminute.com N.V." posted on the Company's website. The Company may take further precautionary measures to limit health and safety risks of the participants of the AGM.*

The agenda for the Meeting is as follows:

- 1. Opening and announcements.**
- 2. Discussion of the directors' report of the Board for the financial year ended December 31, 2021.**
- 3. Allocation of results and adoption of the Company's annual accounts for the financial year ended December 31, 2021.\***
- 4. Discharge of all present and former Directors from liability in respect of the performance of their duties during the financial year ended December 31, 2021.\***
- 5. Renewal of the Board Authorization to repurchase shares.\***
- 6. Appointment of the following persons as Directors\*:**
  - **Fabio Domenico Pasqualino Cannavale**                      **Executive Director with the title of CEO**
  - **Andrea Bertoli**    **Executive Director with the title of COO**

- **Laurent Foata** *Non-Executive Director with the title of Chairman*
- **Roberto Italia** *Non-Executive Director*
- **Massimo Pedrazzini** *Non-Executive Director*
- **Paola Garzoni** *Non-Executive Director*
- **Javier Perez-Tenessa** *Non-Executive Director*

- 7. Approval of the fixed remuneration for the financial year 2022 of the Executive Directors, Non-Executive Directors and Committees' Members.\***
- 8. Approval of the variable remuneration for the financial year 2022 of the Executive Directors.\***
- 9. Approval of other remuneration for the financial year 2022 of the Executive Directors.\***
- 10. Appointment of KPMG Accountants N.V. as the Company's independent registered public accounting firm to audit the Company's annual accounts for the financial year ending December 31, 2022.\***
- 11. Discussion of dividend policy.**
- 12. Discussion of the Company's compliance with the Dutch Corporate Governance Code.**
- 13. Any other business.**
- 14. Closing.**

The agenda items marked \* are for voting. All other agenda items are discussion items.

## **Virtual AGM**

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 and will continue to be effective until 1<sup>st</sup> June 2022, the Board confirmed the possibility to hold the AGM by virtual means, in order to safeguard the health and safety of the participants to the AGM to the fullest extent possible.

You can submit questions relating to any of the agenda items prior to the AGM, by sending such questions by email in the English language to [corporateaffairs@lastminute.com](mailto:corporateaffairs@lastminute.com) ultimately by May 12<sup>th</sup>, 2022. These questions will be answered during the AGM and shall be published on the Company's website. Further questions can be asked during the AGM by submitting such questions by email in the English language to the abovementioned email address, unless this cannot reasonably be required in the light of the circumstances at the time of the AGM, as to be determined by the chairperson of the AGM in the interest of the order of business of the AGM.

Important information concerning procedures for virtual attendance and voting at the AGM, the record date for the AGM and other relevant matters relating to the AGM are contained in the document entitled “*Procedures for Voting and Attendance at 2022 Annual General Meeting of lastminute.com N.V.*” posted on the Company’s website.

**You are urged to read the document entitled “*Procedures for Voting and Attendance at 2022 Annual General Meeting of lastminute.com N.V.*” posted on the Company’s website at the following link: <https://corporate.lastminute.com/investors/investors-hub/shareholder-meetings/> and to follow the procedures set forth therein for casting your vote at the Meeting.**

The website of the Company is <https://corporate.lastminute.com/>

## **SHAREHOLDERS INFORMATION ON DATA PROCESSING**

This information notice applies to the Shareholders attending the AGM, as well as any other individual otherwise connected to such AGM. The data controller of the processing of the Shareholders’ data is the Company, with registered office at Basisweg 10, 1043 AP Amsterdam (Netherlands) and registered under corporate number 34267347.

The Company processes personal data of the Shareholders, i.e. contact details (name, title, address, telephone number and email address), identification data (e.g. date of birth and ID number), number of shares of the Shareholders, if applicable share class, number of the voting card, and, if applicable, name and date of birth of the authorized representative(s) in accordance with the applicable data protection laws, including the European General Data Protection Regulation (“**GDPR**”) for the purpose of carrying out the AGM, enabling the Shareholders to exercise their rights at the AGM and providing services in connection therewith as well as to comply with applicable law and regulations. The processing of the personal data of the Shareholders is a mandatory requirement for the attendance and participation of the Shareholders and their representatives at the AGM. The legal basis for processing is Article 6 para 1 lit. (c) GDPR.

For the purpose of holding the AGM, the Company will share the data with the categories of recipients as follows: service providers and partners who provide services to the Company (e.g. third party consultants working with the AGM, law firms/advisors), which are or will be involved in providing services in connection with the AGM; affiliated entities or other companies of the lastminute.com group to the extent necessary in connection with the AGM; competent law enforcement body, regulatory, government agency, court or other third party such as but not

limited to, the police, the financial supervisory authorities and the tax agency, where it is necessary as a matter of applicable law or regulation, or to exercise, establish or defend our legal rights; auditors, advisors, legal representatives and similar agents as may be necessary in connection with the advisory services they provide to us in accordance with the applicable laws. The Company has concluded respective agreements under data protection laws with these recipients to the extent legally required. If a Shareholder attends the AGM, all present Shareholders or their representatives, the members of the Board, the notary public and all other persons with a statutory right to attend the AGM are entitled to inspect the legally required attendance list and, therefore, able to see the personal data contained in such list (*inter alia* name, residence, shareholding). Moreover, the Company is required by statutory law to submit personal data of the Shareholders (in particular the list of attendees) as part of the notarial protocol to the Company register. Given that the Company and the other companies of the lastminute.com group and third party contractors operate around the world, the Company will process personal data outside the European Economic Area, including in jurisdictions offering an adequate level of data protection such as Switzerland (in accordance with the “Adequacy decisions” of the EU Commission) and jurisdictions where data protection laws may be less protective. However, we have taken appropriate safeguards to require that personal data will remain protected in accordance with this information notice. These measures include, where applicable, implementing EU standard contractual clauses with our third party contractors.

Personal data related to the AGM will be kept as long as necessary given the purpose of the processing and in accordance with any applicable statutory retention period such as those resulting from commercial law, stock corporation law, tax law as well as from anti-money laundering laws.

Data subjects may exercise their rights as granted by Articles 15-22 of the GDPR and any other applicable law, including the right to access, rectify and erase their data, the right to data portability and the right to limit or object to the processing of their data, using the contact details stated in the AGM’s voting procedure. Data subjects may also lodge a complaint with a supervisory authority. To request information about this notice, please contact our Data Protection Officer by e-mailing us at [dpo.corporate@lastminute.com](mailto:dpo.corporate@lastminute.com). For further information about data protection please visit <https://corporate.lastminute.com/privacy-policy/>

Yours sincerely - on behalf of the Board of the Company:

*Fabio Domenico Pasqualino Cannavale and Andrea Bertoli*  
(Executive Directors)