
lastminute.com

(These minutes replace the ones uploaded on 21st December 2022. The previous minutes have been deleted due to an incorrect number of shares disclosed by a voting shareholder, who communicated the correct ownership after the EGM).

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF LASTMINUTE.COM N.V.,

a public company with limited liability (*naamloze vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, having its registered address at Basisweg 10, 1043 AP Amsterdam, the Netherlands, registered with the Dutch Chamber of Commerce under 34267347 (the “**Company**”) held at CitizenM Hotel Schiphol (meeting room no. 6), Jan Plezierweg 2, 1118 BB Amsterdam, on December 21st, 2022, starting at 10:00 A.M. CEST being the shareholders represented pursuant to a power-of-attorney.

AGENDA ITEM 1: WELCOME, OPENING AND ANNOUNCEMENTS

Mr. Laurent Foata, the chairman (*voorzitter van de raad van bestuur*) of the board of directors of the Company (the “**Board**”), acted as chairman (the “**Chairman**”) (*voorzitter van de vergadering*) of the extraordinary general meeting of shareholders of the Company (the “**Meeting**”) in accordance with the Company’s articles of association. The Chairman opened the Meeting and extended a warm welcome to all proxyholders and guests present at the Meeting.

The Chairman noted that as per Article 17 paragraph 1 of the Company’s bylaws, the Meeting shall be held in Amsterdam, Schiphol, Rotterdam or The Hague. The Meeting is held at CitizenM Hotel Schiphol, meeting room no. 6, Amsterdam.

The Chairman noted that, in accordance with Dutch law, and as prescribed by article 18 paragraph 1 of the Company’s articles of association, all the proxies were regularly received by:

lastminute.com

- the Company Proxy, **Ms. Valentina Parisi**, who acted as proxy for those shareholders who opted to be represented by a Company representative; and
- the independent Additional Proxy, **Ms. Idil Suer** of Intertrust (Netherlands) B.V. who acted as proxy for those shareholders who opted to be represented by an independent representative.

(Ms. Valentina Parisi and Ms. Idil Suer together referred to as the “**Proxyholders**”).

The Chairman appointed **Ms. Teresa Tino** as secretary of the Meeting (the “**Secretary**”) (*secretaris van de vergadering*).

The Chairman finally introduced additional guests, namely:

- **Ms. Giulia Tomaselli** (Group Corporate Affairs Specialist); and
- **Ms. Silvia Sanchez** (Group Investor Relator Officer).

The Secretary stated that the Meeting has been duly convened and all required Meeting documents were made available for inspection at the Company’s registered address as well as on the Company’s website at <https://corporate.lastminute.com/>. The Convening Notice of the Meeting and all other required documents were made available to all shareholders of the Company by posting on the Company’s website on November 17th, 2022, and in a local newspaper on November 18th, 2022.

The Secretary then informed the Meeting that holders of **5,868,901** shares, **53.67%** of the total number of outstanding shares, were present by proxy at the Meeting. And that this means that **53.67%** of the total voting rights can be exercised.

The Chairman concluded that as a result of the foregoing, the Meeting is duly authorized to adopt all proposed resolutions as referred to in the agenda of the Meeting, with due observance of all applicable rules.

AGENDA ITEM 2; VOTING ITEM: ELECTION OF DIRECTORS

The Chairman informed the Meeting that the Board received and accepted the resignation letters from **Mr. Fabio Cannavale** and **Mr. Andrea Bertoli** as Executive Directors of the Company with effect from 16th November 2022.

The Chairman further informed the Meeting that the Board also received conditional resignation letters from **Ms. Paola Garzoni**, **Mr. Javier Perez-Tenessa**, **Mr. Roberto Italia** and **Mr. Laurent Foata**, current Non-Executive Directors of the Company, in the terms which will be better detailed when discussing on Item 3 of the agenda.

The Chairman noted that the current Non-Executive Director **Mr. Massimo Pedrazzini** will stay as Board member until the day of the next annual general meeting of the Company to be held in 2023.

Given the above, the Company proposed the election of the following persons as directors, for a term ending at the close of the annual general meeting of the Company to be held in 2023.

The Chairman informed the Meeting that biographical information concerning each of the below mentioned director nominees can be found in the Explanatory Notes of the Meeting.

The Chairman proceeded to enumerate all the director nominees as follows:

- **Luca Concone**, Executive Director and Chief Executive Officer (or CEO);
- **Yann Rousset**, Non-Executive Director and Chairman of the Board of Directors;
- **Maria Teresa Rangheri**, Non-Executive Director;
- **Valentin Pitarque**, Non-Executive Director;
- **Cyril Ranque**, Non-Executive Director;
- **Paolo Quaini**, Non-Executive Director.

lastminute.com

The Chairman informed that one of the director nominees, being Mr. Paolo Quaini, has withdrawn his election proposal due to professional incompatibility. As a consequence, the relevant agenda item will not be discussed.

The Chairman asked if there were any questions or comments on this voting item.

After receiving no comments or questions, the Chairman proceeded with the voting and asked for a specific vote for each Director as follows:

- With regards to the election of **Mr. Luca Concione** as Executive Director and Chief Executive Officer (or CEO):

The Secretary counted the votes and recorded that for this proposal **5,731,309** votes were cast in favor, **137,592** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and **Mr. Luca Concione** was appointed as CEO and Executive Director.

- With regards to the election of **Mr. Yann Rousset** as Chairman of the Board and Non-executive Director:

The Secretary counted the votes and recorded that for this proposal **5,745,558** votes were cast in favor, **123,343** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and **Mr. Yann Rousset** was appointed as Chairman of the Board and Non-executive Director.

- With regards to the election of **Ms. Maria Teresa Rangheri** as Non-Executive Director:

lastminute.com

The Secretary counted the votes and recorded that for this proposal **5,708,265** votes were cast in favor, **160,636** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and **Ms. Maria Teresa Rangheri** was appointed as Non-Executive Director.

- With regards to the election of **Mr. Valentin Pitarque** as Non-Executive Director:

The Secretary counted the votes and recorded that for this proposal **5,745,558** votes were cast in favor, **123,343** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and **Mr. Valentin Pitarque** was appointed as Non-Executive Director.

- With regards to the election of **Mr. Cyril Ranque** as Non-Executive Director:

The Secretary counted the votes and recorded that for this proposal **5,745,558** votes were cast in favor, **123,343** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and **Mr. Cyril Ranque** was appointed as Non-Executive Director.

AGENDA ITEM 3; VOTING ITEM: ACCEPTANCE OF THE CONDITIONAL RESIGNATION OF CERTAIN DIRECTORS

The Chairman continued the Meeting with agenda item 3, which covers the acceptance of the conditional resignation of certain directors.

lastminute.com

The Chairman reconfirmed to the Meeting that the Non-Executive Directors **Ms. Paola Garzoni, Mr. Roberto Italia, Mr. Laurent Foata** and **Mr. Javier Perez-Tenessa** (hereinafter referred to as “NEDs”) have submitted their conditional resignations which will come into effect immediately upon the favorable vote from the Meeting on the acceptance of them.

He further noted that each of the NEDs will be available, at the request of the newly constituted board of directors, to assist the Company as advisors in order to facilitate the transition.

As a consequence, the Chairman put the proposal to the Meeting for voting to accept the conditional resignations of the following NEDs namely:

- **Laurent Foata;**
- **Paola Garzoni;**
- **Javier Perez-Tenessa;**
- **Roberto Italia.**

After receiving no comments or questions, the Chairman proceeded with the voting and asked for a specific vote for each Director as follows:

- With regards to the acceptance of the resignations of **Mr. Laurent Foata;**

The Secretary counted the votes and recorded that for this proposal **5,868,901** votes were cast in favor, **0** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and the resignations of **Mr. Laurent Foata** as Non-Executive Director accepted. He moved on to the next director.

- With regards to the acceptance of the resignations of **Ms. Paola Garzoni:**

lastminute.com

The Secretary counted the votes and recorded that for this proposal **5,868,901** votes were cast in favor, **0** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and the resignations of **Ms. Paola Garzoni** as Non-Executive Director accepted. He moved on to the next director.

- With regards to the acceptance of the resignations of **Mr. Javier Perez-Tenessa**:

The Secretary counted the votes and recorded that for this proposal **5,868,901** votes were cast in favor, **0** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and the resignations of **Mr. Javier Perez-Tenessa** as Non-Executive Director accepted. He moved on to the next director.

- With regards to the acceptance of the resignations of **Mr. Roberto Italia**:

The Secretary counted the votes and recorded that for this proposal **5,868,901** votes were cast in favor, **0** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of this proposal and concluded that this proposal was adopted by the Meeting and the resignations of **Mr. Roberto Italia** as Non-Executive Director accepted.

AGENDA ITEM 4; VOTING ITEM: PROPOSAL ON DIRECTORS' FIXED COMPENSATION

The Chairman noted that under the Company's current remuneration policy for directors, the Meeting is required to approve the fixed compensation payable to the Company's Executive and Non-Executive Directors.

lastminute.com

The Chairman further reminded the Meeting that the General Meeting of Shareholders of the Company held on May 21, 2020, adopted a remuneration policy for directors which is publicly disclosed on the Company's corporate website; among other principles stated in such policy, the Company's Board of Directors and the Selection, Appointment and Remuneration Committee are the bodies entitled to ensure that remuneration and executive compensation programs are effective, reasonable, and rational with respect to critical factors such as company performance, industry and risk related considerations and compensation paid to other employees.

The Company proposed that the Meeting resolved to adopt the payment of the following fixed compensation to the directors of the Company, for a period starting from the date of the Meeting and ending on the day of the next annual general meeting of the Company to be held in 2023:

- each **Non-Executive Director** will get an annual gross fixed remuneration of 50,000 EUR and an additional compensation of annual gross EUR 5,000 depending on their eventual participation as a member in the Audit Committee and/or the Selection, Appointment and Remuneration Committee and/or the Risk Supervisory Committee.
- Mr. Luca Concone, in his capacity of Executive Director and **CEO**, shall be entitled to receive a fixed remuneration of EUR 240,000 as annual gross amount.

The **Chairmanship** of the Board of Directors fee will be an annual gross fixed remuneration of EUR 60,000. The Chairmanship of the Company's Selection, Appointment and Remuneration Committee and of the Company's Risk Supervisory Committee fee will be an annual gross remuneration of EUR 10,000, and the chairmanship of the Company's Audit Committee fee will be an annual gross remuneration of EUR 15,000.

All these amounts include the board membership fee or the committee membership fee, respectively.

The Chairman asked if there were any questions or comments on this voting item.

lastminute.com

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders, Guests and Proxyholders.

The Secretary counted the votes and recorded that for this proposal **5,714,717** votes were cast in favor, **154,184** votes were cast against, and that **0** votes abstained.

The Chairman recorded that the majority of votes were cast in favor of the Directors' fixed compensation as set forth in the Explanatory Notes, as a consequence this resolution was adopted by the Meeting.

The Chairman proceeds to the next Agenda Item.

AGENDA ITEM 5; VOTING ITEM: PROPOSAL ON EXECUTIVE DIRECTOR'S VARIABLE COMPENSATION

The Chairman noted that under the Company's current remuneration policy for directors, the Meeting is required to approve the variable compensation payable to the Company's Executive Director.

The Chairman reminded the Meeting that the General Meeting of Shareholders of the Company held on May 21, 2020 adopted a remuneration policy for directors which is publicly disclosed on our corporate website; among other principles stated in such policy, the Company's Board of Directors and the Selection, Appointment and Remuneration Committee are the bodies entitled to ensure that remuneration and executive compensation programs are effective, reasonable, and rational with respect to critical factors such as company performance, industry and risk related considerations and compensation paid to other employees.

The Company proposed that the Meeting resolved to adopt the following variable compensation to the Executive Director as follows:

- annual gross amount of EUR 260,000, upon the relevant achievements of lastminute.com's group targets defined by the Board.

The Chairman asked if there were any questions or comments on this voting item.

lastminute.com

After receiving no comments or questions, the Chairman then put the proposal up for a vote by the Shareholders, Guests and Proxyholders.

The Secretary counted the votes and recorded that for this proposal **5,731,308** votes were cast in favor, **137,593** votes were cast against, and that **0** votes abstained.

The Chairman recorded that a majority of the votes were cast in favor of the Executive Director's VARIABLE compensation as set forth in the Explanatory Notes, as a consequence this resolution was adopted by the Meeting and proceeded to the next agenda item.

AGENDA ITEM 6: CLOSING

On behalf of himself and of the Board, the Chairman thanked the Shareholders Guests, the Proxyholders and all the other guests for their attendance at and for their contribution to the Meeting.

The Chairman then closed the Meeting at 10:30 am.

Chairman

DocuSigned by:
Laurent Foata
A7BE1C5A36454EA

By: Mr. Laurent Foata

Date: December 21, 2022

Secretary

DocuSigned by:
Teresa Tino
1095DA0759B344A

By: Ms. Teresa Tino

Date: December 21, 2022