

**lastminute.com N.V.**

(“LMN” or the “Company”)

Explanatory notes (the “Explanatory Notes”)

to the agenda for the Company’s annual general meeting (the “AGM”)

to be held on **June 30<sup>th</sup>, 2023**, at 10.00 a.m. CET

at **Rokin 92, 1012 KZ Amsterdam, The Netherlands**

(meeting room: *boardroom*)

***These Explanatory Notes are made by the Company and are solely provided to the Shareholders to give further information on proposals that will be made during the AGM. These Explanatory Notes constitute the written explanation of the proposals for authorization by the AGM in accordance with best practice provision 4.1.4 of the Dutch Corporate Governance Code 2022 and will be published on the Company’s website.***

***The information contained herein is complete and accurate as of May 24<sup>th</sup>, 2023. Please note that the information may change after that date.***

***The Company expressly disclaims any obligation or undertaking to update, amend or supplement the information contained herein in any way to reflect facts or circumstances arising or occurring after such date.***

Explanation to the Shareholders in respect of the agenda for the AGM to be held on June 30<sup>th</sup>, 2023.

To the Shareholders:

These Explanatory Notes contain information concerning the items on the agenda for the AGM to be held on June 30<sup>th</sup>, 2023 at 10:00 A.M. CET. A copy of the agenda for the AGM is annexed hereto as Annex A.

**Votes Required to Approve the Items on the Agenda for the AGM:**

All proposed resolutions on the agenda for the AGM require a majority of the votes cast at the AGM, with the exception of the vote on the resolution proposed to be adopted as Item 11, which requires the 75% of the votes cast at the AGM.

**Cautionary Note Regarding Forward-Looking Statements**

These Explanatory Notes contain statements that are or may be forward-looking statements, which include all statements other than statements of historical facts, including, without limitation, any statements preceded by, followed by or that include the words “targets,” “believes,” “expects,” “aims,” “intends,” “will”, “may,” “anticipates,” “would,” “could,” or similar expressions or the negative thereof. Such forward-looking statements are not promises or guarantees and involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause actual outcomes to be materially different from future outcomes suggested by such forward-looking statements. Therefore, unconditional dependence on these statements should not be made. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company operates. These Explanatory Notes do not purport to set forth any of the assumptions underlying any forward-looking statements contained herein. Moreover, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any of such statements are based.

**EXPLANATION OF ITEM 2 OF THE AGENDA FOR THE AGM**

**(DISCUSSION OF THE DIRECTORS’ REPORT FOR THE FINANCIAL YEAR 2022)**

A presentation shall be given on the course of business of the Company and the conduct of its affairs during the financial year ended December 31<sup>st</sup>, 2022, as explained in the director’s report of the Company (the “**Director’s Report**”) prepared by the board of directors of the Company (the “**Board**”). The Company’s annual accounts for the financial year ended December 31<sup>st</sup>, 2022 (the “**2022 Annual Accounts**”), including the auditor’s report related thereto and the Director’s Report, have been made available for inspection by Shareholders on the website of the Company (<https://corporate.lastminute.com/investors/investors-hub/reports-presentations/reports/>) and can be obtained free of charge at the Company’s registered office at Rokin 92, 1012 KZ Amsterdam (the Netherlands) and following an email request to: [investor.relations@lastminute.com](mailto:investor.relations@lastminute.com).

**EXPLANATION OF ITEM 3 OF THE AGENDA FOR THE AGM****(RATIFICATION OF OTHER REMUNERATION FOR THE FINANCIAL YEAR 2022 OF THE EXECUTIVE DIRECTOR)**

At the Company's extraordinary general meeting held on December 21<sup>st</sup>, 2022 (the "**EGM**"), the Shareholders approved, among others, the fixed and variable remuneration of the newly appointed Executive Director, Mr. Luca G. M. Concone, for the financial year 2022 starting from his appointment.

On March 1<sup>st</sup>, 2023, upon the Company's selection, appointment and remuneration committee (the "**Selection, Appointment and Remuneration Committee**") proposal, the Board approved the following other remuneration of the Executive Director, in addition to the fixed and variable remuneration, for the period starting from the EGM and ending on the day of the AGM:

- CEO benefits: housing allowance (for a total value of CHF 36,000) and health insurance (for a total value of about EUR 13,000) ("**Other Remuneration**").

The Non-Executive Directors propose to the AGM to ratify the Other Remuneration approved by the Board in favour of the Executive Director.

**EXPLANATION OF ITEM 4 OF THE AGENDA FOR THE AGM****(ALLOCATION OF RESULTS AND ADOPTION OF THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31<sup>st</sup>, 2022)**

The Company's net loss for the financial year ended December 31<sup>st</sup>, 2022 is equal to Euro 15,166,986.03.

It is proposed to the AGM to (i) approve the allocation of the entire loss to the Company's capital reserves and (ii) adopt the 2022 Annual Accounts, in accordance with Dutch law and article 24.6 of the Company's articles of association (the "**Articles of Association**").

**EXPLANATION OF ITEM 5 OF THE AGENDA FOR THE AGM****(RENEWAL OF THE BOARD AUTHORIZATION TO REPURCHASE SHARES)**

Under Dutch law and the Company's Articles of Association, the Board may, subject to compliance with certain Dutch statutory provisions, be authorised to cause the Company to repurchase the Company's shares in an amount, at prices and in the manner authorised by the Shareholders. This authorization may not continue for more than 18 months, but may be given on a rolling basis.

The annual general meeting of the Company's Shareholders held on May 18th, 2022 (the "**2022 AGM**") approved the authorization for the Board to purchase, on the SIX Swiss Exchange or otherwise, fully paid-up shares in the capital of the Company up to a maximum of 1,166,422 shares (the "**Shares**" or "**Share**"), for a price per Share not less than the nominal value of EUR 0.01, and not greater than the average price of a share traded on the SIX Swiss Exchange during the 5 (five) trading days prior to the date of the relevant acquisition plus a 10% premium (the "**Authorization**"). The Authorization should expire on the AGM's date, as per 2022 AGM resolutions.

On May 16<sup>th</sup>, 2023, the Board resolved to propose at the AGM the renewal of the Authorization, with the aim of continuing to purchase the remaining Shares, until the earlier of the conclusion of next year's annual general meeting of the Company or the date which falls 18 months from the AGM. The Shares repurchase will be aimed to support the Company's incentive plans.

At the AGM, the Shareholders shall be asked to approve the proposal of the Board to renew the Authorization within the explained terms.

**EXPLANATION OF ITEM 6 OF THE AGENDA FOR THE AGM**  
**(APPOINTMENT OF DIRECTORS)**

### Background

Pursuant to article 13.2 in conjunction with 13.3 of the Articles of Association, Directors are appointed by the annual general meeting for a period of one year starting on the day after the day of the relevant annual general meeting of the Company on which they are appointed and ending on the day of the subsequent annual general meeting of the Company that will be held in the year following the year of the their appointment, after which they are immediately eligible for re-appointment. The annual general meeting may further grant titles to any Director.

Upon the recommendation of the Selection, Appointment and Remuneration Committee and of the Board, it is proposed to the AGM to appoint the following persons as Directors, to serve for a one-year term ending on the day of the annual general meeting of the Company to be held in 2024:

<b>Luca G. M. Concone</b>	Executive Director with the title of Chief Executive Officer (CEO)
<b>Maria Teresa Rangheri</b>	Executive Director with the title of Chief Executive Corporate Officer (CECO)
<b>Yann Rousset</b>	Non-Executive Director with the title of Chairman
<b>Marco Forasassi Torresani</b>	Non-Executive Director
<b>Massimo Pedrazzini</b>	Non-Executive Director
<b>Cyril Ranque</b>	Non-Executive Director

Biographical information concerning each of these Directors nominees is set forth below.

## **Directors' Biographies**

*Luca G. M. Concone* graduated in Technological Engineering from Politecnico di Milano. In the early 1990s, Luca focused on a consulting career with A.T. Kearney and McKinsey & co., specialising in financial institutions and technology. In the 2000s, he became deputy CEO of one of the largest banks in Italy (Gruppo UBI) and CEO of a significant bank in the United Kingdom (Capital One). He supported the founders of Volagratis brand (now belonging to lastminute.com group) in the context of the corporate legal entities establishment since the beginning. In 2006, he became CFO of the City of Milan under mayor Letizia Moratti. In 2009, Luca started his own renewable energy fund and invested over 200M€; he was appointed Chairman and CEO of the fund and, as of today, he retains a Director position.

He has over a decade of experience as entrepreneur, angel investor and senior advisor to many technology and internet industry companies.

*Maria Teresa Rangheri* graduated in Law and in Psychological Sciences and Techniques and has been a professional journalist for over 20 years. She held positions of responsibility in the field of communication and marketing in various sectors, from telecommunications (Infostrada and Wind) to banks (Banca Popolare di Lodi and Intesa Sanpaolo) and non-profit organizations (FAI). During these experiences she has been in charge of corporate culture projects, in phases of corporate transformation. From 2008 to 2017 she was part of the team that led the growth of the lastminute.com group. Within the Group, she has been first Marketing Director and then Head of Leisure, Travel & Tourism and Chief Communication officer. She set up the Lastminute Foundation and from 2017 to 2019 she was CEO of Bheroes Società Benefit, dedicated to the growth of the startup ecosystem in Italy. In 2020 she attended the training course: "Induction Session for directors and auditors of listed companies" by Assogestioni and Assonime. Since December 2020 she has worked as Chief of Communications in e-Novia, an Italian Startup Studio. Currently she is a Board Member of Fondazione Bagatti Valsecchi (nominated by Comune di Milano) and Kaaja srl.

*Yann Rousset* has been in US & Swiss banking and capital management for over fifteen years advising family offices, corporate institutions and fiduciary organizations on capital management, governance matters and strategic guidance. Graduating in Finance from Bentley University in 2005, he started at UBS Financial Services Inc, New York City in 2006. Soon after, he worked at Citigroup Global Markets Ltd in London before joining the founders of Maseco LLP in 2009 as Executive Director to lead and establish the Swiss expansion. He completed the Swiss acquisition and founded Pilotage Private Wealth AG in Switzerland in 2013. He is currently the CEO, with a focus on wealth, asset and capital management. In 2019 he founded Pilotage Private Office AG and is the Chairman with a focus on financing structures, corporate and capital market advisory and governance.

*Marco Forasassi Torresani* graduated in Technological Engineering from Politecnico di Milano. He has worked in the investment banking sector for over 30 years. He is a Partner at Cassiopea Partners, one of the leading Italian investment banking firms. Before joining Cassiopea Partners, in 2003 he founded Eidos Partners that in six years became one of the leading Italian investment banking houses; Eidos Partners was participated by Close Brothers and a few Italian lead institutions. From 2000 to 2003, following the acquisition of Schroders Corporate Finance business by Citigroup, he was Director of European Investment Banking at Citigroup, while from 1996 to 2000 he was Director Investment Banking at Schroder Italia SIM SpA, after working at Salomon Brothers International Ltd

where he was Vice President in the investment banking division. In addition, he has participated in the organisation of investment club deals.

*Massimo Pedrazzini* holds a Degree in Law from the Geneva University (1985). Among others, Massimo is currently Chairman of the Board of Directors of Sterling Strategic Value Fund SICAV-RAIF SA, Luxembourg and of Fidnam Group Holding SA, Lugano (Switzerland). In the past he has been Chairman of the Supervisory Board of Washtec AG, listed in Frankfurt (Germany), and Member of the Supervisory Boards of Teleplan International N.V. and of Brainpower N.V., both listed in Amsterdam (the Netherlands). Massimo's law firm is based in Lugano (Switzerland). He has been practicing law since 1985 with focus on contract, corporate, international tax and financial law. He is specialized in cross border M&A transactions and joint-ventures in Europe, Asia and America.

*Cyril Ranque* was lastly President of the Travel Partners Group, Expedia, for more than 15 years. In this role, he was responsible for the integration of all travel partners through the marketing, distribution, data and technology solutions of the Expedia Group platform. Prior to joining Expedia Group, Cyril was Vice President Marketing & Distribution for Louvre Hotels, having advised the Taittinger Group when the company was founded in early 2004. Previously, he was co-founder of Educastream.com, an online education startup, head of the French CRM practice for AT Kearney, CRM consultant at Accenture, investment banker at Morgan Stanley in London and financial analyst at LVMH in Tokyo. He is currently a board member of the Ritz Paris Hotel and he was, until its sale to Trip.com, a board member of the Chinese OTA eLong. Cyril holds a master's degree from ESSEC Graduate School of Business in Paris, with a specialization in finance and strategy, and he currently lives with his wife in Geneva.

#### **EXPLANATION OF ITEM 7 OF THE AGENDA FOR THE AGM**

##### **(APPROVAL OF THE FIXED REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND COMMITTEES' MEMBERS)**

In accordance with Dutch law and the Articles of Association, the Non-Executive Directors upon the recommendation of the Selection, Appointment and Remuneration Committee and of the Board - following the Remuneration Policy for Directors - propose to the AGM to approve the fixed compensation payable to the Executive and Non-Executive Directors in their role of members of the Board and Committees, as defined below, for the financial year 2023 (the “**Fixed Compensation**”):

- Annual Board membership fee: EUR 50,000 (gross amount);
- Additional Annual Board membership fee reserved to Mr. Marco Forasassi Torresani: n. 80,000 stock appreciation rights of 2022 SAR Plan (under the conditions described in the Company's remuneration policy);
- Annual Committees membership fee: EUR 5,000 (gross amount) for each member of the Company's Audit Committee and/or Selection, Appointment and Remuneration Committee and/or Data Privacy Committee and/or Ethics and ESG Committee and/or Strategy Committee and/or Risk and Finance Committee (jointly, the “**Committees**”);

- Annual chairmanship of the Board fee: EUR 60,000 (gross amount) - this amount includes the annual Board membership fee;
- Annual chairmanship of the Committees fee: EUR 10,000 (gross amount) for each Chairman of the Company's Audit Committee, and/or of Selection, Appointment and Remuneration Committee and/or of Data Privacy Committee and/or of Ethics and ESG Committee and/or of Strategy Committee and/or of Risk and Finance Committee; these amounts include the annual Committee membership fee;
- Annual CEO fee: EUR 240,000 (gross amount) - this amount includes the annual Board membership fee;
- Annual CECO fee: EUR 200,000 (gross amount) - this amount includes the annual Board membership fee; and
- Extra Pool Fee for the Non-Executive Directors: up to EUR 200,000 (gross amount) to be divided among the Non- Executive Directors in case of extra effort.

The Fixed Compensation reflects the time and effort required from each Director in fulfilling their Board and Committee responsibilities.

The Fixed Compensation will not be due if a Director receives remuneration, equal or higher than the above fees and for any reason whatsoever, provided by any of the companies within the consolidation perimeter of the Company. In case the remuneration would be less than the Fixed Compensation, the Director will receive a fee equal to the difference between the two amounts. Services rendered by the Directors might be arranged by means of a contract with the Company or with any of its subsidiaries, in the form of either a personal agreement or a corporate agreement through a legal entity to which the Director provides such services.

#### **EXPLANATION OF ITEM 8 OF THE AGENDA FOR THE AGM**

#### **(APPROVAL OF THE VARIABLE REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS)**

In addition to the proposal for the Fixed Compensation – see agenda item 8 above – the Non-Executive Directors propose to the AGM to approve the payment of a variable compensation to each Executive Director in their role of consultants and/or members of the Company's executive management team, as employees and/or independent contractors of the Company and/or any of its subsidiaries for the financial year 2023, as follows:

- Mr. Luca G.M. Concone, CEO: up to EUR 390,000 (gross amount) + n. 200,000 stock appreciation rights of 2022 SAR Plan (under the conditions described in the Company's remuneration policy)
- Ms. Maria Teresa Rangheri, CECO: up to EUR 147,000 (gross amount) + n. 70,000 stock appreciation rights of 2022 SAR Plan (under the conditions described in the Company's remuneration policy)

The payment of the variable compensation is subject to the achievement of the lastminute.com group's targets defined by the Board (the "**Variable Compensation**").

**EXPLANATION OF ITEM 9 OF THE AGENDA FOR THE AGM****(APPROVAL OF OTHER REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS)**

In addition to the proposal for the Fixed Compensation and Variable Compensation – see agenda item 8 and 9 above – it is proposed to the AGM to approve the payment of the following other remuneration to the Executive Directors, in their role of consultants and/or members of the Company's executive management team, as employees and/or independent contractors of the Company and/or any of its subsidiaries for the financial year 2023:

- CEO stock appreciation rights of 2022 SAR Plan: no. 250,000;
- CECO stock appreciation rights of 2022 SAR Plan: no. 80,000;
- CEO benefits: housing allowance (for a total value of CHF 60,000) and health insurance (for a total value of about EUR 13,000); and
- CECO benefits: company's car (for a total value not higher than EUR 12,000).

**EXPLANATION OF ITEM 10 OF THE AGENDA FOR THE AGM****(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<sup>st</sup>, 2023)**

At the AGM, the Company proposes the appointment of an independent registered public accounting firm to audit the Company's statutory accounts for the year ending December 31<sup>st</sup>, 2023 (the "**Company's Auditor for 2023**").

Upon the Board proposal, the AGM is requested to appoint KPMG Accountants N.V. ("**KPMG**") as the Company's Auditor for 2023, subject to the agreement between KPMG and the Board on terms of engagement.

**EXPLANATION OF ITEM 11 OF THE AGENDA FOR THE AGM****(AMENDMENT OF THE COMPANY'S REMUNERATION POLICY).**

The Company proposes to amend the Company's remuneration policy as follows:

- (i) to require an absolute majority of the votes cast at the shareholders meeting for the adoption of, and any amendments to, the Company's remuneration policy (the "**Percentage Required Votes Amendment**");
- (ii) to explicitly include grants under the SAR Plans as an element of the directors compensation (the "**SAR**



**Amendment”); and**

(iii) to explicitly include guesthouse arrangements, house and car allowance as elements of the directors compensation (the "**Arrangements Amendment**").

### **Description of Proposed Amendments**

#### *(i) The Percentage Required Votes Amendment*

The Company's remuneration policy currently requires approval by 75% of the votes cast at the shareholders meeting for the adoption of, and any amendments to, the remuneration policy. Under Dutch law this 75% supermajority vote requirement applies only to companies which are listed on a European Union ("EU") stock exchange.

Since the Company's shares are not listed on any EU exchange, the Company is proposing the Percentage Required Votes Amendment to bring the requirement for approval of amendments to the Company's remuneration policy in line with the requirements for other Dutch companies whose shares are not listed on an EU exchange.

Although it is not required to do so under Dutch laws applicable to non-EU listed companies, the Company will continue to comply with the requirement contained in the Company's remuneration policy which mandates that the remuneration policy be resubmitted for shareholder approval every four years.

#### *(ii) The SAR Amendment*

While the general meeting of shareholders has to date specifically approved all SARs grants to certain directors, the Company believes it is advisable to explicitly include the general authority for the Company to grant SARs to directors as part of its remuneration policy. In deciding to include this item as part of the remuneration policy, the Company has taken into account, *inter alia*, the past votes at shareholder meetings approving the specific grants of SARs to directors.

#### *(iii) The Arrangements Amendment*

The Company proposes to amend the remuneration policy to explicitly include guesthouse arrangements, house and car allowance as elements of the directors compensation.

While the general meeting of shareholders has to date specifically approved, as other remuneration, the house allowance among the CEO benefits, the Company believes it is advisable to explicitly include these benefits in favour of the directors as part of its remuneration policy. In deciding to include this item as part of the remuneration policy, the Company has taken into account, *inter alia*, the past votes at the shareholder meeting approving the specific other remuneration.

### **General**

The proposed new text of the remuneration policy after incorporation of the amendments described above is attached hereto as Annex B.

Annex B shows by underlining and strike-throughs the amendments proposed to be made to the policy.

The proposal to amend the remuneration policy must be approved by 75% of the votes cast at the AGM in respect

of the above amendments.

**EXPLANATION OF ITEM 12 OF THE AGENDA FOR THE AGM**

**(ADVISORY VOTE ON REMUNERATION REPORT FOR THE YEAR 2022)**

In accordance with the Company's remuneration policy as currently in effect, the remuneration report for the year 2022 must be submitted to the annual general meeting of shareholders of the Company for its advisory vote. A copy of the remuneration report for the year 2022 is annexed to these Explanatory Notes as Annex C. The vote in respect of the approval of the remuneration report for the year 2022 is purely advisory and the results of such vote will not obligate the Company or the Board to take or refrain from taking any action in future. However, the Board will give due consideration to the results of this vote in its future implementation of the Company's remuneration policy. No vote on the Company's remuneration policy for prior years has been taken by shareholders prior to the date hereof.

**EXPLANATION OF ITEM 13 OF THE AGENDA FOR THE AGM**

**(DISCUSSION OF DIVIDEND POLICY)**

**Background**

Pursuant to the Dutch Corporate Governance Code, the Company is required to provide Shareholders with an opportunity to discuss the Company's policy on additions to reserves and on dividends. Shareholders will not be entitled to adopt the Company's (future) dividend policy.

**Dividend Policy**

Whether or not distributions of dividend will be made by the Company depends on the Company's performance, earnings and financial condition, the conditions of the markets, the general economic climate and other factors, including the Company's cash requirements and business prospects, as well as statutory legal, tax and regulatory considerations. From any profits of a preceding financial year, the Board shall determine the amounts to be reserved, and any profit remaining thereafter shall be at the disposal of the AGM for distribution or reservation. Whether the Board shall include a proposal to make a distribution from the profits of the preceding financial year on the agenda of the relevant general meeting of the Company, will depend on, among other things, the Company's results of operations and financial condition, potential acquisitions and investments by the Company, the Company's cash requirements and cash surplus, legal risks, the Company's tax policies and capital requirements, restrictions contained in existing and future financing instruments, challenges to the Company's business model, potential share buybacks and/or other factors that the Board may deem relevant. During the financial year ended December 31<sup>st</sup>, 2022, no profits have been realised by the Company and no distributions from profits can therefore be made to Shareholders. Currently, the Board does not intend to make distributions from any of the Company's

reserves. The Board may reconsider this dividend policy and resolve upon distributions from any of the Company's distributable reserves, taking into account statutory limitations, once the Board believes that the Company has achieved a financial and operational position, and follows a strategy that suggests dividend payments.

**EXPLANATION OF ITEM 14 OF THE AGENDA FOR THE AGM**

**(DISCUSSION OF COMPLIANCE WITH THE DUTCH CORPORATE GOVERNANCE CODE)**

The Company underlines the importance of complying with the provisions of the Dutch Corporate Governance Code. However, it is noted that companies are allowed to deviate from principles and best practice provisions of the Dutch Corporate Governance Code, provided that such non-compliance is disclosed.

The Company's compliance with the Dutch Corporate Governance Code and substantial deviations from the principles and best practice provisions of the Dutch Corporate Governance Code shall be discussed during the AGM.

The most material provisions of the Dutch Corporate Governance Code with which the Company does not comply are the following:

(i) the Company has not adopted a diversity policy for the composition of the management board. Due to the recent change in governance, the newly appointed Board still remains focused on this topic and in this perspective proposes to the AGM the appointment of a woman as executive director;

(ii) the Dutch Code provides that non-executive directors must not be awarded remuneration in the form of shares and/or rights to shares. At the AGM, Mr. Marco Forasassi Torresani will be proposed to be granted with SARs. SARs granted to directors may not be exercised during the first two years following the date of grant and will vest within the four years following the date of grant. The Company believes that the full exercisability of SARs after four years are appropriate because of the Company's need to attract skilful and experienced directors in a competitive international environment. The Company has therefore chosen not to comply with this provision of the Dutch Code;

(iii) the Board has not proposed to appoint a Vice-Chairman. Vice-Chairmen are a feature of a large board where members have a varied background and communication may be difficult. The Company's Board is not large and consists of members with extensive knowledge of the Company's business. The Company has therefore elected not to comply with this provision of the Dutch Code.

(iv) At the AGM, Mr. Marco Forasassi Torresani shall be proposed to election as non-executive director of the Board of Directors of the Company. Mr. Marco Forasassi Torresani, in the event of being appointed, will manage specific projects inside the Board that will be rewarded with the proposed extra remuneration which shall consider him as non-independent director. Nevertheless, the Company acknowledges that the provisions of the Dutch Code, which require that a majority of the members of the Board of Directors should be "independent" within the meaning of the Dutch Code, are ensured as the relevant criteria item from clause 2.1.8 of the Dutch Code is duly observed.

**ANNEX A**  
**AGENDA FOR 2023 AGM**

- 1. Opening and announcements.**
- 2. Discussion of the directors' report of the Board for the financial year ended December 31<sup>st</sup>, 2022.**
- 3. Ratification of other remuneration for the financial year 2022 of the Executive Director.\***
- 4. Allocation of results and adoption of the Company's annual accounts for the financial year ended December 31<sup>st</sup>, 2022.\***
- 5. Renewal of the Board Authorization to repurchase shares.\***
- 6. Appointment of the following persons as Directors\*:**
  - **Luca G. M. Concone**      **Executive Director with the title of Chief Executive Officer**
  - **Maria Teresa Rangheri**      **Executive Director with the title of Chief Executive Corporate Officer**
  - **Yann Rousset**      **Non-Executive Director with the title of Chairman**
  - **Marco Forasassi Torresani**      **Non-Executive Director**
  - **Massimo Pedrazzini**      **Non-Executive Director**
  - **Cyril Ranque**      **Non-Executive Director**
- 7. Approval of the fixed remuneration for the financial year 2023 of the Executive Directors, Non-Executive Directors and Committees' Members.\***
- 8. Approval of the variable remuneration for the financial year 2023 of the Executive Directors.\***
- 9. Approval of other remuneration for the financial year 2023 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<sup>st</sup>, 2023.\***
- 11. Amendment of the Company's remuneration policy.\***
- 12. Advisory vote on remuneration report for the year 2022.\***
- 13. Discussion of dividend policy.**
- 14. Discussion of the Company's compliance with the Dutch Corporate Governance Code.**
- 15. Any other business.**
- 16. Closing.**

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

**ANNEX B****AMENDED REMUNERATION POLICY  
(draft proposal)****EXECUTIVE AND NON-EXECUTIVE DIRECTORS****REMUNERATION POLICY****lastminute.com N.V.**

This remuneration policy (the "**Remuneration Policy**") was prepared by the Selection, Appointment and Remuneration Committee (the "**SARC**") of the board of directors (the "**Board**") of lastminute.com N.V. (the "**Company**" or "**lastminute.com**") and was approved by the Board on 18 March 2020 and adopted by the general meeting of the Company on 21 May 2020 and further amended by the general meeting of the Company on 30 June 2023.

**1. INTRODUCTION****1.1. Purpose of the Remuneration Policy**

The goal of this Remuneration Policy is to recruit, retain and motivate high quality directors. The Company is committed to providing a total remuneration package that is consistent with sound industry practice and reflects the individual country practices, job market and geographic differences.

The Company has a strong orientation toward achieving overall company and personal goals and aims for long term value creation.

The Company believes that the amount and structure of the remuneration paid to the directors and to the executive management shall be such that any independent and external company is willing to pay to a qualified and expert manager to run the business. The remuneration package shall include a fixed and a variable component. The level and structure of remuneration package is determined in the light of, among other things, an executive director's professional experience in so far as it is relevant to the performance of his or her duties, executive experience, experience in corporate governance of large companies, experience in ecommerce and tourism industries, specific know-how with respect to the business and corporate policy of the Group, specific competences in areas of management, finance, reporting and ecommerce and tourism industries. The remuneration policy may also be determined in relation to the Company's consolidated results, share price performance, and other relevant developments.

**1.2. Scope**

This Policy is to be applied to the remuneration of the following persons:

- The members of the Board of Directors of the Company (both the executive and non-executive members); and
- The Executive Committee Members of the Company.

### **1.3. References**

This Policy is in line with best practices stated by the Dutch Corporate Governance Code (revised ~~2016~~[2022](#) version) and the Dutch Civil Code art. 2:135.

### **1.4. Policy for the adoption, approval and review of the remuneration policy**

For the adoption of this policy, the following procedure applies:

The SARC prepares a clear and understandable proposal for the remuneration policy to the other lastminute.com's non-executive directors. The non-executive directors submit the proposal to the general shareholders meeting, after which it can be approved by the general shareholders meeting.

The following procedure applies for the review of this policy:

If this policy is reviewed, the most important changes will be disclosed in the new version of the policy. The new version of the policy must also contain a description and explanation of the way in which the positions on this policy and on the compensation disclosure (since the last vote on the remuneration policy on the general shareholders meeting) of the general shareholders meeting have been taken into account.

The following rules apply to the approval of this policy:

This policy will be submitted for approval to the general shareholders meeting at least every four years. For approval, ~~at least three quarters~~[the absolute majority](#) of the cast votes is needed during the general shareholders meeting, unless specified differently in the Company's statutes.

## **2. Remuneration principles**

### **2.1. Benchmarking**

The remuneration for executive directors comprises fixed components as salary and/or (management) fees and variable incentives, which are based on market value, reflecting experience, seniority, responsibility and specific know-how. For executive directors working within and from the Netherlands, the Dutch remuneration market is the main guideline. For executive directors resident in foreign countries, the foreign remuneration system shall significantly affect the remuneration package.

Valid deviations from market value may be made based on an executive director's professional experience and on the executive director's potential contribution to the Company within the scope of his or her assigned duties. The total remuneration is reviewed annually by the SARC by referral to the remuneration level of other companies active in the industry of the Company, as well as other multinational companies considered similar to the company in terms of size, geographical spread and complexity of business.

## **2.2. Pay ratios within the Company and its affiliated enterprise**

The remuneration package for executive directors also has a clear relationship with the salary and working conditions of the employees of the Company such as to make sure the Policy is sufficiently supported by the public at large. In respect of this, the following guidelines will be applied: the average annual compensation of the Executive Directors over the average annual compensation of a Group's employee.

## **2.3. The function of executive directors within the Company**

The remuneration package for the executive directors shall also take into account any division of duties within the Board. The remuneration package and its structure shall also take into account any remuneration an individual executive director may receive (based on employment or non-employment status) from the Company or any of its direct and indirect subsidiaries (each a "**Group Company**").

Executive directors may be employed under employment agreements or engaged under service agreements with the Company that detail the terms and conditions of their employment or engagement, including remuneration and prospective severance benefits. An executive director may concurrently be an employee of the Company for a position other than an executive director; the employment agreement shall detail the scope of job, obligations of the employee and remuneration for performance of his or her job.

Executive directors may also be employees of a Group Company. The employment agreement concluded between an executive director and a Group Company shall provide for details of their employment, including remuneration.

In addition, members of the Board may receive remuneration for consultancy services provided to the Company. Such remuneration shall be at arm's length conditions and must be approved by the SARC.

## **2.4. Scenario analysis**

The remuneration for executive directors may also be determined in relation to the Company's results, share price performance, and other relevant developments.

The following pre-executed scenario analysis may apply to the Company's provision in respect of:

- adjusted EBITDA annual result; and
- gross margin of the main business carried on by the corporate group to which the Company belongs.

## **2.5 The development of the market price of the shares**

When determining the remuneration of the executive directors, the development of the market price of the Company is not taken into account. Namely, there is no need for an explicit connection, due to the fact that the executive directors are major and indirect shareholders of the Company.

## **2.6 Subdivision and ratio between fixed and variable remuneration components**

The remuneration of executive director's may consist of a fixed and a variable component.

The ratio and subdivision between the fixed and variable remuneration components are as following:

- The maximum variable remuneration (as a percentage of base salary) is 1,000%.
- The fixed component of the remuneration may include the following components:
  - *Amount in cash*
- The variable component of the remuneration may include one or more of the following elements:
  - *Performance bonus:* At the beginning of each year, each executive director shall be provided a list of measurable objectives to be achieved in the course of the year according to guidelines to be proposed and approved by the SARC. The measure of the level of achievement of such objectives shall be approved by the SARC. Such performance bonus shall be paid in cash after confirmation of the annual results by the Company's auditor.
  - *Additional Performance bonus:* A specific business plan may be determined for a specific region and/or for lastminute.com (as a whole or any part thereof) before the respective financial year and may include revenues, gross profit and EBIDTA. In case of over-performance of the objectives included in such a business plan, an additional bonus - approved by SARC - may be distributed. Such additional performance bonus shall be paid in cash after confirmation of the annual results by the Group Company's auditor.
- *Additional arrangements:* In addition to the main conditions of employment, a number of additional arrangements apply to members of the Board, such as



expense and relocation allowances, medical insurance, accident insurance, [guesthouse arrangements](#), [house allowance](#), [car allowance](#) and company car arrangements. They also benefit from coverage under the Company's Directors and Officers (D&O) policies. Loans to members of the Board (if any) shall be granted on an arm's length basis.

## **2.7. Measurable performance criteria of the variable remuneration component**

The variable component of the remuneration is linked to measurable performance criteria determined in advance, which are predominantly long-term in character. These performance criteria are as following:

- the professional experience;
- the performance of his or her duties;
- the executive experience;
- the experience in corporate governance of large companies;
- the experience in e-commerce and tourism industries;
- the specific know-how with respect to the business and corporate policy of the Group; and
- the specific competences in areas of management, finance, reporting and ecommerce and tourism industries.

## **2.8. Severance payments**

Upon termination of employment, a Director shall receive an amount that is not higher than the value of the annual fixed compensation. A director will not be compensated upon termination of employment, if the termination is premature and initiated by the Director or if the Director has acted seriously culpable or negligent.

## **2.9. Claw back and the adjustment of a bonus**

The Company is authorized to recover a bonus in whole or in part insofar as the payment has been made on the basis of incorrect information about the achievement of the objectives underlying the bonus or about the circumstances on which the bonus was dependent. The claim can also be brought on behalf of the Company by the non-executive directors or a representative appointed by the general shareholders meeting.

The general shareholders meeting is authorized to adjust the amount of a bonus to an appropriate level if payment of the bonus would be unacceptable in accordance with the standards of reasonableness and fairness. A bonus is understood to mean the non-fixed part of the remuneration, the award of which has been made wholly or partly dependent on the achievement of certain goals or the occurrence of certain circumstances.

## **2.10. Remuneration of the non-executive members**

The remuneration of non-executive directors will be based on the following principles:

- The remuneration of the non-executive directors reflects the time spent and the

responsibilities of their position.

- No shares and/or rights to shares are granted to a non-executive director as a reward. exceptionally access to SAR Plans (as defined below) can be granted in the form of Cash Payment (as defined below).
- Any shares held by non-executive directors in the Company are meant as a long-term investment.

## **2.11 Compensation**

Compensation of executive directors may include the grant of stock appreciation rights ("SARS") under the Company's stock appreciation rights plan adopted on 3 August 2021 (the "2021 SAR Plan") and 23 March 2022 (the "2022 SAR Plan"; together with the 2021 SAR Plan the "SAR Plans"). The SAR Plans have been amended on date 16 May 2023.

The Company has authorized a total of 1,852,500 SARs under the SAR Plans to employees and directors of the Company, of which 652,500 SARs have an exercise price of CHF 25 and 1,200,000 SARs have an exercise price equal to the lastminute.com shares average price of the 30 days before the granting. The SARs do not vest during the initial two (2) year period following the date of assignment to participants of the SARs (the "Pre-Vesting Period"). After the end of the Pre-Vesting Period the SARs will vest on a pro rata daily basis over a period of two (2) years following the end of the Pre-Vesting Period (from the end of Year 2 following the assignment of the SARs to the end of Year 4 following the assignment of the SARs) (the "Vesting Period").

Certain SARs will vest only if the Company's 2 month average per share trading price (the "2 Month Average Trading Price") reaches a specified minimum threshold price (the "Threshold Price") during the Vesting Period and continuing until the end of the Vesting Period. If the Threshold Price requirement for vesting is not met at the end of the Vesting Period, the Vesting Period will be extended by one year during which the relevant SARs will vest if the Threshold Price requirement is satisfied at any time during such extension of the Vesting Period.

With reference to SARs granted under the 2021 SAR Plan, the Threshold Price is different depending on the participants. For the first group of participants in the 2021 SAR Plan, the Threshold Price for 35% of these SARs is CHF 40 and the Threshold Price for 25% of these SARs is CHF 60; 40% of these SARs are not subject to any Threshold Price requirement. For the second group of participants in the 2021 SAR Plan, the Threshold Price for 35% of these SARs is CHF 40 and the Threshold Price for 65% of these SARs is CHF 60.

With reference to the SARs granted under the 2022 SAR Plan, the Threshold Price for 35% of these SARs is CHF 40 and the Threshold Price for 65% of these SARs is CHF 60.

Threshold price will not apply in case of accelerated vesting conditions.

Upon exercise of vested SARs under the SAR Plans, plan participants are entitled to receive from the Company a payment for each vested SAR equal to the Two Month Average Trading Price as of the date of exercise less the exercise price of the SAR (“Share Payment”).

Alternatively to the Share Payment, the Company can upon exercise of vested SARs elect to deliver to the exercising Plan participant shares in the capital of the Company having a value equal to the cash payment (“Cash Payment”) the Company is required to make to the participant.

### **3. Procedures for decisions about remuneration for Executive Directors**

The remuneration of the Executive Directors is approved by the general meeting upon the Board proposal submitted by SARC.

The proposal of the SARC will at least contain the following aspects: the remuneration structure of lastminute.com, the amount of the fixed and the variable components of the remuneration, the performance criteria used, the executed scenario analysis and the compensation ratio's within lastminute.com.

The SARC shall regularly review and recommend changes to Board members' remuneration, including the Chairman and the CEO. The SARC's role is to ensure that remunerations are at an appropriate level, effectively managed, to best match the business objectives of lastminute.com reflecting competencies and market conditions in the various countries where lastminute.com is operating. SARC also assists the Board in the approval of remuneration policies and practices.

The SARC shall annually evaluate each executive director's performance against the remuneration policy's goals. An inadequate performance of tasks is not rewarded.

When determining the remuneration of individual executive directors, the SARC may seek advice from leading compensation and benefit consultants, in order to provide a package of incentives and rewards that shall be competitive by reference to other companies active in the industry of the Company, as well as other multinational companies considered similar to the Company in terms of size, geographical spread and complexity of business.

Individual executive directors should give their own vision on their remuneration, with respect to long-term value creation of lastminute.com and the ratio of remuneration between employees of lastminute.com.

### **4. Procedures for decisions about remuneration for individual non-executive directors**

The non-executive directors submit a clear and understandable proposal to the general shareholders meeting for an appropriate remuneration for themselves. The remuneration for non-

executive directors encourages the adequate performance of the position and does not depend on the results of the Company.

## **5. Deviation and waivers**

If this policy is adopted by the general shareholders meeting, the Company remunerates directors in accordance with existing policy or practice and submits a revised policy for adoption to the next general meeting. lastminute.com can deviate from this policy, only under extraordinary circumstances which may be defined from time to time by the Board.

## **6. Remuneration disclosures**

The Company will provide the following disclosures about remuneration.

### The remuneration policy

This Remuneration Policy (along with the date and the outcome of the vote in the general shareholders meeting) shall be published on the Company's website for as long the policy is in effect.

### The remuneration report

In the remuneration report, the non-executive board members should render account of the implementation of the remuneration policy in a transparent manner. The remuneration report will be prepared by the SARC. This report will in any event describe, in a transparent manner:

- how the remuneration policy has been implemented in the past financial year;
- how the implementation of the remuneration policy contributes to long-term value creation;
- that scenario analyses have been taken into consideration;
- the pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios in comparison with the previous financial year;
- in the event that a management board member receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance;
- in the event that a current or former management board member receives a severance payment, the reason for this payment.

The remuneration report is presented to the annual general meeting for an advisory vote. In the remuneration report, the Company explains how the previous vote of the general shareholders meeting was taken into account.

### Agreements with executive board members:

The main elements of the agreement of an executive board member with lastminute.com will be published on the Company's website in a transparent overview after the agreement has been concluded, and in any event no later than the date of the notice calling the general meeting where the appointment of the executive board member will be proposed.

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## ANNEX C

### REMUNERATION REPORT 2022

#### ***[C5 - Remuneration report]***

##### **5. Remuneration Report**

###### **Governance**

The Board of Directors has the overall responsibility for defining the compensation principles used in the Group. It approves the compensation of the members of the Board, it is Chairman and the Executive Management.

The Board of Directors adopted a Remuneration Policy as per the suggestion of the SAR Committee ("SARC"). (Please see the Corporate Governance Report for details).

The goal of this Remuneration Policy is to recruit, retain and motivate high-quality directors. The Group is committed to providing a total remuneration package that is consistent with sound industry practice and reflects the individual country practises, job market and geographic differences. The Group has a strong orientation toward achieving overall Group and personal goals. The SARC shall annually evaluate the performance of each Executive director and each member of the Executive management against these goals.

The Group believes that the amount and structure of the remuneration paid to Executive directors and Executive management shall be such that any independent and external company is willing to pay a qualified and expert manager to run the business. The remuneration package shall include a fixed and a variable component. The level and structure of the remuneration package are determined in the light of, among other things, an Executive Director's professional experience in so far as it is relevant to the performance of his or her duties, Executive experience, experience in corporate governance of large companies, experience in the Group industry, specific know-how with respect to the business and corporate policy of the Group, specific competences in areas of management, finance and reporting. The remuneration policy may also be determined in relation to the Group's results, share price performance, and other relevant developments.

The remuneration of the Non-Executive Directors, based on SARC discretion, consists of fixed fees and is paid out in cash.

The remuneration of the Executive Directors, based on SARC discretion, consists of fixed and variable fees and is paid out in cash.

The Remuneration Policy is published on the Group's website: <https://res.cloudinary.com/lastminute-contenthub/image/upload/v1592552269/DAM/Artwork/lmgroupp/documents/governance-documents/2020/lm-group-remuneration-policy-2020.pdf>.

In July 2022, the Board proposed the amendment of the current Remuneration Policy subject to the general meeting approval.

### **Principles of compensation for the Board of Directors and Executive Management**

The remuneration of the members of the Board of Directors and the Executive Management is set to attract and retain highly qualified individuals. The level of remuneration reflects (i) the time and effort required from the members in fulfilling their responsibilities and (ii) the level of skills and experience of each member. The pay structure is designed to ensure the Board and management's focus on the long-term success of the Group.

The remuneration package for the Executive directors and for the members of the Executive management shall also take into account any division of duties within the Board. The remuneration package and its structure shall also take into account any remuneration an individual Executive director may receive (based on employment or non-employment status or based on consultancy services agreement) from the Group or any of its direct and indirect subsidiaries (each a "Group").

If members of the Board receive remuneration for consultancy services provided to the Group, such remuneration shall be at arm's length conditions and must be approved by the SARC and by the Board of Directors.

The competent body in charge for the determination of the compensation of the members of the Board of Directors and the Executive Management is the SARC. Normally, the SARC provides to review and recommend changes to the remuneration of the members of the Board of Directors and the Executive Management once a year, during its first reunion of the year. The SARC's role is to ensure that remunerations are at an appropriate level, effectively managed, to best match the business objectives of the Group reflecting competencies and market conditions in the various countries where the Group is operating. SARC also assists the Board in the approval of remuneration policies and practices and in the approval of the remuneration itself.

Members of the SARC whose remuneration is proposed by the SARC have the right to attend the meeting during which remunerations are discussed, but they don't have any voting right about the decisions.

To ensure the integrity and independence of the choices of the SARC, all the meetings of the committee are attended by guests qualified to represent the interests of the Group and stakeholders, such as the senior manager of the People Department of the Group.

The Code requires that the Non-Executive Directors of the Board shall analyse possible outcomes of the variable income components on Executive Directors' remuneration. A high-level scenario analysis is included in the annual determination of the variable element of Executive Directors' remuneration by the Non-Executive directors of the Board.

In addition to the above, as already done last year, during 2022 the Group has based its criteria for defining the remuneration of the Executive Management also taking into account the survey conducted by an international external consultant (Willis Towers Watson), which provided an external and fair benchmark related to remuneration system in high tech companies existing actually.

Willis Towers Watson is one of the leading consultants for the People Department, particularly for the compensation area and for comparison with the existing benchmarks in the market.

In 2020 the Group chose Willis Towers Watson for various reasons including:

- the flexible methodology taking into consideration the Group's organisation;
- physical presence in all countries where lastminute.com operates;
- the number of high tech companies participating in the annual survey.

During the last years, the Group used this approach in order to map the first and second lines and some key roles. The results of the surveys and the benchmark against the market are helpful for top management and HR strategy, in order to (i) have an important idea on how the external market works, (ii) create career paths for the people, (iii)

use the external market to retain and to better reward deserving people, (iv) give to new people a better compensation scheme as the role needs. The Group decided to have a comparison with the High Tech market because it is the most similar with the Group's business profile and roles and used determined percentages to calibrate the amount of the survey depending on the city where the Group's companies are based.

## Compensation 2022 for the members of the Board of Directors and Executive Management

### Board membership fees and allowances

The 2022 Annual General Meeting held on 18 May 2022 and the Extraordinary General Meeting held on 21 December 2022 approved the remuneration proposals for the board of director's members who covers the office during 2022 as follows:

In '000 Eur

Name	Qualification	Office period	Fixed Remuneration	Bonus	Other	Total Compensation	Variable on Total Compensation (%)	(Estimated Potential Value) (*)	Fair value of SAR (Proportioned to vesting) (**)
Fabio Cannavale	Executive Director, founder & CEO	01/01/2022 - 24/07/2022	162	-	-	162	0%	-	-
Andrea Bertoli	Executive Director, CEO & COO	01/01/2022 - 24/07/2022	290	-	-	290	0%	132	44
Roberto Italia	Non-executive director	01/01/2022 - 21/12/2022	48	-	-	48	0%	-	-
Massimo Pedrazzini	Non-executive director	01/01/2022 - 31/12/2022	40	-	-	40	0%	-	-
Paola Garzoni	Non-executive director	01/01/2022 - 21/12/2022	34	-	-	34	0%	-	-
Laurent Foata	Non-executive director	01/01/2022 - 21/12/2022	39	-	-	39	0%	-	-
Javier Perez Tenessa	Non-executive director	01/01/2022 - 21/12/2022	24	-	-	24	0%	-	-
Luca Concone	Executive Director, CEO	21/12/2022 - 31/12/2022	7	7	-	14	50%	-	-
Yann Rousset	Non-executive director	21/12/2022 - 31/12/2022	2	-	-	2	0%	-	-
Maria Teresa Rangheri	Non-executive director	21/12/2022 - 31/12/2022	2	-	-	2	0%	-	-
Valentin Pitarque	Non-executive director	21/12/2022 - 31/12/2022	2	-	-	2	0%	-	-
Cyril Ranque	Non-executive director	21/12/2022 - 31/12/2022	2	-	-	2	0%	-	-
Total remuneration to Board of Directors			652	7	-	659		132	44

(\*) reported as the potential Fair Value of the total options granted valued as of 31 December 2022 regardless of the vesting period.

(\*\*) reported as Fair Value of the total option recognised pro quota in 2022 profit & loss, in accordance with IFRS principles even if different vesting conditions apply.

As regards the Variable on Total Compensation (%) calculation, it does not include neither the estimated potential fair value nor the proportioned to vesting fair value of the consideration resulting from the granted SAR.

In reference to the SAR plan launched in 2021 ("SAR1"), Andrea Bertoli has been granted with number 200,000 SAR with strike price of 25 CHF and subject to the following vesting conditions:

- i) period of time: 4 years Pro rata from Year 2 to Year 4; and
- ii) Company's stock price levels (the "Price Thresholds SAR1"): (a) 35% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 40; (b) 65% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 60.

Despite at the end of 2022 Andrea Bertoli is no longer an active Director of the Company, he is still included in the SAR1 plan because he is still an employee of a subsidiary of the Company.

In reference to the new SAR plan granted in 2022 ("SAR2"), Fabio Cannavale has been granted with no. 200,000 SAR with strike price of 35.9 CHF and subject to the following vesting conditions:

- ii) Company's stock price levels (the "Price Thresholds SAR2"): (a) 35% of the SAR subject to a Price Threshold SAR2 equal or higher than CHF 40; (b) 65% of the SAR subject to a Price Threshold SAR2 equal or higher than CHF 60.

Based on the fact that:

- Mr. Fabio Cannavale resigned in November 2022 (the "Resignation Event");
- the inclusion in the plan was linked to the quality of Director of the Company; and



- No options were vested since the granting date and the Resignation Event, as of 31 December 2022 no costs have been recorded at the end of 2022.

In addition to the remuneration proposed for the board of directors, some loan agreements ("Loans") with the Company has been signed by:

- Fabio Cannavale and Andrea Bertoli in the contest of adherence to the Long Term Investment Plan dated 2014 ("LTIP"); and
- Andrea Bertoli in the contest of the Long Term Investment Plan, dated 2021 ("LTIP2").

LTIP is an investment scheme ("Scheme") for employees and directors of lastminute.com. The Scheme has been set up using a Scottish Limited Partnership structure, called Sealine Investments Limited Partnership (the "Partnership"). The Partnership is governed by an agreement which sets out the rights and obligations of the General Partner, lastminute.com N.V., and the limited partners (LP). When the LP enters the Scheme, he contributes funds to the Partnership – this is known as "Initial Capital Contribution" and the Partnership allocates to the LP membership account a portion of its loan funds equal to three times the Initial Capital Contribution ("Additional Funding"). Such funding will either be loaned to the Partnership by the Company, or through a bank loan secured by the Company. The Loan is subject to Saron CHF 3m plus 1% of interest. The Initial Capital Contribution and the Additional Funding are used to purchase shares in lastminute.com N.V. ("LM Shares"), and these LM Shares will be allocated to LP partnership account. The LP will not have any further liability, to repay the loan funds or otherwise, beyond his Initial Capital Contribution to the Partnership.

LTIP 2, instead, is an investment scheme ("Scheme 2") for employees and directors of lastminute.com. The Scheme 2 has been set up using a Scottish Limited Partnership structure, called Sealine Investments 2 Limited Partnership (the "Partnership 2"). The Partnership 2 is governed by a partnership agreement which sets out the rights and obligations of the General Partner, the Company, and the limited partners (LP). The Partnership includes three types of limited partners: Limited Partner A, Limited Partner B and Limited Partner C. When the limited partner enters the Scheme2, he contributes funds to the Partnership – this is known as "Initial Capital Contribution". In relation to the Capital Contribution of the Limited Partner B only, the Partnership 2 allocates to the Limited Partner B's membership account a portion of its loan funds equal to three times the Initial Capital Contribution ("Additional Funding"). Such funding will either be loaned to the Partnership 2 by the Company, or through a bank loan secured by the Company. The Loan is subject to SaronCHF 3m plus 1% of interest. The Initial Capital Contribution and eventual Additional Funding are used to purchase memberships in Freesailors Cooperatief UA ("Freesailors' Memberships"), and these Freesailors Memberships will be allocated to Limited Partner's partnership account. The Limited Partner B will not have any further liability, to repay the loan funds or otherwise, beyond his Initial Capital Contribution to the Partnership 2. Freesailors Cooperatief UA only assets are the Company's shares.

Fabio Cannavale exited the LTIP on 21 December 2022. The cost recorded in the Company's profit and loss for the year 2022 is Eur 813 thousand. The total fair value of the liability as of 31 December 2022 is Eur 902 thousand.

The total investment of Andrea Bertoli in LTIP is for a total value of Euro 2,294 thousand, corresponding to a total Fair Value as of 31 December 2022 of Euro 2,768 thousand and a related loan of Euro 2,382 thousand. The investment of Andrea Bertoli as Limited Partner B in LTIP 2 is for a total value of Euro 2,437 thousand, corresponding to a Fair Value as of 31 December 2022 of Euro 2,062 thousand and a related loan of Euro 2,400 thousand.

Javier Perez Tenessa has been part of the Partnership 2 as Limited Partner A until 21 December 2022. The total fair value of the relevant liability as of 31 December 2022 is Eur 1,059 thousand.

The remuneration of Mr. Fabio Cannavale and Mr. Andrea Bertoli is related to their role as members of the Executive Management. The remuneration of the other members of the Board reflects the time and effort required from the members in fulfilling their Board and Committee responsibilities.

The overview of the compensation of the Non-Executive Directors during the last 5 years is the following is represented in the table below. For a better and fair comparison throughout the years it has been presented the deliberated annual compensation regardless of the effective cost matured during the year in case of overlap of governance bodies.

in '000 Eur

Name / Year	Office period	2018	2019	2020	2021	2022
Roberto Italia (until 21/12/22)	01/01/2022 - 21/12/2022	40	45	40	40	50
Paola Garzoni	01/01/2022 - 21/12/2022	N/A	N/A	N/A	30	35
Laurent Foata	01/01/2022 - 21/12/2022	25	25	30	45	40
Javier Perez Tenessa	01/01/2022 - 21/12/2022	N/A	N/A	N/A	20	25
Massimo Pedrazzini (until 21/12/22)	01/01/2022 - 21/12/2022	N/A	N/A	N/A	35	40
Massimo Pedrazzini (from 21/12/22)	21/12/2022 - 31/12/2022	N/A	N/A	N/A	35	50
Yann Rousset	21/12/2022 - 31/12/2022	N/A	N/A	N/A	N/A	70
Maria Teresa Rangheri	21/12/2022 - 31/12/2022	N/A	N/A	N/A	N/A	65
Valentin Pitarque	21/12/2022 - 31/12/2022	N/A	N/A	N/A	N/A	65
Cyril Ranque	21/12/2022 - 31/12/2022	N/A	N/A	N/A	N/A	65

The table below represents the compensation of each position based on the deliberated amounts and not proportional to the timing of the service:

in '000 Eur

Office / Year	2018	2019	2020	2021	01/01/2022 - 31/12/2022	21/12/2022 - 31/12/2022
Non-executive director	20	20	20	20	25	50
Chairman of the Board of Directors	35	35	35	35	35	60
Member of SARC	5	5	5	5	5	5
Chairman of SARC	10	10	10	10	10	10
Member of Audit Committee	5	5	5	5	5	5
Chairman of Audit Committee	10	10	10	10	10	15
Member of RS Committee	N/A	5	5	5	5	5
Chairman of RS Committee	N/A	10	10	10	10	10

### Compensation for Members of the Executive Management

In 2022 the executive management consisted of several members who succeeded each other over the period, being Mr. Fabio Cannavale, Mr. Andrea Bertoli, Mr. Sergio Signoretti, Ms. Laura Amoretti and Mr. Luca Concone.

The aggregate approved compensation, including bonuses, social security and pension contributions and other cost of compensation for the Group, for members of the Executive Management for the financial year 2022 is EUR 1,643 thousand.

Name	Qualification	Office period	Fixed Remuneration	Bonus	Other	Total Compensation	Variable on Total Compensation (%)	Fair value of SAR (Estimated Potential Value) (*)	Fair value of SAR (Proportioned to vesting) (**)	Long Term Investment Plan
Fabio Cannavale	Executive Director, founder & CEO	01/01/2022 - 24/07/2022	162	-	-	162	0%	-	-	813
Andrea Bertoli	Executive Director, CEO & COO	01/01/2022 - 24/07/2022	290	-	-	290	0%	132	44	-
Sergio Signoretti	Executive Manager, CFO	Full year	284	55	-	339	16%	129	8	-
Laura Amoretti	Executive Manager, Interim CEO	24/07/2022 - 21/12/2022	173	150	-	323	46%	53	3	-
Luca Concone	Executive Director, CEO	21/12/2022 - 31/12/2022	7	7	-	14	50%	-	-	-
Total remuneration of executive management			916	212	-	1,128		314	55	813

The highest individual compensation is related to Sergio Signoretti, CFO of lastminute.com Group, for an amount of EUR 339 thousand. This amount does not include neither the estimated potential fair value nor the proportioned to vesting fair value of the consideration resulting from the shadow stocks granted under the SAR as they cannot be exercised yet.

The internal pay ratio between the average annual compensation of the Executive Directors and the average annual compensation of a Group's employee was 4.34:1 (2021: 6.89:1). The internal pay ratio does not include neither the estimated potential fair value nor the proportioned to vesting fair value of the consideration resulting from the granted SAR.

The bonuses are linked to the performance targets defined by the Board of Directors and accordingly their payment is due if the target is reached. The actual compensation recorded in 2022 does not include any variable compensation for the former Executive Directors Fabio Cannavale and Andrea Bertoli because it was subject to certain objectives which have not been reached.

In relation to performance-related remuneration, all the eventual bonuses expected for the members of the Executive Management are paid in cash. The base salary is paid in monthly instalments or *una tantum* solution in cash. Performance-related remunerations are established and paid on the basis of financial parameters for 100% of the total variable remuneration; financial parameters are divided into Group objectives (i.e. Adjusted EBITDA and Gross margin of OTA segment). The variable compensation for the Members of the Executive Management being equal to EUR 212 thousand will be paid based on targets achieved in 2022 for a total value of EUR 212 thousand and it is recorded in 2022 financial statements accordingly.

The table below reflects the actual total compensation of the Executive Directors with the main financial performance indicators of the Group (Revenue and EBITDA):

In '000 Eur	2018	2019	2020	2021	2022
Group Revenues	290,511	349,045	105,065	142,876	294,360
Group EBITDA	27,255	55,348	-44,923	222	4,719
Founder & CEO	600	100 (**)	100	293	176
Compensation Over Revenues (%)	0.21%	0.03%	0.10%	0.21%	0.06%
Compensation Over EBITDA (*) (%)	2.20%	0.18%	-0.22%	131.98%	3.73%
CEO & COO & Interim CEO	520	100 (***)	290	416	290
Compensation Over Revenues (%)	0.18%	0.03%	0.28%	0.29%	0.10%
Compensation Over EBITDA (*) (%)	1.91%	0.18%	-0.65%	187.39%	6.15%

(\*) EBITDA defined as Earnings Before Interest, Tax, Depreciation and Amortisation accounted for in accordance with IFRS principles.

(\*\*) on 11 November 2021 the former CEO Fabio Cannavale waived to receive the bonus of 500,000 euro decided by the AGM in May 2019 and subject to the achievement of results.

(\*\*\*) on 1 April 2021 the former COO Marco Corradino of the Group waived to receive the bonus of 750,000 euro decided by the AGM in May 2019 and subject to the achievement of results.

In reference to the SAR plan granted in 2021 (SAR1), Sergio Signoretti has been granted with no. 40,000 SAR with strike price of 25 CHF and subject to the following vesting conditions:

- i) period of time: 4 years Pro rata from Year 2 to Year 4; and
- ii) Company's stock price levels (the "Price Thresholds SAR1"): (a) 40 % of the SAR without Price Threshold SAR1 b) 35% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 40; (c) 25% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 60.

In reference to the SAR plan granted in 2022 (SAR2), Sergio Signoretti has been granted with no. 10,000 SAR with strike price of 35.9 CHF and subject to the following vesting conditions:

i) period of time: 4 years Pro rata from Year 2 to Year 4; and

ii) Company's stock price levels (the "Price Thresholds SAR2"): (a) 35% of the SAR subject to a Price Threshold SAR2 equal or higher than CHF 40; (b) 65% of the SAR subject to a Price Threshold SAR2 equal or higher than CHF 60.

Further the above Sergio Signoretti signed a partnership loan agreement with the company in the contest of the adherence to the LTIP. The total investment of Sergio Signoretti is for a total value of Euro 564 thousand, corresponding to a total. The Fair Value as of 31 December 2022 of Euro 501 thousand. The related loan in favour of Sergio Signoretti is for an amount of Euro 512 thousand.

In reference to the SAR plan granted in 2021 (SAR1), Laura Amoretti has been granted with no. 15,000 SAR with strike price of 25 CHF and subject to the following vesting conditions:

i) period of time: 4 years Pro rata from Year 2 to Year 4; and

ii) Company's stock price levels (the "Price Thresholds SAR1"): (a) 40 % of the SAR without Price Threshold SAR1 b) 35% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 40; (c) 25% of the SAR subject to a Price Threshold SAR1 equal or higher than CHF 60.

Further the above Laura Amoretti signed a partnership loan agreement with the Company in the contest of the adherence to the LTIP. The total investment of Laura Amoretti is for a total value of Euro 249 thousand, corresponding to a total of Fair Value, as of 31 December 2022, of Euro 256 thousand. The related loan in favour of Laura Amoretti is for an amount of Euro 207 thousand.

In addition to the remuneration mentioned above, members of the Executive Management were entitled to certain fringe benefits including arrangements related to health insurance and occupational disability, personal accident insurance, company car scheme and a directors and officer's liability insurance against damage resulting from their conduct when acting in the capacities as member of the Executive Management.

### **Additional fees and remuneration of the Board of Directors and Executive Management**

There are no additional fees and remuneration granted to the Directors.