

MINUTES OF THE 2023 ANNUAL 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 Rokin 92, Amsterdam, The Netherlands, registered with the Dutch Chamber of Commerce under 34267347 (the “**Company**”) held at the offices of the Company, Rokin 92, Amsterdam, on June 30, 2023 starting at 10.00 AM CEST.

AGENDA ITEM 1: OPENING AND ANNOUNCEMENTS

Mr. Yann Rousset, 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 annual 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 shareholders, proxyholders, and guests present at the Meeting.

The Chairman confirmed 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:

- 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. Frederique Kool** of Van Campen Liem firm, who acted as proxy for those shareholders who opted to be represented by an independent representative.

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

The Chairman then welcomed the Executive Director who was attending the Meeting, namely Mr. **Luca G. M. Concone** (lastminute.com CEO).

The Chairman finally introduced some other guests, namely:

- **Mr. Arnold De Bruin** as representative of the Company's independent registered public accounting firm, KPMG;
- **Ms. Silvia Sanchez** (Group Investor Relator Officer);
- **Ms. Alessandra Reda** (Head of Corporate, Legal, Tax and DPO); and
- **Ms. Giulia Tomaselli** (Corporate Affairs lawyer).

The Chairman appointed **Ms. Frederique Kool** as secretary of the Meeting (the "**Secretary**") (*secretaris van de vergadering*).

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 and in a local newspaper on May 24th, 2023.

The Secretary then informed the Meeting that holders of **6,039,379** shares, being **55.23%** of the total number of outstanding shares, were present by proxy at the Meeting. And that this means that **55.23%** of the total voting rights can be exercised.

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

AGENDA ITEM 2; DISCUSSION OF THE DIRECTORS' REPORT OF THE BOARD FOR THE FINANCIAL YEAR ENDED DECEMBER 31st, 2022

The Chairman informed the Meeting that the Company's annual accounts for the financial year ended December 31, 2022, including the auditor's report related thereto and the Directors' Report have been made available for inspection by shareholders on the website of the Company and can be obtained free of charge at the Company's registered office and following an e-mail request to the Group Investor Relator.

The Chairman asked if there were any questions or comments on this NON-voting item.
There were no questions or comments and the Chairman proceeded to the next agenda item.

AGENDA ITEM 3; RATIFICATION OF OTHER REMUNERATION FOR THE FINANCIAL YEAR 2022 OF THE EXECUTIVE DIRECTOR

The Chairman reminded the attendees that, at the Company's extraordinary general meeting held on December 21st, 2022 (the "**EGM**"), the attending 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.

The Chairman informed the attendees that, on March 1st, 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 Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,039,379** 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.

AGENDA ITEM 4; ALLOCATION OF RESULTS AND ADOPTION OF THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2022

The Chairman continued the Meeting with agenda item 4, which covers the allocation of results and adoption of the Company's statutory accounts for the year 2022.

The Chairman reminded that the last two years have been very challenging for the whole travel industry, mainly due to the pandemic and the subsequent restrictions on travel, but even in this complex and unpredictable market environment, the Group and the company were able to recover to almost pre-covid levels, demonstrating the strength of their business model.

The Chairman noted that, at the end of 2022, the Group showed a solid gross cash position, standing at EUR 118,492 thousand (compared to EUR 109,664 thousand at the end of 2021). Net cash position stood at EUR 41,718 thousand at the end of 2022, negatively impacted for EUR 24,658 thousand by the Freesailors Transaction, annulled in 2023, restoring the original amount of EUR 66,376 thousand.

Statutory accounts closed with a net loss for the financial year ended December 31st, 2022 equal to Euro 15,166,986.03.

It is proposed to the General Meeting to approve the allocation of the entire loss to the Company's capital reserves and adopt the 2022 Annual Accounts, in accordance with Dutch law and article 24.6 of the Company's articles of association.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,039,379** 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.

AGENDA ITEM 5; RENEWAL OF THE BOARD AUTHORIZATION TO REPURCHASE SHARES

The Chairman proposed and requested the Meeting to renew the authorisation to the Board of Directors to acquire fully paid-up shares in the capital of the Company ("**Shares**"), given the expiration of the previous authorization resolved by 2022 AGM (please refer to the Explanatory Notes for the relevant details).

The scope of the renewal of the above mentioned authorization is to allow the Company 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 Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,025,983** votes were cast in favor, **13,396** 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.

AGENDA ITEM 6; APPOINTMENT OF DIRECTORS

The Company proposed the election of the following persons as Directors, for a one-year term ending at the close of the Company's annual general meeting to be held in 2024.

Biographical information concerning each of these Directors' nominees was made available in the Explanatory Notes for the Meeting.

The Chairman proposed to appoint the following persons as Directors:

- Luca G. M. Concone, Executive Director and Chief Executive Officer (or CEO)
- Maria Teresa Rangheri, Executive Director and Chief Executive Corporate Officer (or CECO)
- Yann Rousset, Non-Executive Director and Chairman
- Marco Forasassi Torresani, Non-Executive Director
- Massimo Pedrazzini, Non-Executive Director
- Cyril Ranque, Non-Executive Director

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

- With regards to the re-election of **Mr. Luca G. M. Concone** as Executive Director and CEO, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **6,005,897** votes were cast in favor, **33,482** 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.

- With regards to the election of **Ms. Maria Teresa Rangheri** as Executive Director and CECO, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **5,967,417** votes were cast in favor, **71,962** 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.

- With regards to the re-election of **Mr. Yann Rousset** as Chairman of the Board and Non-Executive Director, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **6,039,379** 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.

- With regards to the election of **Mr. Marco Forasassi Torresani** as Non-Executive Director, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **6,018,801** votes were cast in favor, **20,578** 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.

- With regards to the re-election of **Mr. Massimo Pedrazzini** as Non-Executive Director, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **6,002,409** votes were cast in favor, **36,970** 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.

- With regards to the re-election of **Mr. Cyril Ranque** as Non-Executive Director, the Chairman put the proposal up for a vote by the Proxyholders.

The Secretary counted the votes and recorded that for this proposal **6,039,379** 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.

AGENDA ITEM 7; APPROVAL OF THE FIXED REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND COMMITTEES' MEMBERS

The Chairman brought to the attention that under the Company's current remuneration policy for Directors, the Meeting is required to approve the fixed compensation payable each year to the Company's executive and non-executive Directors. The Company proposed that the Meeting resolved to adopt the payment of the following fixed compensation to the Directors of the Company for the year 2023.

The Chairman submitted the following proposal to the Meeting:

- (i) each **Non-Executive Director** will get a fixed annual gross remuneration of EUR 50,000 and an additional annual gross compensation of EUR 5,000 depending on their eventual participation in 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;
- (ii) Mr. **Marco Forasassi Torresani**, Non-Executive Director, will receive an additional Annual Board membership fee of n. 80,000 stock appreciation rights of 2022 SAR Plan;
- (iii) Mr. **Luca G. M. Concone**, in his capacity as CEO, shall be entitled to receive a fixed annual remuneration of EUR 240,000 as gross amount; and

(iv) Ms. **Maria Teresa Rangheri**, in her capacity as CECO, shall be entitled to receive a fixed annual remuneration of EUR 200,000 as gross amount.

In addition to the above, the Chairman proposed that (i) the fee for the chairmanship of the Board shall be of EUR 60,000 as annual gross amount and (ii) the fee for the chairmanship of each Committee shall be of EUR 10,000 as annual gross amount. It remains understood that these amounts will include the board membership fee or the committee membership fee, respectively.

Finally, the Chairman proposed an Extra Pool Fee for the Non-Executive Directors up to EUR 200,000 (gross amount) that could be divided among the Non-Executive Directors in case of extra effort.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **5,986,521** votes were cast in favor, **52,858** 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.

AGENDA ITEM 8; APPROVAL OF THE VARIABLE REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS

The Chairman noted that under the Company's current remuneration policy for Directors, the Meeting is required to approve the variable compensation payable each year to the Company's Executive Directors. The Company proposed that the Meeting resolved to adopt the payment of the following variable compensation to the Executive Directors of the Company for the year 2023.

The Chairman submitted to the Meeting the following proposal:

- Mr. Luca G.M. Concone, CEO, will receive up to EUR 390,000 (gross amount) and n. 200,000 stock appreciation rights of 2022 SAR Plan;
- Ms. Maria Teresa Rangheri, CECO, will receive up to EUR 147,000 (gross amount) and n. 70,000 stock appreciation rights of 2022 SAR Plan.

The Chairman reminded the attendees that the payment of the variable compensation is subject to the achievement of the lastminute.com group's targets defined by the Board.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,025,983** votes were cast in favor, **13,396** 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.

AGENDA ITEM 9; APPROVAL OF OTHER REMUNERATION FOR THE FINANCIAL YEAR 2023 OF THE EXECUTIVE DIRECTORS

The Chairman noted that in addition to the fixed and variable compensation, the Meeting is required to approve other remuneration to each Executive Director 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).

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **5,986,521** votes were cast in favor, **52,858** 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.

AGENDA ITEM 10; APPOINTMENT OF KPMG ACCOUNTANTS NV AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2023

The Chairman informed the Meeting that the Company is required to appoint an independent registered public accounting firm to audit the Company's statutory accounts for the year ending December 31, 2023.

The Meeting was requested to appoint KPMG Accountants N.V. ("**KPMG**") as the Company's independent registered public accounting firm to audit the Company's annual accounts for the financial year ending December 31st, 2023, subject to the agreement between KPMG and the Board on terms of engagement.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,039,379** 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.

AGENDA ITEM 11; AMENDMENT OF THE COMPANY'S REMUNERATION POLICY

The Shareholders are informed that the Board proposed certain amendments on the current Company's Remuneration Policy. The Chairman gave a brief explanation concerning the proposal made.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **5,986,521** votes were cast in favor, **52,858** votes were cast against, and that **0** votes abstained

The Chairman recorded that the majority of votes were cast in favor of his proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 12; ADVISORY VOTE ON REMUNERATION REPORT FOR THE YEAR 2022

In relation to agenda item n. 12, the Chairman reminded that in accordance with the Company's remuneration policy, the remuneration report for the year 2022 must be submitted to the Meeting of the Company for the advisory vote of the Proxyholders.

The Chairman reminded the attendees that a copy of the remuneration report for the year 2022 is attached to Explanatory Notes as Annex C.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **5,987,504** votes were cast in favor, **51,875** votes were cast against, and that 0 votes abstained

The Chairman recorded that the majority of votes were cast in favor of his proposal and concluded that this proposal was adopted by the Meeting.

AGENDA ITEM 13; DISCUSSION OF DIVIDEND POLICY

The Chairman informed the Proxyholders that pursuant to the Dutch Corporate Governance Code, the Company is required to provide the 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.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman Informed and noted that this was not a voting item and proceeded to the next item.

AGENDA ITEM 14; DISCUSSION OF THE COMPANY'S COMPLIANCE WITH THE DUTCH CORPORATE CODE

The Chairman underlined the importance of complying with the provisions of the Dutch Corporate Governance Code. However, it was 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 provision of the Dutch Code which the Company does not comply with is reported in detail in the Explanatory Notes.

The Chairman then opened the floor for questions or comments.

After receiving no further comments or questions, the Chairman noted to and informed the Shareholders that it was a non-voting item and proceeded to the next item with closing remarks.

AGENDA ITEM 15: ANY OTHER BUSINESS

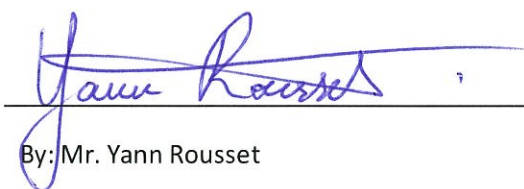
The Chairman noted that there were no other business matters to be discussed.

AGENDA ITEM 16: CLOSING

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

The Chairman then closed the Meeting.

Chairman



By: Mr. Yann Rousset

Date: June 30, 2023

Secretary



By: Ms. Frederique Kool

Date: June 30, 2023