
Terms of reference of the Board of Directors of lastminute.com N.V.

1. SCOPE AND STATUS

1.1. These terms of reference (the "**Terms of Reference**") set forth the regulations of the board of directors (the "**Board**") of lastminute.com N.V. (the "**Company**") and were adopted by the Company's Board on 14 April 2014.

1.2. The business of the Company and its subsidiaries shall be conducted in accordance with Dutch law, the Company's articles of association (the "**Articles of Association**"), these Terms of Reference and the terms of reference of the respective Board committees.

1.3. Where these Terms of Reference are inconsistent with Dutch law, the law shall prevail. Where these Terms of Reference are inconsistent with the Articles, the Articles shall prevail (to the extent the Articles are not inconsistent with the law).

1.4. If one or more provisions of these Terms of Reference are or become invalid, this shall not affect the validity of the remaining provisions. The Board shall replace the invalid provisions with ones that are valid and the effect of which, given the contents and purpose of these Terms of Reference, is to the greatest extent possible similar to that of the invalid provisions.

1.5. These Terms of Reference have also been adopted in view of the provisions of the Dutch Corporate Governance Code as adopted by the Corporate Governance Committee on 9 December 2003, as amended on 10 December 2009 (the "**Code**") and shall be applied and interpreted with reference to the Code.

1.6. These Terms of Reference shall be published on the Company's website.

2. COMPOSITION

2.1. The Board is a so-called one-tier board and comprises both executive directors (the "**Executive Directors**") and non-executive directors (the "**Non-Executive Directors**").

2.2. The Board shall consist of at least one Executive Director and at least two Non-Executive Directors. The majority of the Board shall be composed of Non-Executive Directors.

2.3. The Board believes that it should generally consist of no fewer than three and no more than nine members. This range permits diversity of experience without hindering the effective discussion or diminishing individual accountability.

2.4. The chairman of the Board (the "**Chairman**") shall be a Non-Executive Director.

3. RESPONSIBILITIES

3.1. The members of the Board (each a "**Director**") are collectively responsible for the management of the Company. The Board shall review and regularly monitor the effectiveness of the Company's fundamental operating, financial and other business plans, policies and decisions, including the execution of its strategies and objectives. The Board shall seek to enhance long-term shareholder value.

3.2. The Executive Directors are responsible for the day-to-day management of the Company.

3.3. The Non-Executive Directors are responsible for proper and independent supervision of the

performance of duties by the Executive Directors and shall at least once a year discuss, without the Executive Directors being present, the performance of the Executive Directors.

3.4. The Chairman shall ensure the proper and independent functioning of the Board.

3.5. In accordance with article 13.4 of the Articles of Association, the Board may agree on a division of the duties of the Board between one or more Non-Executive Directors and one or more Executive Directors.

3.6. The duty to supervise the performance of duties by the Executive Directors cannot be taken away from the Non-Executive Director by a division of duties as meant in Section 3.5. The chairmanship of the Board, the making of proposals for the appointment of a Director and the adoption or the assessment of the remuneration of the Executive Directors may not be assigned to an Executive Director.

3.7. In case of a Director's absence, his duties and powers shall be carried out by the other Directors. In the event that all Directors are absent, their duties and powers shall be temporarily entrusted to a person designated by the general meeting of shareholders of the Company (the "**General Meeting**").

4. COMMITTEES

4.1. The Board shall establish an Audit Committee and a Selection, Appointment and Remuneration Committee.

4.2. The charters of the Audit Committee and the Selection, Appointment and Remuneration Committee are attached to these Terms of Reference.

5. APPOINTMENT, TERM AND RESIGNATION

5.1. In accordance with article 12.3 of the Articles of Association, all members of the Board are appointed by the General Meeting for a period of one year.

5.2. In case a Director presents a resignation letter, the Selection, Appointment and Remuneration Committee (excluding the nominee in question if a member thereof) shall evaluate such offer of resignation in light of the best interests of the Company and shall recommend to the Board the action to be taken with respect thereto. Promptly following receipt of the recommendation of the Selection, Appointment and Remuneration Committee, the Board (excluding the nominee in question) shall act with respect to such letter of resignation and shall notify the nominee of its decision.

6. REMUNERATION

6.1. The remuneration of the Executive Directors shall be determined by the Non-Executive Directors upon the recommendation of the Selection, Appointment and Remuneration Committee. Executive Directors shall not participate in the decision-making on the adoption or the assessment of the remuneration of the Executive Directors.

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- 6.2. The remuneration of the Non-Executive Directors shall be determined by the General Meeting.
- 6.3. Any expenses incurred in connection with the Board's activities shall be reimbursed by the Company against presentation of the respective expense records.
- 6.4. Extraordinary activities exceeding a Board member's regular activities shall be compensated separately.

7. MEETINGS

- 7.1. The Board expects to have at least four regularly scheduled meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the Company's business. At least annually, the Board shall devote a meeting to a review of the Company's long-term strategic and business plans.
- 7.2. The Chairman shall establish and distribute in advance the agenda for each Board meeting. Any director is free to suggest potential items for the agenda.
- 7.3. Attendance by any non-Director at Board meetings is subject to the discretion of the Board, however, the Board encourages management to bring officers and managers into Board meetings from time to time, when such managers can provide additional insight into the matters being discussed and/or have potential as future members of senior management. Board approval should be sought if the Chairman or Chief Executive Officer (CEO) wishes to add additional personnel as attendees at Board meetings on a regular basis.

8. RESOLUTIONS

- 8.1. Board resolutions shall be passed and elections shall be carried by the absolute majority of votes cast. In the event of equality of votes, the Chairman shall have the casting vote.
- 8.2. Resolutions may be taken in written form, by way of a telephone, or video conference. A Board member that cannot attend the Board meeting can express its vote by email addressed to the Chairman.
- 8.3. An Executive Director may grant another Executive Director a written proxy to represent him at a Board meeting. Non-Executive Directors cannot be represented in this manner.
- 8.4. The discussions and resolutions shall be reported in minutes of the meeting and such minutes shall be signed by the Chairman and the meeting's secretary. The minutes shall be approved by the Board at its next meeting.
- 8.5. Resolutions approved by email must be included in the minutes of the next meeting of the Board.

9. CONFLICT OF INTERESTS

- 9.1. A Director shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which the Director has a conflict of interest with the Company within the

meaning of section 2:146 Dutch Civil Code.

9.2. Each Director shall immediately disclose any (potential) conflict of interest to the Board. The NonExecutive Directors shall determine whether the Director indeed has a conflict of interest with the Company.

9.3. Any transaction that involves a conflict of interest with a Director shall require the prior approval of the Board and be agreed on terms that are customary in the sector in which the Company is active.

10. MEDIA CONTACTS

10.1. The Board shall determine the persons within the Company that are authorised to furnish information to the media (in particular press, radio and TV) and issue policies with regard to media contacts related to decisions taken by the Board. The Board may delegate the management of media relations to one or several of its members.

10.2. Unless the Board determines otherwise, all Executive Directors are pre-emptively authorised to have media contacts.

11. RIGHTS OF INSPECTION AND INFORMATION

11.1. In meetings, each member of the Board may request information as to the general course of the business as well as to particular business matters.

11.2. Outside meetings, each Board member may request information as to the general course of business and, with the prior approval of the Chairman, as to particular business matters. In the event the Chairman rejects such request for information or inspection, the Board shall definitively decide on such request at the next Board meeting.

11.3. Information that is important to the matters that shall be discussed at Board meetings should be distributed at least one day in advance of the meeting, if possible, so that Board meeting time can be conserved for substantive discussion.

12. CONFIDENTIALITY

Directors shall treat all information and documentation obtained with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Confidential information shall not be disclosed outside the Board, made public or otherwise made available to third parties, even after resignation from the Board, unless it has been made public by the Company or it has been established that the information is already in the public domain.

13. CHIEF EXECUTIVE OFFICER (CEO)

13.1. The General Meeting may confer the title Chief Executive Officer (CEO) to one of the Executive Directors.

13.2. The CEO shall report to the Board at each meeting on the Company's business affairs, measures taken, and on the implementation of the resolutions of the general meeting of shareholders or the Board. Extraordinary events shall be reported immediately to the Board.

13.3. The CEO shall prepare regulations regarding his duties and competencies, which must be approved by the Board.

14. REPRESENTATIVE AUTHORITY

14.1. The Company shall be represented by two Executive Directors acting jointly.

14.2. The Company may grant special and general powers of attorney, whether or not such persons are employed by the Company, authorising them to represent the Company and bind it vis-à-vis third parties.

15. AMENDMENTS

The Terms of Reference may be amended by resolution of the Board to that effect.

16. GOVERNING LAW AND JURISDICTION

16.1. These Terms of Reference shall be governed by and construed in accordance with the law of the Netherlands.

16.2. The court of Amsterdam, The Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with these Terms of Reference (including any dispute regarding the existence, validity or termination of these Terms of Reference).