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# Terms of reference of Ethics and ESG Committee of lastminute.com N.V.

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## 1. SCOPE

1.1. These terms of reference (the "**Terms of Reference**") set forth the role and responsibility of the ethics and ESG committee (the "**Committee**") of lastminute.com N.V. (the "**Company**") and were adopted by the Company's board of directors (the "**Board**") on 12 April 2023.

1.2. The Committee shall support the Board in the performance of its duties, in particular in the following areas:

- a. assessing the compliance of Company conduct with the principles of the code of conduct and corporate governance policies adopted by the Company and its subsidiaries (the "**Group**"); and
- b. oversee and approve the sustainability strategy of the Company taking into consideration the obligations arising from applicable regulations at Group level.

1.3. The Committee is authorised to perform each of the specific duties set forth herein and any other duties it considers necessary or advisable to carry out its purpose, responsibilities, and its specific duties. To the extent relevant to carrying out its purpose, responsibilities and duties, the Committee is empowered to recommend that any activity of the Company be investigated, and, in appropriate circumstances, the Committee is empowered to investigate any activity of the Company.

1.4. The capitalised terms used but not otherwise defined herein shall have the meaning ascribed to them in the terms of reference of the Board.

## 2. COMPOSITION

2.1. The Committee shall consist of at least two members (jointly the "**Members**", and each a "**Member**").

2.2. The Members shall be appointed annually and may be replaced by the Board.

2.3. Board shall designate one Member as chairperson of the Committee (the "**Chairperson**").

2.4. The Committee, in particular the Chairperson, shall be primarily responsible for the adequate organisation and performance of the Committee. The Chairperson shall act as the spokesman of the Committee and shall be the main contact for the Board.

2.5. The Committee appoints a secretary of the Committee (the "**Secretary**").

## 3. RESPONSIBILITIES

3.1. The Committee shall make all necessary preparations in order to facilitate the decision-making process by the Board in relation to the matters set forth in these Terms of Reference.

3.2. The main purpose of the Committee is to review and recommend to the management and Board objectives, policies and procedures that serve the Group's interest to maintain a high standard of ethics, integrity, and corporate responsibility.

3.3. The Committee shall perform the following duties, as well as any other additional duties as may be required by applicable stock exchange regulations or by applicable law:

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- a. determine clearly articulated ethical standards (the “**Standards**”), and monitor adoption of the Standards at every level of the Group;
  - b. oversee and formally approve the sustainability strategy in accordance with the Group vision, mission, and overall business strategy;
  - c. monitor the compliance with the approved Standards and sustainability and social responsibility applicable regulations, especially regarding non-financial disclosures requirements, suggesting the adoption of any relevant governance framework needed to fulfil those requirements;
  - d. review and monitor the adequacy and effectiveness of the Company’s engagement and interaction with its stakeholders, ensuring ethics principles are applied to the relationship with employees, customers, suppliers, business partners and local communities;
  - e. review the implementation, performance and evolution of strategic sustainability initiatives and/or targets, in accordance with the sustainability topics materiality analysis and the Group commitment to contribute to the “Sustainable Development Goals” agenda;
  - f. review the environmental, social and governance material risks and liabilities, and monitor that such risks are managed as part of the Company’s risk management program, and to the extent required, coordinate with the Company’s risk and finance committee with respect to such risks;
  - g. monitor that management has allocated adequate resources to comply with social and ethics policies, codes of best practice and regulatory requirements; and
  - h. each year evaluates its own performance and the adequacy of these Terms of Reference.

3.4. The Committee is entitled to investigate any matters belonging to the domain entrusted to the Committee. The Committee is authorised to request all necessary information from the chairman of the Board.

3.5. The Committee is authorised by the Board to obtain subject-specific professional consultancy services from third parties, subject to the entering into confidentiality undertakings by such third parties.

## 4. MEETINGS

4.1. The Committee shall be convened by its Chairperson and shall meet as often as necessary to carry out its responsibilities under this Terms of Reference, but at least once each quarter.

4.2. To the extent reasonably possible the Chairperson will procure that, seven (7) calendar days before such meeting is held, all Members will receive (i) notice of the meeting in writing (i.e. by letter, telecopier, or email, or any other electronic means of communication, provided the relevant message is legible and reproducible), (ii) the agenda for the meeting, and (iii) any accompanying documentation. There should be at least one meeting per year where the Audit committee meets the Committee and informs on the results given by the external auditor, to the extent they concern, directly or indirectly matters within the responsibility of the Committee. In urgent cases, the Chairperson may reduce the notice period as may be required.

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4.3. Each Member may request that a specific item be added to the agenda of the meeting. Such a request must be addressed to the Chairperson and made at least ten (10) calendar days prior to the date of the meeting.

4.4. The Committee shall decide for each meeting if other persons ("**Guests**") should be invited to the meeting. Guests do not have voting rights.

4.5. The Chairperson shall chair the meetings of the Committee. In the Chairperson's absence, the chairperson of the meeting shall be appointed by the Members present or represented at the meeting from among their midst.

4.6. The Secretary, or in the Secretary's absence, any other person designated by the chairperson of the meeting, shall act as secretary of the meeting and keep minutes of the proceedings at the meeting.

4.7. The quorum for a meeting of the Committee is two Members present or represented.

4.8. At the discretion of the Chairperson, meetings of the Committee may be held by means of an assembly of the Members and Guests in person at a formal meeting or by conference call, video conference or by any other means of communication, provided that all such Members and Guests participating in the meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at the meeting and as such shall be counted in a quorum accordingly.

4.9. A Member may be represented by another Member in writing.

4.10. Resolutions of the Committee shall be adopted by a simple majority vote. If there is a tie in votes, the Chairperson shall have the casting vote.

4.11. Resolutions of the Committee may at all times be adopted in writing, provided the proposal concerned is submitted to all Members then in office and none of them objects to this manner of adopting resolutions, evidenced by written statements from all applicable Members.

4.12. The Chairperson, assisted by the Secretary, will procure that minutes are kept of all meetings and resolutions respectively. The minutes will be adopted by the Committee in the next following meeting. In the event all Members agree to the content of the minutes in writing, the minutes can be adopted outside a meeting. The minutes shall be signed by the Chairperson and the Secretary to reflect the adoption of such minutes. The adopted minutes will be circulated promptly to all Board members.

4.13. The Chair sets the meeting agendas in consultation with members of the Board or other Committee members. Among other things, an assessment of potential risks of the Company conducted by the Board is considered in setting the Committee's agendas. The Committee shall make regular reports to the Board and shall at least annually send to the Board a report of its deliberations and findings. The Committee shall also provide the Board with the information required for it to prepare its report, including general information on how the Committee has carried out its duties, the number of meetings and the main items discussed.

4.14. The Committee is empowered, to the extent it deems necessary or appropriate, to retain outside legal, accounting, or other advisers having special competence as necessary to assist it in fulfilling its responsibilities and duties.

4.15. In addition, the Committee, or its Chairperson, shall communicate with senior management

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and the independent auditors to review the Company's financial statements and significant findings prior to the filing of such statements with the SIX, as regards matters within the Committee's responsibility.

## **5. REPORTING**

5.1. The Committee informs the Board of its activities and of relevant developments within the scope of its activities on a regular basis.

5.2. The Committee shall produce the Ethics and ESG Committee Report for inclusion in the Company's annual report in accordance with applicable rules and regulations.

5.3. The Chairperson, or in his absence another Member, must be present at each General Meeting and be available to answer any questions referred to him by the chairman of the General Meeting.

## **6. FINAL PROVISIONS**

6.1. The Committee reviews the adequacy of the provisions of these Terms of Reference on a regular basis and, to the extent applicable, makes recommendations to the Board in this respect.

6.2. These Terms of Reference may be amended by the Board at any time. The Board shall notify the Chairperson of such amendment in writing.

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