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# Dividend policy of lastminute.com N.V.

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This dividend policy (the "**Dividend Policy**") was adopted by the board of directors (the "**Board**") of lastminute.com N.V. (the "**Company**") on May 3rd, 2024.

## 1. Dividend Policy

1.1 The shares in the capital of the Company will entitle the holder thereof to any dividends declared in respect of the financial year ending December 31, 2023 and subsequent financial years.

1.2 Approval of future dividends, if any, is at the discretion of shareholders. Dividend payments, if any, to be proposed by the Board will depend on, among other things, the Company's results of operations, potential acquisitions and investments, cash requirements and surplus, financial condition, legal risks, tax policies, capital requirements, restrictions contained in existing and future financing instruments, challenges to the business model, potential share buy-backs and/or other factors that the Board may deem relevant. The ability of the Company and the intention of the Board to propose any distribution of dividends is subject to many assumptions, risks and uncertainties, many of which are beyond the Company's control.

Subject to the above, the Board intends to propose to the general meeting of shareholders of the Company (the "**General Meeting**") (i) that the Company retains part of its future profits to fund the ongoing growth and development of the Company and its subsidiaries and (ii) to distribute dividends annually, provided that the conditions of Dutch law and the relevant provisions of the Company's articles of association (the "**Articles of Association**") are met. The Board therefore targets to propose to the General Meeting that the Company distributes between 30% and 35% of its total net income in dividends to shareholders.

1.3 The Board may reconsider this Dividend Policy at any time. As a general matter, any future determination to pay dividends will be at the discretion of the Board and subject to the approval of the General Meeting.

## 2. Procedures

2.1 The Board will generally consider and propose dividend declarations in March and/or April of each year, i.e. the time when the Company publishes its annual financial results from the previous year.

2.2 Pursuant to Dutch law and the Articles of Association, the distribution of dividends will take place following the adoption of the Company's annual accounts showing that such distribution is allowed. The Company may only pay (future) dividends if and to the extent that its shareholders equity is in excess of the aggregate nominal value of all of the Company's issued and outstanding shares plus the amount of any reserves that must be maintained under the provisions of Dutch law or pursuant to the Articles of Association.

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2.3 From the profits such amounts shall be reserved as the Board shall determine. Any profit remaining after such reservation shall be at the disposal of the General Meeting for reservation or distribution of dividends to the shareholders pro rata based on the nominal value of the shares held by each.

2.4 The Board has the power to pay one or more interim dividends provided that the aforementioned requirements concerning the Company's shareholders equity have been met, as evidenced by a recent unaudited interim statement of assets and liabilities showing that there are sufficient funds available for distribution.

2.5 Dividends can be paid in cash or in kind. Unless the Board decides on a different date, dividends will be payable immediately after they have been declared. Dividends that have not been collected within five years after they have become payable will be forfeited to the Company.

2.6 Dividends are in principle subject to the levy of Dutch dividend withholding tax ("**DWT**") at a rate of 15%. Such DWT will be withheld, reported and remitted to the Dutch tax authorities by the Company, as a withholding agent, on behalf of the recipients. The recipients of dividends distributed by the Company therefore do not have any tax reporting obligations in the Netherlands in respect of the Dutch DWT payable. Recipients should consult with their own (Dutch) tax counsel to determine whether it is possible to obtain a refund for the Dutch DWT withheld by the Company.