

**MINUTES OF THE 2024 EXTRAORDINARY 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 December 18, 2024 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 extraordinary 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, proxy holders, and guests present at the Meeting.

The Chairman confirmed that, in accordance with Dutch law, and as prescribed by article 20 paragraph 1 of the Company's articles of association, all the proxies were regularly received by:

- the Company Proxy, **Ms. Francesca Galli**, 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 was appointed as proxy for those shareholders who would have opted to be represented by an independent representative.

(Ms. Francesca Galli and Ms. Frederique Kool together referred to as the “**Shareholders Representatives**”).

The Chairman finally introduced **Ms. Sofia Roncoroni** (Corporate Communications Manager) as a guest.

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 November 15<sup>th</sup>, 2024.

The Secretary then informed the Meeting that holders of 5,583,170 shares, being 48.59% of the total outstanding shares, are present in person or by proxy at the Meeting. This means 48.59% 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: APPOINTMENT OF MR. ALESSANDRO PETAZZI AS EXECUTIVE DIRECTOR WITH THE TITLE OF CEO**

The Company proposed to appoint Mr. Alessandro Petazzi as Executive Director and CEO starting from January 1st, 2025 and at least until the closing of the next Annual General Meeting of Shareholders of the Company to be held in 2025.

Biographical information of this Director’s nominee was made available in the Explanatory Notes for the Meeting.

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

The Secretary counted the votes and recorded that for this proposal 5,346,933 votes were cast in favor, 236,237 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 3: APPOINTMENT OF MR. LUCA CONCONE AS NON-EXECUTIVE DIRECTOR**

The Chairman continued the Meeting with agenda item 3, which covers the appointment of Mr. Luca Concone as Non-Executive Director. Following his resignation as Executive Director and CEO of the Company, Mr. Concone has indicated that he will be available to serve as Non-Executive Director starting from January 1st, 2025 and at least until the next annual general meeting to be held in 2025.

The Chairman then opened the floor for questions or comments.

After receiving no comments or questions, the Chairman proceeded with the voting. The Chairman put the proposal up for a vote by the Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,579,127 votes were cast in favor, 4,043 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: APPROVAL OF THE FIXED REMUNERATION OF THE NEWLY APPOINTED EXECUTIVE DIRECTOR.**

The Chairman continued the Meeting with agenda item 4. In accordance with Dutch law and the Articles of Association, the Company proposed to approve the fixed annual compensation payable to Mr. Alessandro Petazzi, in his role of Executive Director and CEO.

The Chairman submitted the following proposal to the Meeting:

The newly appointed Executive Director will get a fixed annual compensation of CHF 250,000 (gross annual amount). It remains understood that this amount includes the annual Board membership fee.

The Chairman reminded the Meeting that the fixed remuneration proposal reflects the time and effort required to fulfil his Board position and responsibilities.

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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,583,170 votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

#### **AGENDA ITEM 5: APPROVAL OF THE VARIABLE REMUNERATION OF THE NEWLY APPOINTED EXECUTIVE DIRECTOR**

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 resolves to approve the variable compensation of the newly appointed Executive Director of the Company.

The Chairman submitted to the Meeting the following proposal:

The newly appointed Executive Director, will receive up to CHF 390,000 (gross amount) subject to financial and/or individual target achievement + up to CHF 75,000 (gross amount) linked to organizational health target achievements.

The Chairman reminded the Meeting 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,315,856 votes were cast in favor, 262,014 votes were cast against, and that 5,300 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: APPROVAL OF OTHER REMUNERATION OF THE NEWLY APPOINTED EXECUTIVE DIRECTOR**

The Chairman noted that in addition to the fixed and variable compensation of the newly Executive Director, the Meeting is required to approve other remuneration of Mr. Alessandro Petazzi as newly appointed Executive Director starting from January 1st, 2025 and until the day of the next annual general meeting of the Company to be held in 2025.

The Chairman submitted to the Meeting the following proposal:

Benefits newly appointed Executive Director:

- 600,000 stock appreciation rights under the Company's 2024 Stock Appreciation Rights Plan;
- health insurance and company car (for a total value of EUR 15,000);
- expenses net refund (for a total value of CHF 12,000 per year); and
- house allowance (for a total value of CHF 50,000 per year).

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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,327,799 votes were cast in favor, 250,071 votes were cast against, and that 5,300 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 OF THE NEWLY APPOINTED NON-EXECUTIVE DIRECTOR**

In accordance with Dutch law, the Articles of Association, and the Company's Remuneration Policy for Directors the Company proposes to approve the fixed compensations of Mr. Luca Concone for his services as Non-Executive Director.

The Chairman reminded the Meeting that the fixed remuneration proposal reflects the time and effort required to fulfil his Board position and responsibilities.

Additionally, the Company proposes that Mr. Concone will receive an extra remuneration as a result of his time serving as CEO and Executive Director.

The Chairman submitted the following proposals to the Meeting:

- Annual Board Membership fee: EUR 50,000.
- Extra Remuneration: CHF 125,000 for the period 1 January 2025 until the day of 2025 AGM.

It is understood that, as detailed in the Explanatory Notes, the Annual Board Membership fee shall be absorbed by the Extra 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,327,799 votes were cast in favor, 250,071 votes were cast against, and that 5,300 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 OTHER REMUNERATION OF THE NEWLY APPOINTED NON-EXECUTIVE DIRECTOR**

The Chairman noted that the Meeting is required to approve other remuneration of Mr. Luca Concone as newly appointed Executive Director starting from January 1st, 2025 and until the day of the next annual general meeting of the Company to be held in 2025.

The Chairman submitted to the Meeting the following proposal:

Benefits newly appointed Non-Executive Director:

- 240,000 stock appreciation rights under the 2022 Stock Appreciation Rights Plan (“**SARS**”), which are the same as the SARs already granted to him as approved at the 2023 annual general meeting of shareholders, and therefore do not represent a new grant of SARs);
- health insurance (for a total value of EUR 14,000);
- house allowance (for a total value of CHF 25,000); and
- expenses net refund (for a total value of CHF 6,000).

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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,327,799 votes were cast in favor, 250,071 votes were cast against, and that 5,300 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 THE FIXED REMUNERATION OF THE COMMITTEES MEMBERS**

In accordance with Dutch law, the Articles of Association, and the Company’s Remuneration Policy for Directors the Company proposed - upon the recommendation of the Selection, Appointment and Remuneration Committee – to approve the increase of the annual compensation payable to the Company’s Committees chairpersons from EUR 10,000 (annual gross amount) as resolved by the 2024 AGM to EUR 30,000 (annual gross amount).

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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal 5,569,642 votes were cast in favor, 8,228 votes were cast against, and that 5,300 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: ANY OTHER BUSINESS**

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

#### **AGENDA ITEM 11: CLOSING**

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

The Chairman then closed the Meeting.

**Chairman**

**Secretary**

---

By: Mr. Yann Rousset

Date: December 18, 2024

---

By: Ms. Frederique Kool

Date: December 18, 2024