

MINUTES OF THE 2025 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 25th, 2025 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, 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. 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 was appointed as proxy for those shareholders who would have opted to be represented by an independent representative;

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

The Chairman then welcomed the Executive Director who was attending the Meeting, **Mr. Alessandro Maria Petazzi** (lastminute.com CEO).

The Chairman finally introduced some other guests, namely:

- **Ms. Nathalie Habers-Boerema** as representative of the Company's independent registered public accounting firm, KPMG;
- **Mr. Diego Fiorentini** (Chief Financial Officer);
- **Ms. Julia Weinhart** (Group Investor Relator);
- **Ms. Francesca Galli** (Corporate Affairs specialist)

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 23rd, 2025.

The Secretary then informed the Meeting that holders of **6,041,515** shares, being 55.64% of the total outstanding shares, are present in person or by proxy at the Meeting. This means 55.64% 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, 2024

The Chairman informed the Meeting that the Company's annual accounts for the financial year ended December 31st, 2024, 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: ADOPTION OF THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2024, INCLUDING ALLOCATION OF RESULTS FOR THE FINANCIAL YEAR 2024

The Chairman continued the Meeting with agenda item 3, which covers the allocation of results and adoption of the Company's statutory accounts for the year 2024.

Statutory accounts closed with a net profit for the financial year ended December 31st, 2024, equal to Euro 15,664,113.

It is proposed to the General Meeting to approve the allocation of the entire profit as follows: EUR 10,964,659 will be added to the Company's retained earnings reserves, resulting in the elimination of all accumulated losses from prior years, and the remainder of the profits will be distributed as a dividend to shareholders as described at Item 4 below.

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 **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 4: APPROVAL OF A DISTRIBUTION PROPOSAL.

The Chairman informed the Meeting that, on March 26th, 2025, the Board proposed to the Meeting to approve a total dividend distribution in favor of the Shareholders of **EUR 4,699,454** (the “**Dividend**”), an amount which is equal to 30% of the net profits generated by the Company in 2024, on the Company’s shares (excluding treasury shares), resulting in a gross Dividend per share equal to EUR 0.41. The record date would be July 3rd, 2025, whereas the payment date is set to be July 4th, 2025.

In case of approval, the relevant disclosure will also occur via the SIX Swiss Exchange platform (Connexor).

More information concerning said proposal was made available in the Explanatory Notes for the Meeting.

The Chairman then opened the floor for questions or comments.

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

The Secretary counted the votes and recorded that for this proposal **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 5: APPROVAL AND ADOPTION OF THE COMPANY'S NON-FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED DECEMBER 31st, 2024

It is proposed to the General Meeting to approve and adopt the 2024 Non-Financial Report.

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 **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 6: DISCHARGE OF ALL PRESENT AND FORMER DIRECTORS FROM LIABILITY IN RESPECT OF THE PERFORMANCE OF THEIR DUTIES DURING THE FINANCIAL YEAR ENDED DECEMBER 31st, 2024

The Chairman requested the Shareholders Representatives to vote on granting discharge to all present and former members of the Board ("**Director**" or "**Directors**") for the performance of their duties and the management performed during the year ended December 31st, 2024.

The Chairman reminded that this discharge is without prejudice to the provisions of the laws of the Netherlands relating to bankruptcy and does not extend to matters not disclosed to all Shareholders. It was noted that for the purpose of this voting item, each Director who is also a direct or indirect shareholder of the Company was entitled to express a valid vote.

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 **6,040,981** votes were cast in favor, **534** 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: 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 2024 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 8: 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 2026.

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:

- Alessandro Maria Petazzi, Executive Director and Chief Executive Officer (or CEO)
- Yann Rousset, Non-Executive Director and Chairman
- Cyril Ranque, Non-Executive Director
- Gaspar Santonja Menendez de Lurca, Non-Executive Director
- Giulia Sattin, 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. Alessandro Maria Petazzi** as Executive Director and CEO, the Chairman put the proposal up for a vote by the Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

The Chairman recorded that the totality 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **5,893,104** votes were cast in favor, **148,411** 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **6,010,800** votes were cast in favor, **30,715** 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. Gaspar Santonja Menendez de Luarda** as Non-Executive Director, the Chairman put the proposal up for a vote by the Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **6,001,515** votes were cast in favor, **40,000** 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 **Ms. Giulia Sattin** as Non-Executive Director, the Chairman put the proposal up for a vote by the Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **5,970,511** votes were cast in favor, **71,004** 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 THE FIXED REMUNERATION FOR THE FINANCIAL YEAR 2025 OF THE EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND BOARD 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 2025.

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;

(ii) Mr. **Alessandro Maria Petazzi**, in his capacity as CEO, shall be entitled to receive a fixed annual remuneration of CHF 250,000 as gross amount. It remains understood that this amount will include the board membership fee.

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 20,000 as annual gross amount. It remains understood that these amounts will include the board membership fee or the committee membership fee, respectively.

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 **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 10: APPROVAL OF THE VARIABLE REMUNERATION FOR THE FINANCIAL YEAR 2025 OF THE 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 Director. The Company proposed that the Meeting resolved to adopt the payment of the following variable compensation to the Executive Director of the Company for the year 2025.

The Chairman submitted to the Meeting the following proposal:

- Mr. Alessandro Maria Petazzi, CEO: 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.

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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **5,922,091** votes were cast in favor, **119,424** 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: APPROVAL OF OTHER REMUNERATION FOR THE FINANCIAL YEAR 2025 OF THE EXECUTIVE DIRECTOR

The Chairman noted that in addition to the fixed and variable compensation, the Meeting is required to approve other remuneration to the Executive Director for the financial year 2025:

CEO benefits

- health insurance and company car (for a total value of EUR 15,000 per year);
- 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 **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 12: ADVISORY VOTE ON THE REMUNERATION REPORT

The Chairman reminded the Meeting that, in accordance with the Company's remuneration policy as currently in effect, the remuneration report for the year 2024 must be submitted to this Meeting for its advisory vote.

The vote in respect of the approval of the remuneration report for the year 2024 is purely advisory and the results of such vote will not obligate the Company or the Board to take or refrain from taking any action in future. However, the Board will give due consideration to the results of this vote in its future implementation of the Company's remuneration policy.

A copy of the remuneration report for the year 2024 was annexed to the Explanatory Notes as Annex B.

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 **5,823,695** votes were cast in favor, **217,820** 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 13: APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDING DECEMBER 31st, 2025

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 31st, 2025.

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, 2025, 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 Shareholders Representatives.

The Secretary counted the votes and recorded that for this proposal **6,041,515** votes were cast in favor, 0 votes were cast against, and that 0 votes abstained.

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

AGENDA ITEM 14: DISCUSSION OF DIVIDEND POLICY

The Chairman informed the Shareholders Representatives 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 15: 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 Representatives that it was a non-voting item and proceeded to the next item with closing remarks.

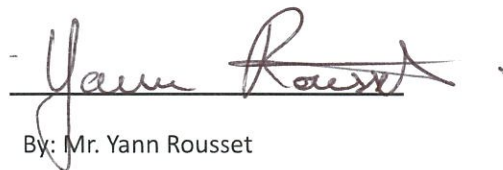
AGENDA ITEM 16: ANY OTHER BUSINESS

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

AGENDA ITEM 17: CLOSING

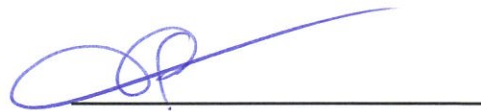
On behalf of himself and of the Board, the Chairman thanked the Shareholders Representatives and all the other guests for their attendance at and for their contribution to the Meeting.

The Chairman then closed the Meeting.



By: Mr. Yann Rousset

Date: June 25th, 2025



By: Ms. Frederique Kool

Date: June 25th, 2025