

Please return this proxy when completed (together with a Bank Holding Certificate and the other documents referred to below), for receipt by no later than April 29, 2016, 11:59 P.M.

Central European time, to:

lastminute.com N.V.

**Attn:** Ms. Teresa Durantes (or, if by fax, ordinary post or other physical delivery, to Ms. Yohanna Fernandez to the address below)

**Email:** [teresa.durantes@rumbo.com](mailto:teresa.durantes@rumbo.com)

**Fax:** +31(0) 20 6730 342

**Delivery Address:** Jan van Goyenkade 8, 1075 HP Amsterdam, The Netherlands, Attn. Ms. Yohanna Fernandez

Together with the proxy, beneficial owners of shares must also submit a Bank Holding Certificate showing beneficial ownership of shares as of the Record Date - 6 April, 2016- as well as a copy of a valid identification document of the beneficial owner and, in the case of legal entities (including partnerships and trusts), evidence of the authority of the person granting the proxy (copy of Chamber of Commerce document, power of attorney or similar documents).

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### PROXY TO COMPANY'S PROXIES

for the 2016 annual meeting of shareholders of **lastminute.com N.V.** (the "**Company**") to be held at the World Trade Center Schiphol - Business & Conference Center, Schiphol Boulevard 127 - G3, 1118 BG Schiphol, The Netherlands, meeting room number - G3.02, on 4 May 2016 at 11:00 A.M. CET (the "**Meeting**").

The undersigned, being a beneficial owner of shares of the Company as of the record date for the Meeting, hereby appoints Mr. Francesco Guidotti and Mr. Niccolò Bossi, each acting individually, and each with full power of substitution, for and in the name of the undersigned, to attend, address the Meeting and by reference to the convening notice, to vote at the Meeting as follows in relation to the following agenda items:

Item	For	Against	Abstain
1. To adopt the Company's accounts for the year ended December 31, 2015, including the allocation of the Company's net loss for the year 2015 (being EUR 17,901,000) to the Company's retained earnings reserve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	For	Against	Abstain
2. To discharge all present and former directors from liability in respect of the exercise of their duties during the year ended December 31, 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To delegate to the Board of Directors, during a period of 5 years beginning on the date of the Meeting and ending on May 4, 2021, the power (a) to issue shares and to grant the right to subscribe for shares, up to a maximum number equal to 15% of the issued share capital of the Company as of the date of the Meeting, (b) to restrict or exclude pre-emptive rights in connection with such issue of shares or grant of the right to subscribe for shares, (c) to determine the share price and the other conditions for the issuance of shares, and the grant of the right to subscribe for shares, as aforesaid and (d) to take all necessary action in connection with the issuance of shares and grant of the right to subscribe for shares, as referred to above in this agenda item 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorize the Board of Directors, during a period of 18 months beginning on the date of the Meeting and ending on November 4, 2017, to acquire - through purchases on SIX Swiss Exchange, through privately negotiated transactions or in one or more self tender offers - up to a maximum of 826,787 shares of the Company, for a price not less than the nominal value of a share, and not greater than the average closing price of a share on SIX Swiss Exchange during the five trading days prior to the date of acquisition <u>plus</u> a 10% premium.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item	For	Against	Abstain
5. To elect the following persons as directors to serve until the annual general meeting to be held in the year 2017:			
- Mr. Otonnel Popesco, Non-Executive Director and Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Fabio Cannavale, Executive Director and CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Francesco Signoretti, Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Roberto Italia, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ms. Julia Bron, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Minter Dial, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Mr. Fabio Selmoni, Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the remuneration for 2016 of the directors of the Company, as more fully set forth in the Shareholders Circular for the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To appoint KPMG Accountants N.V. (“KPMG”) to audit the Company’s accounts for the year ended December 31, 2016, subject to the Board of Directors reaching agreement with KPMG as to terms of engagement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

, with the same rights and powers as the undersigned has, and to sign any and all documents, and to do any and all such other things and to take any and all actions, as may be necessary or desirable in connection with the Meeting, hereby ratifying and confirming all that any of the above proxyholders or their substitutes may do for and in the name of the undersigned at the Meeting pursuant to this proxy.

This proxy may only be revoked in the manner specified in the convening notice for the Meeting.

This proxy is governed by the laws of the Netherlands.

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2016.

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[Shareholder]