

TO:

ALL SHAREHOLDERS OF lastminute.com N.V.

Amsterdam, 29th December 2015

Re: Convening notice, agenda and proxy for the extraordinary general meeting of shareholders of lastminute.com N.V. (the "Company") of 12th February 2016.

Dear Shareholder,

On behalf of the board of managing directors (*bestuur*) of the Company (the "**Board**"), we herewith invite you to attend the extraordinary general meeting of shareholders of the Company which is to be held at the offices of Van Campen Liem, J.J. Viottastraat 52, 1071 JT Amsterdam, The Netherlands, on 12 February 2016, at 08:30 A.M. CET (the "**Meeting**").

The Company will establish a link with the Meeting in Amsterdam allowing beneficial owners of the Company's shares to attend and vote at the Meeting through remote connection from Riva Paradiso 17A, 6900 Paradiso, Switzerland (the "**Lugano Meeting Site**").

The agenda for the Meeting is as follows:

1. Opening and announcements.
2. To elect Mr. Marco Corradino as Executive Director to serve until the date of the Company's annual general meeting of shareholders to be held in the year 2017. The Board of Directors on 15 December 2015 adopted a resolution approving the nomination of Mr. Corradino for election at the Meeting as an Executive Director.*
3. To re-designate Mr. Fabio Cannavale from a Non-executive Director and Chairman of the Board of Directors to an Executive Director and Chief Executive Officer. The Board of Directors on 15 December 2015 adopted a resolution to recommend that shareholders approve the re-designation of Mr. Cannavale as Executive Director and Chief Executive Officer.*

4. To re-designate Mr. Ottonel Popesco as Chairman of the Board of Directors. The Board of Directors on 15 December 2015 adopted a resolution to recommend that shareholders approve the re-designation of Mr. Popesco as Chairman of the Board of Directors*.
5. Closing.

The agenda items marked * are for voting. All other agenda items are discussion items.

Important information concerning procedures for attendance and voting at the Meeting, the record date for the Meeting and other relevant matters relating to the Meeting are contained in the document entitled “Procedures for Voting and Attendance at the 12.02.2016 Extraordinary General Meeting (the ‘Meeting’) of lastminute.com N.V. (the ‘Company’)” posted on the Company’s website. The contents of that document are incorporated by reference into this convening notice.

You are urged to read the document entitled “Procedures for Voting and Attendance at the 12.02.2016 Extraordinary General Meeting (the ‘Meeting’) of lastminute.com Group N.V. (the ‘Company’)” posted on the Company’s website and to follow the procedures set forth therein for casting your vote at the Meeting.

The website of the Company is <http://www.lastminutegroup.com/>.

Yours sincerely,

On behalf of the board of managing directors of the Company:

Name: Mr. Fabio Cannavale

Title: Chairman

Name: Mr. Francesco Signoretti

Title: Executive Director