Terms of reference of Audit Committee of lastminute.com N.V.

1. Scope

1.1. These terms of reference (the "**Terms of Reference**") set forth the role and responsibility of the audit committee (the "**Committee**") of lastminute.com N.V. (the "**Company**") and were adopted by the Company's board of directors (the "**Board**") and further amended on 5 November 2025.

1.2. The Committee shall assist and advise the Board in the performance of its duties and act under authority delegated by the Board, with respect to:

a. the integrity of the Company's financial statements, including any published interim reports as well as tax and accounting policies and financing arrangements;
b. the design, adequacy and effectiveness of risk management, internal controls, operational compliance and non-financial reporting frameworks;
c. the appointment, independence, performance and effectiveness of the independent auditor and Internal Audit function, ensuring their findings and recommendations are appropriately addressed; and
d. the adherence to legal and regulatory requirements, ethical standards, and the effectiveness of compliance programs.

1.3. The Committee is authorized to carry out all duties set forth herein and any additional duties it deems necessary or appropriate to fulfill its purpose and responsibilities. In connection with this mandate, the Committee may recommend or, where appropriate, undertake investigations into any activity of the Company relevant to its oversight role.

1.4. The Committee coordinates with relevant committees of the Company, namely the Ethics and ESG Committee, the Data Privacy Committee, the Selection, Appointment and Remuneration ("**SAR**") Committee to ensure an integrated approach to relevant matters falling within their respective areas of focus.

1.5. The capitalised terms used but not otherwise defined herein shall have the meaning ascribed to them in the terms of reference of the Board.

2. Composition

2.1. The Committee shall consist of at least two members (jointly the "**Members**", and each a "**Member**"), who shall be Non-Executive Directors and who shall satisfy the applicable independence and experience and other membership requirements under applicable corporate governance rules and law.

2.2. The Members shall be appointed annually and may be replaced by the Board.

2.3. The Board shall designate a Member as chairperson of the Committee (the "**Chairperson**"). The Chairperson must not be the chairperson of the Board or a former Executive Director.

2.4. The Committee as a whole possesses adequate expertise in the sector of activity in which the Company operates and must in any case have adequate skills in relation to the tasks it is called upon to perform, as assessed by the Board upon the appointment. At least one Member shall have adequate knowledge and experience in accounting and financial matters, risk management or internal controls systems in companies of comparable size to the Company.

2.5. The Committee, in particular the Chairperson, shall be primarily responsible for the adequate organisation and performance of the Committee. The Chairperson shall act as the spokesman of the Committee and shall be the main contact for the Board.

2.6. In the event that a Member is or becomes aware of any circumstance which may impair or be reasonably perceived to impair his or her independence, he or she shall inform the chairperson of the Board and the Chairperson (or in the case of the Chairperson, the other Members) thereof promptly. The Audit Committee shall consult with the Board in order to determine whether there is sufficient cause for resignation from, or termination of, the Member's membership on the Audit Committee.

2.7. The Committee appoints a secretary for the Committee's meetings. The Chairperson, at his/her own discretion, could appoint a different secretary to act for specific Committee's meetings. (the "**Secretary**").

3. Responsibilities

3.1. The Committee shall make all necessary preparatory work in order to facilitate the decision-making process by the Board in relation to the matters set forth in these Terms of Reference.

3.2. Unless expressly delegated by the Board, the Committee shall act in an advisory, supervisory and evaluative capacity. It does not hold executive or decision-making authority on corporate matters, with the exception of specific pre-approved cases (e.g. pre-approval of non-audit services).

3.3. The Committee shall perform the following duties, as well as any other additional duties as may be required by applicable stock exchange regulations or by applicable law:

General

- advises and supports the Board on matters concerning the internal control and risk management system, as well as the appropriate and consistent application of accounting standards in preparing the consolidated financial statements and the annual report;
- reviews and challenges the adequacy of the enterprise risk management ("**ERM**") framework and the internal control system ("**ICS**") and reports to the Board;
- assesses, at least on a yearly basis, the design and effectiveness of the ERM and ICS. To this end, the Committee reports to the Board on activities carried out, as well as on the outcomes regarding the adequacy of the ICS and ERM systems;
- reviews and supports the preparation of the Company's risk management statement (*Verklaring Omtrent Risicobeheersing - VOR)* in the annual report, ensuring it provides a fair and transparent description of the Company's internal control and risk management systems, before submission to the Board for approval;
- evaluates annually its own performance and the adequacy of these Terms of Reference, and reports the results to the Board; and
- investigates any matter within its remit, requests all necessary information from the chairperson of the Board, and seeks professional consultancy services or external advice where appropriate.

Independent auditors

- makes recommendations for the appointment, compensation and retention of the Company's independent auditors and evaluates and oversees the work of the Company's independent auditors;
- evaluates and, if appropriate, pre-approves any auditing services and permitted non-audit services proposed to be provided to the Company by the independent auditors in accordance with applicable law and considers whether the provision of any non-audit services (individually and together with all other services provided) is compatible with the independent auditors' continued independence;
- reviews periodically and at least annually the independent auditors' performance, including an evaluation of qualifications, performance and independence of the independent auditors, taking also into account the opinions of management in assessing the independent auditors' qualifications, performance and independence; and
- ensures regular and transparent communication with the auditors, including key audit matters, audit adjustments and significant internal control deficiencies. Independent auditors must promptly report to the Committee any actual or suspected misconduct, irregularity or legal breach identified during their activities.

Financial Reporting, Accounting principles and policies

- reviews and discusses with the Company's Chief Financial Officer ("**CFO**") the annual and quarterly financial statements, including the related disclosures;
- evaluates, together with the CFO, the proper application of accounting standards and their consistency in preparing the consolidated financial statements;
- examines and evaluates reports prepared by the CFO, providing the Board with an opinion on the proper application of accounting and administrative procedures, enabling the Board to exercise its supervisory responsibilities;
- supervises the preparation and provision of financial information by the Company, including the selection of accounting policies, application of new accounting rules, handling of significant accounting judgments, estimates and assumptions in the annual accounts and forecasts;
- assesses whether periodic financial and non-financial information appropriately represents the Company's business model, strategies, impacts and performance;
- oversees the consistency of accounting treatment across subsidiaries, business units and reporting periods;
- ensures that financial reporting is aligned with the Company's risk management framework, including the identification and disclosure of significant risks affecting the financial statements;
- reviews how management addresses the risk of fraud or material misstatement in the financial statements;
- monitors the effectiveness of internal controls over financial reporting;
- prepares the Board's review of the annual accounts, annual budget and major capital expenditures;
- reviews with senior management and the independent auditors the Company's financial statements, key audit matters, auditor independence and audit adjustments before their filing with the SIX Swiss Exchange, for matters within the Committee's responsibilities; and
- reviews the Company's policies on tax planning and overall tax policy, and oversees the

Company’s financing arrangements.

Internal Audit

- supervises the mandate, structure, performance and overall effectiveness of the Internal Audit function, including the adequacy of resources (staff and budget) allocated for the execution of its duties;
- monitors the organizational independence of the Internal Audit function to ensure it remains objective and free from undue influence;
- ensures that the Internal Audit function can communicate directly with the Committee on any matter not satisfactorily resolved with management;
- assesses the integrity, professionalism, competence and experience of the Head of Internal Audit, and is responsible for his/her appointment, performance assessment, remuneration, reassignment or dismissal, ensuring alignment with Company policies and recommendations from the SAR Committee;
- ensures that the Internal Audit function can access all documents, data and information deemed necessary to properly conduct its duties and activities, also using internal or external specialists as needed to perform specific reviews or outsource selected activities;
- approves, at least annually, the Internal Audit plan and related budget, as well as any significant changes arising during the year;
- reviews significant internal audit reports and results, including findings with a material impact on the Company’s risk profile, weaknesses in internal control and risk management systems, and the implementation of internal audit recommendations, together with management’s responses and follow-up actions;
- reviews and encourages coordination between Internal Audit function and Independent auditors and any other assurance providers to optimize coverage, resources allocation and avoid duplications; and
- examines and assesses outcomes of investigations conducted by Internal Audit function following whistleblowing reports or equivalent.

Risk Management

- oversees the Company’s risk appetite, top risks, key risk indicators and mitigation measures as well as reviews and evaluates the Company’s risk response strategy;
- assesses the adequacy of the Company’s risk appetite and tolerance, ensuring alignment with strategic objectives and provides recommendations to the Board on the prioritization of key risks;
- receives regular reporting on risk exposures, key risk indicators and the status of mitigation measures, highlighting areas requiring management attention or corrective action;
- expresses opinions to the Board on the management of risks, including medium and long-term risks and on the compatibility of such risks with the Company’s strategic objectives;
- reviews and approves the guidelines for the internal control and risk management system (“**ICRMS**”) to ensure that the main risks affecting the Company and its subsidiaries are properly identified, assessed, measured, managed and monitored;
- ensures the identification and assessment of emerging risks, considering changes in the internal and external environment and verifies that adequate mitigation measures are implemented;
- monitors the effectiveness of risk management initiatives, including follow-up activities, and

evaluates the integration of risk management into business processes and strategic decision-making; and

- ensures the Committee has full access to all information, documents and expertise necessary to evaluate risk management effectiveness and may seek external advice where appropriate.

4. Meetings

4.1. The Committee shall be convened by its Chairperson or by the majority of the Members and shall meet as often as necessary to carry out its responsibilities under these Terms of Reference, but at least once each quarter.

4.2. The CFO, the Head of Internal Audit and the Risk Management, Information Security and Control Director shall attend the meetings of the Committee, unless the Committee determines otherwise. The Company's Chief Executive Officer is entitled to attend the meetings of the Committee unless otherwise decided by the Committee and shall attend when specifically requested. The Committee may also invite other members of management, external advisors or subject-matter experts ("**Guests**") to attend meetings, based on the topics or matters under discussion. Guests do not have voting rights.

4.3. To the extent reasonably possible, the Chairperson will procure that, seven (7) calendar days before such meeting is held, all Members will receive (i) notice of the meeting in writing (i.e. by letter, email, or any other electronic means of communication, provided the relevant message is legible and reproducible), (ii) the agenda for the meeting and (iii) any accompanying documentation which will support the discussion. In urgent cases, the Chairperson may reduce the notice period as may be required.

4.4. Each Member may request that a specific item is included in the agenda of the meeting. Such a request must be addressed to the Chairperson and made at least ten (10) calendar days prior to the date of the meeting.

4.5. The Chairperson shall chair the meetings of the Committee. In the Chairperson's absence, the chairperson of the meeting shall be appointed by the Members present or represented at the meeting from among their midst, provided that such Member meets the criteria as provided for in articles 2.3.

4.6. The Secretary, or in the Secretary's absence, any other person designated by the Chairperson, shall act as secretary of the meeting and keep minutes of the proceedings at the meeting.

4.7. The quorum for a meeting of the Committee is two Members present or represented.

4.8. At the discretion of the Chairperson, meetings of the Committee may be held by means of an assembly of the Members and Guests in person at a formal meeting or by conference call, video conference or by any other means of communication, provided that all such Members and Guests participating in the meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at the meeting and as such shall be counted in a quorum accordingly.

4.9. A Member may be represented by another Member in writing, provided that the Chairperson may only grant a proxy to another Member who meets the criteria as provided for in article 2.3.

4.10. Resolutions of the Committee shall be adopted by a simple majority vote. If there is a tie in votes, the Chairperson shall have the casting vote.

4.11. The Committee may adopt resolutions in writing at any time, provided that the proposal is shared with all current Members and none object to this method. Written confirmation of agreement from all Members is required.

4.12. The Chairperson, assisted by the Secretary, ensures that minutes are prepared for all meetings. Draft minutes are circulated to all the Members and meeting participants, with a specified deadline for feedback, under the following conditions:

- if no comments are received by the deadline, the minutes are formally signed by the Chairperson and the Secretary and archived and made available to all Members;
- if comments or proposed amendments are received, they are reviewed and applied accordingly and a revised version of the minutes is then circulated to all Members and meeting participants, with an updated deadline for additional feedback; and
- alternatively, minutes may also be formally approved at the next Committee meeting.

5. Reporting

5.1. The Committee informs the Board of its activities and of relevant matters or developments within the scope of its activities on a regular basis.

5.2. The Committee should make regular reports to the Board and, at least annually, send to the Board a report of its main activities, deliberations and findings. The Committee shall also provide the Board with the information required for it to prepare its report, including general information on how the Committee has carried out its duties, the number of meetings and the main items discussed.

6. Final Provisions

6.1. The Committee reviews the adequacy of the provisions of these Terms of Reference on a regular basis and, to the extent applicable, makes recommendations to the Board in this respect.

6.2. These Terms of Reference may be amended by the Board at any time.

6.3. These Terms of Reference shall be published on the Company's website.