

do something **steamy** when the girls are in town



spa days from **£85**

do something
lastminute.com

Notice of Meeting

4 To re-appoint Ernst & Young as Auditors of the Company to hold office until the conclusion of the next General Meeting at which financial statements are laid before the Company and to authorise the Directors to fix the remuneration of the Auditors.

Special Business
To consider and, if thought fit, to pass the following Resolutions. Resolutions 5 and 6 will be proposed as Ordinary Resolutions and Resolution 7 as a Special Resolution.

5 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

6 That:
(a) The Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £88,181;
(b) such authority shall expire on the date of the Annual General Meeting in 2006 or on 14 February 2006, whichever is the earlier, and shall be in substitution for all previous authorisations of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto;

7 That:
(a) The Directors be authorised to confer authority under Section 80 of the Companies Act 1985 (the "Act") passed on the date hereof, to the Directors be empowered to allot any securities wholly for cash:
(i) in connection with a rights issue; and
(ii) the grant of options to Allan Leighton with a rights issue, up to an aggregate nominal amount of £88,181; as if Section 88(1) of the Act did not apply to any such allotment;
(b) such power shall expire on the date of the Annual General Meeting in 2006 or on 14 February 2006, whichever is the earlier, and shall be in substitution for all previous authorisations of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto.

8 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

9 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

10 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

11 To receive and adopt the Company's financial statements and the reports of the Directors and Auditors for the year ended 30 September 2000.

12 To re-appoint Pierre Jacques Alzon as a Director of the Company.

13 To re-appoint Allan Leslie Leighton as a Director of the Company.

14 To re-appoint Pierre Jacques Alzon as a Director of the Company.

15 To re-appoint Allan Leslie Leighton as a Director of the Company.

16 To re-appoint Pierre Jacques Alzon as a Director of the Company.

17 To re-appoint Allan Leslie Leighton as a Director of the Company.

18 To re-appoint Pierre Jacques Alzon as a Director of the Company.

19 To re-appoint Allan Leslie Leighton as a Director of the Company.

20 To re-appoint Pierre Jacques Alzon as a Director of the Company.

21 To re-appoint Allan Leslie Leighton as a Director of the Company.

22 To re-appoint Pierre Jacques Alzon as a Director of the Company.

23 To re-appoint Allan Leslie Leighton as a Director of the Company.

24 To re-appoint Pierre Jacques Alzon as a Director of the Company.

25 To re-appoint Allan Leslie Leighton as a Director of the Company.

26 To re-appoint Pierre Jacques Alzon as a Director of the Company.

27 To re-appoint Allan Leslie Leighton as a Director of the Company.

28 To re-appoint Pierre Jacques Alzon as a Director of the Company.

29 To re-appoint Allan Leslie Leighton as a Director of the Company.

30 To re-appoint Pierre Jacques Alzon as a Director of the Company.

31 To re-appoint Allan Leslie Leighton as a Director of the Company.

32 To re-appoint Pierre Jacques Alzon as a Director of the Company.

33 To re-appoint Allan Leslie Leighton as a Director of the Company.

34 To re-appoint Pierre Jacques Alzon as a Director of the Company.

35 To re-appoint Allan Leslie Leighton as a Director of the Company.

36 To re-appoint Pierre Jacques Alzon as a Director of the Company.

37 To re-appoint Allan Leslie Leighton as a Director of the Company.

38 To re-appoint Pierre Jacques Alzon as a Director of the Company.

39 To re-appoint Allan Leslie Leighton as a Director of the Company.

40 To re-appoint Pierre Jacques Alzon as a Director of the Company.

41 To re-appoint Allan Leslie Leighton as a Director of the Company.

42 To re-appoint Pierre Jacques Alzon as a Director of the Company.

43 To re-appoint Allan Leslie Leighton as a Director of the Company.

44 To re-appoint Pierre Jacques Alzon as a Director of the Company.

45 To re-appoint Allan Leslie Leighton as a Director of the Company.

46 To re-appoint Pierre Jacques Alzon as a Director of the Company.

47 To re-appoint Allan Leslie Leighton as a Director of the Company.

48 To re-appoint Pierre Jacques Alzon as a Director of the Company.

49 To re-appoint Allan Leslie Leighton as a Director of the Company.

50 To re-appoint Pierre Jacques Alzon as a Director of the Company.

51 To re-appoint Allan Leslie Leighton as a Director of the Company.

52 To re-appoint Pierre Jacques Alzon as a Director of the Company.

53 To re-appoint Allan Leslie Leighton as a Director of the Company.

54 To re-appoint Pierre Jacques Alzon as a Director of the Company.

55 To re-appoint Allan Leslie Leighton as a Director of the Company.

56 To re-appoint Pierre Jacques Alzon as a Director of the Company.

57 To re-appoint Allan Leslie Leighton as a Director of the Company.

58 To re-appoint Pierre Jacques Alzon as a Director of the Company.

59 To re-appoint Allan Leslie Leighton as a Director of the Company.

60 To re-appoint Pierre Jacques Alzon as a Director of the Company.

61 To re-appoint Allan Leslie Leighton as a Director of the Company.

62 To re-appoint Pierre Jacques Alzon as a Director of the Company.

63 To re-appoint Allan Leslie Leighton as a Director of the Company.

64 To re-appoint Pierre Jacques Alzon as a Director of the Company.

65 To re-appoint Allan Leslie Leighton as a Director of the Company.

66 To re-appoint Pierre Jacques Alzon as a Director of the Company.

67 To re-appoint Allan Leslie Leighton as a Director of the Company.

68 To re-appoint Pierre Jacques Alzon as a Director of the Company.

69 To re-appoint Allan Leslie Leighton as a Director of the Company.

70 To re-appoint Pierre Jacques Alzon as a Director of the Company.

71 To re-appoint Allan Leslie Leighton as a Director of the Company.

72 To re-appoint Pierre Jacques Alzon as a Director of the Company.

73 To re-appoint Allan Leslie Leighton as a Director of the Company.

74 To re-appoint Pierre Jacques Alzon as a Director of the Company.

75 To re-appoint Allan Leslie Leighton as a Director of the Company.

76 To re-appoint Pierre Jacques Alzon as a Director of the Company.

77 To re-appoint Allan Leslie Leighton as a Director of the Company.

78 To re-appoint Pierre Jacques Alzon as a Director of the Company.

79 To re-appoint Allan Leslie Leighton as a Director of the Company.

80 To re-appoint Pierre Jacques Alzon as a Director of the Company.

81 To re-appoint Allan Leslie Leighton as a Director of the Company.

4 To re-appoint Ernst & Young as Auditors of the Company to hold office until the conclusion of the next General Meeting at which financial statements are laid before the Company and to authorise the Directors to fix the remuneration of the Auditors.

Special Business
To consider and, if thought fit, to pass the following Resolutions. Resolutions 5 and 6 will be proposed as Ordinary Resolutions and Resolution 7 as a Special Resolution.

5 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

6 That:
(a) The Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £88,181;
(b) such authority shall expire on the date of the Annual General Meeting in 2006 or on 14 February 2006, whichever is the earlier, and shall be in substitution for all previous authorisations of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto;

7 That:
(a) The Directors be authorised to confer authority under Section 80 of the Companies Act 1985 (the "Act") passed on the date hereof, to the Directors be empowered to allot any securities wholly for cash:
(i) in connection with a rights issue; and
(ii) the grant of options to Allan Leighton with a rights issue, up to an aggregate nominal amount of £88,181; as if Section 88(1) of the Act did not apply to any such allotment;
(b) such power shall expire on the date of the Annual General Meeting in 2006 or on 14 February 2006, whichever is the earlier, and shall be in substitution for all previous authorisations of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto.

8 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

9 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

10 That:
(a) The Rules of the lastminute.com Non-Executive Share Option Scheme 2000, the principal terms of which were posted to shareholders on 23 January 2001 and a copy of which is produced to the meeting and initialed by the Chairman for the purposes of identification only, be approved;
(b) The Directors be authorised to do all things necessary or appropriate to establish and operate such Scheme; and
(c) the grant of options to Allan Leighton on 8 January 2001 be approved and the terms of which were posted to shareholders on 23 January 2001 and is hereby approved and ratified.

11 To receive and adopt the Company's financial statements and the reports of the Directors and Auditors for the year ended 30 September 2000.

12 To re-appoint Pierre Jacques Alzon as a Director of the Company.

13 To re-appoint Allan Leslie Leighton as a Director of the Company.

14 To re-appoint Pierre Jacques Alzon as a Director of the Company.

15 To re-appoint Allan Leslie Leighton as a Director of the Company.

16 To re-appoint Pierre Jacques Alzon as a Director of the Company.

17 To re-appoint Allan Leslie Leighton as a Director of the Company.

18 To re-appoint Pierre Jacques Alzon as a Director of the Company.

19 To re-appoint Allan Leslie Leighton as a Director of the Company.

20 To re-appoint Pierre Jacques Alzon as a Director of the Company.

21 To re-appoint Allan Leslie Leighton as a Director of the Company.

22 To re-appoint Pierre Jacques Alzon as a Director of the Company.

23 To re-appoint Allan Leslie Leighton as a Director of the Company.

24 To re-appoint Pierre Jacques Alzon as a Director of the Company.

25 To re-appoint Allan Leslie Leighton as a Director of the Company.

26 To re-appoint Pierre Jacques Alzon as a Director of the Company.

27 To re-appoint Allan Leslie Leighton as a Director of the Company.

28 To re-appoint Pierre Jacques Alzon as a Director of the Company.

29 To re-appoint Allan Leslie Leighton as a Director of the Company.

30 To re-appoint Pierre Jacques Alzon as a Director of the Company.

31 To re-appoint Allan Leslie Leighton as a Director of the Company.

32 To re-appoint Pierre Jacques Alzon as a Director of the Company.

33 To re-appoint Allan Leslie Leighton as a Director of the Company.

34 To re-appoint Pierre Jacques Alzon as a Director of the Company.

35 To re-appoint Allan Leslie Leighton as a Director of the Company.

36 To re-appoint Pierre Jacques Alzon as a Director of the Company.

37 To re-appoint Allan Leslie Leighton as a Director of the Company.

38 To re-appoint Pierre Jacques Alzon as a Director of the Company.

39 To re-appoint Allan Leslie Leighton as a Director of the Company.

40 To re-appoint Pierre Jacques Alzon as a Director of the Company.

41 To re-appoint Allan Leslie Leighton as a Director of the Company.

42 To re-appoint Pierre Jacques Alzon as a Director of the Company.

43 To re-appoint Allan Leslie Leighton as a Director of the Company.

44 To re-appoint Pierre Jacques Alzon as a Director of the Company.

45 To re-appoint Allan Leslie Leighton as a Director of the Company.

46 To re-appoint Pierre Jacques Alzon as a Director of the Company.

47 To re-appoint Allan Leslie Leighton as a Director of the Company.

48 To re-appoint Pierre Jacques Alzon as a Director of the Company.

49 To re-appoint Allan Leslie Leighton as a Director of the Company.

50 To re-appoint Pierre Jacques Alzon as a Director of the Company.

51 To re-appoint Allan Leslie Leighton as a Director of the Company.

52 To re-appoint Pierre Jacques Alzon as a Director of the Company.

53 To re-appoint Allan Leslie Leighton as a Director of the Company.

54 To re-appoint Pierre Jacques Alzon as a Director of the Company.

55 To re-appoint Allan Leslie Leighton as a Director of the Company.

56 To re-appoint Pierre Jacques Alzon as a Director of the Company.

57 To re-appoint Allan Leslie Leighton as a Director of the Company.

58 To re-appoint Pierre Jacques Alzon as a Director of the Company.

59 To re-appoint Allan Leslie Leighton as a Director of the Company.

60 To re-appoint Pierre Jacques Alzon as a Director of the Company.

61 To re-appoint Allan Leslie Leighton as a Director of the Company.

62 To re-appoint Pierre Jacques Alzon as a Director of the Company.

63 To re-appoint Allan Leslie Leighton as a Director of the Company.

64 To re-appoint Pierre Jacques Alzon as a Director of the Company.

65 To re-appoint Allan Leslie Leighton as a Director of the Company.

66 To re-appoint Pierre Jacques Alzon as a Director of the Company.

67 To re-appoint Allan Leslie Leighton as a Director of the Company.

68 To re-appoint Pierre Jacques Alzon as a Director of the Company.

69 To re-appoint Allan Leslie Leighton as a Director of the Company.

70 To re-appoint Pierre Jacques Alzon as a Director of the Company.

71 To re-appoint Allan Leslie Leighton as a Director of the Company.

72 To re-appoint Pierre Jacques Alzon as a Director of the Company.

73 To re-appoint Allan Leslie Leighton as a Director of the Company.

74 To re-appoint Pierre Jacques Alzon as a Director of the Company.

75 To re-appoint Allan Leslie Leighton as a Director of the Company.

76 To re-appoint Pierre Jacques Alzon as a Director of the Company.

77 To re-appoint Allan Leslie Leighton as a Director of the Company.

78 To re-appoint Pierre Jacques Alzon as a Director of the Company.

79 To re-appoint Allan Leslie Leighton as a Director of the Company.

80 To re-appoint Pierre Jacques Alzon as a Director of the Company.

Annual General Meeting Memorandum to shareholders

Resolutions 2 and 3 - Re-appointment of Directors
The Company's Articles of Association require Pierre Alzon and Allan Leighton to retire at the conclusion of the Meeting as they have been appointed Directors since the last General Meeting of the Company. Resolutions 2 and 3 propose their re-appointment as Directors.

Pierre Alzon (37) is an Executive Director. He was appointed to the Board on 23 October 2000. He was General Manager of Degrifour prior to his acquisition by the Company earlier this year. He joined Degrifour in April 1982 as the Head of Finance and the IT Division and was appointed General Manager in 1985. Between 1989 and April 1989 he worked for Cabinet Constanat where his role was assignment management. From 1988 to 1989 he worked for Cabinet Maxax as an Accountant in audit. Between 1988 and 1987 he worked as an independent Consultant and specialist in the administration and building of software solutions. Mr Alzon is a French national, a graduate of Ecole Supérieure Libre des Sciences Commerciales Appliquées with a major in finance and holds a Finance and accounting degree (Diplôme D'Etudes Commerciales et Financières.)

Allan Leighton (47) is a Non-Executive Director and the Non-Executive Chairman of the Board of the Company since October 2000. He is also the Chairman of British Home Stores Limited, and of Wilson Connolly Holdings PLC, Deputy Chairman of Leeds Sporting PLC, and a Non-Executive Director of Dyson Appliances and of BSH/B PLC. He worked at Aada Group from June 1992 to November 2000, and was Group Chief Executive from 1996 to 2000. He was named President and Chief Executive Officer of Wal-Mart Europe after Wal-Mart, Inc took over Aada Group PLC. Prior to joining Aada, he worked at the Mars Corporation from 1974 to 1982 where he was Marketing and Sales Director of Pedigree Petfoods from 1991 to 1992.

Resolution 5 - lastminute.com Non-Executive Share Option Scheme 2000
As mentioned above, Allan Leighton was appointed Non-Executive Chairman on 20 October 2000. He will not receive any cash fee for his role. Instead he has been granted options over 1,000,000 Ordinary Shares exercisable at 122p (being the closing mid-market price on 10 October 2000, the day immediately prior to the announcement of his appointment). The options have been granted under the lastminute.com Non-Executive Share Option Scheme, which has been

adopted by the Directors subject to shareholder approval. These options will lapse if the adoption of the Scheme and the grant of the options are not approved at the Meeting. Resolution 5 is an Ordinary Resolution to approve the proposed Scheme and the options granted to Mr Leighton. The details of the proposed Scheme and the options granted to Mr Leighton are as follows:

Eligibility: The Directors of lastminute.com plc alone are eligible to participate in the Scheme.
Grant of options: Our Board or an authorised committee may, at their discretion, grant options to acquire our shares but optionholders under the Scheme are not permitted to vote or otherwise take part in Board or committee meetings relating to their options. Options can be granted at any time. They may be granted subject to a performance condition based on objective criteria. Options granted during 2000 must be granted at an exercise price equal to the market value of an ordinary share on the day before announcement of the optionholder's appointment as a Director. Options granted during or after 2001 must be granted at an exercise price equal to the then current market value of an ordinary share, unless our Board resolves that exceptional circumstances exist justifying a different exercise price. No consideration is payable for the grant of options.

Exercise of options: Options are exercisable in accordance with a vesting schedule which allows for the gradual vesting of the options over a three year period, but no option may be exercised until the optionholder has held office for a period of six months. Options may, however, be exercised early in certain circumstances, for example, if an optionholder ceases to be a Director of the Company due to injury, disability or retirement by agreement with the Company or, at the discretion of the Directors, in the event of a takeover, scheme of arrangement or winding-up.
Lapse of option: Options will ordinarily lapse on the optionholder ceasing to be a Director of the Company but, in addition to the circumstances described above, the Directors may allow exercise for a limited period at their discretion. On resignation, the optionholder may exercise any of his options which have become exercisable to the date of his resignation under the applicable vesting schedule but all other options will lapse.

What does it mean when you say lastminute.com is a lifestyle solution?
Brent: We aim to provide a one-stop shop for all lastminute needs across a wide range of categories – whether that is leisure, services, travel or retail. We believe that doing things at the last minute is a lifestyle decision. Our strategy is to deliver a complete range of last minute solutions, from booking a taxi to arranging an entire trip or evening. We aim to be accessible in as many ways as possible. We want our customers to know that they