

**ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)**

**ICECAT N.V.,**

having its registered seat in Amsterdam (the '**Company**') to be held in Amsterdam on May  
23, 2019 (the "**Date**")

**Date** : As given above  
**Location** : Amsterdam office  
**Time** : 10.50 registration  
11.00 opening meeting

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**Agenda:**

1. Opening.
2. Adoption of the annual accounts regarding the financial year 2018 of the Company and the allocation of the profits.
3. Proposal regarding the update of the remuneration of a managing director of the Company.
4. Discharge of the managing directors of the Company for their management performed in the financial years 2018.
5. Question Time.
6. Closing.

**Notes on the agenda:**

**Agenda item 2:**

The proposal to adopt the annual accounts regarding the financial year 2018 of the Company prepared by the managing board of the Company, and sent separately to the shareholders, and the proposal to allocate the profits to the “other reserves”.

**Agenda item 3:**

The remuneration of the members of the board of the Company is conforming mentioned in the annual report and accepted as such. Annual increases - given continued good Company performance (i.e., double digit growth and at least stable profitability) are at a maximum of 5%.

**Agenda item 4:**

The proposal to grant the managing directors of the Company discharge (*décharge*) for their management performed in the financial year 2018 as far as this management appears from said annual accounts or has been made known otherwise to the shareholders.

## MINUTES OF THE AGM

Present: Martijn Hoogeveen in behalf of iMerge, Sergey Shvets in behalf of SA Rocks OÜ, Emre Tan Altinok in behalf of E-nvest BV. Tom Spronk in behalf of Stichting Administratiekantoor Icecat has voted in advance, which is accepted by the board of Icecat, and is not present.

Further, present in behalf of the board are Pieter van Herpen (CIO), Vazha Abramshvili (COO) and Olena Velychko (Editor-in-Chief).

1. Opening.

*Martijn Hoogeveen is appointed as chair, and appoints Marco Noor as secretary. The chair opens the meeting. All shareholders, representing 100% of the capital are present.*

2. Adoption of the annual accounts regarding the financial year 2018 of the Company and the allocation of the profits.

*Marco Noor is presenting the annual accounts. The annual accounts are, and the proposal to allocate the profits to the other reserves is, accepted unanimously.*

3. Proposal regarding the update of the remuneration of a managing director of the Company.

*Marco explained the changes as also included in the board report. The proposal is accepted unanimously.*

4. Discharge of the managing directors of the Company for their management performed in the financial years 2018.

*The shareholders accept the proposal unanimously.*

5. Question Time.

Discussion to formulate an updated strategy reflecting developments in the PIMS (product information management and syndication) market. And further consider risks related to the quickly consolidating ecommerce markets. A question is raised about branding: to what degree separate brands are maintained for daughter companies or acquired companies.

6. Closing.

Signed

Martijn Hoogeveen  
Chair

Marco Noor  
Secretary