

ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)

ICECAT N.V.,

having its registered seat in Amsterdam (the '**Company**') to be held in Amsterdam on May
29, 2020 (the "**Date**")

Date : As given above
Location : Amsterdam office, accessible via online means
Time : 10.50 registration
11.00 opening meeting

Agenda:

1. Opening.
2. Adoption of the annual accounts regarding the financial year 2019 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 2019.
5. Question Time.
6. Closing.

Notes on the agenda:

Agenda item 2:

Emre Tan presents the 2019 annual accounts of Icecat N.V. as prepared by Marco Noor (CFO) who has some technical problems with his mic. The proposal is to adopt the annual accounts regarding the financial year 2019 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 2019 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 BV, Sergey Shvets in behalf of SA Rocks OÜ, Emre Tan Altinok in behalf of E-nvest BV, Keith Jones in behalf of Cedemo S.A.M., and Tom Spronk in behalf of Stichting Administratiekantoor Icecat.

Further, present in behalf of the board are Marco Noor (CFO), Pieter van Herpen (CIO), Vazha Abramshvili (COO), Peter Sol (CCO), 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 2019 of the Company and the allocation of the profits.

Emre Tan is presenting the annual accounts. The annual accounts are, and the proposal to allocate the profits to the other reserves is, Proposal Accepted.

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

Martijn Hoogeveen explains the changes as also included in the board report. The proposal is Accepted.

4. Discharge of the managing directors of the Company for their management performed in the financial years 2019.

The shareholders Accepted

5. Question Time.

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6. Closing.

Signed

Martijn Hoogeveen
Chair

Marco Noor
Secretary