

ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)

ICECAT N.V.,

having its registered office in Amsterdam (the '**Company**') to be held in Amsterdam on

January 10, 2017

Date : December 26, 2017
Location : Amsterdam
Time : 14.50 registration
15.00 opening meeting

Agenda:

1. Opening.
2. Agreement with the acquisition of Iceshop B.V. conforming the Term Sheet “Take-over Iceshop B.V.” of December 20, 2016
3. Question Time.
4. Closing.

Notes on the agenda:

Agenda item 2:

Attached is the Term Sheet Take-over Iceshop as agreed between the board of Icecat N.V. (by Emre Tan Altinok) and the board of iMerge B.V. (by Martijn Hoogeveen). The proposal is to agree with the signed Term Sheet, according to which Icecat N.V. acquires all (ordinary) shares Iceshop B.V. from iMerge B.V. for a transaction price of EUR 3.1 million euro, which will be paid in depositary receipts Icecat cf. the prospectus of Icecat of November 3, 2016.

Because of a conflict of interest, iMerge didn't participate in Icecat board meetings about the take-over and didn't participate in the Icecat board decision. Further, iMerge will abstain from voting in this GSM.

ANNEX I Term Sheet Take-Over Iceshop

MINUTES TO THE GSM

January 10, 2017

The GSM is appointing Martijn Hoogeveen as Chair of the GSM, and Martijn Hoogeveen is appointing Marco Noor as Secretary of the GSM.

1. Opening

The Chair is opening the meeting. The complete capital of Icecat NV is present (where Emre Tan Altinok is representing Alena Velychko, Sergii Shvets, and Snijders Invest BV, and Martijn Hoogeveen is representing iMerge BV).

All have accepted January 10, 2017 as the date for this GSM which has only one proposal on its agenda, for which Emre Tan Altinok has a power of attorney to vote in behalf of the three shareholders he is representing.

2. Agreement with the acquisition of Iceshop B.V. conforming the Term Sheet "Take-over Iceshop B.V." of December 20, 2016

Emre Tan Altinok explains the Term Sheet in detail.

The proposal is accepted by an absolute majority, where (Emre Tan Altinok in behalf of) shareholders Alena Velychko, Sergii Shvets, and Snijders Invest BV voted in favor of the proposal, and iMerge abstains from voting.

3. Question Time.

4. Closing.

Amsterdam January 10, 2017