

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

**ICECAT N.V.,**

having its registered seat in Amsterdam (the '**Company**') to be held in Amsterdam on May  
16, 2018

**Date** : May 16, 2018  
**Location** : Amsterdam office  
**Time** : 14.50 registration  
15.00 opening meeting

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**Agenda:**

1. Opening.
2. Adoption of the annual accounts regarding the financial year 2017 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 2017.
5. Question Time.
6. Closing.

## **Notes on the agenda:**

### **Agenda item 2:**

The proposal to adopt the annual accounts regarding the financial year 2017 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”. The Company can reserve up to 100K euro of these profits for buy back and/or liquidity provisioning of Depository Receipts as noted on NPEX, e.g., through a 3<sup>rd</sup> party liquidity provider, if it deems this necessary, and if such is in a format acceptable to the AFM.

### **Agenda item 3:**

The remuneration of the members of the board of the Company is unchanged and can be changed during the year – 12 months after the last annual increase - given continued good Company performance (i.e., double digit growth at at least stable profitability) with 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 2017 as far as this management appears from said annual accounts or has been made known otherwise to the shareholders.

The current remuneration of the managing directors, in so far not mentioned under item 3, is accepted and unchanged.

## MINUTES OF THE AGM

Present: Martijn Hoogeveen in behalf of iMerge, Erik Snijders in behalf of Snijders Invest BV, Sergey Shvets, Alena Velychko, Tom Spronk in behalf of Stichting Administratiekantoor Icecat, Emre Tan Altinok in behalf of E-nvest BV.

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 2017 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, and reserve max 100K of these for (potential) buy-back of depository receipts Icecat and/or liquidity provisioning at the discretion of the board of Icecat, accepted unanimously.*

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

*The proposal is accepted unanimously.*

4. Discharge of the managing directors of the Company for their management performed in the financial years 2017.

*The shareholders accept the proposal unanimously.*

5. Question Time.

*It's discussed that the integration of Syndy after the recent take-over is going well, and that Syndy is on schedule to become EBT positive after 12 months after take-over.*

6. Closing.

Signed

Martijn Hoogeveen  
Chair

Marco Noor  
Secretary