

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

**ICECAT N.V.,**

having its registered seat in Amsterdam (the '**Company**') to be held in Amsterdam on  
November 5, 2021 (the "**Date**")

**Date** : As given above  
**Location** : Amsterdam office, accessible via online means  
**Time** : 13.50 registration  
14.00 opening meeting

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**Agenda:**

1. Opening.
2. Adoption of the annual accounts regarding the financial year 2020 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 2020.
5. Question Time.
6. Closing.

**Notes on the agenda:****Agenda item 2:**

Marco Noor (CFO) presents the 2020 annual accounts of Icecat N.V. The proposal is to adopt the annual accounts regarding the financial year 2020 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 2020 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: Marco Noor (CFO)

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 2020 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, Proposal to adopt the annual accounts and allocate the profits to the general reserves is 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 year 2020.

*The shareholders discharge the board for its policies in 2020.*

5. Question Time.

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6. Closing.

Signed

Martijn Hoogeveen

Chair

Marco Noor

Secretary