

ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)

ICECAT N.V.,

having its registered seat in Amsterdam (the '**Company**') to be held in Amsterdam on July
14, 2023 (the "**Date**")

Date : As given above
Location : Amsterdam office (also accessible via online means)
Time : 10.25 registration
10.30 opening meeting

Agenda:

1. Opening.
2. Adoption of the annual accounts regarding the financial year 2022 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 2022.
5. Question Time.
6. Closing.

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

The board presents the 2022 annual accounts of Icecat N.V. The proposal is to adopt the annual accounts regarding the financial year 2022 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 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 2022 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, and Tom Spronk in behalf of Stichting Administratiekantoor Icecat.

*Also in their capacity as managing directors of Icecat N.V. (“**the Board**”)

1. Opening.

Martijn Hoogeveen is appointed as chair, and appoints Emre Tan Altinok 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 2022 of the Company and the allocation of the profits.

The board 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.

The shareholders discussed the option of dividends. The Board notices that there are very interesting investment opportunities in the current market. Further, the Icecat shares are mostly traded above the initial stock price ex-dividend, and that purchases because of the Employee Stock Incentive Plan (ESIP) seems to have a very positive effect on liquidity. The Board continues with the ESIP as a well-appreciated instrument as mentioned in its H1 2023 report. The Board will consider future dividend options in the light of other capital needs in the coming period.

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 2021.

The shareholders discharge the board for its policies in 2022.

5. Question Time/Other Topics.

Hoogeveen points out that the H1-2023 figures are published today, see <https://www.npex.nl/wp-content/uploads/2023/07/Icecat-N.V.-H1-2023-report.pdf>

The Board mentions that we recently got two awards: Icecat was awarded by NPEX with a beautiful bull for being the most traded stock (share). And the international publication CEO Monthly awarded us with an award as most influential CEO in Content.

6. Closing.

Signed

Martijn Hoogeveen
Chair

Emre Tan Altinok
Secretary