

NOTICE OF EXTRAORDINARY GENERAL MEETING IN MARSHALL GROUP AB

The shareholders of Marshall Group AB (publ), reg. no. 556757-4610, (the “**Company**”) are hereby invited to the extraordinary general meeting on Monday 11 December 2023 10.00 at Company's office, Centralplan 15, Stockholm.

Right to attend the general meeting

Shareholders who wish to participate in the general meeting must:

- on the record date, which is Friday 1 December 2023, be registered in the Company's share register maintained by Euroclear Sweden AB; and
- notify the Company of their intention to participate in the extraordinary meeting no later than on Tuesday 5 December 2023. Notice of participation may be given either by email to moller@kntr.se or by regular mail to KANTER Advokatbyrå, Att. Emelie Möller, Box 1435, 111 84 Stockholm.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name in the share register maintained by Euroclear Sweden AB in order to be entitled to participate in the extraordinary meeting. Such registration, which normally is processed in a few days, must be completed no later than on Friday 1 December 2023 and should therefore be requested from the nominee well in advance of this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Tuesday 5 December 2023 will be considered in the preparation of the share register.

Proxy

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on Friday 8 December 2023. A proxy form will be available on the Company's website, <https://group.marshall.com/>, and will also be sent to shareholders who so request and inform the Company of their postal address.

Agenda

1. Opening of the meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to certify the minutes.
4. Examination of whether the meeting has been properly convened.
5. Approval of the agenda.
6. Determination of the number of board members.
7. Determination of the fees to the board of directors.
8. Election of the board of directors.
9. Closing of the meeting.

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting

The board of directors proposes that Ebba Olsson Werkell, attorney-at-law, at KANTER Advokatbyrå is appointed as chairman of the meeting.

Item 7: Determination of the fees to the board of directors

It is proposed that that the remuneration, including remuneration for committee work, shall be paid to the resigning and new board members in the following amounts, as resolved on the annual general meeting 2023, calculated pro rata for the period the board member has been a part of the board of directors until the next annual general meeting:

- SEK 200,000 to each of the non-employed directors and SEK 450,000 to the chairman provided that the chair is not an employee; and
- SEK 75,000 to each of the non-employed members of the audit committee and SEK 150,000 to the chairman of the committee who is not also an employee.
- SEK 50,000 to each of the non-employed members of the remuneration committee and SEK 100,000 to the chairman of the committee who is not also an employee.
- SEK 50,000 to each of the non-employed members of the integration committee and SEK 100,000 to the chairman of the committee who is not also an employee.
- In the event that the board of directors resolves to adopt a new committee, SEK 50,000 to each of the non-employed members of the new committee and SEK 100,000 to the chairman of the committee who is not also an employee.

Item 8: Election of the board of directors

It is proposed that, with the dismissal of Tommy Jacobson and Heikki Mäkijärvi, to elect Andreas Källström Säfweräng (representing Altor Fund VI), Karl Svenningsson (representing Altor Fund VI) and Filip Blomback (representing Telia Company) as new board members for the period until the end of the next annual general meeting.

Number of shares and votes

The total number of shares and votes in the Company as of the date of the notice amounts to 10,765,823.

Other

Proxy form and the notice are available at the Company and at the Company's website, <https://group.marshall.com/>, and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacynoticebolagsstammorengelska.pdf>.

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Marshall Group AB

Stockholm in November 2023

The board of directors