

NOTICE OF ANNUAL GENERAL MEETING IN MARSHALL GROUP AB

The shareholders of Marshall Group AB (publ), reg. no. 556757-4610, (the “**Company**”) are hereby invited to the annual general meeting on Wednesday 25 June 2025 at 10:00 at KANTER Advokatbyrå, Engelbrektsgatan 3, Stockholm.

Right to attend the general meeting

Shareholders who wish to participate in the general meeting must:

- on the record date, which is Monday 16 June 2025, be registered in the Company’s share register maintained by Euroclear Sweden AB; and
- notify the Company of their intention to participate in the general meeting no later than on Wednesday 18 June 2025. 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 general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Monday 16 June 2025 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 Wednesday 18 June 2025 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 Tuesday 24 June 2025. 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. Presentation of the annual report and auditor’s report and the group annual report and the group auditor’s report.
7. Resolutions regarding
 - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet.
 - b. dispositions of the Company’s earnings in accordance with the adopted balance sheet.
 - c. discharge from liability for the board of directors and the managing director.
8. Determination of the number of board members and auditors.
9. Determination of the fees to the board of directors and the auditor.

10. Election of the board of directors and the auditor.
11. Resolution regarding amendment of the articles of association.
12. 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.b: Resolution regarding disposition of the Company's earnings in accordance with the adopted balance sheet

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

Item 8–10: Determination of the number of board members and auditors; determination of the fees to the board of directors and the auditor, and election of the board of directors and the auditor

It is proposed that the board of directors shall comprise of three board members without deputies. It is proposed that the number of auditors shall be one registered audit firm.

It is proposed that there shall be no board the remuneration. It is proposed that the auditor shall be entitled to a fee in accordance with approved invoice.

It is proposed to re-elect the current board members for the period until the end of the next annual general meeting.

It is proposed to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting.

Item 11: Resolution regarding amendment of the articles of association.

The board of directors proposes that the annual general meeting resolves to amend the articles of association whereby the Company will go from public to private with connecting amendments such as the procedure for convening a general meeting and the limits for number of board members.

A valid resolution requires support by all shareholders present at the meeting and that those shareholders together represent at least nine-tenths of all outstanding shares in the Company.

Number of shares and votes

The total number of shares and votes in the Company as of the date of the notice amounts to 11,412,298.

Other

Copies of accounts, auditor statement, proxy form and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Chapter 7, Section 32 of the Swedish Companies Act.

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 May 2025

The board of directors