

## NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN MASHUP IRELAND AB

The shareholders of Mashup Ireland AB, reg. no 559216-5160 (the "Company"), are hereby convened to the extraordinary general meeting on 16 October 2024 at 10:00 a.m. CEST at Eversheds Sutherland's premises at Sveavägen 20 in Stockholm, Sweden. Registration starts at 09:45 a.m. CEST.

### RIGHT TO PARTICIPATE AND REGISTRATION

Shareholders who wish to attend the meeting shall

- be entered in the share register maintained by Euroclear Sweden AB on 8 October 2024, and
- notify the Company of their intention to attend the meeting not later than on 10 October 2024. Notice to attend is to be made by e-mail to [investors@mashupireland.com](mailto:investors@mashupireland.com) or by mail to Mashup Ireland AB "EGM 2024", c/o Eversheds Sutherland Advokatbyrå, Box 14055, SE-104 40 Stockholm, Sweden.

When giving notice of attendance, shareholders shall state name, personal identification number /corporate registration number, address, phone number, number of shares and, where relevant, information on accompanying advisors (not more than two). The notice of attendance shall also include, where relevant, e.g., in respect of legal entities, complete documents of authority such as certificates of registration or similar.

### NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered in the name of a bank, or another nominee must temporarily register their shares in their own name in order to be entitled to attend the meeting. The nominee must have completed the registration with Euroclear Sweden AB no later than 10 October 2024 and the nominees should therefore be instructed well in advance thereof.

### PROXY

Shareholders represented by proxy must authorize such proxy by issuing a dated power of attorney. The power of attorney may be valid for up to five years if that is specifically set forth therein. If no period of validity is set out, the power of attorney is valid for a maximum of one year. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration, or equivalent, must be enclosed. The power of attorney in original and any certificate of registration should be sent by mail to the Company at the above address well in advance of the meeting. A template proxy form is available on the Company's website ([www.mashupireland.com](http://www.mashupireland.com)) no later than two weeks before the meeting.

## PROPOSED AGENDA

1. Opening of the meeting
2. Appointment of chairperson of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Appointment of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Resolution to approve the share transfer regarding the sale of 53 percent of the shares in the Company's subsidiaries (so-called Leo transaction)
8. Election of two new members of the board of directors
9. Resolution to authorize the board of directors to undertake minor adjustments of the resolutions
10. Closing of the meeting

### **Item 7 - Resolution to approve transfer agreement regarding the sale of 53 percent of the shares in the Company's subsidiaries (so-called Leo transaction)**

The board of directors proposes that the meeting resolves to approve the share transfer agreement regarding the sale of 53 percent of the shares in the Company's subsidiaries to John O' Connor. The subsidiaries consist of Kollect on Demand (Ireland) Limited, BIGbin Waste Tech Limited and Kollect on Demand (UK) Limited (the "**Subsidiaries**"). The Company will retain 47 percent ownership of the Subsidiaries.

The share transfer is conditional upon the extraordinary general meeting resolving to approve the transfer in accordance with this item due to John O'Connor being member of the board of directors of the Company, as well as director and CEO of the target companies, and being the buyer of the Subsidiaries. Provided that the meeting approves the transfer, closing shall take place no later than on the date of the meeting. The purchase price amounts to EUR 925,000, approximately SEK 10,700,000. Additionally, the consideration for the sale transfer does also include 8 percent of the Irish SME, FSR Atlantic Limited (Adhdnow.com), which John O'Connor is co-founder and chairman of. The board's internal estimate of this shareholding is EUR 165,000, approximately SEK 1,900,000. John O'Connor has not participated in the handling of the decision.

This item is subject to the provisions of Chapter 16 of the Companies Act, the so-called Leo Act. For a resolution under this item to be valid, the proposal must be supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

### **Item 8 – Election of two new members of the board of directors**

John O'Connor has announced his resignation as a member of the board of directors. The board of directors proposes that Fearghal Power and Finbarr Hutcheson be elected as new members of the board of directors until the end of the next annual general meeting.

## **Fearghal Power**

For the past 20 years, Fearghal has worked in the financial markets with a focus on Investment Management, Capital Markets, and Venture Capital. In 2006, Fearghal became a registered representative of the Irish Stock Exchange and worked with various trading and investment firms in Dublin and London. He returned to Dublin to establish an office for IG Group, which is one of the world's largest financial trading firms. Over the past 8 years, he has turned his focus on helping and investing in innovative startups.

Fearghal co-founded a children's residential services company in 2016 that expanded nationwide and then exited in 2020. Currently working with Spark Crowdfunding, he's successfully facilitated extensive equity funding rounds for more than 30 Irish startups across a wide range of sectors.

To date, he has invested in 31 early-stage innovation companies and holds various non-executive and advisory board positions. Fearghal is a member of the Corporate Governance Institute.

Fearghal Power is independent in relation to major shareholders and independent in relation to the Company and its management.

## **Finbarr Hutcheson**

Finbarr has worked in financial services for over 30 years. Finbarr started his career with FIMAT (Societe Generale) in Dublin, Ireland, and relocated to London in 1996 to take on a role at Goldman Sachs. At Goldman Sachs, Finbarr had a range of roles culminating with head of business development, futures services. Within that role, Finbarr, was responsible for design and delivery of client product offerings across trade execution, clearing, cash management, and reporting.

In 2011, Finbarr moved to the New York Stock Exchange / Intercontinental Exchange Group (NYSE / ICE) group. He was a member of the NYSE / ICE management Committee from 2011 to 2020 holding a series of executive leadership positions, including CEO of the London International Financial Futures Exchange (LIFFE), CEO of ICE Benchmark Administration (IBA) and CEO of ICE Clear Europe, ICE Group's flagship Central Counterparty (CCP). These diverse roles incorporated successfully steering a mature business through an acquisition (LIFFE), creating a start-up and building to USD 75 million in revenues (IBA) and transforming an under-performing, systemically important clearing house, into a leader in its field.

Since 2021, Finbarr has been advising a number of businesses ranging from Fintech start-ups to established players like Coinbase.

Finbarr has served as an independent director on the boards of London Clearing House, ICE Clear Europe and the Futures Industry Association. Finbarr is a graduate of Trinity College, Dublin.

Finbarr Hutcheson is independent in relation to major shareholders and independent in relation to the Company and its management.

## **Item 9 - Resolution to authorize the board of directors to undertake minor adjustments of the resolutions**

The board of directors proposes that the meeting authorizes the board of directors, the CEO or a person otherwise designated by the board, to undertake such minor adjustments and clarifications of the decisions made at the meeting to the extent required for registration of the resolutions.

## **OTHER**

### **Processing of personal data**

Personal data obtained from notifications, proxies, and the share register kept by Euroclear will solely be used for the necessary registration and preparation of the voting list for the meeting. For information on the treatment of personal data please see Euroclear's privacy notice available at <https://www.euroclear.com/sweden/en/regelverk-Euroclear-Sweden/GDPR.html>.

### **Documents and information**

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, shareholders have the right to request information from the board of directors and the CEO at the meeting regarding circumstances which may affect the assessment of a matter on the agenda. The board of directors and the CEO are obliged to provide such information provided that the board of directors considers that it will not entail any significant harm to the Company. This obligation also applies in relation to group companies, group accounts and such other circumstances mentioned above in respect of group companies.

Proxy form and documents pursuant to the Swedish Companies will be available at the Company's office and on the Company's website no later than two weeks before the meeting. Copies of the aforementioned documents will also be sent to the shareholders who have requested it and informed the Company of their mailing address. The documents will also be available at the general meeting.

### **Number of shares**

At date of this notice, the Company's share capital amounts to SEK 14,911,352.00 represented by 59,645,408 shares. Each share carries one vote.

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Press Release  
27 September 2024 15:37:00 CEST

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**MASHUP**

Stockholm in September 2024

**Mashup Ireland AB**

The board of directors

**Attachments**

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