MARSHALL

Board Announcement

Marshall of Cambridge (Holdings) Ltd
("Marshall", the "Company" or the "Group")

The Cambridge East transaction and other matters

8th June 2026

Cambridge East

Last week Marshall announced the completion of the sale of its property holdings in Cambridge (the "Property") to The Hill Group and Homes England. This is the culmination of a multi year process which has examined the best way to maximise shareholder value from the land assets, whilst minimising risk.

The principal terms of the transaction are summarised below and all figures given are stated exclusive of VAT (where applicable).

The aggregate gross purchase price in respect of the Property is £200,000,000 (before the deduction or payment of professional costs and expenses and before tax). This has been paid in its entirety.

Two overage mechanisms exist:

- To cater for a scenario where part (provided equal to or above 33.3%) or all of the Property is sold prior to the grant of planning permission, then payment will be made to Marshall on a percentage of uplift of the purchase price (as increased by CPI inflation and costs incurred to date) on a straight line basis between 30% for 33.3% and 75% for 100%.

- To cater for a scenario where the proposed development of the Property significantly outperforms the assumptions made in agreeing the purchase price, Hill Commercial Investments and Homes England may be required to make overage payments in the future. This is considered a low probability and requires exceptional performance over a prolonged period.

Hill Commercial Investments and Homes England, the two buyers (as landlord) have leased Cambridge Airport back to Marshall (as tenant) on short term leases to operate its business until 30 June 2029. When the leases end, Marshall will be required to provide vacant possession to Hill Commercial Investments and Homes England and to decommission the airport.

Marshall is required to provide security to Hill Commercial Investments and Homes England for any breach of its obligation to provide vacant possession to Hill Commercial Investments and Homes England at the end of the lease and to decommission the airport.

This will take the form of a retention from the purchase price of £30,000,000 which has been paid into an escrow account held by a third-party escrow agent on behalf of Marshall, Homes England and Hill Commercial Investments. Marshall will be entitled to any interest earned on the retention. The retention is not a cap on Marshall's liability but is required by Hill Commercial Investments and Homes England to provide comfort that funds are available to meet their possible losses arising from any Marshall breach at the end of the lease. The retention will be returned to Marshall by the escrow agent at the end of the lease (if there is no breach) or to the extent it is not used to remedy any breach, no later than 36 months after the end of the lease.

As part of the sale, Hill and Homes England have agreed to recognise the contributions of the Marshall family to Cambridge by proposing, and very strongly advocating, to the local authorities, appropriate recognition in place names of some of the major community infrastructure to be delivered at the Property (such as parks and/or large open spaces) with reasonable approval of the Company.

The Board considered that a sale of the Group's interest in the Property on the terms proposed by Hill and Homes England was in the best interests of the Company and the shareholders.

In reaching this conclusion, the Board has given full and careful consideration to the broader strategy and circumstances of the Group in consultation with the Group's property advisor, Savills. In particular, the Board has considered the strength of the Hill / Homes England offer including:

- The time to completion;
- The timing of cash inflows (noting that the full purchase price has been paid on completion);
- Hill and Homes England's agreement to assume responsibility for the cost of remediating all existing environmental matters relating to the Property, (except under certain very specific circumstances during the term of Marshall's tenancy);
- The likelihood of an alternative third-party buyer being able to match or exceed the terms offered (as advised by Savills following a market testing exercise);
- How the offer compared against the previous offers for a joint venture;
- Formal third party valuations of the Property conducted over the last three years by CBRE and Savills, including an independent valuation conducted by CBRE under the IFRS13 accounting standard (using the RICS "Red Book" methodology) as at 31 December 2025;
- The financial position of the Group;

- The impact on Business Relief available on the shares of the Company; and
- The alternative options including:
    - The status of the process for the appointment of a master development partner to work with Marshall to deliver Cambridge East and the plausibility of appointing a development partner in the near future;
    - The challenges associated with Marshall pursuing a planning application for Cambridge East if Marshall does not have the benefit of the third-party expertise and financial resources offered by a partner; and
    - The risks associated with taking no action, or significant delay in taking action.

The cash proceeds from the sale will be safeguarded within the Company in the immediate term. The Board will examine ways to deploy cash over the longer term so as best to meet shareholders' investment and liquidity goals on a tax-efficient basis. The Board will shortly move ahead to select advisors and expects to report back to shareholders a few months thereafter with recommendations on long-term arrangements. At this stage it is unclear whether the Company will be able to enter into these arrangements in the near future or will need to wait until the 2029 handover is complete.

Sale of Aerospace

Separately, Marshall announced that we are pursuing the sale of the Aerospace business. The process is progressing well and Marshall is in conversation with several potential buyers. However, at this stage there is no guarantee that a transaction will happen.

Appointment of Non-Executive Director and Chair of Audit and Risk Committee

The Board is delighted to announce the appointment of David Doyle as Non-Executive Director and Chair of the Audit and Risk Committee. This appointment has been made after an extensive search process and in conjunction with the Settlement Trustees.

David is a very experienced executive director and publicly quoted company CFO, with a strong track record in providing rigorous financial leadership and delivering strategic and operational business change. He is vastly experienced in leading major corporate transactions, strategic projects and capital markets activities.

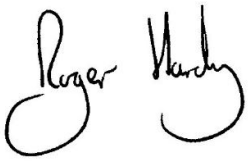
David is a Chartered Accountant and has previously held CFO roles at Colliers CRE PLC, Egg PLC, Prologis, Atrium European Real Estate and, most recently, Global Switch.

Share Auction

Trading in the Company's NVPO shares will now resume and the next auction date will be 23 June 2026.

Annual Report

The Board and our auditors are currently completing the 2025 Annual Report and accounts and we expect to publish shortly.



Roger Hardy

Chair