

**PROSPECTUS SUPPLEMENT NO. 1  
TO THE BASE PROSPECTUS DATED 30 SEPTEMBER 2021**

**MAREX FINANCIAL**

*(Incorporated with unlimited liability in England)*

("Issuer")

**PROGRAMME FOR THE ISSUANCE OF  
WARRANTS, NOTES AND CERTIFICATES**

**This Prospectus Supplement**

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 30 September 2021 (the "**Original Base Prospectus**") prepared by Marex Financial as Issuer under the programme for the issuance of warrants, notes and certificates with respect to the Securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). On 30 September 2021, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

**Right of withdrawal**

In accordance with Article 23(2) of the EU Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Prospectus Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, arose or was noted, where the Securities are affected by the significant new factor, material mistake or material inaccuracy to which this Prospectus Supplement relates, have the right, exercisable until 2 February 2022, which is three working days after the publication of this Prospectus Supplement, to withdraw their acceptances. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

**Responsibility**

Marex Financial accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

**Purpose of this Prospectus Supplement**

The purpose of this supplement is to make certain changes to the to the information in the following sections:

- "General Terms and Conditions of the Instruments",
- "General Terms and Conditions of the Notes",
- "Coupon Payout Conditions",
- "Autocall Payout Conditions",
- "Form of Final Terms (Instruments)"
- "Taxation",
- "Selling Restrictions" and
- "Important Legal Information".

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

## Amendments to the Base Prospectus

The Original Base Prospectus is amended and supplemented as follows:

### 1. Amendments to the cover page

*On the cover page of the Original Base Prospectus, the sentence "This Base Prospectus has also been approved by the Luxembourg Stock Exchange for the purpose of giving information with regard to the issue of Exempt Securities only by Marex Financial under the Programme during the period of 12 months from the date of this Base Prospectus." in the third paragraph in the subsection "This Base Prospectus" shall be deleted.*

### 2. Amendments to the section entitled "General Terms and Conditions of the Instruments"

*On page 97 of the Original Base Prospectus, the information under paragraph "(b) Fixed Coupon Amount" under the section "11. Fixed Rate Instrument Conditions" shall be deleted and replaced by the following information:*

"Where a Fixed Coupon Amount is specified in the relevant Issue Terms, the Interest Amount payable on an Interest Payment Date in respect of each Instrument for any Interest Period ending on (but excluding) such Interest Payment Date or the date on which such Interest Payment Date is scheduled to fall, as is applicable, shall be the Fixed Coupon Amount for such Interest Period, provided that, if

- (i) a Broken Amount is specified in the relevant Issue Terms in respect of an Interest Payment Date, the Interest Amount payable on such Interest Payment Date in respect of each Instrument shall be the Broken Amount; or
- (ii) "**Currency Conversion**" is specified to be applicable in the relevant Issue Terms, the Fixed Coupon Amount shall be an amount converted from the Calculation Currency into the Converted Currency at the Currency Conversion Rate in respect of the Currency Conversion Valuation Date."

### 3. Amendments to the section entitled "General Terms and Conditions of the Notes"

*On page 163 of the Original Base Prospectus, the following information shall be added to the paragraph "(b) Monte Titoli Registered Notes" under the section "20. Notices":*

"In respect of Monte Titoli Registered Notes, the Italian Paying Agent shall, upon receipt of instructions from and at the expense of the Issuer arrange for the delivery through Monte Titoli of all notices in respect of the Monte Titoli Registered Notes as may be required in accordance with the General Note Conditions."

### 4. Amendments to the section entitled "Coupon Payout Conditions"

*On page 173 of the Original Base Prospectus, the information in relation to the paragraph "Coupon Amount" shall be deleted and replaced by the following information:*

"**Coupon Amount**" means, in respect of a Coupon Observation Date, if the relevant Issue Terms specify:

- (i) "**Memory Coupon**" to be applicable, an amount in the Relevant Currency calculated by the Calculation Agent in accordance with the following formula:

$$(CA \times CV) - APDCA$$

- (ii) "**Memory Coupon**" to be not applicable, an amount in the Relevant Currency calculated by the Calculation Agent in accordance with the following formula:

$$(CA \times CV)$$

provided that, if

- (i) **"Deferred Conditional Coupon"** is specified to be applicable in the relevant Issue Terms, the Coupon Amount shall be an amount in the Relevant Currency calculated by the Calculation Agent as the sum of each Coupon Amount (Deferred) in respect of each Coupon Observation Date preceding the Coupon Payment Date; or
- (ii) **"Currency Conversion"** is specified to be applicable in the relevant Issue Terms, the Coupon Amount shall be an amount converted from the Calculation Currency into the Converted Currency at the Currency Conversion Rate in respect of the Currency Conversion Valuation Date."

*On page 184 of the Original Base Prospectus, the following definitions shall be added at the end of the section "2.1 Definitions":*

"

**"Calculation Currency"** has the meaning given to it in the Payout Condition 6.

**"Converted Currency"** has the meaning given to it in the Payout Condition 6.

**"Cross Currency"** has the meaning given to it in the Payout Condition 6.

**"Currency Conversion Business Day(s)"** has the meaning given to it in the Payout Condition 6.

**"Currency Conversion Disruption Event"** has the meaning given in the FX Linked Conditions.

**"Currency Conversion Rate"** has the meaning given to it in the Payout Condition 6.

**"Currency Conversion Valuation Date"** means the date specified as the "Currency Conversion Valuation Date" in the relevant Issue Terms, and, if "Publication Fixing Day Adjustment" is specified to be applicable in the relevant Issue Terms, if such day falls on a day that is not a day on which the relevant Currency Fixing Price Sponsor publishes each exchange rate used to determine the Currency Conversion Rate, the immediately following day on which the relevant Currency Fixing Price Sponsor publishes each exchange rate used to determine the Currency Conversion Rate.

**"Currency Fixing Price Sponsor"** has the meaning given to it in the Payout Condition 6.

**"Currency Price"** has the meaning given in the FX Linked Conditions.

**"Currency Price Source"** has the meaning given to it in the Payout Condition 6.

**"Currency Valuation Time"** has the meaning given to it in the Payout Condition 6.

**"Derived Exchange Rate"** has the meaning given to it in the Payout Condition 6.

"

##### **5. Amendments to the section entitled "Autocall Payout Conditions"**

*On page 189 of the Original Base Prospectus, the following information shall be added to the paragraph "Autocall Event Amount":*

"If **"Currency Conversion"** is specified to be applicable in the relevant Issue Terms, the relevant Autocall Event Amount shall be an amount converted from the Calculation Currency into the Converted Currency at the Currency Conversion Rate in respect of the Currency Conversion Valuation Date."

On page 194 of the Original Base Prospectus, the following definitions shall be added at the end of the section "2.1 Definitions":

"

"**Calculation Currency**" has the meaning given to it in the Payout Condition 6.

"**Converted Currency**" has the meaning given to it in the Payout Condition 6.

"**Cross Currency**" has the meaning given to it in the Payout Condition 6.

"**Currency Conversion Business Day(s)**" has the meaning given to it in the Payout Condition 6.

"**Currency Conversion Disruption Event**" has the meaning given in the FX Linked Conditions.

"**Currency Conversion Rate**" has the meaning given to it in the Payout Condition 6.

"**Currency Conversion Valuation Date**" means the date specified as the "Currency Conversion Valuation Date" in the relevant Issue Terms, and, if "Publication Fixing Day Adjustment" is specified to be applicable in the relevant Issue Terms, if such day falls on a day that is not a day on which the relevant Currency Fixing Price Sponsor publishes each exchange rate used to determine the Currency Conversion Rate, the immediately following day on which the relevant Currency Fixing Price Sponsor publishes each exchange rate used to determine the Currency Conversion Rate.

"**Currency Fixing Price Sponsor**" has the meaning given to it in the Payout Condition 6.

"**Currency Price**" has the meaning given in the FX Linked Conditions.

"**Currency Price Source**" has the meaning given to it in the Payout Condition 6.

"**Currency Valuation Time**" has the meaning given to it in the Payout Condition 6.

"**Derived Exchange Rate**" has the meaning given to it in the Payout Condition 6.

"

#### **6. Amendments to the section entitled "Form of Final Terms (Instruments)"**

On page 406 of the Original Base Prospectus, the following information shall be added below item "(iv) Fixed Coupon Amount":

"

[ - Currency Conversion: [Applicable (in respect of the Fixed Coupon Amount)] [Not Applicable]. *(If Not Applicable, delete the remaining sub-paragraph)*

- Currency Conversion Valuation Date: [●.]

"

*On page 419 of the Original Base Prospectus, the following information shall be added in below item "(ix) Coupon Value" and before the item "Coupon Value Multiplicand":*

"

[- Currency Conversion: [Applicable (in respect of the Coupon Amount) determined on the basis of the Coupon Value.] [Not Applicable]. *(If Not Applicable, delete the remaining sub-paragraph)*

Currency Conversion Valuation Date: [●.]

"

*On page 426 of the Original Base Prospectus, the following information shall be added below item "(vii) Autocall Event Amount":*

"

[- Currency Conversion: [Applicable (in respect of the Autocall Event Amount)] [Not Applicable]. *(If Not Applicable, delete the remaining sub-paragraph)*

Currency Conversion Valuation Date: [●.]

"

## **7. Amendments to the section entitled "Taxation"**

*On page 765 of the Original Base Prospectus, the following subsection shall be added:*

### **"Luxembourg Tax Considerations**

Under Luxembourg general tax laws currently in force, all payments of interest (including accrued but unpaid interest) and principal by the Issuer in the context of the holding, disposal, redemption or repurchase of the Securities, which are not profit sharing, can be made free and clear of any withholding or deduction for or on account of any taxes of whatsoever nature imposed, levied, withheld, or assessed by Luxembourg or any political subdivision or taxing authority thereof or therein, in accordance with the applicable Luxembourg law, subject however to the application as regards Luxembourg resident individuals of the Luxembourg law of 23 December 2005, as amended, which has introduced a 20 per cent. withholding tax on savings income. Pursuant to the law of 23 December 2005 as amended, Luxembourg resident individuals can opt to self-declare and pay a 20 per cent. levy on interest payments made or ascribed by paying agents located outside Luxembourg, in a Member State of either the European Union or the European Economic Area. The 20 per cent. withholding tax as described above or the 20 per cent. levy are in full discharge of income tax when Luxembourg resident individuals are acting in the context of the management of their private wealth. Responsibility for the withholding of tax in application of the above-mentioned Luxembourg law of 23 December 2005, as amended, is assumed by the Luxembourg paying agent within the meaning of this law or by the Luxembourg resident, depending on the case as described above and not by the Issuer."

## **8. Amendments to the section entitled "Selling Restrictions"**

*On page 777 of the Original Base Prospectus, the information in the subsection "Luxembourg" shall be deleted and replaced as follows:*

"For selling restrictions in respect of Luxembourg, please see "Public Offer Selling Restrictions under the EU Prospectus Regulation" above."

**9. Amendments to the section entitled "Important Legal Information"**

*On page 788 of the Original Base Prospectus, the information in the section "6. Listing the Securities and admission to trading" shall be deleted and replaced as follows:*

"Application may be made to the Luxembourg Stock Exchange (the "**Luxembourg Stock Exchange**") for Securities issued under the Programme to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the regulated market of the Luxembourg Stock Exchange (a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments (as amended, "**MiFID II**")).

Further to the approval of the Base Prospectus by the CSSF above, application may also be made for the Securities to be admitted to listing and/or trading on regulated markets (as from time to time determined for the purposes of MiFID II) in any member state of the European Economic Area further to Article 25(1) of the EU Prospectus Regulation, or on any other listing authority, stock exchange or quotation system. Securities issued under the Programme may also be unlisted. The Issue Terms in respect of the issue of any Securities will specify whether or not the relevant Securities are to be listed and/or admitted to trading and, if so, on which stock exchange(s) and/or market(s). If Securities are to be listed and/or admitted to trading, the Issuer is under no obligation to maintain such listing and/or admission."

**Applicable Final Terms**

The amendments included in this Prospectus Supplement shall only apply to Final Terms, the date of which falls on or after the approval of this Prospectus Supplement.

**Interpretation**

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail. References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

**U.S. notice**

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

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The date of this Prospectus Supplement is 28 January 2022