

**PROSPECTUS SUPPLEMENT NO. 2
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**"). The Prospectus Supplement should be read in conjunction with Prospectus Supplement No. 1 to the Original Base Prospectus dated 28 January 2022 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 30 September 2021, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Original 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 9 June 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 information in the following sections:

- "Risk Factors"
- "Documents Incorporated by Reference".
- "General Information".

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Base Prospectus

The Original Base Prospectus is amended and supplemented as follows:

1. Amendments to the section entitled "Risk Factors"

On page 17 of the Original Base Prospectus, the following risk factor shall be added to end of the subsection "4. Risks related to the macroeconomic environment":

"4.4 Risks in relation to the Russia-Ukraine war

On February 24, 2022, Russia commenced a large-scale military action against Ukraine. The Russia-Ukraine war, in particular, has already led and may continue to lead to a rise in energy prices and presents a key downside risk for corporates and households in Europe and may further exacerbate supply chain risks of clients with higher sensitivities to rising energy costs. Russia's military action in the Ukraine has also elevated concerns for cyber security incidents and the resilience of critical business function. Taken together, the conflict and its ancillary effects could lead to a substantial slowdown in the global economy and diminish the Issuer's ability to generate revenues and the profitability on specific portfolios. Depending on how this crisis develops further and its impact on financial markets and the economy generally it may also negatively impact the Issuer's business, financial condition, results of operations and prospects."

2. Amendments to the section entitled "Documents Incorporated by Reference"

On page 59 of the Original Base Prospectus, the following information shall be added to the third paragraph:

- "
- (c) Annual Report and Financial Statements of Marex Financial (formerly known as Marex Financial Limited) for the year ended 31 December 2021 (the "**Annual Report 2021**") (accessible on <https://marex-website-media-content.s3.amazonaws.com/uploads/2022/04/Marex-Financial-FY-2021-Annual-Report-and-Financial-Statements.pdf>)."

On page 59 of the Original Base Prospectus, the information in the table under "Cross-Reference List" shall be deleted and replaced as follows:

"

Information in the Financial Statements	Annual Report 2021	Annual Report 2020	Annual Report 2019
Independent Auditor's Report	pp. 27-30	pp. 34-38	pp. 31-33
Income Statement	p. 31	p. 39	p. 34
Statement of Other Comprehensive Income	p. 31	p. 39	p. 34
Statements of Financial Position	pp. 32-33	pp. 40-41	pp. 35-36
Statement of the Changes in Equity and Movements in Reserves	p. 34	p. 42	p. 37

<u>Information in the Financial Statements</u>	<u>Annual Report 2021</u>	<u>Annual Report 2020</u>	<u>Annual Report 2019</u>
Cash Flow Statement	pp. 35-36	pp. 43-44	p. 38-39
Notes to the Financial Statements	pp. 37-104	pp. 45 - 112	pp. 40-105

"

3. Amendments to the section entitled "General Information"

On page 790 of the Original Base Prospectus, the information under "2. Financial Statements" shall be deleted and replaced as follows:

"The statutory financial statements of the Issuer for the periods ended 31 December 2021 (the "**Annual Report 2021**") and 31 December 2020 (the "**Annual Report 2020**") have been audited without qualification by Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR in accordance with the laws of England. Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales. The Annual Report 2021 and the Annual Report 2020 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board as well as interpretations issued by the IFRS Interpretations Committee as endorsed by the European Union ("**IFRS**").

The Annual Reports 2021 and 2020 are incorporated by reference into this Base Prospectus (see the section entitled "**Documents Incorporated by Reference**")."

On page 791 of the Original Base Prospectus, the information under "4. Trend Information" shall be deleted and replaced as follows:

"There has been no material adverse change in the prospects of the Issuer since the date of its most recent audited financial statements (31 December 2021)."

On page 791 of the Original Base Prospectus, the information under "5. No significant changes and no material adverse changes" shall be deleted and replaced as follows:

"There has been no significant change in the financial position of the Issuer and its Group since the date of its most recent audited financial statements (31 December 2021).

There has been no significant change in the financial performance of the Issuer and its Group since the date of its most recent audited financial statements (31 December 2021)."

On page 791 of the Original Base Prospectus, the information under "6. No material changes in the borrowing and funding structure" shall be deleted and replaced as follows:

"There has been no material adverse change in the borrowing and funding structure of the Issuer since the date of its most recent audited financial statements (31 December 2021)."

On page 791 et seq. of the Original Base Prospectus, the enumeration of documents available under "8. Documents available" shall be deleted and replaced as follows:

"

- (i) the constitutional documents of the Issuer;
- (ii) Annual Report 2021 of the Issuer;
- (iii) Annual Report 2020 of the Issuer;
- (iv) the Deed of Covenant;
- (v) this Base Prospectus, any supplements hereto and any Final Terms (excluding the Final Terms in connection with Securities not listed on any stock exchange);

"

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.

The date of this Prospectus Supplement is 3 June 2022