PROSPECTUS SUPPLEMENT NO. 1
TO THE BASE PROSPECTUS DATED 29 SEPTEMBER 2023

MAREX GROUP PLC

(*Incorporated and registered in England and Wales with registered number 05613060*)

as Issuer

MAREX FINANCIAL

(*Incorporated and registered with unlimited liability in England and Wales with registered number 05613061*)

as Issuer

PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES

This Prospectus Supplement
This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 29 September 2023 (the "**Original Base Prospectus**") prepared by Marex Group plc and Marex Financial as Issuers 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, as amended (the "**EU Prospectus Regulation**"). On 29 September 2023, 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 Original 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 Original 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 7 June 2024, which is two 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 Group plc and Marex Financial accept 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 Prospectus Supplement is to make changes to the information in the following sections:

- "Documents Incorporated by Reference".
- "Marex Group plc".
- "Marex Financial".
- "General Information".

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.luxse.com and on the website of the Issuers at https://www.marexfp.com.

Amendments to the Base Prospectus

The Original Base Prospectus is amended and supplemented as follows:

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

*On page 84 of the Original Base Prospectus, the enumeration contained in the first paragraph under sub-section "**1. Marex Group plc**" shall be deleted and replaced as follows*:

"

(a) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2023 (the "**Marex Group plc Annual Report 2023**") (accessible on https://ir.marex.com/static-files/b67f2a70-6e9c-4ee2-abd0-a772e2118ee7);

(b) Unaudited consolidated financial information for the six month ended 30 June 2023 (the "**Marex Group plc 2023 Interim Financial Information**") (accessible on https://marex-website-media-content.s3.amazonaws.com/uploads/2023/08/Marex-Group-Plc-2023-Interims-vF.pdf);

(c) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2022 (the "**Marex Group plc Annual Report 2022**") (accessible on https://marex-website-media-content.s3.amazonaws.com/uploads/2023/06/221231-Marex-Group-plc-Accounts.pdf) and

(d) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2021 (the "**Marex Group plc Annual Report 2021**") (accessible on https://marex-website-media-content.s3.amazonaws.com/uploads/2022/07/Marex-annual-report-2021-5-July-2022.pdf)."

*On page 84 of the Original Base Prospectus, the information in the table under sub-section "**1. Marex Group plc**" under "**Cross-Reference List**" shall be deleted and replaced as follows*:

"

Information in the Financial Statements	Marex Group plc Annual Report 2023	Marex Group plc Annual Report 2022
Independent Auditor's Report	pp. 94-100	pp. 66-73
Consolidated Income Statement	p. 101	p. 74
Consolidated Statement of Other Comprehensive Income	p. 102	p. 74
Consolidated Statement of Financial Position/Statements of Financial Position	pp. 103-104	pp. 75-76
Consolidated Statement of the Changes in Equity and Movements in Reserves/Statement of the Changes in Equity and Movements in Reserves	p. 105	pp. 77-78

Information in the Financial Statements	**Marex Group plc Annual Report 2023**	**Marex Group plc Annual Report 2022**
Consolidated Statement of Cash Flow/Cash Flow Statement	p. 106-107	pp. 79-80
Notes to the Consolidated Financial Statements/Notes to the Financial Statements	pp.108-187	pp. 81-151

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*On page 85 of the Original Base Prospectus, the enumeration contained in the first paragraph under sub-section "**2. Marex Financial**" shall be deleted and replaced as follows*:

"

(a) Annual Report and Financial Statements of Marex Financial (formerly known as Marex Financial Limited) for the year ended 31 December 2023 (the "**Marex Financial Annual Report 2023**") (accessible on https://ir.marex.com/static-files/93598eb5-5029-4b34-855a-199403fc4dc1);

(b) Annual Report and Financial Statements of Marex Financial (formerly known as Marex Financial Limited) for the year ended 31 December 2022 (the "**Marex Financial Annual Report 2022**") (accessible on https://marex-website-media-content.s3.amazonaws.com/uploads/2023/04/Marex-Financial-FY-2022-signed.pdf);

(c) Annual Report and Financial Statements of Marex Financial (formerly known as Marex Financial Limited) for the year ended 31 December 2021 (the "**Marex Financial Annual Report 2021**") (accessible on Marex-Financial-FY-2021-Annual-Report-and-Financial-Statments.pdf (marex-website-media-content.s3.amazonaws.com));

(d) Base Prospectus in relation to the Programme for the Issuance of Warrants, Notes and Certificates of Marex Financial dated 30 September 2021 (the "**Base Prospectus 2021**") (accessible on ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2023/09/210930_Marex-Financial_Base-Prospectus_final.pdf);

(e) Prospectus Supplement to the Base Prospectus 2021 in relation to each Final Terms listed in the schedule (the "**Supplement dated 28 January 2022**") (accessible on 220128_Marex-Financial_Supplement_final.pdf (ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com)) and

(f) Base Prospectus in relation to the Programme for the Issuance of Warrants, Notes and Certificates of Marex Financial dated 30 September 2022 (the "**Base Prospectus 2022**") (accessible on https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2023/08/220930_Marex-Financial_Base-Prospectus_FINAL.pdf)."

*On pages 85 et seq. of the Original Base Prospectus, the information in the table under sub-section "**2. Marex Financial**" under "**Cross-Reference List**" shall be deleted and replaced as follows*:

"

Information in the Financial Statements	**Marex Financial Annual Report 2023**	**Marex Financial Annual Report 2022**
Independent Auditor's Report	pp. 25-31	pp. 26-32
Income Statement/Statement of Profit and Loss	p. 32	p. 33
Statement of Other Comprehensive Income	p. 33	p. 33
Statement of Financial Position	pp. 34-35	pp. 34-35
Statement of the Changes in Equity/Statement of	p. 36	p. 36

Information in the Financial Statements	Marex Financial Annual Report 2023	Marex Financial Annual Report 2022
the Changes in Equity and Movements in Reserves		
Statement of Cash Flows/Cash Flow Statement	pp. 37-38	pp. 37-38
Notes to the Financial Statements	pp. 39-105	pp. 39-116

"

2. Amendments to the section entitled "Marex Group plc"

*On page 945 of the Original Base Prospectus, the information under sub-section "**Statutory Auditors**" shall be deleted and replaced as follows:*

"For the financial years ending on December 31, 2023 and December 31, 2022 Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR ("**Deloitte LLP**"), has been appointed as the Issuer's independent auditors.

Deloitte audited the consolidated financial statements of the Issuer for the financial year ended December 31, 2023 and December 31, 2022 in accordance with International Financial Reporting Standards and issued an unqualified auditor's report on such financial statements.

Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales."

*On page 945 of the Original Base Prospectus, after the sub-section "**Information on Marex Group plc as Issuer**" the following sub-section shall be inserted:*

"**Recent Events**

On 25 April 2024, 15,384,615 ordinary shares of Marex Group plc were admitted to trading on the Nasdaq Global Market as part of its initial public offering (the "**IPO**"). Such shares comprised 3,846,153 ordinary shares offered by Marex Group plc and 11,538,462 ordinary shares offered by certain selling shareholders; Marex Group plc did not receive any proceeds from the sale of the ordinary shares by the selling shareholders. The net proceeds of the IPO received by Marex Group plc amounted to approximately USD 61.0 million, based on initial public offering price of USD 19.0 per share."

*On page 946 of the Original Base Prospectus, the information under sub-section "**Organisational structure**" shall be deleted and replaced as follows:*

"The Issuer is the holding company of Marex group of companies, meaning Marex Group plc and its consolidated subsidiaries, including Marex Financial ("**Marex Group**" or the "**Group**").

Capitalisation

As at the date of this First Supplement dated [4] June 2024, the issued fully paid up share capital of the Issuer, is as follows:

Class	Number	Nominal value per share

Ordinary Shares	72,221,843	$0.001551
Deferred Shares	4,129,436	£0.000469

Investments in subsidiaries

The subsidiaries of Marex Group plc as at 31 December 2023 are as set forth in the Marex Group plc Annual Report 2023 on pages 133-136.

Major shareholders

Amphitryon Ltd ("Amphitryon") is a major shareholder of Marex Group plc and holds 45.08% of the ordinary shares of the Marex Group plc; the remaining 54.92% of ordinary shares are held by a group of shareholders, including Ocean Ring Jersey Co. Limited ("Ocean Ring") and other individual shareholders. Amphitryon is beneficially owned by funds affiliated with JRJ Group and BXR Group and Ocean Ring by funds affiliated with Trilantic Partners. Neither BXR Group nor Ocean Ring have representative directors on the board of directors. Amphitryon, JRJ Group and BXR Group entered into a shareholders agreement with Marex group plc which regulates certain aspects of their affairs with Marex Group plc."

*On pages 946 et seq. of the Original Base Prospectus, the information under sub-section "**Material Contracts**" shall be deleted and replaced as follows*:

"*Revolving Credit Facility*

Marex Group plc entered into a facility agreement of $120.0 million with Lloyd's Bank on 6 June 2014, which Marex Group plc renewed in March 2021 (the "2014 Facility Agreement"). On 30 June 2023, Marex Group plc refinanced the 2014 Facility Agreement with HSBC Bank PLC, Barclays Bank plc, Bank of China Limited, London Branch and Industrial and Commercial Bank of China Limited, London Branch. The Marex Revolving Credit Facility is currently committed up to $150.0 million and incorporates a swingline facility of up to $37.5 million (the "Swingline Facility"). Barclays Bank plc and HSBC Bank plc are the lenders for the purposes of the Swingline Facility. Both the Swingline Facility and the Marex Revolving Credit Facility are subject to the overall limit of $150.0 million. Advances under the Marex Revolving Credit Facility and the Swingline Facility may be applied towards the repayment of any outstanding loans and other financial indebtedness outstanding under the 2014 Facility Agreement, as well as general corporate and working capital purposes.

The rate of interest on a loan under the Marex Revolving Credit Facility or the Swingline Facility will either be: (a) the percentage rate per annum that is the aggregate of the applicable margin, which is by default and subject to certain conditions, including, but not limited to, a change in the credit rating of Marex Group plc, 2.10% per annum (the "Margin") and the euro interbank offered rate administered by the European Money Markets Institute, or (b) the percentage rate per annum that is the aggregate of the applicable Margin and compounded reference rate for that day as calculated in accordance with the calculation described in the agreement governing the Marex Revolving Credit Facility.

The agreement governing the Marex Revolving Credit Facility contains customary provisions, including voluntary and mandatory prepayment upon a change of control (excluding a qualifying initial public offering of Marex Group plc), and we provided certain customary undertakings, such as restricting the creation of security over our and our subsidiaries' assets (with permitted exceptions), agreeing not to dispose of our or our subsidiaries' assets (subject to exceptions) and not to incur additional Financial Indebtedness (as defined in the Marex Revolving Credit Facility).

The agreement governing the Marex Revolving Credit Facility also requires Marex Group plc to comply with certain financial covenants, including the requirement to maintain certain financial ratios. Such ratios include a total leverage ratio of less than 3.00:1 (the total leverage ratio being the ratio of net debt to consolidated EBITDA for the 12 months preceding the end of each quarter (the "Relevant Period")), an interest cover ratio of more than or equal to 3.00:1 (the interest cover ratio being the ratio in any Relevant Period of consolidated EBITDA to net finance charges for that Relevant Period) and a tangible net worth greater than $250,000,000 in respect of any Relevant Period.

The final maturity date of the Marex Revolving Credit Facility is June 30, 2026, subject to an extension option of 12 months."

*On pages 947 et seq. of the Original Base Prospectus, the information under sub-section "**Administrative, management and supervisory bodies**" under "**Management of the Issuer**" shall be deleted and replaced as follows:*

"*Management of the Issuer*

The directors of the Issuer, their positions within the Issuer and business addresses are as follows:

Name	**Position**	**Business Address**
Robert Pickering	Independent Non-Executive, Chair	155 Bishopsgate, London, EC2M 3TQ
Ian Lowitt	Executive Director, Chief Executive Officer	155 Bishopsgate, London, EC2M 3TQ
Rob Irvin	Executive Director, Chief Financial Officer	155 Bishopsgate, London, EC2M 3TQ
Madelyn Antoncic	Independent Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
Konstantin Graf von Schweinitz	Independent Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
Sarah Ing	Independent Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
Linda Myers	Independent Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
John W. Pietrowicz	Independent Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
Roger Nagioff	Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ
Henry Richards	Non-Executive Director	155 Bishopsgate, London, EC2M 3TQ

The Directors of the Issuer may hold a direct, indirect, beneficial or economic interest in any of the shares of the Issuer.

Save as disclosed below, none of the Directors have any actual or potential conflicts of interest between any duties they owe to the Issuer and any private interests or other duties he or she may also have.

Roger Nagioff represents JRJ Group on the Marex Group plc's board of directors (see above on *Major shareholders*). Each of the Directors has a statutory duty under the UK Companies Act 2006 to avoid conflicts of interest with the Issuer and to disclose the nature and extent of any such interest to the board of the directors. As permitted by the Articles of the Issuer and the UK Companies Act 2006, the board of the directors may authorise any matter which would otherwise involve a director breaching this duty to avoid conflicts of interest.

The board of directors has authorised individual senior managers of the Issuer to approve any and all documents on its behalf."

3. Amendments to the section entitled "Marex Financial"

*On page 949 of the Original Base Prospectus, the information under sub-section "**Statutory Auditors**" shall be deleted and replaced as follows:*

"For the financial years ending on December 31, 2023 and December 31, 2022 Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR ("**Deloitte LLP**"), has been appointed as the Issuer's independent auditors.

Deloitte audited the consolidated financial statements of the Issuer for the financial year ended December 31, 2023 and for the financial year ended December 31, 2022 in accordance with International Financial Reporting Standards and issued an unqualified auditor's report on such financial statements.

Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales."

4. Amendments to the section entitled "General Information"

*On page 1018 of the Original Base Prospectus, the information under sub-section "**2. Financial Statements**" shall be deleted and replaced as follows*:

"

(a) Marex Group plc

The consolidated statutory financial statements of Marex Group plc for the periods ended 31 December 2023 (the "**Marex Group plc Annual Report 2023**"), and 31 December 2022 (the " **Marex Group plc Annual Report 2022**") have been audited without qualification by Deloitte LLP, 2 New Street Square, London, EC4A 3BZ in accordance with the laws of England. Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales. The Marex Group plc Annual Report 2023, and the Marex Group plc Annual Report 2022 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**") and adopted by the UK.

The consolidated financial information for the sixth month ended 30 June 2023 (the "**Marex Group plc 2023 Interim Financial Information**") have not been audited.

The Marex Group plc Annual Report 2023, the Marex Group plc 2023 Interim Financial Information and the Marex Group plc Annual Report 2022 are incorporated by reference into this Base Prospectus (see the section entitled "**Documents Incorporated by Reference**").

(b) Marex Financial

The statutory financial statements of Marex Financial for the periods ended 31 December 2023 (the "**Marex Financial Annual Report 2023**"), and 31 December 2022 (the "**Marex Financial Annual Report 2022**") have been audited without qualification by Deloitte LLP, 2 New Street Square, London, EC4A 3BZ in accordance with the laws of England. Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales. The Marex Financial Annual Report 2023, and the Marex Financial Annual Report 2022 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**") and adopted by the UK.

The Marex Financial Annual Reports 2023 and 2022 are incorporated by reference into this Base Prospectus (see the section entitled "**Documents Incorporated by Reference**")."

On page 1019 of the Original Base Prospectus, the information under sub-section ***"4. Trend Information"*** *shall be deleted and replaced as follows*:

"

(a) Marex Group plc

There has been no material adverse change in the prospects of Marex Group plc since the date of its most recent consolidated audited financial statements (31 December 2023).

(b) Marex Financial

There has been no material adverse change in the prospects of Marex Financial since the date of its most recent audited financial statements (31 December 2023)."

On page 1019 of the Original Base Prospectus, the information under sub-section ***"5. No significant changes and no material adverse changes"*** *shall be deleted and replaced as follows*:

"

(a) Marex Group plc

Save for the developments in connection with the IPO (see for further information section "Marex Group plc" in the sub-section "Recent Events"), there has been no significant change in the financial position of Marex Group plc since the date of its most recent consolidated audited financial statements (31 December 2023).

There has been no significant change in the financial performance of Marex Group plc and the Group since the date of its most recent consolidated audited financial statements (31 December 2023).

(b) Marex Financial

There has been no significant change in the financial position of Marex Financial since the date of its most recent audited financial statements (31 December 2023).

There has been no significant change in the financial performance of Marex Financial since the date of its most recent audited financial statements (31 December 2023)."

On page 1020 of the Original Base Prospectus, the information under sub-section ***"6. No material changes in the borrowing and funding structure"*** *shall be deleted and replaced as follows*:

"

(a) Marex Group plc

Save for the developments in connection with the IPO (see for further information section "Marex Group plc" in the sub-section "Recent Events"), there has been no material adverse change in the borrowing and funding structure of Marex Group plc since the date of its most recent consolidated audited financial statements (31 December 2023).

(b) Marex Financial

There has been no material adverse change in the borrowing and funding structure of Marex Financial since the date of its most recent audited financial statements (31 December 2023)."

On page 1020 of the Original Base Prospectus, the enumeration of documents available under sub-section ***"8. Documents available"*** *shall be deleted and replaced as follows*:

"

(i) the constitutional documents of the Issuers;

(ii) the Marex Group plc Annual Report 2023;

(iii) the Marex Group plc Annual Report 2022;

(iv) the Marex Group plc Annual Report 2021;

(v) the Marex Financial Annual Report 2023;

(vi) the Marex Financial Annual Report 2022;

(vii) the Marex Financial Annual Report 2021;

(viii) the Base Prospectus 2022;

(ix) the Base Prospectus 2021;

(x) this Base Prospectus, any supplements hereto and any Final Terms and

(xi) the Programme Agency Agreement."

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 Original Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Original 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 5 June 2024