

**PROSPECTUS SUPPLEMENT NO. 4
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**"). The Prospectus Supplement should be read in conjunction with the Prospectus Supplement No. 1 dated 5 June 2024, the Prospectus Supplement No. 2 dated 29 July 2024 and the Prospectus Supplement No. 3 dated 9 August 2024 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). 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 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 September 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".
- "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.marexgp.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, to the enumeration contained in the first paragraph under sub-section "1. Marex Group plc" the following bullet shall be added:

- "(e) Unaudited consolidated financial information of Marex Group plc for the six month ended 30 June 2024 (the "Marex Group plc 2024 Interim Financial Information") (accessible on <https://ir.marex.com/static-files/03a1911d-f29c-49a1-90b5-889c156a232d>)"

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 2024 Interim Financial Information	Marex Group plc Annual Report 2023	Marex Group plc 2023 Interim Financial Information	Marex Group plc Annual Report 2022	Marex Group plc Annual Report 2021
Independent Auditor's Report	n/a	pp. 94-100	n/a	pp. 66-73	pp. 71-74
Consolidated Income Statement	p. 17	p. 101	p. 7	p. 74	p. 75
Consolidated Statement of Other Comprehensive Income	p. 18	p. 102	p. 7	p. 74	p. 75
Consolidated Statement of Financial Position/Statements of Financial Position	pp. 19-20	pp. 103-104	p. 8-9	pp. 75-76	pp. 76-77
Consolidated Statement of the Changes in Equity and Movements in Reserves/Statement of the Changes in Equity and Movements in Reserves	p. 21	p. 105	p. 10	pp. 77-78	pp. 78-79

Information in the Financial Statements	Marex Group plc 2024 Interim Financial Information	Marex Group plc Annual Report 2023	Marex Group plc 2023 Interim Financial Information	Marex Group plc Annual Report 2022	Marex Group plc Annual Report 2021
Consolidated Statement of Cash Flow/Cash Flow Statement	pp. 22-23	p. 106-107	n/a	pp. 79-80	pp. 80-81
Notes to the Consolidated Financial Statements/Notes to the Financial Statements	pp. 24-47	pp.108-187	pp. 11-14	pp. 81-151	pp. 82-160

"

2. Amendments to the section entitled "General Information"

On page 1018 of the Original Base Prospectus, the paragraph "(a) Marex Group plc" 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 2024 (the "**Marex Group plc 2024 Interim Financial Information**") has not been audited.

The Marex Group plc 2024 Interim Financial Information, the Marex Group plc Annual Report 2023 and the Marex Group plc Annual Report 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 paragraph "(a) Marex Group plc" under sub-section "5. No significant changes and no material adverse changes" shall be deleted and replaced as follows:

"

(a) Marex Group plc

There has been no significant change in the financial position of Marex Group plc and the Group since the end of the last financial period for which financial information has been published (30 June 2024).

There has been no significant change in the financial performance of Marex Group plc and the Group since the end of the last financial period for which financial information has been published (30 June 2024)."

On page 1020 of the Original Base Prospectus, to the enumeration of documents available under sub-section "8. Documents available" the following bullet shall be added:

"
(xii) the Marex Group plc 2024 Interim Financial Information"

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 29 August 2024