

**PROSPECTUS SUPPLEMENT NO. 2
TO THE BASE PROSPECTUS DATED 30 SEPTEMBER 2022**

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 2022 (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 25 April 2023 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 30 September 2022, 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 10 May 2023, 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 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:

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

This Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.luxse.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 70 of the Original Base Prospectus, the following information shall be added to the third paragraph:

"

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

*On page 70 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 2022	Annual Report 2021	Annual Report 2020
Independent Auditor's Report	pp. 26-32	pp. 27-30	pp. 34-38
Income Statement	p. 33	p. 31	p. 39
Statement of Other Comprehensive Income	p. 33	p. 31	p. 39
Statement of Financial Position	pp. 34-35	pp. 32-33	pp. 40-41
Statement of the Changes in Equity and Movements in Reserves	p. 36	p. 34	p. 42
Cash Flow Statement	pp. 37-38	pp. 35-36	pp. 43-44
Notes to the Financial Statements	pp. 39-116	pp. 37-104	pp. 45-112

"

2. Amendments to the section entitled "General Information"

On page 940 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 2022 (the "**Annual Report 2022**") and 31 December 2021 (the "**Annual Report 2021**") 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 Annual Report 2022 and the Annual Report 2021 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 Annual Reports 2022, 2021 and 2020 are incorporated by reference into this Base Prospectus (see the section entitled "**Documents Incorporated by Reference**")."

On page 941 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 2022)."

On page 941 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 since the date of its most recent audited financial statements (31 December 2022).

There has been no significant change in the financial performance of the Issuer since the date of its most recent audited financial statements (31 December 2022). "

On page 941 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 2022)."

On page 941 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 2022 of the Issuer;
- (iii) Annual Report 2021 of the Issuer;
- (iv) Annual Report 2020 of the Issuer;
- (v) the Base Prospectus 2021 (including the Supplement dated 29 September 2022);
- (vi) this Base Prospectus, any supplements hereto and any Final Terms.

"

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 5 May 2023