

**PROSPECTUS SUPPLEMENT NO. 1
TO THE BASE PROSPECTUS DATED 27 SEPTEMBER 2024**

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 27 September 2024 (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 27 September 2024, 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, where the Prospectus relates to an offer of Securities to the public, investors who have already agreed to purchase or subscribe for the Securities to be issued under this Programme before this Prospectus Supplement is published have the right, exercisable within three working days after the publication of the Prospectus Supplement, until 27 June 2025, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23(1) of the EU Prospectus Regulation arose or was noted before the closing of the offer period or the delivery of the Securities, whichever occurs first. Investors wishing to exercise their right of withdrawal may contact the Issuer.

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.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 101 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 2024 (the "**Marex Group plc Annual Report 2024**") (accessible on <https://ir.marex.com/static-files/c976a300-9c55-4a65-96e9-ef1f5ccdd738>);
- (b) 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>);
- (c) 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>) and
- (d) 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://ir.marex.com/static-files/9d83070e-2d65-452e-b92c-037f9fcbee7a>)."

On pages 101 et seq. 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 2024	Marex Group plc Annual Report 2023
Independent Auditor's Report	pp. 141-149	pp. 94-100
Consolidated Income Statement	p. 150	p. 101
Consolidated Statement of Other Comprehensive Income	p. 151	p. 102
Consolidated Statement of Financial Position/Statements of Financial Position	pp. 152-153	pp. 103-104
Consolidated Statement of the Changes in Equity and Movements in Reserves/Statement of the Changes in Equity and Movements in Reserves	p. 154	p. 105
Consolidated Statement of Cash Flow/Cash Flow Statement	pp. 155-156	pp. 106-107
Notes to the Consolidated Financial Statements/Notes to the Financial Statements	pp. 157-240	pp. 108-187

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On pages 102 et seq. 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 2024 (the "**Marex Financial Annual Report 2024**") (accessible on <https://ir.marex.com/static-files/8bb7f537-a95b-4d79-93ed-85b428550793>);
 - (b) 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>);
 - (c) 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://ir.marex.com/static-files/ccbf710-ca18-4219-ae26-c025440eced3>);
 - (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 https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2021/12/210930_Marex-Financial_Base-Prospectus_5th-subm-version.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 https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2024/09/220128_Marex-Financial_Supplement_third-submission-version.pdf) 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).
 - (g) Base Prospectus in relation to the Programme for the Issuance of Warrants, Notes and Certificates of Marex Group plc and Marex Financial dated 29 September 2023 (the "**Base Prospectus 2023**") (accessible on https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2024/06/230929a_Marex-Financial_Base-Prospectus_4th-submv.pdf);
 - (h) Prospectus Supplement to the Base Prospectus 2023 in relation to each Final Terms listed in this supplement (the "**Supplement dated 29 July 2024**") (accessible on https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2024/07/SUPPLEMENT_PROSPECTUS_BASE_2024-07-29_14h27m45.pdf) and
 - (i) Prospectus Supplement to the Base Prospectus 2023 in relation to each Final Terms listed in this supplement (the "**Supplement dated 9 August 2024**") (accessible on https://ew1-prod-solutions-website-media-040121589063.s3.amazonaws.com/uploads/sites/2/2024/08/240809a_MF_MG_Supplement_Final-Terms_2nd-sumv.pdf)."

On page 103 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 2024	Marex Financial Annual Report 2023
Independent Auditor's Report	pp. 27-34	pp. 25-31
Income Statement/Statement of Profit and Loss	p. 35	p. 32
Statement of Other Comprehensive Income	p. 36	p. 33
Statement of Financial Position	pp. 37-38	pp. 34-35
Statement of the Changes in Equity/Statement of the Changes in Equity and Movements in Reserves	p. 39	p. 36
Statement of Cash Flows/Cash Flow Statement	pp. 40-41	pp. 37-38
Notes to the Financial Statements	pp. 42-107	pp. 39-105

"

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

On page 984 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, 2024, December 31, 2023 and December 31, 2022 Deloitte LLP, 2 New Street Square, London, EC4A 3BZ ("**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, 2024, 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 984 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

The following Events occurred after the balance sheet date (31 December 2024):

On 17 March 2025, the Issuer approved the payment of a dividend of \$0.14 per share to be paid on 31 March 2025, to the shareholders on record at the close of business.

On 27 May 2025, the Issuer approved the payment of a dividend of \$0.15 per share to be paid on 10 June 2025, to the shareholders on record at the close of business on 27 May 2025.

On 8 May 2025, the Issuer issued \$500,000,000 unsecured senior notes with a coupon of 5.829% per annum due 2028 (the "**U.S. Senior Notes**"), pursuant to an underwriting agreement dated 1 May 2025 among Marex Group plc, Barclays Capital Inc., Goldman Sachs & Co. LLC, and Jefferies LLC, as joint book-running managers and underwriters.

*On page 985 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 Prospectus Supplement dated 24 June 2025, the issued fully paid up share capital of the Issuer, is as follows:

Class	Number	Nominal value per share
Ordinary Shares	72,899,078	\$0.001551
Deferred Shares	4,129,436	£0.000469

Investments in subsidiaries

The subsidiaries of Marex Group plc as at 31 December 2024 are as set forth in the Marex Group plc Annual Report 2024 on pages 191-194.

Major shareholders

As of the date of the Prospectus Supplement dated 24 June 2025, Marex Group plc had 72,899,078 ordinary shares outstanding, excluding 1,930,957 ordinary shares held by Marex Group plc's employee benefit trust.

As at the date of this Prospectus Supplement dated 24 June 2025, there are to the Issuer's knowledge two shareholders holding at least 10 per cent. of the Issuer's shares (in each case counting direct or indirect holdings in shares and taking into account instruments)."

3. Amendments to the section entitled "Marex Financial"

On page 988 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, 2024, December 31, 2023 and December 31, 2022 Deloitte LLP, 2 New Street, London, EC4A 3BZ ("**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, 2024, 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."

On page 989 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:

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

<u>Name</u>	<u>Position</u>	<u>Business Address</u>
Rob Irvin	Group Chief Financial Officer and Director of the Issuer	155 Bishopsgate, London, EC2M 3TQ
Paolo Tonucci	Group Chief Strategist & CEO of Capital Markets and Director of the Issuer	155 Bishopsgate, London, EC2M 3TQ
Simon van den Born	Group President and Director of the Issuer	155 Bishopsgate, London, EC2M 3TQ

The directors of the Issuer do not hold any direct, indirect, beneficial or economic interest in any of the shares of the Issuer.

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

There are no potential conflicts of interest between any duties owed by the board of directors to the Issuer and their private interests and/or other duties."

4. Amendments to the section entitled "General Information"

On page 1063 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 2024 (the "**Marex Group plc Annual Report 2024**"), 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 2024, 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**") have not been audited.

The Marex Group plc Annual Report 2024, 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**").

(b) Marex Financial

The statutory financial statements of Marex Financial for the periods ended 31 December 2024 (the "**Marex Financial Annual Report 2024**"), 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 2024, 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 2024, 2023 and 2022 are incorporated by reference into this Base Prospectus (see the section entitled "**Documents Incorporated by Reference**")."

*On page 1064 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 2024).

(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 2024)."

*On page 1064 et seq. 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

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 2024).

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 2024).

(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 2024).

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 2024)."

On page 1065 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 issuance of the U.S. Senior Notes in May 2025, 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 2024).

(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 2024)."

On page 1065 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 2024 Interim Financial Information
- (iii) the Marex Group plc Annual Report 2024;
- (iv) the Marex Group plc Annual Report 2023;
- (v) the Marex Group plc Annual Report 2022;
- (v) the Marex Financial Annual Report 2024;
- (vi) the Marex Financial Annual Report 2023;
- (vii) the Marex Financial Annual Report 2022;
- (viii) the Base Prospectus 2023
- (ix) the Base Prospectus 2022;
- (x) the Base Prospectus 2021;
- (xi) the Supplement dated 28 January 2022;
- (xii) the Supplement dated 29 July 2024;
- (xiii) the Supplement dated 9 August 2024;
- (xiv) this Base Prospectus, any supplements hereto and any Final Terms and
- (xv) 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 24 June 2025