

NOTICE TO THE HOLDERS

Marex Financial

(Incorporated with unlimited liability in England)

Programme for the issuance of Warrants, Notes and Certificates

Issue of up to EUR 5,000,000 Memory Phoenix Autocallable Notes Linked to an Exchange Traded Fund and an Index Basket, due 01 February 2024 - ISIN: XS2329224435

(the "Securities")

This notice (the "**Notice**") relates to Securities issued pursuant to the Pricing Supplement dated 01 February 2022 in respect of the Securities (the "**Pricing Supplement**"), which completes and amends the General Terms and Conditions of the Notes (the "**Conditions**") set forth in the Private Placement Memorandum dated 25 January 2021.

Terms that are not defined herein shall have the meanings attributed to them in the Pricing Supplement and/or the Conditions.

This Notice is given pursuant to the General Note Condition 21.

Following the Regulatory Hault Notice issued by the CBOE BZX Exchange (CBOE) on 4 March 2022 (the "**Regulatory Hault Notice**"), CBOE halted trading of the VanEck Russia Exchange Traded Fund (RSX). Since trading is halted, the RSX ETF no longer has a daily closing price and a premium/discount to net asset value (NAV) cannot be calculated.

The RSX ETF include some or all of the Underlying Assets in respect of the Securities.

Having assessed the above-mentioned actions undertaken by the Exchange, the Calculation Agent has determined that the management company of the RSX ETF, or any other entity who has been delegated the responsibility to publish the net asset value of the Share, has failed to or will fail to, or has not published or will not publish, the NAV of the Share, and such failure to publish or non-publication will, in the determination of the Calculation Agent, in its sole and absolute discretion, have a material effect on the Securities and will be for more than a short period and/or will not be of a temporary nature. Therefore, in accordance with the Conditions of the Securities, the Calculation Agent has determined that a NAV Publication Suspension and therefore an Extraordinary Event has occurred in respect of the relevant Underlying Assets.

As a consequence of the occurrence of the Extraordinary Event, the Issuer will redeem the Securities pursuant to Share Linked Condition 3.2(c) on 21 October 2022 (the "**Redemption Date**"). The Issuer will pay to the Holders in respect of each Security on the Redemption Date an amount equal to the Non-scheduled Early Repayment Amount of such Security, taking into account the Extraordinary Event, determined by the Calculation Agent on the date of this Notice.

If Holders have any questions in connection with this Notice, they can send these by email to sales@marex.com.

London, 14 October 2022

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