

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 USD 5,000,000 Memory Phoenix Autocallable Notes Linked to a Share, due 01 March 2024
- ISIN: XS2329150721**

(the "Securities")

This notice (the "**Notice**") relates to Securities issued pursuant to the Pricing Supplement dated 02 March 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 Market Notice N06/22 - Russia related sanctions - Update issued by the London Stock Exchange on 3 March 2022 (the "**Market Notice**"), the London Stock Exchange suspended the admission to trading of various Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**") and American Depository Shares ("**ADSs**") related to shares of the Russian issuers listed in the Market Notice in accordance with Rule 1510 of the Rules of the Exchange, with immediate effect.

Similar actions have been taken by other trading venues, including the Nasdaq Stock Exchange, in relation to some of the ADSs linked to Russian underlying shares or the shares issued by the vehicles related to the Russian companies subject to sanctions (see, for example, Nasdaq Updates Trading Halt Status in relation to Ozon Holdings plc and Yandex N.V. dated 7 March 2022 published on the Nasdaq Stock Exchange website – the "**Nasdaq Updates**").

The GDRs, ADRs, ADSs and shares mentioned in the Market Notice and the Nasdaq Updates include some or all of the Underlying Assets in respect of the Securities.

Having assessed the above-mentioned actions undertaken by the trading venues, the Calculation Agent has determined that the relevant exchanges have announced that pursuant to the rules of such exchanges, such GDRs, ADRs, ADSs and shares have ceased to be listed, traded or publicly quoted on the relevant exchanges, and that there is reasonable certainty that such GDRs, ADRs ADSs and shares will not be immediately re-listed, re-traded, or re-quoted on an Acceptable Exchange. Therefore, in accordance with the Conditions of the Securities, the Calculation Agent has determined that a Delisting 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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