

**SUPPLEMENT NO. 1
TO THE PRIVATE PLACEMENT MEMORANDUM
01 JUNE 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

(together the "Issuers")

**PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

This Supplement

This first supplement dated 01 June 2023 (the "**Supplement**") constitutes a supplement to the Private Placement Memorandum dated 14 September 2022 prepared by the Issuers (the "**Private Placement Memorandum**"). Terms defined in the Private Placement Memorandum have the same meaning when used in this Supplement, unless otherwise defined in this Supplement. This Supplement has not been approved by a competent authority under the Regulation (EU) 2017/1129, amended or superseded (the "**Prospectus Regulation**") and/or under the Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (as amended, the "**UK Prospectus Regulation**") nor by any stock exchange which constitutes a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments ("**MiFID II**") or for the purposes of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (as amended, "**UK MiFIR**") or by any other regulator in any other jurisdiction.

Purpose of this Supplement

The Supplement has been prepared following the publication of the audited financial statements of the Issuers and serves (i) to update the section "Documents Incorporated by Reference", (ii) to update the section "Marex Group plc", (iii) to update the section "Marex Financial", and (iv) to update the section "General Information".

Amendments to the Private Placement Memorandum

The Private Placement Memorandum shall be amended by virtue of this Supplement, as follows:

I. Amendments to the section "Documents Incorporated by Reference"

1. *On page 39 of the Private Placement Memorandum, the following information in the section entitled "1. Marex Group plc" shall be added to the second paragraph:*

"(c) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2022 (the "**Annual Report 2022**");"

2. *On page 39 of the Private Placement Memorandum, the following information in the subsection entitled "Cross-Reference List" under the section entitled "1. Marex Group plc" shall be deleted and replaced as follows:*

"Cross-Reference List

Information in the Financial Statements	Annual Report 2022	Annual Report 2021	Annual Report 2020
Income Statement	p. 74	p. 75	p. 71
Statement of Other Comprehensive Income	p. 74	p. 75	p. 71
Statements of Financial Position	pp. 75-76	pp. 76-77	pp. 72-73
Statement of the Changes in Equity and Movements in Reserves	pp. 77-78	pp. 78-79	pp. 74-75
Cash Flow Statement	pp. 79-80	pp. 80-81	pp. 76-77

"

3. *On page 39 of the Private Placement Memorandum, the following information in the section entitled "2. Marex Financial" shall be added to the second paragraph:*

"(c) Annual Report and Financial Statements of Marex Financial for the year ended 31 December 2022 (the "**Annual Report 2022**");"

4. *On page 40 of the Private Placement Memorandum the following information in the subsection entitled "Cross-Reference List" under the section entitled "2. Marex Financial" shall be deleted and replaced as follows:*

"Cross-Reference List

Information in the Financial Statements	Annual Report 2022	Annual Report 2021	Annual Report 2020
Income Statement	p. 33	p. 39	p. 34

<u>Information in the Financial Statements</u>	<u>Annual Report 2022</u>	<u>Annual Report 2021</u>	<u>Annual Report 2020</u>
Statement of Other Comprehensive Income	p. 33	p. 39	p. 34
Statements of Financial Position	pp. 34-35	pp. 40-41	pp. 35-36
Statement of the Changes in Equity and Movements in Reserves	p. 36	p. 42	p. 37
Cash Flow Statement	pp. 37-38	pp. 43-44	pp. 38-39

"

II. Amendments to the section "Marex Group plc"

1. On page 111 of the Private Placement Memorandum, the information in the first paragraph in the section entitled "Business Overview" shall be deleted and replaced by the following information:

"Marex Group plc together with its consolidated subsidiaries (the "**Group**") is a global financial services platform, providing essential liquidity, market access and infrastructure services to its clients to energy, commodity and financial markets. The Group is headquartered in London with a focus on markets in the United Kingdom, Europe and North America, in addition to a presence in Asia. The Group has more than 30 offices and over 1,600 employees and provides access to 57 exchanges."

2. On page 112 of the Private Placement Memorandum, the information in the section entitled "Capitalisation" shall be deleted and replaced by the following information:

"As at the date of this Supplement dated 01 June 2023, the issued fully paid up share capital of the Issuer, is as follows:

Class	Number	Nominal value per share
Ordinary Shares	106,491,588	\$0.000165
Non-Voting Ordinary Shares	3,986,376	\$0.000165
Deferred Shares	107,462,989	£0.000469
Growth Shares	24,992,848	\$0.000165

"

3. On page 113 of the Private Placement Memorandum, the information in the section entitled "Investments in subsidiaries" shall be deleted and replaced by the following information:

"The subsidiaries of Marex Group plc as at 31 December 2022 are as set forth in the Annual Report 2022 on pages 106-108."

4. On page 115 of the Private Placement Memorandum, the information in the section entitled "Trend Information" shall be deleted and replaced by the following information:

"There has been no material adverse change in the prospects of the Group since 31 December 2022 the date of its last published audited financial statements. "

III. Amendments to the section "Marex Financial"

1. On page 120 of the Private Placement Memorandum, the information in the section entitled "Trend Information" shall be deleted and replaced by the following information:

"There has been no material adverse change in the prospects of Marex Financial since 31 December 2022 the date of its last published audited financial statements. "

IV. Amendments to the section "General Information"

1. On page 157 of the Private Placement Memorandum, the information in the section entitled "Financial Statements" shall be deleted and replaced by the following information:

"

- (a) Marex Group plc

The statutory financial statements of Marex Group plc for the periods ended 31 December 2022 and 31 December 2021 have been audited without qualification by Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR in accordance with the laws of England. Deloitte LLP is a registered member of the Institute of Chartered Accountants in England and Wales.

- (b) Marex Financial

The statutory financial statements of Marex Financial for the periods ended 31 December 2022 and 31 December 2021 have been audited without qualification by Deloitte LLP, Hill House, 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. "

2. On pages 157 et seq. of the Private Placement Memorandum, the enumeration of documents available under "Availability of Documents" shall be deleted and replaced by the following information:

"

- (a) the constitutional documents of the Issuers;
- (b) Annual Report 2022 of the Issuers;
- (c) Annual Report 2021 of the Issuers;
- (d) Annual Report 2020 of the Issuers;
- (e) the Programme Agency Agreement;
- (f) the Deed of Covenant;
- (g) the Pricing Supplement for each Tranche or Series of Securities that are listed on the Vienna Stock Exchange or any other market;
- (h) a copy of this Private Placement Memorandum;
- (i) a copy of any supplement to the Private Placement Memorandum and any Pricing Supplement; and

any annual, interim and current reports which are automatically incorporated by reference herein from time to time hereafter pursuant to "Documents Incorporated by Reference" above."

The date of this First Supplement is 01 June 2023