



## MAREX GROUP PLC

*(incorporated and registered in England and Wales with registered number 05613060)*

### **U.S.\$750,000,000 Euro Medium Term Note Programme**

This supplementary programme memorandum (the “**Supplement**”) has been prepared in connection with the U.S.\$750,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Marex Group plc (the “**Issuer**”).

This Supplement is supplemental to, and should be read in conjunction with, the programme memorandum dated 13 October 2022 describing the Programme and the documents incorporated by reference therein (together, the “**Programme Memorandum**”) and any other supplements to the Programme Memorandum issued by the Issuer from time to time. Terms defined in the Programme Memorandum have the same meaning when used in this Supplement.

This Supplement has not been reviewed by a competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and does not constitute (i) a prospectus for the purposes of Part VI of the United Kingdom Financial Services and Markets Act 2000, (ii) a prospectus for the purpose of the Prospectus Regulation or (iii) a prospectus for the purpose of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Issuer accepts responsibility for the information contained in this Supplement. To the best knowledge of the Issuer, such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Programme Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Programme Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Programme Memorandum which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Programme Memorandum.

#### **PURPOSE OF THE SUPPLEMENT**

The purpose of this Supplement is (i) to incorporate by reference into the Programme Memorandum the 2022 Year End Trading Update (as defined below), (ii) to update certain disclosure relating to the Issuer’s credit ratings and (iii) to reflect certain recent developments in relation to the Issuer.

## **INFORMATION INCORPORATED BY REFERENCE**

By virtue of this Supplement, the document entitled “Marex set to deliver record year in 2022” (the “**2022 Year End Trading Update**”), which was published by the Issuer on its website (<https://www.marex.com/news/2023/01/marex-set-to-deliver-record-year-in-2022/>) on 20 January 2023, shall be deemed to be incorporated in, and form part of, the Programme Memorandum and supplement the section entitled “*Documents Incorporated by Reference*” on page 11 of the Programme Memorandum.

Any documents themselves incorporated by reference in the 2022 Year End Trading Update shall not form part of the Programme Memorandum. Any websites which are referred to in the document which is incorporated by reference into this Supplement or any website directly or indirectly linked to these websites have not been verified and do not form part of this Supplement.

## **CREDIT RATINGS**

As of the date of this Supplement, S&P Global Ratings UK Limited (“**S&P**”) has assigned the Issuer an issuer rating of BBB- and Fitch Ratings Limited (“**Fitch**”) has assigned the Issuer an issuer rating of BBB-. The disclosure relating to the Issuer’s credit ratings in the Programme Memorandum shall be deemed to be updated accordingly.

## **RECENT DEVELOPMENTS**

The following shall be inserted at the end of the paragraph under the heading entitled “OTCex Acquisition” in the “Recent Developments” section on page 118 of the Base Prospectus:

“The OTCex Acquisition is expected to be completed on 1 February 2023.”