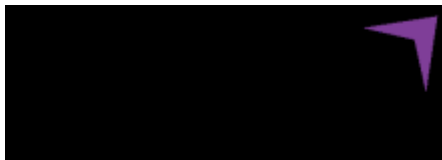


**SUPPLEMENT NO. 1
TO THE PRIVATE PLACEMENT MEMORANDUM
DATED 29 JANUARY 2026**



MAREX FINANCIAL
*(Incorporated and registered with unlimited liability in England and Wales
with registered number 05613061)*
as Issuer

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

This Supplement

This first supplement dated 28 May 2026 (the "**Supplement**") constitutes a supplement to the Private Placement Memorandum dated 29 January 2026 prepared by the Issuer (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, as amended (the "**EU Prospectus Regulation**") and/or under the Public Offers and Admissions to Trading Regulations 2024, as amended, 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 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

This Supplement has been prepared following the publication of the audited financial statements of the Issuer and serves (i) to update the section "Documents Incorporated by Reference" and (ii) 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 55 of the Private Placement Memorandum, the section shall be deleted and replaced as follows:

"This document should be read together with (i) each supplement to it and (ii) the documents incorporated by reference into this document (as set out below).

Marex Financial files documents and information with the FCA. The following documents, which have previously been published and filed with the FCA (or, in the case of (c) below, will be published and filed with the FCA), shall be deemed to be incorporated in, and form part of, this Private Placement Memorandum:

- (a) Annual Report and Financial Statements of Marex Financial for the year ended 31 December 2025 (the "**Annual Report 2025**");
- (b) Annual Report and Financial Statements of Marex Financial for the year ended 31 December 2024 (the "**Annual Report 2024**"); and
- (c) all documents and information filed by Marex Financial with the FCA in accordance with FSMA and the FCA's Disclosure Rules and Transparency Rules or otherwise, in each case on or after the date of this Private Placement Memorandum. Such documents and information shall be deemed to be incorporated by reference herein as at the date of such filing.

The table below sets out the relevant page references for the information incorporated by reference into this Private Placement Memorandum from the Annual Reports 2025 and 2024 of Marex Financial, which are deemed to be incorporated by reference herein from time to time pursuant to paragraph (c) immediately above.

Cross-Reference List

<u>Information in the Financial Statements</u>	<u>Annual Report 2025</u>	<u>Annual Report 2024</u>
Independent Auditor's Report	pp. 24-31	pp. 27-34
Income Statement	p. 32	p. 35
Statement of Other Comprehensive Income	p. 33	p. 36
Statement of Financial Position	pp. 34-35	pp. 37-38
Statement of Changes in Equity	p. 36	p. 39
Statement of Cash Flows	pp. 37-38	pp. 40-41
Notes to the Financial Statements	pp. 39-102	pp. 42-107

"

II. Amendments to the section "General Information"

1. *On page 174 of the Private Placement Memorandum, the information under sub-section "2. Financial Statements" shall be deleted and replaced as follows:*

"The statutory financial statements of Marex Financial for the periods ended 31 December 2025 and 31 December 2024 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."

2. *On page 174 of the Private Placement Memorandum, the enumeration of documents available under sub-section "4. Availability of Documents" shall be deleted and replaced as follows:*

"

- (a) the constitutional documents of the Issuer;
- (b) Annual Report 2025 of the Issuer;
- (c) Annual Report 2024 of the Issuer;
- (d) the Programme Agreement;
- (e) the Notes 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
- (j) 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 Supplement is 28 May 2026