

**SUPPLEMENT NO. 4
TO THE PRIVATE PLACEMENT MEMORANDUM**



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 fourth supplement dated 9 June 2026 (the "**Fourth Supplement**") constitutes a supplement to the Private Placement Memorandum dated 14 September 2022 and supplemented by the first supplement dated 1 June 2023, by the second supplement dated 6 June 2024 and by the third supplement dated 1 August 2025 prepared by the Issuers (the "**Private Placement Memorandum**"). Terms defined in the Private Placement Memorandum have the same meaning when used in this Fourth Supplement, unless otherwise defined in this Fourth Supplement. This Fourth 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 Fourth 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 Fourth Supplement, as follows:

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

1. On page 39 of the Private Placement Memorandum, the information under sub-section "1. Marex Group plc" shall be deleted and replaced as follows:

"The Documents under (a) and (b) below shall be deemed to be incorporated in and form part of this Private Placement Memorandum:

- (a) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2025 (the "**Marex Group plc Annual Report 2025**");
- (b) Annual Report and Financial Statements of Marex Group plc for the year ended 31 December 2024 (the "**Marex Group plc Annual Report 2024**").

The table below sets out the relevant page references for the information incorporated by reference into this Private Placement Memorandum from the Marex Group plc Annual Report 2025 and from the Marex Group plc Annual Report 2024, which are deemed to be incorporated by reference herein from time to time.

Cross-Reference List

<u>Information in the Financial Statements</u>	<u>Marex Group plc Annual Report 2025</u>	<u>Marex Group plc Annual Report 2024</u>
Independent Auditor's Report	pp. 131-137	pp. 141-149
Consolidated Income Statement	p. 138	p. 150
Consolidated Statement of Other Comprehensive Income	p. 139	p. 151
Consolidated Statement of Financial Position	pp. 140-141	pp. 152-153
Consolidated Statement of the Changes in Equity	pp. 142-143	p. 154
Consolidated Statement of Cash Flows	pp. 144-145	pp. 155-156
Notes to the Consolidated Financial Statements	pp. 146-237	pp. 157-240

"

2. On pages 39 et seq. of the Private Placement Memorandum, the information under sub-section "2. Marex Financial" shall be deleted and replaced as follows:

"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 "**Marex Financial Annual Report 2025**");
- (b) Annual Report and Financial Statements of Marex Financial for the year ended 31 December 2024 (the "**Marex Financial Annual Report 2024**");
- (c) all documents and information filed by Marex Financial with the FCA in accordance with the Public Offers and Admissions to Trading Regulations 2024, as amended, or 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 Marex Financial Annual Report 2025 and from the Marex Financial Annual Report 2024, which are deemed to be incorporated by reference herein from time to time pursuant to paragraph c) immediately above.

Cross-Reference List

Information in the Financial Statements	Marex Financial Annual Report 2025	Marex Financial Annual Report 2024
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 "Marex Group plc"

1. *On page 111 of the Private Placement Memorandum, the information under sub-section "Recent Events" shall be deleted and replaced as follows:*

"On 26 March 2026, the Group announced details of its proposal to change the legal domicile of its parent holding company to Bermuda from England and Wales and reorganise the Group to simplify its corporate structure and regulatory framework and reduce administrative burdens (the "**Proposed Redomiciliation**"), which is currently expected to be completed in the second half of 2026. On 21 May 2026, Marex Group plc, the Issuer, obtained the approval of its shareholders to proceed with the Proposed Redomiciliation.

The Proposed Redomiciliation and subsequent group reorganisation are subject to, among other things, satisfaction of certain customary conditions and regulatory approvals. For further details on the Proposed Redomiciliation, please refer to the Form 6-K filed by Marex Group plc and dated 26 March 2026.

Holders of Securities issued by Marex Group plc should note that if Marex Group plc proceeds with the Proposed Redomiciliation, any outstanding Securities issued by Marex Group plc following the completion of the Proposed Redomiciliation shall be transferred to Marex Group Limited."

2. *On page 115 of the Private Placement Memorandum, the information under sub-section "Trend Information" shall be deleted and replaced as follows:*

"There has been no material adverse change in the prospects of the Group since 31 December 2025, the date of its last published audited financial statements."

III. Amendments to the section "Marex Financial"

On page 120 of the Private Placement Memorandum, the information under sub-section "Trend Information" shall be deleted and replaced as follows:

"There has been no material adverse change in the prospects of Marex Financial since 31 December 2025, 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 under sub-section "2. Financial Statements" shall be deleted and replaced as follows:*

"

- (a) Marex Group plc

The statutory financial statements of Marex Group plc 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.

- (b) Marex Financial

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 157 of the Private Placement Memorandum the information under sub-section "3. No significant change and no material adverse change" shall be deleted and replaced as follows:*

"

- (a) Marex Group plc

There has been no significant change in the financial or trading position of Marex Group plc since the date of its respective most recent financial statements incorporated by reference into this Private Placement Memorandum.

There has been no material adverse change in the prospects of Marex Group plc since the date of its respective most recent audited financial statements incorporated by reference into this Private Placement Memorandum.

- (b) Marex Financial

There has been no significant change in the financial or trading position of Marex Financial since the date of its respective most recent financial statements incorporated by reference into this Private Placement Memorandum.

There has been no material adverse change in the prospects of Marex Financial since the date of its respective most recent audited financial statements incorporated by reference into this Private Placement Memorandum."

3. *On pages 157 et seq. of the Private Placement Memorandum, the enumeration of documents available under sub-section "5. Availability of Documents" shall be deleted and replaced as follows:*

"

- (a) the constitutional documents of the Issuers;
(b) the Marex Group plc Annual Report 2025;
(c) the Marex Group plc Annual Report 2024;
(d) the Marex Financial Annual Report 2025;
(e) the Marex Financial Annual Report 2024;
(f) the Programme Agency Agreement;
(g) the Deed of Covenant;
(h) the Pricing Supplement for each Tranche or Series of Securities that are listed on the Vienna Stock Exchange or any other market;
(i) a copy of this Private Placement Memorandum;
(j) 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 Fourth Supplement is 9 June 2026