

## FINAL TERMS

ISIN: IT0006761925

**Final Terms dated 02 February 2024**

Marex Financial

*(Incorporated with unlimited liability in England)*

**Programme for the issuance  
of Warrants, Notes and Certificates**

**Issue of 10,000 30 Months EUR Worst of Memory Phoenix Certificates linked to NASDAQ 100 Stock Index, EURO STOXX 50<sup>®</sup> Index, S&P 500<sup>®</sup> Index and Nikkei 225 (the "Certificates" or the "Securities")**

### CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions, the Coupon Payout Conditions, the Autocall Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated 29 September 2023 (expiring on 29 September 2024) (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at [www.luxse.com](http://www.luxse.com) and during normal business hours at the registered office of the Issuer. These Final Terms are available for viewing at <https://certificati.marex.com/>.

A summary of the Certificates is annexed to these Final Terms.

1.	<b>Tranche Number:</b>	One.
2.	<b>Settlement Currency:</b>	EUR.
3.	<b>Aggregate number of Certificates</b>	
	(i) Series:	10,000 Certificates.
	(ii) Tranche:	10,000 Certificates.
	(iii) Trading in Nominal:	Not Applicable.
	(iv) Non-standard Securities Format:	Not Applicable.
	(v) Nominal Amount:	Not Applicable.
4.	<b>Issue Price:</b>	EUR 1,000.00 per Certificate.
5.	<b>Calculation Amount:</b>	EUR 1,000.
6.	<b>Issue Date:</b>	29 February 2024.
7.	<b>Maturity Date:</b>	Scheduled Maturity Date is 02 September 2026.
	(i) Strike Date:	23 February 2024.
	(ii) Relevant Determination Date (General Instrument Condition 2(a):	Latest Reference Date in respect of the Final Reference Date.
	(iii) Scheduled Determination Date:	Not Applicable.
	(iv) First Maturity Date Specific Adjustment:	Not Applicable.
	(v) Second Maturity Date Specific Adjustment:	Applicable.
	– Specified Day(s) for the purposes of "Second Maturity Date Specific Adjustment":	Five (5) Business Days.
	– Maturity Date Business Day Convention for the purposes of "Second Maturity Date Specific Adjustment":	Following Business Day Convention.
	(vi) Business Day Adjustment:	Not Applicable.
	(vii) American Style Adjustment:	Not Applicable.
	(viii) Maturity Date Roll on Payment Date Adjustment:	Not Applicable.

(ix)	One-Delta Open-Ended Optional Redemption Payout:	Not Applicable.
8.	<b>Underlying Asset(s):</b>	The Indices (as defined under " <b>Index Linked Instruments</b> " below).

#### VALUATION PROVISIONS

9.	<b>Valuation Date(s):</b>	23 February 2024, 23 May 2024, 23 August 2024, 25 November 2024, 24 February 2025, 23 May 2025, 25 August 2025, 24 November 2025, 23 February 2026, 26 May 2026, 24 August 2026.
	– Final Reference Date:	The Valuation Date scheduled to fall on 24 August 2026.
10.	<b>Entry Level Observation Dates:</b>	Not Applicable.
11.	<b>Initial Valuation Date(s):</b>	Not Applicable.
12.	<b>Averaging:</b>	Not Applicable.
13.	<b>Asset Initial Price:</b>	In respect of each Underlying Asset, the amount determined by the Calculation Agent on the Strike Date on the basis of the official closing price on this date.
14.	<b>Adjusted Asset Final Reference Date:</b>	Not Applicable.
15.	<b>Adjusted Asset Initial Reference Date:</b>	Not Applicable.
16.	<b>FX (Final) Valuation Date:</b>	Not Applicable.
17.	<b>FX (Initial) Valuation Date:</b>	Not Applicable.
18.	<b>Final FX Valuation Date:</b>	Not Applicable.
19.	<b>Initial FX Valuation Date:</b>	Not Applicable.

#### COUPON PAYOUT CONDITIONS

20.	<b>Coupon Payout Conditions:</b>	Applicable.
21.	<b>Interest Basis:</b>	Conditional Coupon, subject as provided in the Coupon Payout Conditions.
22.	<b>Interest Commencement Date:</b>	Issue Date.
23.	<b>Fixed Rate Instrument Conditions (General Instrument Condition 11):</b>	Not Applicable.
24.	<b>Floating Rate Instrument Conditions (General Instrument Condition 12)</b>	Not Applicable.

25.	<b>Change of Interest Basis (General Instrument Condition 13):</b>	Not Applicable.
26.	<b>Conditional Coupon (Coupon Payout Condition 1.3):</b>	Applicable.
	(i) Deferred Conditional Coupon:	Not Applicable.
	(ii) Memory Coupon (Deferred):	Not Applicable.
	(iii) Coupon Payment Event:	Applicable, for the purposes of the definition of "Coupon Payment Event" in the Coupon Payout Conditions, Coupon Barrier Reference Value greater than or equal to the Coupon Barrier Level is applicable in respect of each Coupon Observation Date.
	(iv) Coupon Barrier Reference Value:	Coupon Barrier Closing Price.
	(v) Coupon Barrier Level:	In respect of each Underlying Asset and each Coupon Observation Date, the percentage of the Asset Initial Price set forth for the Underlying Asset in the Contingent Coupon Table in the column entitled "Coupon Barrier Level" in the row corresponding to the "Coupon Observation Date".
	(a) Coupon Barrier Level 1:	Not Applicable.
	(b) Coupon Barrier Level 2:	Not Applicable.
	(vi) Coupon Observation Date:	Each date set forth in the Contingent Coupon Table in the column entitled "Coupon Observation Date".
	(vii) Coupon Barrier Observation Period:	Not Applicable.
	(viii) Memory Coupon:	Applicable.
	(ix) Lock-in Coupon:	Not Applicable.
	(x) Coupon Value:	In respect of each Coupon Observation Date, Coupon Value Multiplier Method is applicable.
	– Coupon Value Multiplicand:	1.775 per cent.
	(xi) Coupon Payment Date:	In respect of a Coupon Observation Date, the date set forth in the Contingent Coupon Table in the column entitled "Coupon Payment Date" in the row corresponding to such Coupon Observation Date.
	(a) First Coupon Payment Date Specific Adjustment:	Not Applicable.
	(b) Second Coupon Payment Date Specific Adjustment:	Applicable in respect of each Coupon Payment Date other than the Maturity Date.

- Specified Number of Business Day(s) for the purposes of "Second Coupon Payment Date Specific Adjustment": Five (5) Business Days.
  - Relevant Coupon Payment Determination Date: The Latest Reference Date in respect of the Coupon Observation Date corresponding to such Coupon Payment Date.
- (xii) Multi-Coupon Value: Not Applicable.
- (xiii) Simultaneous Coupon Conditions: Not Applicable.

<b>Contingent Coupon Table</b>			
<b>Coupon Observation Date</b>	<b>Coupon Barrier Level</b>	<b>Coupon Payment Date</b>	<b>Coupon Value Multiplier</b>
The Valuation Date scheduled to fall on 23 May 2024	65.00 per cent. (65.00%) of the Asset Initial Price	04 June 2024	1
The Valuation Date scheduled to fall on 23 August 2024	65.00 per cent. (65.00%) of the Asset Initial Price	04 September 2024	2
The Valuation Date scheduled to fall on 25 November 2024	65.00 per cent. (65.00%) of the Asset Initial Price	05 December 2024	3
The Valuation Date scheduled to fall on 24 February 2025	65.00 per cent. (65.00%) of the Asset Initial Price	05 March 2025	4
The Valuation Date scheduled to fall on 23 May 2025	65.00 per cent. (65.00%) of the Asset Initial Price	04 June 2025	5
The Valuation Date scheduled to fall on 25 August 2025	65.00 per cent. (65.00%) of the Asset Initial Price	04 September 2025	6
The Valuation Date scheduled to fall on 24 November 2025	65.00 per cent. (65.00%) of the Asset Initial Price	04 December 2025	7
The Valuation Date scheduled to fall on 23 February 2026	65.00 per cent. (65.00%) of the Asset Initial Price	04 March 2026	8
The Valuation Date scheduled to fall on 26 May 2026	65.00 per cent. (65.00%) of the Asset Initial Price	04 June 2026	9
The Valuation Date scheduled to fall on 24 August 2026	65.00 per cent. (65.00%) of the Asset Initial Price	02 September 2026	10

#### **AUTOCALL PAYOUT CONDITIONS**

27. **Automatic Early Exercise (General Instrument Condition 15):** Applicable.
- (i) Applicable Date(s): Each Autocall Observation Date.
- (ii) Automatic Early Exercise Date(s): Each date set forth in the Autocall Table in the column entitled "Automatic Early Exercise Date".

	(a) First Automatic Early Exercise Date Specific Adjustment:	Not Applicable.
	(b) Second Automatic Early Exercise Date Specific Adjustment:	Applicable.
	– Automatic Early Exercise Specified Day(s) for the purposes of "Second Automatic Early Exercise Date Specific Adjustment":	Five (5) Business Days.
	– Relevant Automatic Early Exercise Determination Date:	The Latest Reference Date in respect of the Applicable Date corresponding to such Scheduled Automatic Early Exercise Date.
	(iii) Automatic Early Exercise Amount(s):	In respect of each Applicable Date, the Autocall Event Amount corresponding to such Applicable Date.
28.	<b>Autocall Payout Conditions:</b>	Applicable.
	(i) Autocall Event:	Applicable, for the purposes of the definition of "Autocall Event" in the Autocall Payout Conditions, Autocall Reference Value greater than the Autocall Level is applicable in respect of each Autocall Observation Date.
	– No Coupon Amount payable following Autocall Event:	Not Applicable.
	(ii) Daily Autocall Event Amount:	Not Applicable.
	(iii) Autocall Reference Value:	Autocall Closing Price.
	(iv) Autocall Level:	In respect of each Autocall Observation Date and each Underlying Asset, the percentage of the Asset Initial Price of each Underlying Asset set forth in the Autocall Table in the column "Autocall Level" in the row corresponding to such Autocall Observation Date.
	– Autocall Level Comparative Method:	Not Applicable.
	(v) Autocall Observation Date:	Each date set forth in the Autocall Table in the column entitled "Autocall Observation Date".
	(vi) Autocall Observation Period:	Not Applicable.
	(vii) Autocall Event Amount:	In respect of each Autocall Observation Date, EUR 1,000.00.
	(viii) Simultaneous Autocall Conditions:	Not Applicable.
	(ix) Autocall Observation Period (Per AOD):	Not Applicable.

<b>Autocall Table</b>		
<b>Autocall Observation Date</b>	<b>Automatic Early Exercise Date</b>	<b>Autocall Level</b>
The Valuation Date scheduled to fall on 25 November 2024	05 December 2024	100.00 per cent. (100.00%) of the Asset Initial Price
The Valuation Date scheduled to fall on 24 February 2025	05 March 2025	98.50 per cent. (98.50%) of the Asset Initial Price
The Valuation Date scheduled to fall on 23 May 2025	04 June 2025	97.00 per cent. (97.00%) of the Asset Initial Price
The Valuation Date scheduled to fall on 25 August 2025	04 September 2025	95.50 per cent. (95.50%) of the Asset Initial Price
The Valuation Date scheduled to fall on 24 November 2025	04 December 2025	94.00 per cent. (94.00%) of the Asset Initial Price
The Valuation Date scheduled to fall on 23 February 2026	04 March 2026	92.50 per cent. (92.50%) of the Asset Initial Price
The Valuation Date scheduled to fall on 26 May 2026	04 June 2026	91.00 per cent. (91.00%) of the Asset Initial Price
The Valuation Date scheduled to fall on 24 August 2026	02 September 2026	89.50 per cent. (89.50%) of the Asset Initial Price

#### **SETTLEMENT AMOUNT AND PAYOUT CONDITIONS**

29. **Settlement:** Cash Settlement is applicable.
30. **Single Limb Payout (Payout Condition 1.1):** Not Applicable.
31. **Multiple Limb Payout (Payout Condition 1.2):** Applicable.
- (i) Trigger Event (Payout Condition 1.2(a)(i)): Not Applicable.
- (ii) Payout 1 (Payout Condition 1.2(b)(i)(A): Applicable.
- Redemption Percentage: 100.00 per cent. (100.00%).
- (iii) Payout 2 (Payout Condition 1.2(b)(i)(B): Not Applicable.
- (iv) Payout 3 (Payout Condition 1.2(b)(i)(C): Not Applicable.
- (v) Payout 4 (Payout Condition 1.2(b)(i)(D): Not Applicable.
- (vi) Payout 5 (Payout Condition 1.2(b)(i)(E): Not Applicable.
- (vii) Payout 6 (Payout Condition 1.2(b)(i)(F): Not Applicable.
- (viii) Payout 7 (Payout Condition 1.2(b)(i)(G): Not Applicable.



(ix)	Payout 8 (Payout Condition 1.2(b)(i)(H):	Not Applicable.
(x)	Payout 9 (Payout Condition 1.2(b)(i)(I):	Not Applicable.
(xi)	Payout 10 (Payout Condition 1.2(b)(i)(J):	Not Applicable.
(xii)	Payout 11 (Payout Condition 1.2(b)(i)(K):	Not Applicable.
(xiii)	Payout 12 (Payout Condition 1.2(b)(i)(L):	Not Applicable.
(xiv)	Payout 13 (Payout Condition 1.2(b)(i)(M):	Not Applicable.
(xv)	Payout 14 (Payout Condition 1.2(b)(i)(N):	Not Applicable.
(xvi)	Downside Cash Settlement (Payout Condition 1.2(c)(i)(A):	Applicable, for the purpose of Payout Condition 1.2(c)(i)(A), Worst of Basket is applicable.
	(a) Minimum Percentage:	Not Applicable.
	(b) Rebate:	Not Applicable.
	(c) Protection Level:	Not Applicable.
	(d) Final Value:	Final Closing Price.
	(e) Initial Value:	100.00 per cent. (100.00%) of the Asset Initial Price.
	(f) Downside Cap:	Not Applicable.
	(g) Downside Floor:	Not Applicable.
	(h) Final/Initial (FX):	Not Applicable.
–	Asset FX:	Not Applicable.
	(i) Buffer Level:	Not Applicable.
	(j) Reference Price (Final):	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(k) Reference Price (Initial):	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(l) Perf:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(m) Strike:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(n) Participation:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.

	(o) FXR:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(p) Reference Value (Final Value):	Not Applicable.
	(q) Reference Value (Initial Value):	Not Applicable.
	(r) Basket Strike:	For the purpose of Payout Condition 1.2(c)(i)(A), Not Applicable.
	(xvii) Downside Physical Settlement (Payout Condition 1.2(c)(ii)):	Not Applicable.
32.	<b>Warrants Payout (Payout Condition 1.3):</b>	Not Applicable.
33.	<b>Mini Futures Payout (Payout Condition 1.4):</b>	Not Applicable.
34.	<b>Twin-Win Payout (Payout Condition 1.5):</b>	Not Applicable.
35.	<b>Barrier Event Conditions (Payout Condition 2):</b>	Applicable.
	(i) Barrier Event:	Applicable, for the purposes of the definition of "Barrier Event" in the Payout Conditions, Barrier Reference Value less than or equal to the Barrier Level is applicable.
	(ii) Lower Barrier Event:	Not Applicable.
	(iii) Upper Barrier Event:	Not Applicable.
	(iv) Barrier Reference Value:	Barrier Closing Price is applicable.
	(v) Barrier Level:	In respect of each Underlying Asset, 65.00 per cent. (65.00%) of the Asset Initial Price.
	(a) Barrier Level 1:	Not Applicable.
	(b) Barrier Level 2:	Not Applicable.
	(vi) Lower Barrier Level:	Not Applicable.
	(vii) Upper Barrier Level:	Not Applicable.
	(viii) Barrier Observation Period:	Not Applicable.
	(ix) Lock-In Event Condition:	Not Applicable.
	(x) Star Event:	Not Applicable.
36.	<b>Trigger Event Conditions (Payout Condition 3):</b>	Not Applicable.
37.	<b>Currency Conversion:</b>	Not Applicable.
38.	<b>Physical Settlement (General Instrument Condition 7(e)):</b>	Not Applicable.
39.	<b>Non-scheduled Early Repayment Amount:</b>	Fair Market Value.

## EXERCISE PROVISIONS

40.	<b>Exercise Style of Certificates (General Instrument Condition 7):</b>	The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable.
41.	<b>Exercise Period:</b>	Not Applicable.
42.	<b>Specified Exercise Dates:</b>	Not Applicable.
43.	<b>Expiration Dates:</b>	If:  (i) an Automatic Early Exercise Event does not occur on any Applicable Date, the Latest Reference Date in respect of the Final Reference Date; or  (ii) an Automatic Early Exercise Event occurs on any Applicable Date, the Latest Reference Date in respect of such Applicable Date.
	– Expiration Date is Business Day Adjusted:	Not Applicable.
44.	<b>Redemption at the option of the Issuer (General Instrument Condition 16):</b>	Not Applicable.
45.	<b>Automatic Exercise (General Instrument Condition 7(h)/7(i))/8:</b>	The Certificates are Automatic Exercise Instruments – General Instrument Condition 7(i) is applicable.
46.	<b>Minimum Exercise Number (General Instrument Condition 10(a)):</b>	Not Applicable.
47.	<b>Permitted Multiple (General Instrument Condition 10(a)):</b>	Not Applicable.
48.	<b>Maximum Exercise Number:</b>	Not Applicable.
49.	<b>Strike Price:</b>	Not Applicable.
50.	<b>Closing Value:</b>	Not Applicable.

## SHARE LINKED INSTRUMENT / INDEX LINKED INSTRUMENT / COMMODITY LINKED INSTRUMENT / FX LINKED INSTRUMENT / FUND-LINKED INSTRUMENT / FUTURES CONTRACT LINKED INSTRUMENT / CREDIT LINKED INSTRUMENT / MULTI-ASSET BASKET LINKED INSTRUMENT

51.	<b>Type of Certificates:</b>	The Certificates are Index Linked Instruments - the Index Linked Conditions are applicable.
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<b>Underlying Asset Table</b>		
<b>Underlying Asset</b>	<b>Bloomberg</b>	<b>Index Sponsor</b>
NASDAQ 100 Stock Index	NDX Index	NASDAQ
EURO STOXX 50 <sup>®</sup> Index	SX5E Index	STOXX Limited
S&P 500 <sup>®</sup> Index	SPX Index	S&P Dow Jones Indices
Nikkei 225	NKY Index	Nikkei

52. **Share Linked Instruments:** Not Applicable.
53. **Index Linked Instruments:** Applicable.
- (i) Single Index or Index Basket or Multi-Asset Basket: Index Basket.
- (ii) Name of Index(ices): As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.
- (iii) Type of Index: In respect of:
- (i) NASDAQ 100 Stock Index, Unitary Index;
- (ii) EURO STOXX 50<sup>®</sup> Index, Multi-Exchange Index;
- (iii) S&P 500<sup>®</sup> Index, Multi-Exchange Index; and
- (iv) Nikkei 225, Unitary Index.
- (iv) Exchange(s): As specified in Index Linked Condition 7.
- (v) Related Exchange(s): All Exchanges.
- (vi) Options Exchange: Not Applicable.
- (vii) Index Sponsor: In respect of each Underlying Asset, as specified in the column entitled "Index Sponsor" in the Underlying Asset Table.
- (viii) Index Currency: In respect of NASDAQ 100 Stock Index - USD, in respect of EURO STOXX 50<sup>®</sup> Index - EUR, in respect of S&P 500<sup>®</sup> Index - USD, in respect of Nikkei 225 - JPY.
- (ix) Relevant Screen Page: As specified in the Underlying Asset Table under "Bloomberg".
- (x) Valuation Time: Default Valuation Time.
- (xi) Index-Linked Derivatives Contract Provisions: Not Applicable.
- (xii) Single Index and Reference Dates – Consequences of Disrupted Days: Not Applicable.

(xiii) Single Index and Averaging Reference Dates – Consequences of Disrupted Days:	Not Applicable.
(xiv) Index Basket and Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xv) Index Basket and Averaging Reference Dates – Basket Valuation (Individual Scheduled Trading Day and Individual Disrupted Day):	Not Applicable.
(xvi) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xvii) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day but Individual Disrupted Day):	Not Applicable.
(xviii) Index Basket and Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Applicable in respect of each Reference Date – as specified in Index Linked Condition 1.7.
(a) Maximum Days of Disruption:	As specified in Index Linked Condition 7.
(b) No Adjustment:	Not Applicable.
(xix) Index Basket and Averaging Reference Dates – Basket Valuation (Common Scheduled Trading Day and Common Disrupted Day):	Not Applicable.
(xx) Fallback Valuation Date:	Not Applicable.
(xxi) Index Modification:	In respect of each Index, Calculation Agent Adjustment.
(xxii) Index Cancellation:	In respect of each Index, Calculation Agent Adjustment.
(xxiii) Index Disruption:	In respect of each Index, Calculation Agent Adjustment.
(xxiv) Administrator/Benchmark Event:	In respect of each Index, Calculation Agent Adjustment.
(xxv) Change in Law:	Applicable.
(xxvi) Hedging Disruption:	Applicable.
(xxvii) Increased Cost of Hedging:	Applicable.
(xxviii) Correction of Index Level:	Applicable.

(xxix) Correction Cut-off Date:	Default Correction Cut-off Date is applicable in respect of each Reference Date.
(xxx) Index Disclaimer:	Applicable to each Index. See also under "Index Disclaimer" below.
(xxxi) Reference Price subject to Decrement Adjustment:	Not Applicable.
54. <b>Commodity Linked Instruments (Single Commodity or Commodity Basket):</b>	Not Applicable.
55. <b>FX Linked Instruments:</b>	Not Applicable.
56. <b>Fund-Linked Instruments:</b>	Not Applicable.
57. <b>Futures Contract Linked Instruments (Single Futures Contract or Futures Contract Basket):</b>	Not Applicable.
58. <b>Credit Linked Instruments:</b>	Not Applicable.
59. <b>Multi-Asset Basket Linked Instruments:</b>	Not Applicable.

#### GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

60. <b>FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 14):</b>	Not Applicable.
61. <b>Rounding (General Instrument Condition 27):</b>	Not Applicable.
62. <b>Additional Business Centre(s):</b>	Not Applicable.
63. <b>Principal Financial Centre:</b>	As specified in General Instrument Condition 2(a).
– Non-Default Principal Financial Centre:	Applicable.
64. <b>Form of Certificates:</b>	Monte Titoli Registered Instruments.
65. <b>Minimum Trading Number (General Instrument Condition 5(c)):</b>	One Certificate.
66. <b>Permitted Trading Multiple (General Instrument Condition 5(c)):</b>	One Certificate.
67. <b>Calculation Agent (General Instrument Condition 22):</b>	Marex Financial.
68. <b>Governing law:</b>	English law.

#### DISTRIBUTION

69. <b>Method of distribution:</b>	Non-syndicated.
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- |     |  |   |
|-----|--|---|
|     | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable.   |
|     | (ii) Date of Subscription Agreement:   | Not Applicable.   |
|     | (iii) If non-syndicated, name and address of Dealer:                             | Marex Financial, 155 Bishopsgate, London, EC2M 3TQ, United Kingdom.   |
| 70. | <b>Non-exempt Offer:</b>   | An offer of the Certificates may be made by the Distributor (as defined below) other than pursuant to Article 1(4) of the EU Prospectus Regulation in the Republic of Italy and Luxembourg (each a " <b>Public Offer Jurisdiction</b> ") during the period commencing on (and including) 05 February 2024 and ending on (and including) 23 February 2024 (the " <b>Offer Period</b> "). See further paragraph entitled "Terms and Conditions of the Offer" below. |
| 71. | (i) Prohibition of Sales to EEA Retail Investors:                                | Not Applicable.   |
|     | (ii) Prohibition of Sales to UK Retail Investors:                                | Not Applicable.   |
| 72. | <b>Prohibition of Offer to Private Clients in Switzerland:</b>                   | Applicable.   |



By: Nick Jones  
**Head of Legal**



Paolo Tonucci  
**Director**

Duly authorised

## OTHER INFORMATION

- 1. LISTING AND ADMISSION TO TRADING**

Application will be made by the Issuer (or on its behalf) for the admission to trading of the Certificates on the EuroTLX market, a multilateral trading facility organised and managed by Borsa Italiana S.p.A. (formerly organised and managed by EuroTLX SIM S.p.A. merged with and into Borsa Italiana S.p.A.). The admission to trading of the Certificates is expected to be by the Issue Date. The effectiveness of the offer of the Certificates is conditional upon such admission to trading occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the relevant Instrument will not be issued.

The Issuer has no duty to maintain the trading (if any) of the Certificates on the relevant stock exchange(s) over their entire lifetime. The Certificates may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).
- 2. LIQUIDITY ENHANCEMENT AGREEMENTS**

Not Applicable.
- 3. RATINGS**

Not Applicable.
- 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

A placement commission per Certificate of up to 2.00 per cent. of the Issue Price per Certificate will be paid by the Issuer to each Distributor in respect of the Certificates placed by each Distributor.
- 5. REASONS FOR THE OFFER, ESTIMATED NET AMOUNT OF PROCEEDS AND TOTAL EXPENSES**

Reasons for the offer: Not Applicable.

Estimated net amount of proceeds: Not Applicable.

Estimated total expenses of the issue/offer: Not Applicable.
- 6. PERFORMANCE AND VOLATILITY OF THE UNDERLYING ASSET(S)**

Details of the past and further performance and volatility of the Underlying Asset(s) may be obtained from Bloomberg and Reuters. However, past performance is not indicative of future performance.
- 7. OPERATIONAL INFORMATION**



Any Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable.
Programme Agency Agreement:	Not Applicable.
Name and address of Principal Programme Agent:	Not Applicable.
Name and address of Registrar:	Not Applicable.
Delivery:	Delivery against payment.
Names and addresses of additional Paying Agent(s) (if any):	BNP Paribas Securities Services, Milan Branch, Piazza Lina Bo Bardi 3, 20124 Milan.
Operational contact(s) for Principal Programme Agent:	Not Applicable.

## 8. TERMS AND CONDITIONS OF THE OFFER

Offer Period:	<p>An offer of the Certificates may be made by any Distributor (as defined below) other than pursuant to Article 1(4) of the Prospectus Regulation in the Public Offer Jurisdictions during the period commencing on (and including) 05 February 2024 and ending on (and including) 23 February 2024 subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer - Conditions to which the offer is subject".</p> <p>Investors in Italy may apply for the subscription of the Certificates during normal Italian banking hours at the offices (<i>filiali</i>) of the relevant Distributor from (and including) <b>05 February 2024</b> to (and including) <b>23 February 2024</b>, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer - Conditions to which the offer is subject".</p> <p>In Italy the Certificates may be placed outside the premises of the relevant Distributor ("door-to-door"), by means of financial advisors authorised to make off-premises offers (<i>consulenti finanziari abilitati all'offerta fuori sede</i>) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "Financial Services Act") from (and including) 05 February 2024 to (and including) 23 February 2024, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer - Conditions to which the offer is subject". Pursuant to Article 30, paragraph 6, of the Financial Services Act, the effects of the subscriptions made "door-to-door" are suspended for a period of seven days from the</p>
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date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the relevant Distributor.

In Italy the Certificates may also be placed by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Financial Services Act during the period commencing on (and including) 05 February 2024 and ending on (and including) 23 February 2024, subject to early termination or extension of the Offer Period as described below under "Terms and Conditions of the Offer - Conditions to which the offer is subject". In this case, investors may subscribe the Certificates, after being identified by the relevant Distributor, by using their personal password/identification codes. Pursuant to Article 67-duodecies of Legislative Decree 206/2005 as amended (the so called "Italian Consumer Code"), the validity and enforceability of the contracts entered into is suspended for a period of fourteen days from the date of the subscription. Within such period investors may communicate their withdrawal to the relevant Distributor without any charge or commission.

Offer Price:

Issue Price.

The Offer Price includes a placement commission per Certificate of up to 2.00 per cent. (2.00%) of the Issue Price which will be paid by the Issuer to each Distributor in respect of the Certificates placed by each Distributor.

Conditions to which the offer is subject:

The offer of the Certificates for sale to the public in the Public Offer Jurisdictions is subject to the relevant regulatory approvals having been granted, and the Certificates being issued.

The Issuer may, in agreement with the Distributor, at any time during the Offer Period terminate early the Offer Period and immediately suspend the acceptance of additional orders without any prior notice. If the Offer Period is terminated early, a notice to that effect will be made available during normal business hours at the registered office of the Distributor and also on the Issuer's website <https://certificati.marex.com>.

The offer of the Certificates may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer and any such withdrawal will be set out in one or more notices to be made available during normal business hours at the registered office of the Distributor and on the Issuer's website

<https://certificati.marex.com>. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, the relevant subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates.

The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. If the Offer Period is extended, a notice to that effect will be made available during normal business hours at the registered office of the Distributor and on the Issuer's website on <https://certificati.marex.com>.

The Issuer reserves the right, in agreement with the Distributor, to increase the number of Certificates to be issued during the Offer Period. The Issuer will inform the public of the size increase by means of a notice to be published on the Issuer's website <https://certificati.marex.com>.

The effectiveness of the offer of the Certificates is conditional upon the admission to trading of the Certificates on the EuroTLX Market, occurring by the Issue Date. In the event that admission to trading of the Certificates does not take place by the Issue Date for whatever reason, the Issuer will withdraw the offer, the offer will be deemed to be null and void and the Certificates will not be issued.

The Distributor is responsible for the notification of any withdrawal right applicable to the offer of the Certificate to potential investors, as specified in paragraph "Offer period" above.

Description of the application process:

A prospective investor in the Certificates should contact the relevant Distributor for details of the application process in order to subscribe the Certificates during the Offer Period. A prospective investor in the Certificates will invest in accordance with the arrangements existing between the relevant Distributor and its customers relating to the placement and the subscription of securities generally.

Please refer to paragraph "Offer Period" above for any withdrawal right applicable to the offer.

The Issuer will bear all the relevant costs (including the unwinding costs) related to the exercise of the right of withdrawal by the investors.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable.
Details of the minimum and/or maximum amount of application:	<p>The minimum number of Certificates which can be subscribed by the relevant investors is one Certificate.</p> <p>The maximum amount of application will be subject only to availability at the time of application.</p>
Details of the method and time limits for paying up and delivering the Certificates:	<p>Each investor shall pay the Issue Price to the relevant Distributor who shall pay the Issue Price reduced by a placement commission per Certificate of up to 2.00 per cent. (2.00%) of the Issue Price to the Issuer.</p> <p>Each investor has been notified by the relevant Distributor of the settlement arrangement in respect of the Certificate at the time of such investor's application and payment for the Certificates shall be made by the investor to the relevant Distributor in accordance with arrangements existing between the relevant Distributor and its customers relating to the subscription of securities generally.</p> <p>The Issuer estimates that the Certificates will be delivered to the subscribers' respective book-entry securities account on or around the Issue Date.</p>
Manner in and date on which results of the offer are to be made public:	<p>The results of the offering will be available on the website of the Issuer <a href="https://certificati.marex.com">https://certificati.marex.com</a> on or around the Issue Date.</p>
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable.
Whether tranche(s) have been reserved for certain countries:	<p>The Certificates will be offered to the public in the Public Offer Jurisdictions. Offers may only be made by the Distributors authorised to do so in the Public Offer Jurisdictions. The Issuer has not taken or will not take any action specifically in relation to the Certificates referred to herein to permit a public offering of such Certificates in any jurisdiction other than the Public Offer Jurisdictions. Notwithstanding anything else in the Base Prospectus, the Issuer will not accept responsibility for the information given in the Base Prospectus or these Final Terms in relation to offers of Certificates made by a Distributor not authorised by the Issuer to make such offers.</p>

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Not Applicable.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser. Where required and to the extent they are known, include those expenses contained in the price:

The product-specific entry costs included in the Issue Price are EUR 37.60. These costs are calculated based on the Issue Price above; for any costs at the time of the purchase of the Securities the cost disclosure under Directive 2014/65/EU and Commission Delegated Regulation (EU) 2017/565 (MiFID II Cost Disclosure) is relevant. The calculation of costs may change during the Offer Period and over the term of the Securities. The MiFID II Cost Disclosure includes also non-product specific costs which may be charged by a third party to the investor which have to be separately disclosed by the third party.

Please refer to "Italian Tax Considerations" and "Luxembourg Tax Considerations" in the section entitled "Taxation" in the Base Prospectus.

Expenses, taxes and other fees may be charged by third party investment firms acting as Distributor involved in the offering. Potential purchasers of the Certificates should check with the relevant Distributor.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

Cassa Lombarda S.p.A., Via Manzoni, 12/14, 20121, Milan, Italy, will act as distributor in Italy (the "**Distributor**") and such other distributors as may be notified to potential investors from time to time by publication on the Issuer's website (<https://certificati.marex.com>.) in accordance with the applicable laws and regulations of the Public Offer Jurisdiction (each an "**Additional Distributor**" and, together with the Distributor, the "**Distributor**").

### Consent to use the Base Prospectus

Identity of financial intermediary(ies) that are allowed to use the Base Prospectus:

The Distributor and each Additional Distributor. Additionally, if the Issuer appoints Additional Distributors after the date of these Final Terms and publishes details in relation to them on its website (<https://certificati.marex.com>), each Additional Distributor whose details are so published, for as long as such Additional Distributor are authorised to place the Certificates under the EU Markets in Financial Instruments Directive (Directive 2014/65/EU) (each an "**Authorised Offeror**" and together the "**Authorised Offerors**").

Offer period during which subsequent resale or final placement of Instruments by financial intermediaries can be made: The Offer Period.

Conditions attached to the consent:

(i) The Issuer and the Distributor have entered into a distribution agreement with respect to the Certificates (the "**Distribution Agreement**"). Subject to the conditions that the consent is (a) only valid during the Offer Period and (b) is subject to the terms and conditions of the Distribution Agreement, the Distributor has agreed to promote and place the Certificates in the Public Offer Jurisdictions.

(ii) The consent of the Issuer to the use of the Base Prospectus and these Final Terms by the Distributor and the other Authorised Offerors is subject to the following conditions:

(a) the consent is only valid during the Offer Period; and

(b) the consent only extends to the use of the Base Prospectus and these Final Terms to make Non-exempt Offers of the tranche of Certificates in the Public Offer Jurisdictions.

## 9. UNITED STATES TAX CONSIDERATIONS

### Section 871(m) Withholding Tax

The U.S. Treasury Department has issued regulations under which amounts paid or deemed paid on certain financial instruments that are treated as attributable to U.S.-source dividends could be treated, in whole or in part depending on the circumstances, as a "dividend equivalent" payment that is subject to tax at a rate of 30 per cent. (or a lower rate under an applicable treaty). The Issuer has determined that, as of the issue date of the Certificates, the Certificates will not be subject to withholding under these rules. In certain limited circumstances, however, it is possible for United States alien holders to be liable for tax under these rules with respect to a combination of transactions treated as having been entered into in connection with each other even when no withholding is required. United States alien holders should consult their tax advisor concerning these regulations, subsequent official guidance and regarding any other possible alternative characterisations of their Certificates for United States federal income tax purposes. See "*United States Tax Considerations – Dividend Equivalent Payments*" in the Base Prospectus for a more comprehensive discussion of the application of Section 871(m) to the Certificates.

## 10. BENCHMARKS REGULATION

NASDAQ 100 Stock Index is provided by The NASDAQ OMX Group, Inc.

EURO STOXX 50<sup>®</sup> Index is provided by STOXX Limited

S&P 500<sup>®</sup> Index is provided by S&P Dow Jones Indices LLC

Nikkei 225 is provided by Nikkei Inc.

As at the date of these Final Terms, STOXX Limited, S&P Dow Jones Indices LLC and Nikkei Inc. appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Art. 36 of the Benchmarks Regulation.

As at the date of these Final Terms, The NASDAQ OMX Group, Inc. does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Art. 36 of the Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the Benchmarks Regulation apply, such that the administrator is not currently

required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

## 11. INDEX DISCLAIMER

The Product(s) is not sponsored, endorsed, sold or promoted by Nasdaq, Inc. or its affiliates (Nasdaq, with its affiliates, are referred to as the “Corporations”). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Product(s). The Corporations make no representation or warranty, express or implied to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly, or the ability of the NASDAQ 100 Stock Index to track general stock market performance. The Corporations' only relationship to Marex Financial (“Licensee”) is in the licensing of the Nasdaq®, and certain trade names of the Corporations and the use of the NASDAQ 100 Stock Index which is determined, composed and calculated by Nasdaq without regard to Licensee or the Product(s). Nasdaq has no obligation to take the needs of the Licensee or the owners of the Product(s) into consideration in determining, composing or calculating the NASDAQ 100 Stock Index. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Product(s).

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF NASDAQ 100 STOCK INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE PRODUCT(S), OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ 100 STOCK INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ 100 STOCK INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

### EURO STOXX 50® Index

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### S&P 500® Index

The S&P 500® Index is a product of S&P Dow Jones Indices LLC or its affiliates (“SPDJI”), and has been licensed for use by Marex Financial. Standard & Poor’s® and S&P® are registered trademarks of Standard & Poor’s Financial Services LLC (“S&P”); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC (“Dow Jones”); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by Marex Financial. The Certificates are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, their respective affiliates, and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions, or interruptions of the S&P 500® Index.”

Nikkei 225 is a copyrighted work calculated by methods independently developed by Nikkei Inc. (Nikkei). Nikkei owns copyrights and any other intellectual property rights to the Nikkei Index and the methods used to calculate the Nikkei Index. All the business and trading regulations on existing futures and options contracts based on the Nikkei Index shall be managed under the responsibilities of Osaka Exchange, Inc. and its participants. Accordingly, Nikkei, which manages the Nikkei Index, shall not assume any obligations or responsibilities for related business and trading regulations. Nikkei shall not be obligated to continuously publish the Nikkei Index. Nikkei shall not be liable for any error, delay or discontinuation of publication of the Nikkei Index. Nikkei shall have the right to make any changes in component stocks, calculation methods and any other elements or contents of the Nikkei Index. Nikkei shall also have the right to discontinue publishing the Nikkei Index.



## ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

Section 1 – Introduction containing warnings		
<b>Warnings</b>		
<p>This summary should be read as an introduction to the base prospectus dated 29 September 2023 (as supplemented from time to time) (the "<b>Base Prospectus</b>") of Marex Group plc and Marex Financial.</p> <p>Any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole and the respective Final Terms by the investor.</p> <p>Investors could lose all or part of the invested capital.</p> <p>Where a claim relating to the information contained in the Base Prospectus and the respective Final Terms are brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus and the respective Final Terms before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the respective Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the respective Final Terms, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p>		
<b>Introduction</b>		
<b>Description and securities identification number</b>		
<p>The present securities are 30 Months EUR Worst of Memory Phoenix Certificates linked to NASDAQ 100 Stock Index, EURO STOXX 50<sup>®</sup> Index, S&amp;P 500<sup>®</sup> Index and Nikkei 225 (the "<b>Securities</b>").</p> <p>ISIN: IT0006761925</p>		
<b>The Issuer</b>		
<p>Marex Financial is an unlimited company and operated under the laws of England and Wales (the "<b>Issuer</b>" or "<b>Marex</b>"). It has its registered office at 155 Bishopsgate, London, United Kingdom, EC2M 3TQ and is registered with Companies House in the United Kingdom (registration number 05613061). The Legal Entity Identifier (LEI) of Marex is: 5493003EETVWYSIJ5A20.</p>		
<b>The Authorised Offeror(s)</b>		
<p>The authorised offeror is Cassa Lombarda S.p.A., Via Manzoni, 12/14, 20121, Milan, Italy. Its LEI is 8156003D79D064FB5360 (the "<b>Authorised Offeror</b>", which expression shall include any further authorised offeror appointed after the date of the Final Terms).</p>		
<b>Competent authority</b>		
<p>The Base Prospectus was approved on 29 September 2023 by the Commission de Surveillance du Secteur Financier, 283, route d'Arlon, L-1150 Luxembourg, email: direction@cssf.lu.</p>		
Section 2 – Key information on the Issuer		
<b>Who is the Issuer of the Securities?</b>		
<b>Domicile and legal form, legislation and country of incorporation</b>		
<p>Marex Financial is an unlimited company and operated under the laws of England and Wales. It has its registered office at 155 Bishopsgate, London, United Kingdom, EC2M 3TQ and is registered with Companies House in the United Kingdom (registration number 05613061). The Legal Entity Identifier (LEI) of Marex is: 5493003EETVWYSIJ5A20.</p>		
<b>Principal Activities</b>		
<p>Together with its parent company, Marex Group plc, and its consolidated subsidiaries, the Issuer is an essential global liquidity hub, connecting its clients to energy, commodity and financial markets, which it combines with a technology and data driven approach embedded throughout the organisation.</p>		
<b>Major Shareholders</b>		
<p>The Issuer is a wholly owned subsidiary of Marex Group plc, which has its registered office at 155 Bishopsgate, London, United Kingdom, EC2M 3TQ and is registered with Companies House in the United Kingdom (registration number 05613060).</p>		
<b>Key Managing Directors</b>		
<p>The directors of the Issuer are Paolo Tonucci, Simon van den Born, Rob Irvin and Nigel Grace.</p>		
<b>Statutory Auditors</b>		
<p>For the financial year ending on December 31, 2022, Deloitte LLP, Hill House, 1 Little New Street, London, EC4A 3TR ("Deloitte"), has been appointed as the Issuer's independent auditors. Deloitte audited the consolidated financial statements of the Issuer for the financial year ended 31 December 2022 and 31 December 2021 in accordance with International Financial Reporting Standards and issued an unqualified auditor's report on such financial statements.</p>		
<b>What is the key financial information regarding the Issuer?</b>		
<p>The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2022 and 31 December 2021 which have been prepared in accordance with rules laid down in the International Financial Reporting Standards.</p>		
<b>Summary information – income statement</b>		
<b>(USD in millions)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (restated)</b>
<b>Selected income statement data</b>		
Net interest income	50	2
Net fee and commission income	302	268

Net impairment loss on financial assets	9	1
Net trading result	38	73
Result from ordinary activities	49	56
Net income / Distributable profit	64	58

#### Summary information – balance sheet

(USD in millions)	As at 31 December 2022 (audited)	As at 31 December 2021 (restated)
Total assets	3,364	2,450
Senior debt	1,101	1,077
Subordinated debt	50	50
Receivables from customers and exchanges	1,202	731
Liabilities to customers and exchanges	1,486	756
Shareholder's equity	341	278
<b>(in per cent.)</b>		
Common Equity Tier 1 (CET1) capital ratio	222%	17%
Total capital ratio (based on new IFRS)	257%	332%

#### What are the key risks that are specific to the Issuer?

Marex Financial is a consolidated subsidiary of Marex Group plc. Therefore, the ability of Marex Financial to fulfil its obligations under the Securities is affected, substantially, by the same risks as those that affect the business and operations of Marex Group as a whole, meaning Marex Group plc and its consolidated subsidiaries, including Marex Financial ("Marex Group" or the "Group"). The Group is subject to the following key risks:

- The Group generates revenue primarily from the commissions it earns and the spreads it makes from facilitating and executing client orders as part of its commercial hedging, price discovery and market making services. These revenue sources are substantially dependent on client trading volumes and commodity pricing levels, which are affected by a wide range of factors, many of which are beyond the Group's control. Any decreases in trading volumes or pricing levels may significantly reduce the commissions the Group earns and the spreads the Group makes from facilitating and executing client orders and therefore have a material adverse effect on the Group's business, financial condition, results of operations and prospects.
- The Group requires substantial financial liquidity to facilitate its operations. The Group's business involves the establishment and carrying of substantial open positions for clients on exchanges and in the OTC derivatives markets. The Group is required to post and maintain margin or credit support for these positions. Failure by the Group to fund margin calls and other operating activities or a general lack of sufficient liquidity may prohibit the Group from developing, enhancing and growing its business, taking advantage of future opportunities and responding to competitive pressure, any of which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.
- The Group operates in a highly regulated environment and is subject to complex regulatory requirements, including with respect to anti-financial crime regulation, regulatory capital requirements, reporting obligations and oversight of its internal control environment. Any failure to comply with applicable regulations could subject the Group to regulatory enforcement or other action. Any failure by the Group to address these or any other issues or any future supervisory action, investigations or enforcement actions could adversely affect the Group's reputation, could result in losses of clients and employees, a reduced ability to compete effectively, financial losses and potential litigation and regulatory actions and penalties against the Group.
- The majority of the requirements of the BRRD have been implemented in the UK through the UK Banking Act 2009, as amended and related statutory instruments (the "UK Banking Act"). The UK Banking Act is directly applicable to UK financial institutions. Marex Financial is an investment firm to which section 89A of the Banking Act 2009 provides for modified application of the resolution regime that applies to banks under Part 1 of the Banking Act 2009. Even though Marex Group plc is not a bank, the Group is nevertheless subject to the UK Banking Act due to its regulated subsidiaries, such as Marex Financial. Investors should be aware that the exercise of any such resolution power or even the suggestion of any such potential exercise in respect of the Issuer could have a material adverse effect on the rights of holders of Securities, and could lead to a loss of some or all of the investment. The resolution regime is designed to be triggered prior to insolvency of the relevant institution, and holders of securities issued by such institution may not be able to anticipate the exercise of any resolution power (including exercise of the "bail-in" tool) by the UK resolution authority. Further, holders of securities issued by an institution which has been taken into a resolution regime will have very limited rights to challenge the exercise of powers by the UK resolution authority, even where such powers have resulted in the write down of the securities or conversion of the securities to equity.

#### Section 3 – Key information on the Securities

##### What are the main features of the Securities?

##### Product type, underlying, type and class of the Securities

The present Securities are Index linked Securities in the form of Instruments.

ISIN: IT0006761925.

Underlying: The basket of four indices (as set forth in the Underlying Asset Table below).

Form: The Securities are issued in registered and uncertificated form and will be held in dematerialised form on behalf of their beneficial owners by Monte Titoli for the account of the relevant Monte Titoli Holders as of their respective date of issue. The Monte Titoli Registered Instruments will at all times be held in book entry form and title to the Monte Titoli Registered Instruments will be evidenced by book entries.

##### Currency, issues size, term of the Securities

The Settlement Currency of the Securities is EUR.

Issue Size: 10,000 Certificates.

Maturity Date: 02 September 2026. This is the date on which the Securities are scheduled to redeem subject to adjustment in accordance with the terms and conditions and subject to an early redemption of the Securities.

**Rights attached to the Securities**

The Securities (and any dispute, controversy, proceedings or claim of whatever nature (whether contractual, non-contractual or otherwise) arising out of or in any way relating to the Instruments or their formation) shall be governed by and construed in accordance with English law.

The Securities give the right to each holder of Securities to receive a potential return on the Securities, together with certain ancillary right to receive notice of certain determinations and events.

The return on the Securities will comprise the potential payment of the Coupon Amount(s) and the Autocall Event Amount (if applicable) or the Settlement Amount, and the amounts payable will depend on the performance of the following Underlying Asset(s) as set out in the following subsections.

**Coupon Amount:**

On a Coupon Observation Date:

- (i) if the Reference Price of each Underlying Asset is greater than or equal to the Coupon Barrier Level, then a Coupon Amount in EUR in respect of the Calculation Amount of each Security will be payable on the following Coupon Payment Date, calculated in accordance with the formula below:  $(CA \times CV) - APCA$ ; or
- (ii) if the Reference Price of any Underlying Asset is less than the Coupon Barrier Level, then no Coupon Amount will be payable on the following Coupon Payment Date.

Following the occurrence of an Autocall Event on an Autocall Observation Date, the Coupon Payment Date corresponding to the Coupon Observation Date falling on such Autocall Observation Date will be the final Coupon Payment Date and no further Coupon Amounts will be payable.

Defined terms:

- APCA: for each Coupon Observation Date, the sum of each Coupon Amount (if any) paid in respect of the Calculation Amount of one Security on all Coupon Payment Dates (if any) preceding such Coupon Observation Date.
- Asset Initial Price: in respect of each Underlying Asset, the Asset Initial Price as determined by the Calculation Agent on the Strike Date on the basis of the official closing price of each Underlying Asset on this date.
- CA: Calculation Amount, being EUR 1,000.00.
- Coupon Barrier Level: in respect of each Underlying Asset and each Coupon Observation Date, the percentage of the Asset Initial Price as set forth for the Underlying Asset in the below table in the column entitled "Coupon Barrier Level" in the row corresponding to the Coupon Observation Date.
- Coupon Observation Dates: each date set forth in the below table in the column entitled "Coupon Observation Date".
- Coupon Payment Dates: each date set forth in the below table in the column entitled "Coupon Payment Date".
- CV: in respect of each Coupon Observation Date, an amount equal to the product of (i) the Coupon Value Multiplier corresponding to such Coupon Observation Date, multiplied by (ii) the Coupon Value Multiplicand.
- Coupon Value Multiplicand: 1.775 per cent.
- Coupon Value Multiplier: in respect of each Coupon Observation Date, a series of unique ascending whole numbers for the Coupon Observation Dates, starting from 1 for the first Coupon Observation Date, and running to 10 for the final Coupon Observation Date.
- Reference Price: in respect of each Underlying Asset, the closing index level of the Underlying Asset for the relevant date.
- Strike Date: 23 February 2024.

Coupon Observation Date	Coupon Barrier Level	Coupon Payment Date
23 May 2024	65.00 per cent. of the Asset Initial Price	04 June 2024
23 August 2024	65.00 per cent. of the Asset Initial Price	04 September 2024
25 November 2024	65.00 per cent. of the Asset Initial Price	05 December 2024
24 February 2025	65.00 per cent. of the Asset Initial Price	05 March 2025
23 May 2025	65.00 per cent. of the Asset Initial Price	04 June 2025
25 August 2025	65.00 per cent. of the Asset Initial Price	04 September 2025
24 November 2025	65.00 per cent. of the Asset Initial Price	04 December 2025
23 February 2026	65.00 per cent. of the Asset Initial Price	04 March 2026
26 May 2026	65.00 per cent. of the Asset Initial Price	04 June 2026
24 August 2026	65.00 per cent. of the Asset Initial Price	02 September 2026

**Autocall amount:**

If an Autocall Event occurs on an Autocall Observation Date, then each Security shall be early redeemed and the Issuer shall pay in respect of each such Security the Autocall Event Amount corresponding to such Autocall Observation Date on the Automatic Early Exercise Date corresponding to such Autocall Observation Date. An "**Autocall Event**" occurs if the Autocall Reference Value on any Autocall Observation Date is greater than its Autocall Level for such Autocall Observation Date.

Defined terms:

- Autocall Observation Dates: each date set forth in the below table entitled "Autocall Observation Date".
- Autocall Level: in respect of each Autocall Observation Date and each Underlying Asset, the percentage of the Asset Initial Price of the Underlying Asset set forth in the below table in the row corresponding to such Autocall Observation Date.
- Autocall Event Amount: EUR 1,000.00.
- Automatic Early Exercise Date: each date set forth in the below table entitled "Automatic Early Exercise Date".
- Asset Initial Price: in respect of each Underlying Asset, the Asset Initial Price as determined by the Calculation Agent on the Strike Date on the basis of the official closing price of each Underlying Asset on this date.
- Autocall Reference Value: in respect of each Underlying Asset, the Reference Price of the Underlying Asset on the relevant Autocall Observation Date.
- Reference Price: in respect of each Underlying Asset, the closing index level of the Underlying Asset for the relevant date.
- Strike Date: 23 February 2024.

Autocall Observation Date	Automatic Early Exercise Date	Autocall Level
25 November 2024	05 December 2024	100.00 per cent. of the Asset Initial Price
24 February 2025	05 March 2025	98.50 per cent. of the Asset Initial Price
23 May 2025	04 June 2025	97.00 per cent. of the Asset Initial Price
25 August 2025	04 September 2025	95.50 per cent. of the Asset Initial Price
24 November 2025	04 December 2025	94.00 per cent. of the Asset Initial Price
23 February 2026	04 March 2026	92.50 per cent. of the Asset Initial Price
26 May 2026	04 June 2026	91.00 per cent. of the Asset Initial Price
24 August 2026	02 September 2026	89.50 per cent. of the Asset Initial Price

**Non-scheduled Early Repayment Amount:**

The Securities may be redeemed prior to the scheduled maturity (i) at the Issuer's option (a) if the Issuer determines a change in applicable law has the effect that performance by the Issuer or its affiliates under the Securities or hedging transactions relating to the Securities has become (or there is a substantial likelihood in the immediate future that it will become) unlawful or impracticable (in whole or in part), (b) where applicable, if the Calculation Agent determines that certain additional disruption events or adjustment events as provided in the terms and conditions of the Securities have occurred in relation to the underlying asset or (ii) upon notice by a Holder declaring such Securities to be immediately repayable due to the occurrence of an event of default which is continuing. In such case, the Non-scheduled Early Repayment Amount payable on such unscheduled early redemption shall be, for each Security an amount representing the fair market value of the Security taking into account all relevant factors as set out in the terms and conditions of the Instruments.

**Settlement Amount:**

Unless previously exercised early or purchased and cancelled, the Settlement Amount payable in respect of each Security on the Maturity Date will be:

If a Barrier Event has not occurred, the Settlement Amount payable in respect of each Security will be calculated in accordance with the following formula: CA × Redemption Percentage.

If a Barrier Event has occurred, the Settlement Amount payable in respect of each Security will be calculated in accordance with the following formula:

$$CA \times \frac{\text{Final Reference Value}}{\text{Initial Value}}$$

Defined terms:

- CA: Calculation Amount, being EUR 1,000.00.
- Final Closing Price: in respect of each Underlying Asset, the Reference Price of such Underlying Asset on the Final Reference Date, subject to adjustment in accordance with the terms and conditions.
- Final Reference Date: 24 August 2026.
- Final Reference Value: the Final Value of the Final Worst Performing Asset.
- Final Value: in respect of an Underlying Asset, the Final Closing Price of the Underlying Asset.
- Final Worst Performing Asset: the Underlying Asset in the Basket with the lowest Final Asset Performance, being the Final Value divided by the Initial Value.
- Initial Value: in respect of each Underlying Asset, 100.00 per cent. (100.00%) of the Asset Initial Price of the Underlying Asset (as determined by the Calculation Agent on the Strike Date on the basis of the official closing price of each Underlying Asset on this date).
- Redemption Percentage: 100.00 per cent. (100.00%).
- Reference Price: in respect of each Underlying Asset, the closing index level of the Underlying Asset for the relevant date.

**Barrier Event:**

A "Barrier Event" occurs if the Barrier Reference Value is less than or equal to the Barrier Level.

Defined terms:

- Barrier Level: in respect of each Underlying Asset, 65.00 per cent. (65.00%) of the Asset Initial Price of the Underlying Asset (as determined by the Calculation Agent on the Strike Date on the basis of the official closing price of each Underlying Asset on this date).
- Barrier Reference Value: the Final Closing Price of any Underlying Asset in the Basket.

**Underlying Asset Table**

Underlying Asset	Bloomberg	Index Sponsor
NASDAQ 100 Stock Index	NDX Index	NASDAQ
EURO STOXX 50 <sup>®</sup> Index	SX5E Index	STOXX Limited
S&P 500 <sup>®</sup> Index	SPX Index	S&P Dow Jones Indices
Nikkei 225	NKY Index	Nikkei

**Relative seniority of the Securities**

The Securities constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and rank pari passu among themselves and with all other direct unsubordinated and unsecured obligations of the Issuer.

**Restrictions on free transferability of the Securities**

Subject to potential selling restrictions, the Securities will be freely transferable.

**Where will the Securities be traded?**

**Application for admission to trading on a regulated market or for trading on an MTF**

EuroTLX market Borsa Italiana (a multilateral trading facility organised and managed by Borsa Italiana).

**Is there a guarantee attached to the Securities?**

No, there is no guarantee attached to the Securities.

**What are the key risks that are specific to the Securities?**

The specific risk factors related to the Securities are described below:

- The original issue price for the Securities will exceed the estimated value of the Securities as from the trade date, as determined by reference to the Issuer's pricing models and taking into account the Issuer's credit spreads. The difference between the estimated value of the Securities as of the time the terms and conditions of the Securities were set on the trade date and the original issue price is a result of many factors, including among others on issuance (the underwriting discount and commissions where permitted by applicable law), the expenses incurred in creating, documenting and marketing the Securities and the Issuer's own internal funding costs (being an amount based on what the Issuer would pay to holders of a non-structured security with a similar maturity). The difference may be greater when the Securities are initially traded on any secondary markets and may gradually decline in value during the term of the Securities.

**Risks relating to certain features of the Securities:**

- The coupon payment is conditional on a certain event (referred to as Coupon Event) in relation to the Underlying Asset(s) (e.g. the Underlying Asset(s) reaching or exceeding a certain threshold value on a specified date). Should such Coupon Event not occur, there would be no coupon payment for the applicable Coupon Payment Date. Security Holders should note that they will not receive a coupon payment during the entire term of the Securities, as the case may be, if the prerequisites are not met on a date relevant for the determination of the coupon payment.
- The terms and conditions of the Securities provide that the return on the Securities depends on the 'worst-of' performance of the basket of Underlying Assets, so that the investor will be exposed to the performance of each Underlying Asset and, in particular, to the Underlying Asset which has the worst performance. This means that, irrespective of how the other Underlying Assets perform, if any one or more Underlying Assets fails to meet a relevant threshold or barrier for the payment of interest or the calculation of any redemption amount, the investor may receive no interest payments and/or could lose some or all of the initial investment.
- If the value of the relevant Underlying Asset on the Final Reference Date is below a specific threshold the Securities may result in significant losses. The lower the value of the relevant Underlying Asset in the basket on the Final Reference Date, the lower the Settlement Amount. A total loss (other than potential coupon payment(s)) occurs when the relevant Underlying Asset is worthless on the Final Reference Date.

**Risks relating to the Underlying Assets**

- The return on the Securities may depend on the performance of one or more Underlying Asset(s). The level, price, rate, net asset value or other applicable value of the Underlying Asset(s) may be subject to unpredictable change over time. This degree of change is known as "volatility". The volatility of an Underlying Asset may be affected by national and international financial, political, military or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities.
- The investor should not regard any information about the past performance of the Underlying Asset(s) as indicative of the range of, or trends in, fluctuations in the Underlying Asset(s) that may occur in the future. Underlying Asset(s) may perform differently (or the same) as in the past, and this could have material adverse effect on the value of and return on the Securities.
- Equity indices are comprised of a synthetic portfolio of shares, and as such, the performance of an Index is dependent upon the macroeconomic factors relating to the shares that underlie such Index, such as interest and price levels on the capital markets, currency developments, political factors as well as company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy, as well as the index composition, which may change over time.
- The sponsor of the Index(s) will have no involvement in the offer and sale of the Securities and will have no obligation to the investor as a holder of Securities. For example, the sponsor can add, delete or substitute the components of an index at its discretion, and may also alter the methodology used to calculate the level of the Index. The sponsor may also alter, discontinue or suspend calculation or dissemination of the Index. Any of these actions may have a detrimental impact on the level of the Index, which in turn could have a negative impact on the value of and return on the Securities.
- The Securities may be adjusted or redeemed prior to maturity due to the occurrence of an additional disruption event (i.e. a change in law, a hedging disruption or increased cost of hedging). Any such adjustment may have an adverse effect on the value of and return on the Securities and the amount the investor receives following an early redemption may be less than the initial investment.
- The Securities are linked to a basket of Underlying Assets so that the investor is exposed to the performance of such basket and bear the risk that such performance cannot be predicted and is determined by macroeconomic factors relating to the constituents that comprise such basket, all as described above in relation to each particular type of Underlying Asset.
- Marex acts as a broker, trader, research provider and market maker. In those and other capacities, Marex purchases, sells or holds a broad array of investments, actively trades securities, derivatives, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own account, and will have other direct or indirect interests, in the global fixed income, currency, commodity, equity and other markets. Any of the financial market activities of Marex may, individually or in the aggregate, have an adverse effect on the market for the Securities, and an investor should expect that the interests of Marex or its clients or counterparties will at times be adverse to those of investors in the Securities.

**Section 4 – Key information on the offer of the Securities to the public and/or the admission to trading on a regulated market****Under which conditions and timetable can the Investor invest in this Security?****General terms, conditions and expected timetable of the offer**

Terms and conditions of the offer: An offer of the Securities may be made by the Authorised Offeror other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy and Luxembourg ("Public Offer Jurisdictions") during the period commencing on (and including) 05 February 2024 and ending on (and including) 23 February 2024 (the "Offer Period"). Investors in Italy may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiali*) of the Authorised Offeror from (and including) 05 February 2024 to (and including) 23 February 2024, subject to early termination or extension of the Offer Period.

In Italy the Securities may be placed outside the premises of the Authorised Offeror ("door-to-door"), by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of Legislative Decree No. 58 of February 24, 1998, as amended (the "Financial Services Act") during the Offer Period, subject to early termination or extension of the Offer Period. Pursuant to Article 30, paragraph 6, of the Financial Services Act, the effects of the subscriptions made "door to door" are suspended for a period of seven days from the date of the subscription. During such period, investors have the right to withdraw from the subscription without any charge or fee, by means of notification to the Authorised Offeror.

In addition, the Certificates may also be placed by means of distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Financial Services Act during the Offer Period, subject to early termination or extension of the Offer Period. Pursuant to Article 67-duodecies of Legislative Decree 206/2005 as amended (the so called "Italian Consumer Code"), the validity and enforceability of the contracts entered into is suspended

for a period of fourteen days from the date of the subscription. Within such period investors may communicate their withdrawal to the Authorised Offeror without any charge or commission.

The Issuer reserves the right, in agreement with the Authorised Offeror, to increase the number of Securities to be issued during the Offer Period. The Offer of the Securities is conditional on their issue and is subject to the admission to trading of the Securities on the EuroTLX Market occurring by the Issue Date (as defined below). As between the Authorised Offeror and its customers, offers of the Securities are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.

Issue Price on the Issue Date: EUR 1,000.00.

Issue Date: 29 February 2024.

Public Offer Jurisdictions: Italy, Luxembourg.

**Estimate of the total expenses charged to the investor**

A placement commission per Security of up to 2.00 per cent. (2.00%) of the Issue Price will be paid by the Issuer to each Authorised Offeror in respect of the Securities placed by any Authorised Offeror.

The product-specific entry costs included in the Issue Price are EUR 37.60.

**Who is the offeror and/or the person asking for admission to trading?**

See the item entitled "Authorised Offeror(s)" above.

**Why is this Prospectus being produced?**

**Use and estimated net amount of the proceeds**

The net proceeds from the issue of each Tranche of the Securities will be used for providing additional funds for the Issuer's operations and for other general corporate purposes.

**Date of subscription agreement**

The offer of the Securities is not subject to a subscription agreement on a firm commitment basis.

**Indication of the most material conflicts of interest pertaining to the offer or the admission to trading**

Fees shall be payable to the Authorised Offeror.

Marex acts as a broker, trader, research provider and market maker. In those and other capacities, Marex purchases, sells or holds a broad array of investments, actively trades securities, derivatives, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own account, and will have other direct or indirect interests, in the global fixed income, currency, commodity, equity and other markets. Any of the financial market activities of Marex may, individually or in the aggregate, have an adverse effect on the market for the Securities, and an investor should expect that the interests of Marex or its clients or counterparties will at times be adverse to those of investors in the Securities.

Marex regularly offers a wide array of securities, financial instruments and other products into the marketplace, including existing or new products that are similar to the Securities, or similar or linked to the Underlying Asset(s). Investors in the Securities should expect that Marex will offer securities, financial instruments, and other products that will compete with the Securities for liquidity, research coverage or otherwise.

## NOTA DI SINTESI DELLA SPECIFICA EMISSIONE DEI TITOLI

Sezione 1 – Introduzione contenente avvertenze		
<b>Avvertenze</b>		
<p>La presente nota di sintesi va letta come un'introduzione al prospetto di base datato 29 settembre 2023 (come integrato di volta in volta) (il "<b>Prospetto di Base</b>") di Marex Group plc e Marex Financial.</p> <p>Qualsiasi decisione di investire nei Titoli dovrebbe essere basata su una considerazione del Prospetto di Base nel suo complesso e delle relative Condizioni Definitive dall'investitore.</p> <p>Gli investitori potrebbero perdere tutto o parte del capitale investito.</p> <p>Qualora sia proposto un ricorso dinanzi all'organo giurisdizionale in merito alle informazioni contenute nel Prospetto di Base e nelle relative Condizioni Definitive, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale, a sostenere le spese di traduzione del Prospetto di Base e delle relative Condizioni Definitive prima dell'inizio del procedimento.</p> <p>La responsabilità civile incombe solo alle persone che hanno presentato la presente Nota di Sintesi, comprese le sue eventuali traduzioni, ma soltanto se tale Nota di Sintesi risulta fuorviante, imprecisa o incoerente se letta insieme con le altre parti del Prospetto di Base e delle Condizioni Definitive o non offre, se letta insieme con le altre parti del Prospetto di Base e le rispettive Condizioni Definitive, le informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire in tali Titoli.</p> <p><b>State per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.</b></p>		
<b>Introduzione</b>		
<b>Descrizione e numero identificativo dei Titoli</b>		
<p>I presenti titoli sono Certificati EUR Worst of Memory Phoenix Certificates collegati a NASDAQ 100 Stock Index, EURO STOXX 50<sup>®</sup> Index, S&amp;P 500<sup>®</sup> Index e Nikkei 225 dalla durata di 30 Mesi (i "<b>Titoli</b>").</p> <p>ISIN: IT0006761925</p>		
<b>L'Emittente</b>		
<p>Marex Financial è una società a responsabilità illimitata che opera ai sensi del diritto inglese e gallese (l'"<b>Emittente</b>" o "<b>Marex</b>"). Ha la sede legale presso 155 Bishopsgate, Londra, Regno Unito, EC2M 3TQ ed è registrata presso il Registro delle Imprese (<i>Companies House</i>) del Regno Unito (numero di registrazione 05613061). Il Codice LEI (<i>Legal Entity Identifier</i>) di Marex è: 5493003EETVWYSIJ5A20.</p>		
<b>L'Offerente(i) Autorizzato(i)</b>		
<p>L'offerente autorizzato è Cassa Lombarda S.p.A., Via Manzoni, 12/14, 20121, Milano, Italia. Il codice LEI è 8156003D79D064FB5360 ("<b>Offerente Autorizzato</b>", tale espressione deve includere qualsiasi offerente autorizzato nominato dopo la data di esecuzione delle Condizioni Definitive).</p>		
<b>Autorità Competente</b>		
<p>Il Prospetto di Base è stato approvato il 29 settembre 2023 dalla <i>Commission de Surveillance du Secteur Financier</i> (Commissione di Vigilanza del Settore Finanziario), sita in 283, Route d'Arlon, 1150 Lussemburgo, email: direction@cssf.lu.</p>		
Sezione 2 – Informazioni chiave riguardanti l'Emittente		
<b>Chi è l'Emittente dei Titoli?</b>		
<b>Domicilio e forma giuridica, legislazione e paese di costituzione</b>		
<p>Marex Financial è una società a responsabilità illimitata che opera ai sensi del diritto inglese e gallese. Ha la sede legale presso 155 Bishopsgate, Londra, Regno Unito, EC2M 3TQ ed è registrata presso il Registro delle Imprese (<i>Companies House</i>) del Regno Unito (numero di registrazione 05613061). Il Codice LEI (<i>Legal Entity Identifier</i>) di Marex è: 5493003EETVWYSIJ5A20.</p>		
<b>Attività Principali</b>		
<p>Congiuntamente con la propria società controllante, Marex Group plc, e le proprie società controllate, l'Emittente è un importante centro di liquidità globale che collega i propri clienti ai mercati dell'energia, delle materie prime e finanziari, mediante un approccio basato sulla tecnologia e sui dati, che pervade l'intera organizzazione.</p>		
<b>Principali Azionisti</b>		
<p>L'Emittente è una società interamente controllata da Marex Group plc, avente la propria sede legale presso 155 Bishopsgate, Londra, Regno Unito, EC2M 3TQ e registrata presso il Registro delle Imprese (<i>Companies House</i>) del Regno Unito (numero di registrazione 05613060).</p>		
<b>Amministratori principali</b>		
<p>Gli amministratori dell'Emittente sono Paolo Tonucci, Simon Van Den Born, Rob Irvin e Nigel Grace.</p>		
<b>Revisori Legali</b>		
<p>Per l'esercizio finanziario che si è concluso il 31 dicembre 2022, Deloitte LLP, Hill House, 1 Little New Street, Londra, EC4A 3TR ("Deloitte") è stata nominato revisore indipendente dell'Emittente. Deloitte ha effettuato la revisione dei bilanci consolidati dell'Emittente per l'esercizio finanziario che si è concluso il 31 dicembre 2022 e il 31 dicembre 2021 preparati in conformità ai Principi Contabili Internazionali (<i>International Financial Reporting Standards</i>) e ha rilasciato una relazione di revisione senza riserve su tali bilanci.</p>		
<b>Quali sono le informazioni finanziarie principali relative all'Emittente?</b>		
<p>Le seguenti informazioni finanziarie principali sono state estratte dai bilanci consolidati sottoposti a revisione dell'Emittente relativi agli esercizi che si sono conclusi il 31 dicembre 2022 e il 31 dicembre 2021, che sono stati predisposti in conformità alle regole previste dai Principi Contabili Internazionali (<i>International Financial Reporting Standards</i>).</p>		
<b>Informazioni sintetiche – conto economico</b>		
(in milioni di USD)	Anno concluso il 31 dicembre 2022 (sottoposto a revisione)	Anno concluso il 31 dicembre 2021 (riclassificate)

<b>Dati del conto economico selezionati</b>		
Ricavi netti da interessi	50	2
Ricavi netti da spese e commissioni	302	268
Rettifiche di valore nette su attività finanziarie	9	1
Risultato commerciale netto	38	73
Risultato dell'attività ordinaria	49	56
Utile netto / Utile distribuibile	64	58

#### Informazioni sintetiche – stato patrimoniale

(in milioni di USD)	Alla data del 31 dicembre 2022 (sottoposto a revisione)	Alla data del 31 dicembre 2021 (riclassificate)
Attività totali	3.364	2.450
Debito di primo rango (senior) ( <i>Senior Debt</i> )	1.101	1.077
Debito subordinato	50	50
Crediti verso clienti e borse	1.202	731
Debiti verso clienti e borse	1.486	756
Capitale totale degli azionisti	341	278
<b>(in percentuale)</b>		
Coefficiente di Capitale Primario di Classe 1 (CET1)	222%	17%
Coefficiente capitale Totale ( <i>total capital ratio</i> ) (in base al nuovo IFPR)	257%	332%

#### Quali sono i principali rischi che sono specifici per l'Emittente?

Marex Financial è una società controllata da Marex Group plc. Pertanto, la capacità di Marex Financial di adempiere ai propri obblighi in relazione ai Titoli è influenzata, sostanzialmente, dagli stessi rischi che riguardano l'attività e le operazioni di Marex Group nel suo complesso, vale a dire Marex Group plc e le sue società controllate, inclusa Marex Financial ("Marex Group" o il "Gruppo"). Il Gruppo è soggetto ai seguenti rischi principali:

- Il Gruppo genera ricavi principalmente dalle commissioni che guadagna e dagli spread che ottiene facilitando ed eseguendo gli ordini dei clienti nell'ambito dei suoi servizi di copertura commerciale, price discovery e market making. Queste fonti di reddito dipendono sostanzialmente dai volumi di negoziazione dei clienti e dai livelli dei prezzi delle materie prime, che sono influenzati da un'ampia gamma di fattori, molti dei quali sfuggono al controllo del Gruppo. Eventuali diminuzioni dei volumi di negoziazione o dei livelli dei prezzi possono ridurre significativamente le commissioni che il Gruppo guadagna e gli spread che il Gruppo ottiene facilitando ed eseguendo gli ordini dei clienti e quindi avere un effetto negativo rilevante sull'attività, sulla condizione finanziaria, sui risultati delle operazioni e sulle prospettive del Gruppo.
- Il Gruppo necessita di una sostanziale liquidità finanziaria per facilitare le proprie operazioni. L'attività del Gruppo implica la creazione e la gestione di posizioni aperte sostanziali per i clienti nelle borse e nei mercati dei derivati OTC. Il Gruppo è tenuto a depositare e mantenere un margine o un sostegno creditizio per queste posizioni. L'incapacità del Gruppo di finanziare le richieste di margini e altre attività operative o una generale mancanza di liquidità sufficiente può impedire al Gruppo di sviluppare, potenziare e far crescere la propria attività, di trarre vantaggio da opportunità future e di rispondere alla pressione della concorrenza, tutti fattori che possono avere un effetto negativo rilevante sull'attività, sulla condizione finanziaria, sui risultati delle operazioni e sulle prospettive del Gruppo.
- Il Gruppo opera in un ambiente altamente regolamentato ed è soggetto a requisiti normativi complessi, anche per quanto riguarda la normativa contro i reati finanziari, i requisiti patrimoniali obbligatori, gli obblighi di notifica e la supervisione del proprio ambiente di controllo interno. Qualsiasi inadempimento relativo al rispetto delle normative applicabili potrebbe esporre il Gruppo a provvedimenti esecutivi o di altro tipo. Qualsiasi inadempimento da parte del Gruppo nell'affrontare questi o altri problemi o qualsiasi futura azione di vigilanza, indagine o azione esecutiva potrebbe influire negativamente sulla reputazione del Gruppo, potrebbe comportare la perdita di clienti e dipendenti, una ridotta capacità di competere efficacemente, perdite finanziarie e potenziali contenziosi e azioni normative e sanzioni contro il Gruppo.
- La maggior parte dei requisiti della BRRD è stata implementata nel Regno Unito attraverso lo UK Banking Act del 2009, come modificata, e i relativi atti legislativi (lo "UK Banking Act"). Lo UK Banking Act è direttamente applicabile alle istituzioni finanziarie del Regno Unito. Marex Financial è una società di investimento per la quale la sezione 89A del Banking Act del 2009 prevede un'applicazione modificata del regime di risoluzione che si applica alle banche ai sensi della Parte 1 del Banking Act del 2009. Anche se Marex Group plc non è una banca, il Gruppo è comunque soggetto allo UK Banking Act a causa delle sue società controllate regolamentate, come Marex Financial. Gli investitori dovrebbero essere consapevoli che l'esercizio di tale potere di risoluzione o anche la proposta di un tale potenziale esercizio nei confronti dell'Emittente potrebbe avere un effetto negativo sostanziale sui diritti dei portatori dei Titoli e potrebbe portare a una perdita di parte o della totalità dell'investimento. Il regime di risoluzione è concepito per essere attivato prima dell'insolvenza dell'ente in questione e i portatori dei titoli emessi da tale istituzione potrebbero non essere in grado di anticipare l'esercizio di alcun potere di risoluzione (compreso l'esercizio dello strumento del "bail-in") da parte dell'autorità di risoluzione del Regno Unito. Inoltre, i portatori dei titoli emessi da un'istituzione che è stata sottoposta a un regime di risoluzione avranno diritti molto limitati di contestare l'esercizio dei poteri da parte dell'autorità di risoluzione del Regno Unito, anche se tali poteri hanno comportato la svalutazione dei titoli o la conversione dei titoli in azioni.

#### Sezione 3 – Informazioni principali sui Titoli

##### Quali sono le caratteristiche principali dei Titoli?

##### Tipologia di prodotto, sottostante, tipologia e categoria dei Titoli

I presenti Titoli sono Titoli collegati all'Indice (Index linked Securities) in forma di Strumenti (Instruments).

ISIN: IT0006761925.



Sottostante: Il paniere di quattro indici (come indicato nella Tabella dell'Attività Sottostante che segue).

Forma: i Titoli sono emessi in forma registrata e non certificata e saranno detenuti in forma dematerializzata per conto dei propri beneficiari da Monte Titoli presso il conto dei relativi Detentori di Monte Titoli a decorrere dalla relativa data di emissione. Gli Strumenti Registrati su Monte Titoli (*Monte Titoli Registered Instruments*) saranno sempre tenuti in forma di registrazione contabile e la titolarità degli Strumenti Registrati su Monte Titoli sarà evidenziata dalle registrazioni contabili.

**Valuta, dimensione dell'emissione, durata dei Titoli**

La Valuta di Regolamento dei Titoli è l'Euro.

Dimensione dell'emissione: 10.000 Certificati.

Data di Scadenza: 02 settembre 2026. Questa è la data in cui è previsto il rimborso dei Titoli, soggetto a rettifica in conformità ai termini e condizioni e soggetto ad un rimborso anticipato dei Titoli.

**Diritti connessi ai Titoli**

I Titoli (e ciascuna lite, controversia, procedimento o reclamo di qualsiasi natura (sia contrattuale, extra-contrattuale o altro) derivante o relativa agli Strumenti (*Instruments*) o la loro formazione) saranno regolati e interpretati in conformità con il diritto inglese.

I Titoli danno il diritto a ciascun portatore dei Titoli di ricevere un potenziale rendimento sui Titoli, insieme ad alcuni diritti accessori a ricevere la notifica di specifiche determinazioni ed eventi.

Il rendimento sui Titoli comprenderà il potenziale pagamento dell'/degli Importo/Importi del Coupon e dell'Importo di Evento Autocall (se applicabile) o l'Importo di Regolamento, e gli importi pagabili dipenderanno dall'andamento dell'/delle Attività Sottostante/Sottostanti come descritta/e nelle seguenti sottosezioni.

**Importo del Coupon:**

In una Data di Osservazione del Coupon:

(i) se il Prezzo di Riferimento di ogni Attività Sottostante è maggiore o uguale al Livello di Barriera del Coupon, allora un Importo del Coupon in Euro in relazione all'Importo di Calcolo di ciascun Titolo sarà pagabile alla successiva Data di Pagamento del Coupon, calcolato secondo la seguente formula:  $(IC \times VC) - APCA$ ; o

(ii) se il Prezzo di Riferimento di qualsiasi Attività Sottostante è inferiore al Livello di Barriera del Coupon, allora nessun Importo del Coupon sarà pagabile alla successiva Data di Pagamento del Coupon.

Successivamente al verificarsi di un Evento Autocall ad una Data di Osservazione Autocall, la Data di Pagamento del Coupon corrispondente alla Data di Osservazione del Coupon che cade in tale Data di Osservazione Autocall sarà la Data di Pagamento del Coupon finale e nessun altro Importo del Coupon sarà pagabile.

Termini definiti:

- APCA: per ciascuna Data di Osservazione del Coupon, la somma di ciascun Importo del Coupon (se esistente) pagato in relazione all'Importo di Calcolo di un Titolo a tutte le Date di Pagamento del Coupon (se esistenti) precedenti tale Data di Osservazione del Coupon.
- Prezzo Iniziale dell'Attività: rispetto a ciascuna Attività Sottostante, il Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante come determinato dall'Agente di Calcolo alla Data di Esercizio sulla base del prezzo ufficiale di chiusura di ogni Attività Sottostante a tale data.
- IC: Importo di Calcolo, pari ad Euro 1.000,00.
- Livello di Barriera del Coupon: rispetto a ciascuna Attività Sottostante e a ciascuna Data di Osservazione del Coupon, la percentuale del Prezzo Iniziale dell'Attività come indicato per l'Attività Sottostante nella tabella che segue nella colonna intitolata "Livello di Barriera del Coupon" nella riga corrispondente alla Data di Osservazione del Coupon.
- Date di Osservazione del Coupon: ogni data indicata nella tabella che segue nella colonna intitolata "Data di Osservazione del Coupon".
- Date di Pagamento del Coupon: ogni data indicata nella tabella che segue nella colonna intitolata "Data di Pagamento del Coupon".
- VC: rispetto a ogni Data di Osservazione del Coupon, un importo pari al prodotto di (i) il Moltiplicatore del Valore del Coupon corrispondente a tale Data di Osservazione del Coupon, moltiplicato per (ii) il Moltiplicando del Valore del Coupon.
- Moltiplicando del Valore del Coupon: 1,775 per cento.
- Moltiplicatore del Valore del Coupon: rispetto a ogni Data di Osservazione del Coupon, una serie di numeri interi unici ascendenti per le Date di Osservazione del Coupon, iniziando da 1 per la prima Data di Osservazione del Coupon fino a 10 per la Data di Osservazione del Coupon finale.
- Prezzo di Riferimento: rispetto a ciascuna Attività Sottostante, il livello dell'Indice di chiusura dell'Attività Sottostante alla relativa data.
- Data di Esercizio: 23 febbraio 2024.

Data di Osservazione del Coupon	Livello di Barriera del Coupon	Data di Pagamento del Coupon
23 maggio 2024	65,00 per cento del Prezzo Iniziale dell'Attività	04 giugno 2024
23 agosto 2024	65,00 per cento del Prezzo Iniziale dell'Attività	04 settembre 2024
25 novembre 2024	65,00 per cento del Prezzo Iniziale dell'Attività	05 dicembre 2024
24 febbraio 2025	65,00 per cento del Prezzo Iniziale dell'Attività	05 marzo 2025
23 maggio 2025	65,00 per cento del Prezzo Iniziale dell'Attività	04 giugno 2025
25 agosto 2025	65,00 per cento del Prezzo Iniziale dell'Attività	04 settembre 2025
24 novembre 2025	65,00 per cento del Prezzo Iniziale dell'Attività	04 dicembre 2025
23 febbraio 2026	65,00 per cento del Prezzo Iniziale dell'Attività	04 marzo 2026
26 maggio 2026	65,00 per cento del Prezzo Iniziale dell'Attività	04 giugno 2026
24 agosto 2026	65,00 per cento del Prezzo Iniziale dell'Attività	02 settembre 2026

**Importo Autocall:**

Se si verifica un Evento Autocall ad una Data di Osservazione Autocall, allora ciascun Titolo dovrà essere rimborsato anticipatamente e l'Emittente dovrà pagare in relazione a ciascun Titolo l'Importo dell'Evento Autocall corrispondente a tale Data di Osservazione Autocall alla Data di Esercizio Automatico

Anticipato corrispondente a tale Data di Osservazione Autocall. Un "Evento Autocall" si verifica se il Valore Autocall di Riferimento ad una Data di Osservazione Autocall è maggiore al suo Livello di Autocall per tale data di Osservazione Autocall.

**Termini definiti:**

- Date di Osservazione Autocall: ogni data indicata nella tabella che segue intitolata "Data di Osservazione Autocall".
- Livello di Autocall: rispetto a ogni Data di Osservazione Autocall e ogni Attività Sottostante, la percentuale del Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante indicata nella tabella che segue nella riga corrispondente a tale Data di Osservazione Autocall.
- Importo dell'Evento Autocall: Euro 1.000,00.
- Data di Esercizio Anticipato Automatico: ogni data indicata nella tabella che segue nella colonna intitolata "Data di Esercizio Anticipato Automatico".
- Prezzo Iniziale dell'Attività: rispetto a ciascuna Attività Sottostante, il Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante come determinato dall'Agente di Calcolo alla Data di Esercizio sulla base del prezzo ufficiale di chiusura di ogni Attività Sottostante a tale data.
- Valore Autocall di Riferimento: rispetto a ogni Attività Sottostante, il Prezzo di Riferimento dell'Attività Sottostante alla corrispondente Data di Osservazione Autocall.
- Prezzo di Riferimento: rispetto a ogni Attività Sottostante, il livello dell'Indice di chiusura dell'Attività Sottostante alla data corrispondente.
- Data di Esercizio: 23 febbraio 2024.

Data di Osservazione Autocall	Data di Esercizio Anticipato Automatico	Livello di Autocall
25 novembre 2024	05 dicembre 2024	100,00 per cento del Prezzo Iniziale dell'Attività
24 febbraio 2025	05 marzo 2025	98,50 per cento del Prezzo Iniziale dell'Attività
23 maggio 2025	04 giugno 2025	97,00 per cento del Prezzo Iniziale dell'Attività
25 agosto 2025	04 settembre 2025	95,50 per cento del Prezzo Iniziale dell'Attività
24 novembre 2025	04 dicembre 2025	94,00 per cento del Prezzo Iniziale dell'Attività
23 febbraio 2026	04 marzo 2026	92,50 per cento del Prezzo Iniziale dell'Attività
26 maggio 2026	04 giugno 2026	91,00 per cento del Prezzo Iniziale dell'Attività
24 agosto 2026	02 settembre 2026	89,50 per cento del Prezzo Iniziale dell'Attività

**Importo di Rimborso Anticipato Non Programmato:**

I Titoli possono essere rimborsati prima della scadenza programmata (i) a scelta dell'Emittente (a) qualora l'Emittente determini che un cambiamento nella legge applicabile abbia l'effetto di rendere la prestazione dell'Emittente o delle sue società collegate ai sensi dei Titoli o gli accordi di copertura relativi ai Titoli (o vi sia una sostanziale probabilità che lo diventino in un immediato futuro) illegali o irrealizzabili (in tutto o in parte), (b) ove applicabile, qualora l'Agente di Calcolo determini che taluni ulteriori eventi di turbativa o eventi di rettifica come previsti nei termini e condizioni dei Titoli si siano verificati in relazione all'attività sottostante o (ii) previa comunicazione da parte di un Portatore che dichiari tali Titoli immediatamente esigibili a causa del verificarsi di un evento di default che sia ancora in corso. In tal caso, l'Importo di Rimborso Anticipato Non Programmato pagabile in relazione a tale rimborso anticipato non programmato sarà, per ciascun Titolo, un importo che rappresenti il valore equo di mercato (*fair market value*) del Titolo, tenendo in considerazione tutti i fattori rilevanti come previsti nei termini e condizioni degli Strumenti (*Instruments*).

**Importo di Regolamento:**

A meno che non sia stato precedentemente esercitato in anticipo, o acquistato e cancellato, l'Importo di Regolamento pagabile in relazione a ciascun Titolo alla data di scadenza sarà:

Qualora non si sia verificato un Evento Barriera, l'Importo di Regolamento pagabile in relazione a ciascun Titolo verrà calcolato secondo la seguente formula: IC x Percentuale di Rimborso.

Qualora si sia verificato un Evento Barriera, l'Importo di Regolamento pagabile in relazione a ciascun Titolo verrà calcolato secondo la seguente formula:

$$IC \times \frac{\text{Valore di Riferimento Finale}}{\text{Valore Iniziale}}$$

**Termini definiti:**

- IC: Importo di Calcolo, pari ad Euro 1.000,00.
- Prezzo di Chiusura Finale: rispetto a ogni Attività Sottostante, il Prezzo di Riferimento di tale Attività Sottostante alla Data di Riferimento Finale, soggetto a modifiche secondo i termini e condizioni.
- Data di Riferimento Finale: 24 agosto 2026.
- Valore di Riferimento Finale: il Valore Finale dell'Attività con Performance Finale Peggior.
- Valore Finale: rispetto a un'Attività Sottostante, il Prezzo di Chiusura Finale dell'Attività Sottostante.
- Attività con Performance Finale Peggior: l'Attività Sottostante del paniere con Rendimento Finale dell'Attività più basso inteso come Valore Finale diviso per il Valore Iniziale.
- Valore Iniziale: rispetto a ogni Attività Sottostante, 100,00 per cento (100,00%) del Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante come determinato dall'Agente di Calcolo alla Data di Esercizio sulla base del prezzo ufficiale di chiusura di ogni Attività Sottostante a tale data.
- Percentuale di Rimborso: 100,00 per cento (100,00%).
- Prezzo di Riferimento: rispetto a ogni Attività Sottostante, il livello dell'Indice di chiusura dell'Attività Sottostante alla data corrispondente.

**Evento Barriera:**

Un "Evento Barriera" si verifica quando il Valore di Riferimento della Barriera è inferiore o uguale al Livello di Barriera.

**Termini definiti:**

- Livello di Barriera: rispetto a ogni Attività Sottostante, 65,00 per cento (65,00%) del Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante (come determinato dall'Agente di Calcolo alla Data di Esercizio sulla base del prezzo ufficiale di chiusura di ogni Attività Sottostante a tale data.)

- Valore di Riferimento della Barriera: il Prezzo di Chiusura Finale di qualsiasi Attività Sottostante nel paniere.

#### Tabella dell'Attività Sottostante

Attività Sottostante	Bloomberg	Sponsor dell'Indice
NASDAQ 100 Stock Index	NDX Index	NASDAQ
EURO STOXX 50® Index	SX5E Index	STOXX Limited
S&P 500® Index	SPX Index	S&P Dow Jones Indices
Nikkei 225	NKY Index	Nikkei

#### Rango relativo ai Titoli

I Titoli costituiscono obbligazioni dirette, non subordinate, incondizionate e non garantite dell'Emittente e sono parimenti ordinate tra di loro e con tutte le altre obbligazioni dirette non subordinate e non garantite dell'Emittente.

#### Limitazioni alla libera trasferibilità dei Titoli

Fatte salve eventuali restrizioni alla vendita, i Titoli saranno liberamente trasferibili.

#### Dove verranno negoziati i Titoli?

#### Domanda di ammissione alle negoziazioni in un mercato regolamentato o alla negoziazione su un MTF

Mercato EuroTLX di Borsa Italiana (un sistema multilaterale di negoziazione organizzato e gestito da Borsa Italiana).

#### C'è una garanzia che assiste i Titoli?

No, non c'è una garanzia che assiste i Titoli.

#### Quali sono i rischi principali che sono specifici per i Titoli?

I fattori di rischio specifici relativi ai Titoli sono descritti di seguito:

- Il prezzo di emissione originario dei Titoli supererà il valore stimato dei Titoli a partire dalla data di negoziazione, come determinato facendo riferimento ai modelli di prezzo dell'Emittente e tenendo conto degli spread creditizi dell'Emittente. La differenza tra il valore stimato dei Titoli dal momento in cui i termini e le condizioni dei Titoli sono stati fissati alla data di negoziazione e il prezzo di emissione originale è il risultato di molti fattori, incluse tra le altre all'emissione (lo sconto di sottoscrizione e le commissioni ove consentito dalla legge applicabile), le spese sostenute per creare, documentare e commercializzare i Titoli e i costi di finanziamento interni dell'Emittente (ossia un importo basato su quanto l'Emittente pagherebbe ai portatori di uno strumento finanziario non strutturato con scadenza analoga). La differenza potrebbe essere maggiore qualora i Titoli vengano inizialmente negoziati su mercati secondari e potrebbe gradualmente diminuire di valore durante la vita dei Titoli.

#### Rischi relativi a determinate caratteristiche dei Titoli:

- Il pagamento della cedola (*coupon*) è condizionato ad un determinato evento (denominato Evento del Coupon) in relazione alla/e Attività Sottostante/i (i.e. la/e Attività Sottostante/i raggiunge/raggiungono o supera/superano una determinata soglia di valore ad una data specifica). Se tale Evento del Coupon non si verificasse, non vi sarebbe alcun pagamento della cedola (*coupon*) alla Data di Pagamento del Coupon applicabile. I Portatori dei Titoli devono tenere presente che non riceveranno il pagamento della cedola (*coupon*) durante l'intera durata dei Titoli, a seconda dei casi, se i presupposti non sono soddisfatti in una data rilevante per la determinazione del pagamento della cedola (*coupon*).
- I termini e le condizioni dei Titoli prevedono che il rendimento dei Titoli dipenda dalla performance *peggiore* del paniere di Attività Sottostanti, in modo che l'investitore sarà esposto alla performance di ciascuna Attività Sottostante e, in particolare, all'Attività Sottostante che ha la performance peggiore. Ciò significa che, indipendentemente dal quale sia la performance delle altre Attività Sottostanti, se uno o più Attività Sottostanti non soddisfano una relativa soglia o barriera per il pagamento degli interessi o il calcolo dell'importo di rimborso, l'investitore potrebbe non ricevere il pagamento degli interessi e/o potrebbe perdere parte o tutto il proprio investimento iniziale.
- Se il valore della relativa Attività Sottostante alla Data di Riferimento Finale è inferiore ad una specifica soglia, i Titoli potrebbero subire perdite significative. Minore è il valore della relativa Attività Sottostante nel paniere alla Data di Riferimento Finale, minore sarà l'Importo di Regolamento. Una perdita totale (diversa dal potenziale pagamento della/e cedola/e) si verifica quando la relativa Attività Sottostante è priva di valore alla Data di Riferimento Finale.

#### Rischi relativi alle Attività Sottostanti

- Il rendimento dei Titoli dipende dall'andamento della/e Attività Sottostante/i. Il livello, il prezzo, il tasso, il valore patrimoniale netto o altro valore applicabile della/e Attività Sottostante/i può essere soggetto a variazioni imprevedibili nel tempo. Tale grado di cambiamento è noto come "volatilità". La volatilità dell'Attività Sottostante può essere condizionata da eventi nazionali o internazionali di natura finanziaria, politica, militare o economica, incluse azioni governative, o da azioni di partecipanti ai relativi mercati. Ciascuno di questi eventi o attività potrebbe condizionare negativamente il valore e il rendimento dei Titoli.
- L'investitore non dovrebbe considerare un'informazione sull'andamento passato della/e Attività Sottostante/i come indicativa della portata delle, o delle tendenze alle, fluttuazioni della/e Attività Sottostante/i che potrebbero verificarsi in futuro. La/Le Attività Sottostante/i possono avere un andamento diverso (o uguale) rispetto al passato, e ciò potrebbe avere effetti negativi significativi sul valore e sul rendimento dei Titoli.
- Gli indici azionari sono costituiti da un portafoglio sintetico di azioni, e in quanto tale, l'andamento di un Indice dipende dai fattori macroeconomici relativi alle azioni che sono alla base di tale Indice, come interessi e livelli di prezzo sui mercati dei capitali, sviluppi valutari, fattori politici così come fattori specifici relativi alla società quali utili, posizione di mercato, situazione di rischio, struttura azionaria e politica di distribuzione, nonché la composizione dell'indice, che può cambiare nel tempo.
- Lo sponsor dell'/degli Indice/i non avrà alcun coinvolgimento nell'offerta e vendita dei Titoli e non avrà alcun obbligo nei confronti dell'investitore in qualità di portatore dei Titoli. Ad esempio, lo sponsor può aggiungere, eliminare o sostituire i componenti di un indice a sua discrezione e può anche modificare la metodologia utilizzata per calcolare il livello dell'Indice. Lo sponsor può inoltre modificare, interrompere o sospendere il calcolo o la diffusione dell'Indice. Ognuna di queste azioni può avere un impatto dannoso sul livello dell'Indice, che a sua volta potrebbe avere un impatto negativo sul valore e sul rendimento dei Titoli.
- I Titoli possono essere rettificati o rimborsati prima della scadenza a causa di un evento di turbativa aggiuntivo (es. una modifica della legge, un'operazione di copertura o un incrementato costo di copertura). Tali aggiustamenti possono avere un effetto negativo sul valore e sul rendimento dei Titoli e l'importo ricevuto dall'investitore in seguito a rimborso anticipato potrebbe essere inferiore all'investimento iniziale.

<ul style="list-style-type: none"> <li>● I Titoli sono collegati a un paniere di Attività Sottostanti in modo che l'investitore sia esposto alla performance di tale paniere e si assuma il rischio che tale performance non possa essere previsto e sia determinato da fattori macroeconomici relativi agli elementi che compongono tale paniere, il tutto come sopra descritto in relazione a ciascuna particolare tipologia di Attività Sottostante.</li> <li>● Marex agisce come <i>broker, trader</i>, fornitore di ricerche e <i>market maker</i>. In queste e altre funzioni, Marex acquista, vende o detiene un'ampia gamma di investimenti, negozia attivamente strumenti finanziari, derivati, materie prime, valute, <i>credit default swap</i>, indici, panieri e altri strumenti e prodotti finanziari per proprio conto, e avrà altri interessi diretti o indiretti, nel <i>fixed income</i> globale, nelle valute, nelle materie prime, nelle azioni e in altri mercati. Qualsiasi attività di Marex sui mercati finanziari può, individualmente o nel complesso, avere un effetto negativo sul mercato dei Titoli e un investitore dovrebbe aspettarsi che gli interessi di Marex o dei suoi clienti o controparti siano a volte contrari a quelli degli investitori nei Titoli.</li> </ul>
<b>Sezione 4 – Informazioni principali in relazione all'offerta dei Titoli al pubblico e/o all'ammissione alle negoziazioni su di un mercato regolamentato</b>
<b>A quali condizioni o con quale tempistica può l'Investitore investire nei Titoli?</b>
<p><b>Termini generali, condizioni e tempi previsti per l'offerta</b></p> <p>Termini e condizioni dell'offerta: un'offerta dei Titoli può essere effettuata dall'Offerente Autorizzato se non in conformità con l'Articolo 1(4) del Regolamento Prospetto in Italia e Lussemburgo (i "<b>Paesi di Offerta al Pubblico</b>") durante il periodo che comincia il 05 febbraio 2024 (incluso) e termina il 23 febbraio 2024 (incluso) (il "<b>Periodo dell'Offerta</b>"). Gli investitori in Italia possono fare richiesta per la sottoscrizione dei Titoli durante regolari orari di banca nelle filiali di Offerenti Autorizzati dal 05 febbraio 2024 (incluso) al 23 febbraio 2024 (incluso), soggetto a terminazione anticipata o estensione del Periodo d'Offerta.</p> <p>In Italia i Titoli possono essere collocati fuori dalla sede dell'Offerente Autorizzato ("porta a porta"), per il tramite di consulenti finanziari autorizzati a fare offerta fuori sede (consulenti finanziari abilitati all'offerta fuori sede) ai sensi dell'articolo 30 del Decreto Legislativo 24 febbraio 1998, n. 58, come successivamente modificato (il "Testo Unico della Finanza") durante il Periodo dell'Offerta, salvo terminazione anticipata o estensione del Periodo dell'Offerta. Ai sensi dell'articolo 30, comma 6, del Testo Unico della Finanza, gli effetti delle sottoscrizioni effettuate "porta a porta" sono sospesi per un periodo di sette giorni dalla data della sottoscrizione. Durante tale periodo, gli investitori hanno il diritto di recedere dalla sottoscrizione senza alcun onere o commissione, mediante comunicazione all'Offerente Autorizzato.</p> <p>Inoltre, i Certificati possono essere collocati anche mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del Testo Unico della Finanza durante il Periodo dell'Offerta, salvo terminazione anticipata o estensione del Periodo dell'Offerta. Ai sensi dell'articolo 67-duodecies del D.Lgs. 206/2005 come modificato (cd "Codice del Consumo"), la validità e l'esecutività dei contratti stipulati è sospesa per un periodo di quattordici giorni dalla data di sottoscrizione. Entro tale periodo gli investitori possono comunicare il proprio recesso all' Offerente Autorizzato senza alcun onere o commissione.</p> <p>L'Emittente si riserva il diritto, in accordo con l' Offerente Autorizzato, di aumentare il numero di Titoli da emettere durante il Periodo d'Offerta. L'Offerta dei Titoli è subordinata alla loro emissione ed è soggetta all'ammissione sul Mercato EuroTLX dei Titoli entro la Data di Emissione (come definito di seguito). Le offerte sui Titoli sono soggette a ulteriori condizioni che potrebbero essere concordate tra l'Offerente Autorizzato e i propri clienti e/o specificate in accordi tra questi.</p> <p>Prezzo di Emissione alla Data di Emissione: Euro 1.000,00.</p> <p>Data di Emissione: 29 febbraio 2024</p> <p>Paesi di Offerta al Pubblico: Italia, Lussemburgo</p>
<b>Stima delle spese addebitate all'investitore</b>
<p>Una commissione di collocamento pari a fino al 2,00 per cento (2,00%) del Prezzo di Emissione per ciascun Titolo sarà pagata dall'Emittente a ciascun Offerente Autorizzato con riferimento ai Titoli dallo stesso collocati.</p> <p>I costi di ingresso specifici del prodotto inclusi nel Prezzo di Emissione sono di Euro 37,60.</p>
<b>Chi è l'offerente e/o il soggetto richiedente l'ammissione alle negoziazioni?</b>
Si veda il punto intitolato " <b>L'Offerente(i) Autorizzato(i)</b> " che precede.
<b>Perché viene prodotto il Prospetto?</b>
<b>Uso e importo stimato netto dei proventi</b>
I proventi netti derivanti dall'emissione di ciascuna <i>Tranche</i> di Titoli verranno utilizzati per procurare fondi aggiuntivi alle attività dell'Emittente e per scopi societari generali.
<b>Data dell'accordo di sottoscrizione</b>
L'offerta dei Titoli non è soggetta ad un accordo di sottoscrizione con assunzione a fermo.
<b>Indicazione dei conflitti di interesse più significativi relative all'offerta o all'ammissione alle negoziazioni</b>
<p>Le commissioni si pagano all'Offerente Autorizzato.</p> <p>Marex agisce come <i>broker, trader</i>, fornitore di ricerche e <i>market maker</i>. In queste e altre funzioni, Marex acquista, vende o detiene un'ampia gamma di investimenti, negozia attivamente strumenti finanziari, derivati, materie prime, valute, <i>credit default swap</i>, indici, panieri e altri strumenti e prodotti finanziari per proprio conto, e avrà altri interessi diretti o indiretti, nel <i>fixed income</i> globale, nelle valute, nelle materie prime, nelle azioni e in altri mercati. Qualsiasi attività di Marex sui mercati finanziari può, individualmente o nel complesso, avere un effetto negativo sul mercato dei Titoli e un investitore dovrebbe aspettarsi che gli interessi di Marex o dei suoi clienti o controparti siano a volte contrari a quelli degli investitori nei Titoli.</p> <p>Marex offre regolarmente sul mercato un'ampia gamma di titoli, strumenti finanziari e altri prodotti, inclusi prodotti, esistenti o nuovi, che sono simili ai Titoli, o simili o collegati alla/alle Attività Sottostante/i. Gli investitori nei Titoli dovrebbero aspettarsi che Marex offra titoli, strumenti finanziari e altri prodotti che competeranno con i Titoli per liquidità, ricerca di copertura o altro.</p>