

FINAL TERMS

ISIN: IT0006767245

Final Terms dated 31 January 2025

Marex Financial

(Incorporated with unlimited liability in England)

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

**Issue of 5,000 72 Months EUR 100 per cent. Capital Protected Certificates linked to FTSE MIB Index
(the "Certificates" or the "Securities")**

CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Instrument Conditions, the Payout Conditions and the applicable Underlying Asset Conditions set forth in the base prospectus dated 27 September 2024 (expiring on 27 September 2025) (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 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. **Tranche Number:** One.

2. **Settlement Currency:** EUR.

3. **Aggregate number of Certificates**
 - (i) Series: 5,000 Certificates.
 - (ii) Tranche: 5,000 Certificates.
 - (iii) Trading in Nominal: Not Applicable.
 - (iv) Non-standard Securities Format: Not Applicable.
 - (v) Nominal Amount: Not Applicable.

4. **Issue Price:** EUR 1,000.00 per Certificate.

5. **Calculation Amount:** EUR 1,000.00.

6. **Issue Date:** 21 February 2025.

7. **Maturity Date:** Scheduled Maturity Date is 4 March 2031.
 - (i) Strike Date: 18 February 2025.
 - (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. **Underlying Asset(s):** The Index (as defined under "**Index Linked Instruments**" below).

VALUATION PROVISIONS

9. **Valuation Date(s):** 18 February 2031.
- Final Reference Date: The Valuation Date scheduled to fall on 18 February 2031.
10. **Entry Level Observation Dates:** Not Applicable.
11. **Initial Valuation Date(s):** Not Applicable.
12. **Averaging:** Not Applicable.
13. **Asset Initial Price:** In respect of the 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. **Adjusted Asset Final Reference Date:** Not Applicable.
15. **Adjusted Asset Initial Reference Date:** Not Applicable.
16. **FX (Final) Valuation Date:** Not Applicable.
17. **FX (Initial) Valuation Date:** Not Applicable.
18. **Final FX Valuation Date:** Not Applicable.
19. **Initial FX Valuation Date:** Not Applicable.

COUPON PAYOUT CONDITIONS

20. **Coupon Payout Conditions:** Not Applicable.
21. **Interest Basis:** Not Applicable.
22. **Interest Commencement Date:** Not Applicable.
23. **Fixed Rate Instrument Conditions (General Instrument Condition 11):** Not Applicable.
24. **Floating Rate Instrument Conditions (General Instrument Condition 12)** Not Applicable.
25. **Change of Interest Basis (General Instrument Condition 13):** Not Applicable.
26. **Conditional Coupon (Coupon Payout Condition 1.3):** Not Applicable.

AUTOCALL PAYOUT CONDITIONS

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| 27. | Automatic Early Exercise (General Instrument Condition 15): | Not Applicable. |
| 28. | Autocall Payout Conditions: | Not Applicable. |

SETTLEMENT AMOUNT AND PAYOUT CONDITIONS

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| 29. | Settlement: | Cash Settlement is applicable. |
| 30. | Single Limb Payout (Payout Condition 1.1): | Applicable. |
| | (i) Participation Security (Payout Condition 1.1(a)(i)): | Applicable. |
| | (a) Participation: | 1.10 |
| | (b) Protection Level: | 1.00 |
| | (c) Perf: | Underlying Performance. |
| | – Final/Initial (FX): | Not Applicable. |
| | – Reference Price (Final): | Final Closing Price. |
| | – Reference Price (Initial): | 100.00 per cent. (100.00%) of the Asset Initial Price. |
| | – j: | Not Applicable. |
| | – Replacement Performance: | Not Applicable. |
| | – Local Cap: | Not Applicable. |
| | – Local Floor: | Not Applicable. |
| | – BDNA: | Not Applicable. |
| | – Dispersion Strike: | Not Applicable. |
| | – Weighting: | Not Applicable. |
| | – X: | Not Applicable. |
| | – Y: | Not Applicable. |
| | (e) Strike: | 1.00 |
| | (f) Cap: | Not Applicable. |
| | (g) Floor: | Not Applicable. |
| | (ii) Participation FX Security (Payout Condition 1.1(a)(ii)): | Not Applicable. |
| | (iii) Delta-One Security 1.1(a)(iii): | Not Applicable. |

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| (iv) | Delta-One Security (Performance) (Payout Condition 1.1(a)(iv)): | Not Applicable. |
| (v) | Redemption Percentage (Payout Condition 1.1(a)(v)): | Not Applicable. |
| (vi) | Redemption Percentage (Performance) (Payout Condition 1.1(a)(vi)): | Not Applicable. |
| 31. | Multiple Limb Payout (Payout Condition 1.2): | Not Applicable. |
| 32. | Warrants Payout (Payout Condition 1.3): | Not Applicable. |
| 33. | Mini Futures Payout (Payout Condition 1.4): | Not Applicable. |
| 34. | Twin-Win Payout (Payout Condition 1.5): | Not Applicable. |
| 35. | Barrier Event Conditions (Payout Condition 2): | Not Applicable. |
| 36. | Trigger Event Conditions (Payout Condition 3): | Not Applicable. |
| 37. | Currency Conversion: | Not Applicable. |
| 38. | Physical Settlement (General Instrument Condition 7(e)): | Not Applicable. |
| 39. | Non-scheduled Early Repayment Amount: | Fair Market Value. |

EXERCISE PROVISIONS

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| 40. | Exercise Style of Certificates (General Instrument Condition 7): | The Certificates are European Style Instruments. General Instrument Condition 7(b) is applicable. |
| 41. | Exercise Period: | Not Applicable. |
| 42. | Specified Exercise Dates: | Not Applicable. |
| 43. | Expiration Dates: | The Latest Reference Date in respect of the Final Reference Date. |
| | – Expiration Date is Business Day Adjusted: | Not Applicable. |
| 44. | Redemption at the option of the Issuer (General Instrument Condition 16): | Not Applicable. |
| 45. | Automatic Exercise (General Instrument Condition 7(h)/7(i))/8: | The Certificates are Automatic Exercise Instruments – General Instrument Condition 7(i) is applicable. |
| 46. | Minimum Exercise Number (General Instrument Condition 10(a)): | Not Applicable. |

47. **Permitted Multiple (General Instrument Condition 10(a)):** Not Applicable.
48. **Maximum Exercise Number:** Not Applicable.
49. **Strike Price:** Not Applicable.
50. **Closing Value:** Not Applicable.

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

51. **Type of Certificates:** The Certificates are Index Linked Instruments - the Index Linked Conditions are applicable.

| Underlying Asset Table | | |
|-------------------------------|------------------|----------------------------|
| Underlying Asset | Bloomberg | Index Sponsor |
| FTSE MIB Index | FTSEMIB Index | FTSE International Limited |

52. **Share Linked Instruments:** Not Applicable.
53. **Index Linked Instruments:** Applicable.
- (i) **Single Index or Index Basket or Multi-Asset Basket:** Single Index.
- (ii) **Name of Index(ices):** As specified in the column entitled "Underlying Asset" in the Underlying Asset Table.
- (iii) **Type of Index:** 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 the Underlying Asset, as specified in the column entitled "Index Sponsor" in the Underlying Asset Table.
- (viii) **Index Currency:** EUR.
- (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:** Applicable in respect of each Reference Date – as specified in Index Linked Condition 1.1.

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| (a) Maximum Days of Disruption: | As specified in Index Linked Condition 7. |
| (b) No Adjustment: | 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): | 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: | Calculation Agent Adjustment. |
| (xxii) Index Cancellation: | Calculation Agent Adjustment. |
| (xxiii) Index Disruption: | Calculation Agent Adjustment. |
| (xxiv) Administrator/Benchmark Event: | In respect of the 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. |

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| (xxix) Correction Cut-off Date: | Default Correction Cut-off Date is applicable in respect of each Reference Date. |
| (xxx) Index Disclaimer: | Applicable to an Index. See also under "Index Disclaimer" below. |
| (xxxi) Reference Price subject to Decrement Adjustment: | Not Applicable. |
| 54. Commodity Linked Instruments (Single Commodity or Commodity Basket): | Not Applicable. |
| 55. FX Linked Instruments: | Not Applicable. |
| 56. Fund-Linked Instruments: | Not Applicable. |
| 57. Futures Contract Linked Instruments (Single Futures Contract or Futures Contract Basket): | Not Applicable. |
| 58. Debt Security Linked Instruments: | Not Applicable. |
| 59. Credit Linked Instruments: | Not Applicable. |
| 60. Multi-Asset Basket Linked Instruments: | Not Applicable. |

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

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| 61. FX Disruption Event/Currency Conversion Disruption Event (General Instrument Condition 14): | Not Applicable. |
| 62. Rounding (General Instrument Condition 25): | Not Applicable. |
| 63. Additional Business Centre(s): | Not Applicable. |
| 64. Principal Financial Centre: | As specified in General Instrument Condition 2(a). |
| – Non-Default Principal Financial Centre: | Applicable. |
| 65. Form of Certificates: | Monte Titoli Registered Instruments. |
| 66. Minimum Trading Number (General Instrument Condition 5(c)): | One Certificate. |
| 67. Permitted Trading Multiple (General Instrument Condition 5(c)): | One Certificate. |
| 68. Calculation Agent (General Instrument Condition 22): | Marex Financial. |
| 69. Governing law: | English law. |

DISTRIBUTION

70. **Method of distribution:** Non-syndicated.
- (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.
71. **Non-exempt Offer:** 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 "Public Offer Jurisdiction") during the period commencing on (and including) 3 February 2025 and ending on (and including) 18 February 2025 (the "Offer Period"). See further paragraph entitled "Terms and Conditions of the Offer" below.
72. (i) Prohibition of Sales to EEA Retail Investors: Not Applicable.
- (ii) Prohibition of Sales to UK Retail Investors: Not Applicable.
73. **Prohibition of Offer to Private Clients in Switzerland:** 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 4.00 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**

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| 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**

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| 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: 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) 3 February 2025 and ending on (and including) 18 February 2025 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".

Investors in Italy may apply for the subscription of the Certificates during normal Italian banking hours at the offices (**filiali**) of the relevant Distributor from (and including) **3 February 2025** to (and including) **18 February 2025**, 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 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 (*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") from (and including) 3 February 2025 to (and including) 18 February 2025, 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 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) 3 February 2025 and ending on (and including) 18 February 2025, 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 4.00 per cent. (4.00%) 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.

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| Description of the application process: | <p>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.</p> <p>Please refer to paragraph “Offer Period” above for any withdrawal right applicable to the offer.</p> <p>The Issuer will bear all the relevant costs (including the unwinding costs) related to the exercise of the right of withdrawal by the investors.</p> |
| 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 4.00 per cent. (4.00%) 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: | The results of the offering will be available on the website of the Issuer https://certificati.marex.com on or around the Issue Date. |
| 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: | 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. |

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

Not Applicable.

Dealing in the Certificates may commence on the Issue Date.

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 55.60. 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:

Sempione SIM S.p.A., Via Maurizio Gonzaga 2, 20123, 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**

FTSE MIB Index is provided by FTSE International Limited

[IT IS NOT KNOWN WHICH BENCHMARK REGULATION GROUP THE FOLLOWING INDEX SPONSORS APPLY TO, PLEASE PROVIDE THEM TO WSD: The following Index Sponsors do not have an applicable benchmark regulation: FTSE International Limited]

11. **INDEX DISCLAIMER**

FTSE MIB Index

These Certificates are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Limited (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE nor Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE MIB Index (the "Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated solely by FTSE. However, neither FTSE nor Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE nor Exchange nor FT shall be under any obligation to advise any person of any error therein.

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

| Section 1 – Introduction containing warnings | | |
|--|---------------------------------------|--|
| Warnings | | |
| <p>This summary should be read as an introduction to the base prospectus dated 27 September 2024 (as supplemented from time to time) (the "Base Prospectus") 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>You are about to purchase a product that is not simple and may be difficult to understand.</p> | | |
| Introduction | | |
| Description and securities identification number | | |
| <p>The present securities are 72 Months EUR 100 per cent. Capital Protected Certificates linked to FTSE MIB Index (the "Securities").</p> <p>ISIN: IT0006767245</p> | | |
| The Issuer | | |
| <p>Marex Financial is an unlimited company and operated under the laws of England and Wales (the "Issuer" or "Marex"). 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> | | |
| The Authorised Offeror(s) | | |
| <p>The authorised offeror is Sempione SIM S.p.A., Via Maurizio Gonzaga 2, 20123, Milan, Italy. Its LEI is 8156002321E34CC80269 (the "Authorised Offeror", which expression shall include any further authorised offeror appointed after the date of the Final Terms).</p> | | |
| Competent authority | | |
| <p>The Base Prospectus was approved on 27 September 2024 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 | | |
| Who is the Issuer of the Securities? | | |
| Domicile and legal form, legislation and country of incorporation | | |
| <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> | | |
| Principal Activities | | |
| <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> | | |
| Major Shareholders | | |
| <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> | | |
| Key Managing Directors | | |
| <p>The directors of the Issuer are Paolo Tonucci, Simon van den Born, Rob Irvin and Nigel Grace.</p> | | |
| Statutory Auditors | | |
| <p>For the financial year ending on December 31, 2023, 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 2023 and 31 December 2022 in accordance with International Financial Reporting Standards and issued an unqualified auditor's report on such financial statements.</p> | | |
| What is the key financial information regarding the Issuer? | | |
| <p>The following key financial information has been extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2023 and 31 December 2022 which have been prepared in accordance with rules laid down in the International Financial Reporting Standards.</p> | | |
| Summary information – income statement | | |
| (USD in millions) | Year ended 31 December 2023 (audited) | Year ended 31 December 2022 (restated) |
| Selected income statement data | | |
| Net interest income | 12.9 | (4.5) |
| Net fee and commission income | 119.2 | 32.7 |

| | | |
|---|-------|-------|
| Net impairment loss on financial assets | (7.6) | (8.6) |
| Net trading result | 338.6 | 308.4 |
| Result from ordinary activities | 94.7 | 63.2 |
| Net income / Distributable profit | 97.7 | 64.2 |

Summary information – balance sheet

| (USD in millions) | As at 31 December 2023 (audited) | As at 31 December 2022 (restated) |
|---|----------------------------------|-----------------------------------|
| Total assets | 4,128.0 | 3,364.3 |
| Senior debt | 978.2 | 1,100.6 |
| Subordinated debt | 56.3 | 55.5 |
| Receivables from customers and exchanges | 1,347.2 | 1,202.2 |
| Liabilities to customers and exchanges | 1,361.2 | 1,485.5 |
| Shareholder's equity | 344.5 | 341.4 |
| (in per cent.) | | |
| Common Equity Tier 1 (CET1) capital ratio | 218% | 215% |
| Total capital ratio (based on new IFPR) | 253% | 250% |

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. 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. The Group's business includes multiple entities that are regulated by financial services regulators in different jurisdictions. The Group's failure to comply with applicable regulatory requirements, including with respect to anti-financial crime regulations (including those pertaining to sanctions, AML, anti-corruption tax evasion and fraud), regulatory capital requirements, conduct of business, governance, reporting obligations and oversight of its internal control environment, could subject the Group to regulatory enforcement or other actions. Any failure by the Group to address these rules 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: IT0006767245.

Underlying: The Index (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: 5,000 Certificates.

Maturity Date: 4 March 2031. 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 Settlement Amount, and the amounts payable will depend on the performance of the following Underlying Asset(s) as set out in the following subsections.

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

$$CA \times (PL + [P \times \text{Max}(0\%, \text{Perf} - \text{Strike})])$$

Defined terms:

- Asset Initial Price: The Asset Initial Price as determined by the Calculation Agent on the Strike Date on the basis of the official closing price of the Underlying Asset on this date.
- CA: Calculation Amount, being EUR 1,000.00.
- Final Reference Date: 18 February 2031.
- Max: in respect of the amount inside the brackets above, whichever is greater of the amounts separated by a semi-colon inside those brackets. For example, "Max(x; y)" means the greater of component x and component y.
- Strike: 1.00.
- Strike Date: 18 February 2025.
- PL: Protection Level, being 1.00.
- P: Participation, being 1.10.
- Perf: Underlying Performance, calculated as the Reference Price (Final) divided by the Reference Price (Initial).
- Reference Price: in respect of the Underlying Asset, the closing index level of the Underlying Asset for the relevant date.
- Reference Price (Final): in respect of the Underlying Asset, the Reference Price on the Final Reference Date.
- Reference Price (Initial): in respect of the Underlying Asset, 100.00 per cent. (100.00%) of the Asset Initial Price of the Underlying Asset.

Underlying Asset Table

| Underlying Asset | Bloomberg | Index Sponsor |
|------------------|---------------|----------------------------|
| FTSE MIB Index | FTSEMIB Index | FTSE International Limited |

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 terms and conditions of the Securities provide that the return on the Securities depends on the performance of the Underlying Asset, so that the investor will be exposed to the performance of the Underlying Asset. This means that, if the Underlying Asset fails to meet a relevant threshold for the calculation of any redemption amount, the investor may lose some or all of the initial investment.
- The terms and conditions of the Securities offer a capital protection of the Nominal Amount. Investors should note that such capital protection will only apply at maturity. Therefore, if the investors sell their Securities prior to maturity, there will be no capital protection and they may receive less than the face amount or initial purchase price of the Securities.

Risks relating to the Underlying Assets

- The return on the Securities may depend on the performance of the 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.
- 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) 3 February 2025 and ending on (and including) 18 February 2025 (the "Offer Period"). Investors in Italy may apply for the subscription of the Securities during normal Italian banking hours at the offices (*filiati*) of the Authorised Offeror from (and including) 3 February 2025 to (and including) 18 February 2025, 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.

| |
|--|
| <p>Issue Date: 21 February 2025.</p> <p>Public Offer Jurisdictions: Italy, Luxembourg.</p> |
| <p>Estimate of the total expenses charged to the investor</p> <p>A placement commission per Security of up to 4.00 per cent. (4.00%) of the Issue Price will be paid by the Issuer to each Authorised Offeror in respect of the Securities placed by any Authorised Offeror.</p> <p>The product-specific entry costs included in the Issue Price are EUR 55.60.</p> |
| <p>Who is the offeror and/or the person asking for admission to trading?</p> <p>See the item entitled "Authorised Offeror(s)" above.</p> |
| <p>Why is this Prospectus being produced?</p> |
| <p>Use and estimated net amount of the proceeds</p> <p>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.</p> |
| <p>Date of subscription agreement</p> <p>The offer of the Securities is not subject to a subscription agreement on a firm commitment basis.</p> |
| <p>Indication of the most material conflicts of interest pertaining to the offer or the admission to trading</p> <p>Fees shall be payable to the Authorised Offeror.</p> <p>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.</p> <p>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.</p> |

NOTA DI SINTESI DELLA SPECIFICA EMISSIONE DEI TITOLI

| Sezione 1 – Introduzione contenente avvertenze |
|---|
| <p>Avvertenze</p> <p>La presente nota di sintesi va letta come un'introduzione al prospetto di base datato 27 settembre 2024 (come integrato di volta in volta) (il "Prospetto di Base") 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 rispettive 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>State per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.</p> |
| <p>Introduzione</p> <p>Descrizione e numero identificativo dei Titoli</p> <p>I presenti titoli sono Certificati EUR 100 per cent. Capital Protected Certificates collegati a FTSE MIB Index dalla durata di 72 Mesi (i "Titoli").</p> <p>ISIN: IT0006767245</p> |
| <p>L'Emittente</p> <p>Marex Financial è una società a responsabilità illimitata che opera ai sensi del diritto inglese e gallese (l'"Emittente" o "Marex"). 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> |
| <p>L'Offerente(i) Autorizzato(i)</p> <p>L'offerente autorizzato è Sempione SIM S.p.A., Via Maurizio Gonzaga 2, 20123, Milano, Italia. Il codice LEI è 8156002321E34CC80269 ("Offerente Autorizzato"), tale espressione deve includere qualsiasi offerente autorizzato nominato dopo la data di esecuzione delle Condizioni Definitive).</p> |
| <p>Autorità Competente</p> <p>Il Prospetto di Base è stato approvato il 27 settembre 2024 dalla <i>Commission de Surveillance du Secteur Financier</i> (Commissione di Vigilanza del Settore Finanziario), sita in 283, Route d'Arlon, L-1150 Lussemburgo, email: direction@cssf.lu.</p> |
| Sezione 2 – Informazioni chiave riguardanti l'Emittente |
| <p>Chi è l'Emittente dei Titoli?</p> |
| <p>Domicilio e forma giuridica, legislazione e paese di costituzione</p> <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> |
| <p>Attività Principali</p> <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> |
| <p>Principali Azionisti</p> <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> |
| <p>Amministratori principali</p> <p>Gli amministratori dell'Emittente sono Paolo Tonucci, Simon Van Den Born, Rob Irvin e Nigel Grace.</p> |
| <p>Revisori Legali</p> <p>Per l'esercizio finanziario che si è concluso il 31 dicembre 2023, Deloitte LLP, Hill House, 1 Little New Street, Londra, EC4A 3TR ("Deloitte") è stata nominata 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 2023 e il 31 dicembre 2022 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> |
| <p>Quali sono le informazioni finanziarie principali relative all'Emittente?</p> <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 2023 e il 31 dicembre 2022, che sono stati predisposti in conformità alle regole previste dai Principi Contabili Internazionali (<i>International Financial Reporting Standards</i>).</p> |
| <p>Informazioni sintetiche – conto economico</p> |

| (in milioni di USD) | Anno concluso il 31 dicembre 2023 (sottoposto a revisione) | Anno concluso il 31 dicembre 2022 (riclassificate) |
|--|---|---|
| Dati del conto economico selezionati | | |
| Ricavi netti da interessi | 12,9 | (4,5) |
| Ricavi netti da spese e commissioni | 119,2 | 32,7 |
| Rettifiche di valore nette su attività finanziarie | (7,6) | (8,6) |
| Risultato commerciale netto | 338,6 | 308,4 |
| Risultato dell'attività ordinaria | 94,7 | 63,2 |
| Utile netto / Utile distribuibile | 97,7 | 64,2 |

Informazioni sintetiche – stato patrimoniale

| (in milioni di USD) | Alla data del 31 dicembre 2023 (sottoposto a revisione) | Alla data del 31 dicembre 2022 (riclassificate) |
|---|---|---|
| Attività totali | 4.128,0 | 3.364,3 |
| Debito di primo rango (senior) (<i>Senior Debt</i>) | 978,2 | 1.100,6 |
| Debito subordinato | 56,3 | 55,5 |
| Crediti verso clienti e borse | 1.347,2 | 1.202,2 |
| Debiti verso clienti e borse | 1.361,2 | 1.485,5 |
| Capitale totale degli azionisti | 344,5 | 341,4 |
| (in percentuale) | | |
| Coefficiente di Capitale Primario di Classe 1 (CET1) | 218% | 215% |
| Coefficiente capitale Totale (<i>total capital ratio</i>) (in base al nuovo IFPR) | 253% | 250% |

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. 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. L'attività del Gruppo comprende molteplici entità regolamentate da autorità di regolamentazione dei servizi finanziari in diverse giurisdizioni. La mancata conformità del Gruppo ai requisiti normativi applicabili, anche per quanto riguarda le normative anti-crimine finanziario (incluse quelle relative a sanzioni, AML, evasione fiscale e frode anticorruzione), requisiti di capitale normativo, condotta aziendale, governance, obblighi di rendicontazione e supervisione del suo ambiente di controllo interno, potrebbe sottoporre il Gruppo a misure di applicazione della normativa o ad altre azioni. Qualsiasi inadempienza da parte del Gruppo nell'affrontare queste normative o 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 modificato, 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: IT0006767245.

Sottostante: l'Indice (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: 5.000 Certificati.

Data di Scadenza: 4 marzo 2031. 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 l'Importo di Regolamento e gli importi pagabili dipenderanno dall'andamento dell'/delle Attività Sottostante/Sottostanti come descritta/e nelle seguenti sottosezioni.

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 dichiara 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 rimborsato, o acquistato e cancellato, l'Importo di Regolamento pagabile in relazione a ciascun Titolo alla Data di Scadenza sarà:

$$IC \times (PL + [P \times \text{Max}(0\%, \text{Perf} - \text{Strike})])$$

Termini definiti:

- Prezzo Iniziale dell'Attività: rispetto all'Attività Sottostante, il Prezzo Iniziale dell'Attività come determinato dall'Agente di Calcolo alla Data di Esercizio sulla base del prezzo di chiusura ufficiale dell'Attività Sottostante a tale data.
- IC: Importo di Calcolo, pari ad Euro 1.000,00.
- Data di Riferimento Finale: 18 febbraio 2031.
- Max: rispetto all'importo tra le parentesi sopra, il maggiore tra gli importi separati dal punto e virgola all'interno di quelle parentesi. Ad esempio, " . ' "Max(x;y)" indica il maggiore tra il componente x e il componente y.
- Strike: 1,00.
- Data di Esercizio: 18 febbraio 2025.
- PL: Livello di Protezione, pari ad 1,00.
- P: Partecipazione, pari ad 1,10.
- Perf: Performance Sottostante, calcolata come il Prezzo di Riferimento (Finale) diviso per il Prezzo di Riferimento (Iniziale).
- Prezzo di Riferimento: rispetto all'Attività Sottostante, il livello dell'Indice di chiusura dell'Attività Sottostante alla data corrispondente.
- Prezzo di Riferimento (Finale): rispetto all'Attività Sottostante, il Prezzo di Riferimento alla Data di Riferimento Finale.
- Prezzo di Riferimento (Iniziale): rispetto all'Attività Sottostante, 100,00 per cento (100,00%) del Prezzo Iniziale dell'Attività relativo a tale Attività Sottostante.

Tabella dell'Attività Sottostante

| Attività Sottostante | Bloomberg | Sponsor dell'Indice |
|----------------------|---------------|----------------------------|
| FTSE MIB Index | FTSEMIB Index | FTSE International Limited |

| |
|---|
| 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? |
| <p>I fattori di rischio specifici relativi ai Titoli sono descritti di seguito:</p> <ul style="list-style-type: none"> 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. <p>Rischi relativi a determinate caratteristiche dei Titoli:</p> <ul style="list-style-type: none"> I termini e le condizioni dei Titoli prevedono che il rendimento dei Titoli dipenda dalla performance dell'Attività Sottostante, in modo che l'investitore sarà esposto alla performance dell'Attività Sottostante. Ciò significa che, se l'Attività Sottostante non soddisfa una relativa soglia per il calcolo dell'importo di rimborso, l'investitore potrebbe perdere parte o tutto il proprio investimento iniziale. I termini e le condizioni dei Titoli prevedono che il rendimento dei Titoli offra una protezione dell'Importo Nominale. Gli investitori dovrebbero considerare che tale protezione sarà applicata solamente alla scadenza. Dunque, se gli investitori vendono i Titoli prima della scadenza, non sarà applicata la protezione del capitale e questi potrebbero ricevere un importo inferiore al valore nominale o al prezzo d'acquisto iniziale dei Titoli. <p>Rischi relativi alle Attività Sottostanti</p> <ul style="list-style-type: none"> 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. Marex agisce come broker, trader, fornitore di ricerche e market maker. In queste e altre funzioni, Marex acquista, vende o detiene un'ampia gamma di investimenti, negozia attivamente strumenti finanziari, derivati, materie prime, valute, credit default swap, indici, panieri e altri strumenti e prodotti finanziari per proprio conto, e avrà altri interessi diretti o indiretti, nel fixed income 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. |
| Sezione 4 – Informazioni principali in relazione all'offerta dei Titoli al pubblico e/o all'ammissione alle negoziazioni su di un mercato regolamentato |
| A quali condizioni o con quale tempistica può l'Investitore investire nei Titoli? |
| Termini generali, condizioni e tempi previsti per l'offerta |
| 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 "Paesi di Offerta al Pubblico") durante il periodo che comincia il 3 febbraio 2025 (incluso) e termina il 18 febbraio 2025 (incluso) (il "Periodo dell'Offerta"). Gli investitori in Italia possono fare richiesta per la sottoscrizione dei Titoli durante regolari orari di banca nelle filiali di Offerenti Autorizzati dal 3 febbraio 2025 (incluso) al 18 febbraio 2025 (incluso), soggetto a terminazione anticipata o estensione del Periodo d'Offerta. |

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.

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.

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.

Prezzo di Emissione alla Data di Emissione: Euro 1.000,00.

Data di Emissione: 21 febbraio 2025

Paesi di Offerta al Pubblico: Italia, Lussemburgo

Stima delle spese totali addebitate all'investitore

Una commissione di collocamento pari a fino al 4,00 per cento (4,00%) del Prezzo di Emissione per ciascun Titolo sarà pagata dall'Emittente a ciascun Offerente Autorizzato con riferimento ai Titoli dallo stesso collocati.

I costi di ingresso specifici del prodotto inclusi nel Prezzo di Emissione sono di Euro 55,60.

Chi è l'offerente e/o il soggetto richiedente l'ammissione alle negoziazioni?

Si veda il punto intitolato "L'Offerente(i) Autorizzato(i)" che precede.

Perché viene prodotto il Prospetto?

Uso e importo stimato netto dei proventi

I proventi netti derivanti dall'emissione di ciascuna *Tranche* di Titoli verranno utilizzati per procurare fondi aggiuntivi alle attività dell'Emittente e per scopi societari generali.

Data dell'accordo di sottoscrizione

L'offerta dei Titoli non è soggetta ad un accordo di sottoscrizione con assunzione a fermo.

Indicazione dei conflitti di interesse più significativi relativi all'offerta o all'ammissione alle negoziazioni

Le commissioni si pagano all'Offerente Autorizzato.

Marex agisce come *broker, trader*, fornitore di ricerche e *market maker*. In queste e altre funzioni, Marex acquista, vende o detiene un'ampia gamma di investimenti, negozia attivamente titoli, derivati, materie prime, valute, *credit default swap*, indici, panieri e altri strumenti e prodotti finanziari per proprio conto, e avrà altri interessi diretti o indiretti, nel *fixed income* 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.

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/e 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.