

Company No: 5613060

MAREX GROUP PLC
(the "Company")



At a General Meeting of the Company duly convened and held at 155 Bishopsgate, London, EC2M 3TQ on 9 June 2022 at 11.00 am the following resolutions were passed as Ordinary and Special Resolutions.

In the Resolutions, "**Ordinary Shares**" means Ordinary Shares as referenced in the Company's Articles of Association.

ORDINARY RESOLUTION

- 1** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot Ordinary Shares in the Company and grant rights to subscribe for or to convert any security into Ordinary Shares in the Company:
 - 1.1** up to a nominal amount of U.S.\$16.50 (or 100,000 Ordinary Shares) in connection with the proposed issuance of fixed rate reset perpetual subordinated contingent convertible notes (the "**AT1 Notes**"); and
 - 1.2** subject to applicable law and regulation, at such conversion prices (or such maximum or minimum conversion prices or conversion price methodologies) as may be determined by the Directors of the Company from time to time,such authority to apply in addition to all previous authorities pursuant to Section 551 of the Act and to expire at the close of business on 24 May 2027 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require Ordinary Shares to be allotted or rights to subscribe for or to convert any security into Ordinary Shares to be granted after the authority given by this Resolution has expired.

SPECIAL RESOLUTIONS

- 2** That with immediate effect, the Articles of Association in the form produced to the Meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 3** That subject to the passing of Resolutions 1 and 2, and without prejudice to any existing authority, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 1 above, as if Section 561(1) of the Act did not apply to any such allotment, such power to expire at the close of business on 24 May 2027 but so that the Company may, prior to such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after the power given by this Resolution has expired.
- 4** That subject to the passing of Resolutions 1, 2 and 3, and without prejudice to any existing authority, the Directors be empowered to allot and issue Ordinary Shares in the Company upon the conversion of any AT1 Notes allotted pursuant to the authority given by Resolution

1 above as if the provisions of Article 6.1 of the Articles of Association did not apply to any such allotment, such power to expire at the close of business on 24 May 2027 (the "**Expiry Time**") but so that the Company may, prior to such expiry, make offers and enter into agreements (including issuing any AT1 Notes) which would or might require Ordinary Shares to be allotted and issued after the power given by this Resolution has expired and, in such event, Article 6.1 shall not apply to any allotment and issue of Ordinary Shares (whether before or after the Expiry Time) pursuant to and in accordance with the terms of such offers or agreements.



Scott Linsley

Company Secretary

9 June 2022

Registered office:

155 Bishopsgate

London

EC2M 3TQ

United Kingdom