

Marex Financial

Annual Report and Financial Statements

Year ended 31 December 2025

Registration Number 05613061

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Country of Incorporation	England and Wales
Legal Form	Private unlimited company
Directors	S J van den Born R Irvin P R Tonucci
Company Secretary	S Linsley
Registered Office	155 Bishopsgate, London, EC2M 3TQ
Auditor	Deloitte LLP 2 New Street Square, London, EC4A 3BZ
Principal Banks	HSBC Bank plc 8 Canada Square, London, E14 5HQ, United Kingdom BMO Harris Bank N.A. 320 South Canal Street, Chicago, IL 60606, United States Barclays Bank plc 1 Churchill Place, London, E14 5HP, United Kingdom Bank of China Limited, London branch 1 Lothbury, London EC2R 7DB, United Kingdom Industrial and Commercial Bank of China Limited, London branch 81 King William Street, London, EC4N 7BG, United Kingdom Citibank N.A, London branch 25 Canada Square, London E14 5LB, United Kingdom JP Morgan Chase Bank N.A. 383 Madison Avenue, New York, NY 10017, United States

About Marex Financial

Marex Financial (the ‘Company’ or the ‘Firm’) provides market access, infrastructure services and essential liquidity to clients across global markets. The Firm is a private unlimited company and a subsidiary of Marex Group plc (collectively with its subsidiaries ‘Marex’, or the ‘Group’), a diversified global financial services platform, providing market access, infrastructure services and essential liquidity to clients across global commodity and financial markets.

The Group provides comprehensive breadth and depth of coverage across four services:

- Clearing
- Agency and Execution
- Market Making
- Hedging and Investment Solutions

It has a leading franchise in many major metals, energy and agricultural products, with access to more than 60 major global exchanges, including the London Metal Exchange where Marex is a Category 1 Member and Ring Dealer, the CME Group (CME) and the Intercontinental Exchange (ICE). In 2025, the Group cleared over 1,280 million contracts on exchange (2024: 1,116 million contracts). The Group has 3,400 active clients, including some of the largest commodity producers, consumers and traders, banks, hedge funds and asset managers. With more than 50 offices worldwide, the Group has over 3,000 employees across Europe, Asia and the Americas.

The Group provides critical services to clients by connecting them to global exchanges and providing a range of execution and hedging services across a range of our assets and products. We operate in a large and fragmented market with significant infrastructure requirements and regulatory and technological complexity, resulting in high barriers to entry. Moreover, our market is characterized by reduced competitive intensity as we believe many large banks and other financial institutions have reduced their participation in this part of the financial ecosystem. We consider these trends to elevate our value proposition and support our growth, as the scale and diversity of our business enable us to effectively service an underserved and growing global client base.

We have a broad and diverse client base that includes the largest blue-chip commodities producers, consumers and traders, as well as leading banks, hedge funds, asset managers and brokers.

The Company also has a corporate segment which provides support to the rest of the Group.

The Company is regulated in the UK by the Financial Conduct Authority (FCA), which also regulates the Group under consolidated supervision.

Core Services

The Company is a key part of the Group, a global financial services platform which provides market access, infrastructure services and essential liquidity to clients across global markets. Our services are highly specialised and essential for our clients to run their own businesses effectively; to manage risk and operate profitably.

For management purposes, the Company is organized into the following operating segments, based on the services provided, as follows:

- *Clearing*: Clearing is the interface between exchanges and clients. Clearing provides the connectivity that allows our clients access to exchanges and central clearing houses. As clearing members, Clearing acts as principal on behalf of our clients and generates revenue on a commission per trade basis. Clearing provides clearing services across markets including metals, agricultural products, energy and financial securities across different geographies.
- *Agency and Execution*: Agency and Execution provides essential liquidity and execution services to our clients primarily in the energy and financial securities markets. Our energy division provides essential liquidity to clients by connecting buyers and sellers in the energy markets to facilitate price discovery. We have significant positions in many of the markets we operate in, including key gas and power markets in Europe; environmental, and crude markets in North America; and oil products globally. We achieve this through the breadth and depth of the services we offer to customers, including market intelligence for each product we transact in, based on the extensive knowledge and experience of our teams. Our Securities division provides essential liquidity and risk management solutions to clients across global financial markets. Leveraging our international network, we connect buyers and sellers in equities, credit, financing, foreign exchange (FX), and rates, enabling efficient price discovery and tailored hedging strategies. Through our Prime Services business we deliver comprehensive solutions for institutional clients, including clearing, custody, capital introduction, portfolio financing, and outsourced trading.

Core Services (continued)

- *Market Making:* Market Making acts as principal to provide direct market pricing to professional and wholesale counterparties, primarily within the metals, agriculture, energy and financial securities markets. The Market Making segment primarily generates revenue through charging a spread between buying and selling prices, without taking significant proprietary risk. The Market Making operations are diversified across geographies and asset classes.
- *Hedging and Investment Solutions:* Hedging and Investment Solutions offers bespoke hedging and investment solutions to our clients and generates revenue through a return built into the product pricing. Tailored hedging solutions allow producers and consumers of commodities to hedge their exposure to movements in market prices, as well as exchange rates, across a variety of different time horizons.
- *Corporate:* Corporate manages the control and support functions of the Group and provides operational support to the business functions. In addition, Corporate manages the Group's funding requirements. Interest expense is incurred through debt securities issuance, which is recharged to other segments through inter-segmental funding allocations to reflect their consumption of these resources.

Review of Financial performance

The Company continued to deliver strong revenue growth across all operating segments driven by robust client activity.

The key performance indicators (KPIs) that are the focus of senior management include Revenue, Adjusted Profit Before Tax, Adjusted Profit Before Tax Margin and return on equity.

	2025	2024	
	\$m	\$m	% Change
Revenue	696.7	588.9	18%
Net commission income	240.4	172.9	39%
Net trading income	466.1	398.8	17%
Net interest (expense) / income	(9.8)	17.2	(157)%

The Company delivered strong revenue growth in 2025, with revenue increasing by 18% to \$696.7m (2024: \$588.9m). The increase was driven by higher net commission income and net trading income, which more than offset a small decline in net interest income.

Net commission income increased by 39% to \$240.4m (2024: \$172.9m), reflecting higher client activity and volumes in both Clearing and Agency and Execution. Net trading income increased by 17% to \$466.1m (2024: \$398.8m), underpinned by record performance in Solutions driven by higher client demand alongside growth in Market Making and Agency and Execution. These increases were partly offset by a decline in net interest income, which moved to an expense of \$9.8m in 2025 (2024: income of \$17.2m), as the Company maintained surplus liquidity during the year.

On 1 December 2025, the Prime business was transferred to Marex Financial as part of the planned wind-down of Marex Prime Services Limited ('MPSL'). Accordingly, the results of the business have been included within Marex Financial from that date. For segmental reporting purposes, Prime is reported within Agency & Execution. See Note 6 of the financial statements for further detail.

Expenses increased during the year, reflecting continued investment to support the overall Group's long-term growth. Front office costs increased by 31% to \$400.4m (2024: \$306.0m), primarily reflecting higher performance related compensation in line with revenue growth alongside increased front office headcount. Control and support costs increased by 62% to \$248.8m (2024: \$153.6m), primarily reflecting continued investment in the wider Group's technology, risk, finance and compliance capabilities, as well as the broader infrastructure and control environment required to support future growth.

Depreciation and amortisation increased to \$5.3m (2024: \$3.2m), consistent with continued investment in systems and infrastructure.

Review of Financial performance (continued)

Average monthly headcount increased by 20% to 1,086 (2024: 908). Average front office headcount increased by 12% to 343 (2024: 307), while average control and support headcount increased by 24% to 743 (2024: 601), reflecting continued investment across the business and its capabilities.

As a result of the revenue and cost trends noted above, Adjusted Profit Before Tax decreased to \$46.0m in 2025 (2024: \$131.6m), and the Adjusted Profit Before Tax Margin decreased to 7% (2024: 22%). This reflected continued investment in the business, particularly across technology, risk, finance and compliance capabilities, to support both the Company's and the overall Group's future growth.

On a reported basis, Profit Before Tax decreased to \$38.7m in 2025 (2024: \$126.9m), while Reported Profit After Tax decreased to \$22.8m (2024: \$100.4m). Tax for the year reduced to \$15.9m (2024: \$26.5m), reflecting the lower level of profitability recorded in the Company in 2025.

	2025	2024	
	\$m	\$m	% Change
Revenue	696.7	588.9	18%
Front office costs	(400.4)	(306.0)	31%
Control and support costs	(248.8)	(153.6)	62%
Net recovery of credit losses	0.9	2.3	(61%)
Depreciation and amortisation	(5.3)	(3.2)	66%
Other income	2.9	3.2	(9%)
Adjusted profit before tax	46.0	131.6	(65%)
Non-operating adjustments	(7.3)	(4.7)	n.m. ¹
Reported profit before tax	38.7	126.9	(70%)
Tax	(15.9)	(26.5)	(40%)
Reported profit after tax	22.8	100.4	(77%)
Adjusted profit before tax margin	6.6%	22.3%	
Reported return on equity ('ROE')	5.0%	24.7%	
Average monthly number of staff			
Front office	343	307	12%
Control and support	743	601	24%
Total	1,086	908	20%

1. n.m. not meaningful

2. Refer to Appendix 1 for further detail on the Company's non-IFRS measures.

	2025	2024
	\$m	\$m
Adjusted profit before tax	46.0	131.6
Activities in relation to shareholders	—	(2.4)
Employer tax on vesting of growth shares	—	(2.3)
Impairment of investment in subsidiary	(7.3)	—
Profit before tax (reported)	38.7	126.9
Tax	(15.9)	(26.5)
Profit after tax (reported)	22.8	100.4

Business review

Marex Financial is organised into distinct segments: Clearing, Agency and Execution, Market Making, Hedging and Investment Solutions, and Corporate. The following tables show the split of revenue by segment for 2025 compared to 2024:

	2025	2024	
	\$m	\$m	% Change
Clearing	214.9	226.1	(5%)
Agency and Execution	89.3	38.7	131%
Market Making	157.6	145.2	9%
Hedging and Investment Solutions	196.8	161.4	22%
Corporate	38.1	17.5	118%
Revenue	696.7	588.9	18%

Clearing

Clearing revenue decreased by (5%) to \$214.9m in 2025 (2024: \$226.1m), largely driven by lower net commission income which decreased to \$147.6m (2024: \$156.8m). Clearing net interest income decreased slightly during the year, as interest rate cuts were partly offset by higher clearing client balances.

Adjusted Profit Before Tax decreased by (25.0)% to \$113.7m in 2025 (2024: \$151.5m) as the result of lower revenue and increased costs linked to continued investment in technology, market access and regional expansion to support future growth.

Agency and Execution

Agency and Execution revenue increased by 131% to \$89.3m in 2025 (2024: \$38.7m). This increase was driven by higher net commission income alongside an increase in net interest income. Commission income growth was driven by strong Equities performance in our Securities business, supported by new product launches and expansion into new markets, which increased client engagement. Net interest income was intercompany funding on the Group's Securities' Prime business.

Adjusted Profit Before Tax increased to \$7.8m in 2025 (2024: loss of \$6.4m), driven by the strong revenue growth outlined above, which more than offset the associated increase in costs.

Market Making

Market Making revenue increased by 9% to \$157.6m in 2025 (2024: \$145.2m), driven by strong growth in Metals, and Securities, which more than offset softer conditions in Agriculture highlighting the resilience of our multi-asset approach in Market Making amid a mixed market backdrop in 2025, driven by rising tariffs and heightened uncertainty.

Adjusted Profit Before Tax decreased marginally to \$70.4m in 2025 (2024: \$71.4m) reflecting a change in revenue mix together with higher compensation and direct expenses. Consequently, margins declined from 49% in 2024 to 45% in 2025.

Hedging and Investment Solutions

Hedging and Investment Solutions revenue increased by 22% to \$196.8m in 2025 (2024: \$161.4m), reflecting higher client activity across both Financial Products and Hedging Solutions. Financial Products revenue increased \$25.2m to \$117.5m (2024: \$92.3m), driven by strong performance in structured products (equities, fixed income and digital assets). Hedging Solutions revenue increased \$10.1m to \$79.3m (2024: \$69.2m), reflecting growth in client volumes and expansion of the hedging client base.

Adjusted Profit Before Tax increased by 15% to \$67.1m in 2025 (2024: \$58.5m), reflecting strong revenue growth across both Financial Products and Hedging Solutions.

Review of financial performance (continued)

Corporate

Corporate revenue increased to \$38.1m in 2025 (2024: \$17.5m). Adjusted Loss Before Tax increased to \$213.0m in 2025 (2024: \$143.4m) reflecting an increase in discretionary pay linked to the performance of the Company, the recently completed acquisitions and continued investment across our finance, risk, technology and compliance functions as we invest in our people and systems to support the Group's future growth.

Balance sheet

	2025	2024	Change
	\$'m	\$'m	\$'m
Cash & Liquid Assets ¹	2,138.5	1,894.4	244.1
Trade Receivables	8,555.7	2,295.3	6,260.4
Reverse Repo and Stock Borrows	582.9	108.0	474.9
Securities ²	447.9	231.8	216.1
Derivative Instruments	2,100.3	1,055.8	1,044.5
Other Assets ³	334.6	64.0	270.6
Total Assets	14,159.9	5,649.3	8,510.6
Trade Payables	6,877.4	2,561.4	4,316.0
Repurchase Agreements and Stock Loans	2,501.2	349.2	2,152.0
Debt Securities	2,512.0	1,478.2	1,033.8
Derivative Instruments	1,778.7	765.9	1,012.8
Other Liabilities ⁴	51.0	51.2	(0.2)
Total Liabilities	13,720.3	5,205.9	8,514.4
Total Equity	439.6	443.4	(3.8)

1. Cash and Liquid Assets are cash and cash equivalents, treasury instruments (pledged as collateral and unpledged) and fixed income securities.

2. Securities assets are equity instruments (unpledged).

3. Other Assets are goodwill, property, plant and equipment, intangible assets, inventory, corporate income tax receivable, deferred tax asset, investments and investment in subsidiaries.

4. Other Liabilities are the Subordinated loan payable and short securities.

Total Assets increased from \$5.6bn at 31 December 2024 to \$14.2bn at 31 December 2025, primarily driven by increases in Trade Receivables (from \$2.3bn to \$8.6bn) and Derivative Instruments (from \$1.1bn to \$2.1bn).

The increase in Trade Receivables was mainly due to the transfer of the Prime business, previously held by MPSL (see Note 6), with the remaining growth attributable to higher counterparty balances in Hedging and Investment Solutions and Clearing.

Total Liabilities increased from \$5.2bn at 31 December 2024 to \$13.7bn at 31 December 2025, driven by increased Trade Payables of \$4.3bn, increased Repurchase Agreements and Stock Loans of \$2.2bn and increased Derivative Instruments and Debt Securities of \$1.0bn each respectively. Increased Trade Payables was due to the transfer of the UK Prime business, as noted above.

Total Equity fell by \$3.8m in 2025 (2024: increased by \$3.1m), mainly due to the payment of a dividend of \$40m during the year (2024: \$nil) only being partially offset by the profit after tax for the year of \$22.8m and gains on hedging instruments (net of tax) of \$14m (2024: loss of \$8.9m).

The Company's liquid resources increased by \$161.9m from \$1,763.2m in 2024 to \$1,925.1m at 31 December 2025 (see below).

Review of financial performance (continued)**Liquidity**

A prudent approach to capital and liquidity and commitment to maintaining the Company's investment grade credit rating are core principles which underpin the successful delivery of the Company's growth strategy.

The Company's liquidity resources consist of cash and high-quality liquid assets that can be quickly converted to meet immediate and short-term obligations. The resources include non-segregated cash, short-term money market funds, unencumbered securities guaranteed by the U.S. Government, excess funds held at exchanges or brokers, and other liquid unencumbered securities post haircut. The Company also includes in its liquidity resources the undrawn portion of the Company's committed Revolving Credit Facility.

The Company has access to a \$150m unsecured revolving credit facility ("RCF") with the four participant banks: Bank of China Limited, London Branch, Barclays Bank plc; HSBC Bank plc; and Industrial and Commercial Bank of China Limited (London Branch). The RCF was undrawn as at 31 December 2025 (2024: undrawn).

As at 31 December 2025, the Company's liquid resources (inclusive of the undrawn portion of the RCF) stood at \$1,925.1m (2024: \$1,763.2m). The Company maintains a Liquid Asset Threshold Requirement prepared according to the principles of the UK Investment Firm Prudential Regime (IFPR). The requirement includes a liquidity stress impact calculated from a combination of systemic and idiosyncratic risk factors.

The Company's structured notes programme, issued by its Hedging and Investment Solutions business, remains an important source of liquidity. The effect of the callable features within the structured note program is monitored and dynamically updated to reflect any changes to the expected maturity profile as part of the Company liquidity monitoring framework. At year-end 2025, total debt issued by the Company was \$2,512.0m including \$0.9m of Tier 2 debt (2024: \$1,478.2m including \$7.2m of Tier 2 debt).

Review of financial performance (continued)

Regulatory capital

The Company is regulated by the Financial Conduct Authority ('FCA') as a MIFIDPRU investment firm under the Investment Firm Prudential Regime ('IFPR'). The minimum capital requirement as at 31 December 2025 was determined by the Own Funds Threshold Requirement ('OFTR') based on the Company assessment included within the Internal Capital Adequacy and Risk Assessment ('ICARA') process.

The Company is in compliance with the regulatory requirements and is appropriately capitalised relative to the minimum requirements as set by the FCA. The Company maintained a capital surplus over its regulatory requirement at all times.

Maintaining a prudent approach to capital and liquidity in order to maintain an investment grade credit rating are core principles which underpin the successful delivery of the growth strategy. The Company manages its capital structure in order to comply with regulatory requirements, ensuring its capital base is adequate to cover the risks inherent in the business and to maximise shareholder value through the strategic deployment of capital. The Company's business model assessment, business and capital forecasting, stress testing and recovery planning are a part of the ICARA process.

At 31 December 2025 the Company had a total capital ratio of 232% (2024: 277%). The decrease in the total capital ratio resulted from the increase in the OFTR which was driven by Internal Capital Assessment.

The following table summarises the Firm's capital adequacy position at the year end.

	2025	2024
	\$m	\$m
Core equity Tier 1 capital	412.7	410.1
Tier 2 Capital	49.9	51.2
Total Capital resources¹	462.6	461.3
K-factor requirement	195.8	143.0
Own Funds Requirement ²	199.0	166.3
Total capital ratio³	232%	277%

1. Total capital resources include unaudited results for the financial year

2. Own Funds Requirement presented as Own Funds Threshold Requirement based on the latest ICARA process

3. The ratio expresses the Group's total capital as a percentage of Own Funds Requirement

The K-factor requirement reflects assessment of market, credit and operational risk for the Company's operations as defined by the IFPR regulations and consist of: K-NPR (Net Position Risk); K-TCD (Trading Counterparty Default); K-CMH (Client Money Held); K-COH (Client Orders Handled); and K-DTF (Daily Trading Flow).

K-NPR is the market risk arising from the open positions held by the Company at the end of day. K-TCD measures the counterparty risk in the trading book exposures when dealing on own account. K-CMH, K-COH, and K-DTF are calculated based on the daily average client money held, daily average notional of client orders, and daily average notional of transactions executed in the Company's name. The Company's OFTR is determined and included within the ICARA process.

Managing Risk

Risk management at a Company level is performed by the Internal Capital Adequacy and Risk Assessment ('ICARA') process and the Company places reliance on the Group's centralised risk management framework and function for the identification, assessment, monitoring, and oversight of risks.

Risk management is central to delivering our strategic priorities while ensuring long-term sustainability and strong corporate governance. The business strategy and risk appetite are closely aligned and guide decision-making across the Group, setting clear boundaries that support the effective execution of strategy, the prudent management of capital and the efficient use of liquidity.

To ensure that effective risk management practices are embedded, the Group has maintained a comprehensive risk management governance structure that sets out the control mechanism and processes for identifying, measuring, assessing, monitoring, controlling and reporting our key and emerging risks. This structure is anchored in the Group's Enterprise-Wide Risk Management ("EWRM") framework, which is supported by our people, processes and systems. Together, they provide the foundations and organisational architecture for implementing, maintaining and continuously enhancing risk management practices across the Group which includes the Company.

Risk appetite

The Group's comfort in risk taking is set by the Group's Board which defines the risk boundaries in which business and management operate.

The Group's risk appetite is underpinned by a suite of quantitative and qualitative measures that assess both current and stressed performance of the business against clearly defined risk appetite statements.

These measures are monitored on a regular basis to identify trends or any deterioration in the Group's risk posture. Where indicators move outside of, or close to, established limits, management is promptly alerted so that timely actions can be taken to restore the risk posture to within acceptable risk levels.

Consistent with the Group's risk management framework, this structured approach enables the Group Board, its Committees and Executive Management to evaluate and discuss the nature and extent of the risks inherent in executing the Group's strategic objectives. It ensures that risk considerations remain embedded in decision-making and that the Group continues to operate in a safe, controlled and well-governed environment.

Stress and Scenario analysis

As part of the risk management process and in alignment with UK regulatory requirements set by the Financial Conduct Authority, we perform regular stress tests and scenario analysis to assess the adequacy, composition and distribution of financial and capital resources required to address the key risks we are exposed to.

These assessments consider not only the capital and liquidity required to absorb potential losses under severe but plausible scenarios, but also the potential harm that our operations could pose to our clients and the markets in which we operate. This ensures our approach is resilient and reflects our broader responsibilities to stakeholders.

By evaluating performance under a range of extreme yet credible scenarios, we gain a clearer understanding of the Group's ability to withstand periods of stress or large-scale disruptive events. The insights from this analysis support proactive contingency planning and, where necessary, recalibration of our risk appetite to ensure the business remains robust, well-capitalised and resilient.

Enterprise-wide risk management framework

The risk framework provides a consistent and unified approach to identifying, assessing, and managing risks across the Group, including the Company. The Group Board has ultimate responsibility for ensuring that the Group and the Company operates within an effective and appropriate risk governance framework. It maintains oversight of all subsidiaries while recognising the regulatory responsibilities applicable to local boards.

Subsidiaries may develop risk approaches tailored to their specific business activities, provided these remain aligned with the principles and expectations set at Group level. This alignment ensures consistency across the Group with its entities and subsidiaries.

This structure ensures that all separate legal entities are treated collectively for the purposes of risk identification, assessment, communication, and reporting, so the Group has a holistic view of risk.

Managing Risk (continued)

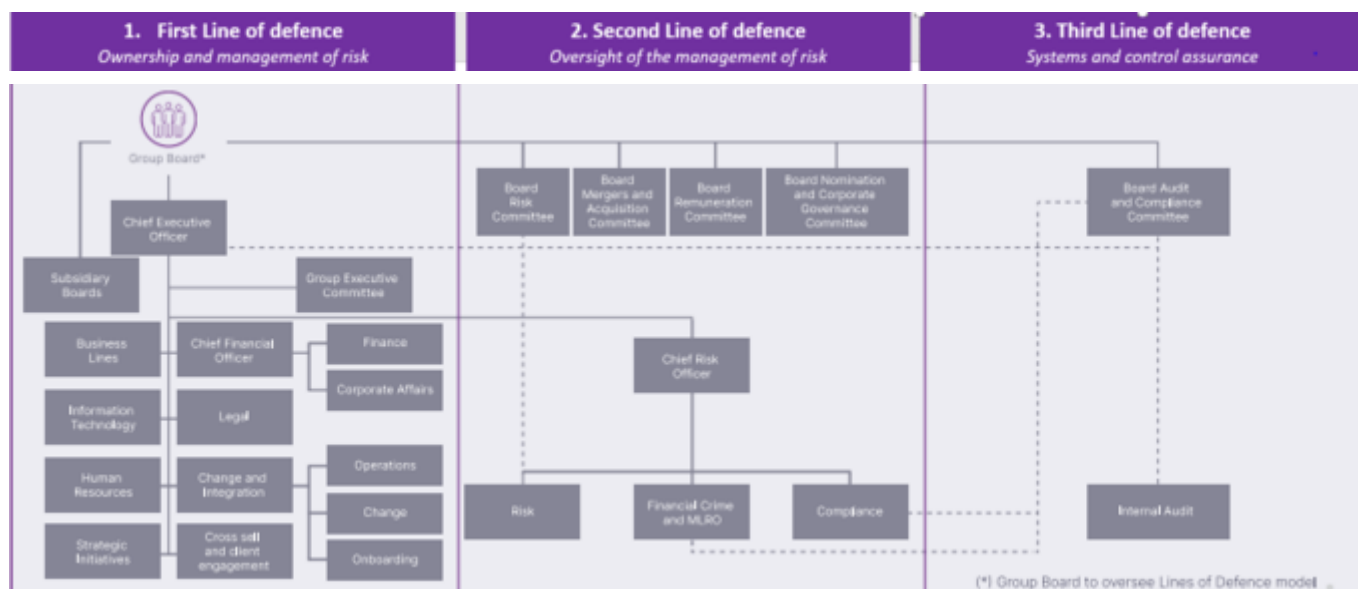
Components of the EWRM Framework



Risk Strategy and Governance

The Group's robust governance and assurance structure facilitates the escalation and reporting of risk – bottom-up, by business units to the various Committees and Group Board – whilst also ensuring effective channels to cascade risk approved policies and information – top-down, from the Group Board to the business units.

The framework is underpinned by a Three Lines of Defence model, as illustrated in the figure below, which clearly delineates roles and responsibilities for risk ownership, oversight, and independent assurance.



Managing Risk (continued)**Risk Strategy and Governance (continued)****First line of defence - Ownership and management of risk**

Day-to-day management of risk sits with the business units and support functions. They are responsible for understanding and adhering to the risk and control environment. Front line employees must consider the risk/reward trade-off in the short and long term and must ensure compliance with all risk policies and limits. The first line is responsible for the ongoing identification, assessment, monitoring and reporting of risk exposures and events.

Second line of defence - Oversight of the management of risk

The Group's Internal control function, which includes Risk Management, Financial Crime and Compliance. These teams provide independent risk oversight and challenge to the first line, and supervision of the operation of the risk control framework. The second line of defence is also responsible for formulating and maintaining risk frameworks, policies and risk reporting, in addition to managing risks relating to compliance and financial crime.

Third line of defence - Systems and control assurance

The Group's Internal Audit carries out an annual program of risk-based audits covering all aspects of first-and second-line risk management and risk control activities. The conclusions of each risk-based audit are reported to all three lines of defence. Internal Audit action plans are tracked through the Audit and Compliance Committee to ensure that resolutions are reached within the indicated timescales. Business units are accountable for identification, management, and escalation of risk in their area, supported by Risk Management and Internal Audit for guidance, oversight and supervision.

Risk appetite

The Group-wide business strategy is aligned with the Group's risk appetite, which guides business activities and informs management's risk-taking decisions. This alignment ensures that appropriate structures and processes are in place to identify and respond to material risks within the boundaries set by the Group Board.

The Group's risk appetite statements, defined for each risk type, are further articulated and translated into specific risk triggers, limits, and exposure measures. These are reviewed regularly by management to ensure that the business operates within an acceptable level of risk and remain consistent with the Group Board-approved appetite.

Risk Appetite and tolerance across key risk types, including Credit, Market, Operational, Capital and Liquidity risks are monitored as part of daily business activities. Any breaches of early warning triggers are promptly reported to management to enable timely oversight and corrective actions.

A high-level summary of the key risk roles and responsibilities is included in the table below:

Role	Responsibilities
Board of Directors	Sets risk appetite and reviews and challenges risk strategies, risk management and control framework, key risk limits and high-level risk policies. Oversees business plan and risk management strategy.
Group Executive Committee	Chaired by the CEO, considers decisions relating to risk and initiates appropriate actions following Board, Risk Committee and Audit and Compliance Committee meetings. Monitors, reviews and challenges overall risk profile and capital position of the business and ensures appropriate actions are taken to ensure risks are managed within the parameters and appetite set by the Board.
Chief Risk Officer	Enables efficient and effective governance of significant risks and related opportunities to the Group. As a member of the Executive Committee, guides the Committee and Board on the formulation of risk appetite, strategies, policies, delegated authorities, and limit structures for the management of risks.
Global Head of Risk	As a member of the Global Leadership Team, supports the design and implementation of good risk governance across the Group and, in coordination with the Chief Risk Officer, advises Committee and Board on risk management strategies.
Risk Committee	Provides advice to the Group Board on the Group's current risk exposures and future risk strategies, the embedding and maintenance throughout the Group of a supportive culture in relation to the management of risk and the establishment of prescriptive rules and procedures in relation to risk. Oversight of risk when approving and monitoring limits on risk exposures and concentration across the business.
Audit and Compliance Committee	Monitors the operational effectiveness of policies and internal control systems. Approves, monitors, and challenges the frequency, scope and performance of Risk Management considering risk exposures.
Remuneration Committee	Recommends to the Board the Group policies, practices and procedures related to employee remuneration, ensuring they encourage responsible business conduct, are consistent with, and promote sound and effective, risk management, promote risk awareness and prudent risk-taking.
Business Heads, Division and Functional Leads	Implement the EWRM framework, embedding its principles within all policies, frameworks and procedures under their remit supporting the establishment of a risk-aware culture within the Group.

Managing Risk (continued)**Risk Management Process**

The Group's risk management process aims to provide a consistent methodology to the Group to effectively manage the risk we face.

The Group has a defined Risk Classification Model (RCM) that provides a common risk language, and a consistent basis for the identification of risk. This approach allows us to have a common frame of reference when we communicate risk information while we continue our efforts to standardise reporting across the group and across our regions. This categorization model forms an integral part of the EWRM Framework and is effectively linked to our risk appetite methodology.

The key steps as part of this component are:

Identification and assessment:

The Group identifies and assesses material risks to which it may be exposed in the process of delivering its Business Strategy. This risk assessment forms the basis of identifying where it may be appropriate to implement risk controls across the business.

Response and Mitigation

Key risks identified in the RCM are consistently analysed and measured in accordance with approved policies and processes. The specific measure of risk is dependent upon the risk and multiple measures may be used to provide a comprehensive view given potential shortcomings in individual methodologies. Key business controls and procedures are implemented to mitigate the risks highlighted by the risk assessment.

Monitoring and Reporting

An important part of the risk management remit is regular and appropriate monitoring and reporting. In line with the governance structure in place, periodic reporting and risk analysis is presented to the relevant governing bodies as well as the relevant risk-takers, including the Group Board, Risk Committee, Executive Board, and senior management. Specific details on calibration and implementation of individual measures and controls are detailed within the relevant policies and procedures for the control and business area.

The flow of information and communication across the Group relating to the management of risk and the effectiveness of the control framework within the risk governance structure is an important component of the framework. There is regular reporting on the performance and effectiveness of risk metrics and formalized management information relating to the risks inherent to the business. The escalation procedures for raising significant issues with managers and supervisors are clear and well embedded across the Group.

Reporting requirements include monitoring the ongoing adequacy and effectiveness of the control framework, taking account of the trends and frequency of breaches of the control framework recorded on the risk register. Inherent risks and mitigating controls are assessed during the Risk and Control Self-Assessment ('RCSA') process.

Risk Integration

The Group recognises that for risk management to be effective, it needs to be coordinated and embedded across the Group. The Group continuously strive to integrate our risk management efforts with other relevant strategic decision-making processes. As an example of this, The Group's risk department continuously interacts, liaise with and is coordinated with the activities undertaken by the Compliance, Internal Audit, Strategy and Planning, Business Resilience, and Sustainability teams and contributes to feed and challenge the ICARA process which is separately performed by the Group and the Company.

Risk management also plays a crucial role when acquiring and incorporating a new company into Group activities. The Group has a structured process in place to ensure that acquisition and integration activities are executed in a controlled and structured manner and inherent risks of the target company are understood and managed.

Risk Culture

Measured risk-taking, and effective risk management are fundamental to our core values – the tone from the top in relation to the organisational culture and attitude to risk informs the behavior of our colleagues towards risk-taking activities. We believe that risk management is the responsibility of all employees and this is why we have reflected risk into our appraisal and remuneration processes. Training and development also plays a critical role for supporting and reinforcing a positive risk-aware culture across the organization.

Managing Risk (continued)

Risk Management Process

Through the Marex Academy, in which we continue to invest, employees have access to a broad range of online and in-person programs covering professional development, technology and specialized courses on our products and services.

To monitor and strengthen our risk culture, selected risk behaviors are measured and tracked through our periodic Engagement Survey. The insights gained help us understand how our risk culture is evolving and inform the initiatives and interventions to take forward.

Risk Identification and Assessments

The Group’s Risk Characterisation Model, (RCM), considers a range of risks the Group and the Company face. The RCM is reviewed on an ongoing basis and formally on an annual basis. Key business controls and procedures are implemented to mitigate the risks highlighted by the risk assessment.

Financial

Risk

Trend

Mitigation

Credit

We operate and deal with a range of clients from institutional investors and financial services firms to energy distributors, commodity producers, and other corporate hedging clients. Where any of our clients, counterparties or distributors fail to perform their contractual obligations we may incur a loss.



We manage and control credit risk using a structured framework of limits, governance and controls, which keep credit exposures within risk appetite while allowing business expansion and diversification. In addition, Group Risk Management supports business decision-making and the proactive identification of any new risks.

Liquidity

The Group defines liquidity risk as the risk of not being able to meet current and future cash flow and collateral needs without undue cost or adverse impact on the Group’s financial standing. Liquidity risk may be driven by systemic (market-driven) factors, which may be driven in turn by the broader macroeconomic environment, and idiosyncratic factors specific to Marex.



Management of Liquidity Risk is embedded in the Group’s overall risk management framework. The Group Treasury function has primary responsibility for liquidity management with independent oversight from Group Risk Management. Policies and procedures relating to liquidity management are maintained and implemented at the Group level and at material operating entity level.

Operational

Risk

Trend

Mitigation

Technology infrastructure and cyber security




We deploy a broad suite of technology solutions, comprising internally developed systems and products sourced from established industry providers. Within this technology environment, we have identified three principal areas of risk. First, we face the risk of technology failure, whereby key systems or platforms may experience disruption or downtime due to misconfiguration, insufficient scalability, or limitations in supporting the size and complexity of our operations, with the potential impact of such failures being exacerbated by weaknesses in incident detection, escalation, response, or recovery processes. Second, our evolving and increasingly complex IT architecture presents heightened risk exposure. As we expand the business and product lines, the introduction of additional systems and interdependencies increases complexity across trade flows and the wider technology estate, which may also complicate effective incident management and coordination across systems, teams, and third-party providers. Third, we remain exposed to cyber threats, which continue to grow in sophistication, frequency, and potential impact, including social engineering techniques such as phishing, impersonation, and manipulation of employees or third-party service providers that exploit human behavior rather than technical vulnerabilities



Our long-term technology requirements are addressed through a clearly defined technology strategy that guides investment, modernization, and the development of resilient platforms and applications. This strategy is complemented by an operational resilience and business continuity framework designed to ensure the ongoing availability, reliability, and recoverability of our critical systems, and by formal incident management processes covering incident detection, escalation, response coordination, and post-incident recovery and review. Cybersecurity risk forms an integral component of the Group’s Board oversight responsibilities, with specific oversight of technology and cyber risk delegated to the Group Risk Committee. The Committee monitors management’s execution of the Group’s cybersecurity risk management program and incident management capabilities and assesses the adequacy of the controls in place. Our policies and control standards are aligned with ISO 27001, and our cyber risk assessment framework is based on the National Institute of Standards and Technology (NIST), including controls relating to security incident handling and response.

Managing Risk (continued)

Risk Identification and Assessments

Operational Risk	Trend	Mitigation
<p>Third Party and vendor management</p> <p>Ensuring that suppliers operate in accordance with Group policies, standards, and control requirements remains a fundamental priority. Inadequate oversight or underperformance by critical suppliers, including those on which the Group becomes increasingly dependent, could impair our ability to serve clients effectively, disrupt operational continuity, or lead to non-compliance with regulatory expectations.</p>		<p>Marex is committed to establishing and maintaining strong, transparent, and mutually beneficial relationships with its suppliers. To support this, we have continued to enhance our Supplier Management Function, including the development and implementation of a comprehensive suite of governance documents. These comprise our Supplier Management Policy, supporting procedures, and a Supplier Code of Conduct, all of which have been reviewed, endorsed, and approved by the Material Outsourcing Committee, a sub-committee of the Group Executive Committee.</p>
<p>Broking process</p> <p>As the Group continues to grow and expand its activities, our exposure to operational risks across the broking lifecycle is increasing. These risks may arise at multiple stages of the transaction process, including the execution and arrangement of trades, where errors in booking, closing out positions, or compensating clients could result in financial loss. Operational risks also persist during downstream processes such as clearing, settlement, and invoicing, where failures or delays may impact client outcomes or overall process integrity.</p>		<p>Marex is committed to continuously strengthening its internal control environment across all stages of the broking lifecycle. Our broking operations are supported by a comprehensive control framework designed to ensure the accuracy, integrity, and completeness of trade activity. This framework is reinforced through periodic oversight and assurance performed by our second and third lines of defence.</p>
<p>Inability to attract key talent</p> <p>The skills, experience, and engagement of our colleagues are fundamental to the successful execution of our strategy and the delivery of high-quality service to our clients. The loss of key talent in critical functions – particularly in the absence of robust succession planning for senior management roles – poses a material risk to the Group’s ability to sustain growth, maintain operational effectiveness, and achieve strategic objectives. Failure to attract, develop, and retain critical talent could adversely affect performance, continuity, and the successful delivery of our business plans.</p>		<p>We invest significant time and resources in fostering an engaging, inclusive, and rewarding work environment that supports the retention of key talent across the Group. Talent, culture, and workforce planning are regular agenda items for the leadership team, the Group Executive Committee, the Management Executive Committee, and the Board. Senior leaders maintain active dialog with colleagues throughout the year to remain closely connected to organizational sentiment and emerging people-related risks. To inform decision-making, we conduct an annual Group-wide engagement survey, undertake periodic business-level reviews, and analyze leaver data and exit feedback to identify trends, opportunities, and areas for improvement. Insights from these activities support targeted actions to strengthen our People agenda.</p>

Managing Risk (continued)

Risk Identification and Assessments

Strategic and business

*Risk**Trend**Mitigation***Climate-related risk**

While transitioning towards a more sustainable economy, we may fail to anticipate and adequately respond to physical and transition threats and opportunities, which may lead to a decline in revenues and/or market share, as well as regulatory and financial impact to the Group. Failure to articulate and manage our exposure to climate-related risks may compromise our reputation and profitability, not meeting our stakeholder and investors' expectations.



We continue to strengthen our sustainability framework to mitigate climate-related risks and enhance regulatory resilience. In 2025, sustainability disclosures are integrated into the Annual Report and Accounts, improving governance, consistency and oversight. This year we have realigned our strategy to an industry-standard ESG framework, with enhanced KPIs supporting effective monitoring of climate-related performance.

As outlined in our Climate Financial Disclosures (CFD) Statement, our key indicators are our Scope 1 & 2 emissions. The Group's Scope 1 & 2 Greenhouse Gas emissions are reviewed by the Climate Change Steering Group, the Sustainability Committee and the Audit and Compliance Committee.

In response to an evolving regulatory environment, we are advancing compliance readiness through improved Scope 3 emissions calculation, pilot quantitative climate risk assessments, and the development of a more tailored net zero strategy, with processes embedded into business-as-usual activities.

Health and safety

While performing our business activities our employees, visitors, other parties or the environment may be adversely affected.



We recognize that effective management of health and safety risks is fundamental to the continuity of our operations and a core statutory obligation. Health and safety risks arising from all work activities are managed through a structured global Health and Safety Program, supported by defined policies and minimum standards. Oversight of health and safety performance is provided by the Group Health and Safety Committee, which regularly reviews incident trends, key risk indicators and compliance with applicable legal and regulatory requirements. The Group's Health and Safety Policy is reviewed periodically to reflect changes in operational activities, evolving legislation and emerging best practice, with the objective of maintaining a safe and healthy working environment and driving continuous improvement in health and safety performance.

Managing Risk (continued)**Risk Identification and Assessments****Strategic and business****Risk****Trend Mitigation****Evolving regulatory landscape**

As the Group continues to grow and diversify, the regulatory standards and supervisory expectations to which we are held are also increasing. Expansion into new markets exposes the Group to more complex and evolving regulatory landscapes, each with distinct requirements, heightened scrutiny, and varying supervisory approaches. This elevates the risk of regulatory challenge, increases the operational burden of maintaining compliance, and raises the potential for inconsistencies in meeting local expectations. At a macro level, rising geopolitical and regulatory fragmentation is contributing to greater divergence across global regulatory regimes. This environment places additional pressure on the Group to interpret, implement, and evidence compliance with multiple rules and standards. Collectively, these factors amplify the regulatory risk landscape the Group faces as it expands into new jurisdictions and grows the scale, sophistication, and footprint of its operations.



We maintain a proactive and structured approach to identifying and managing regulatory risk across the Group. Our teams continuously monitor developments in the global regulatory landscape, undertaking horizon scanning to assess the potential impact of emerging rules and supervisory expectations on our business model, operating footprint, and strategic plans. This enables the Group to respond to regulatory changes in a timely and coordinated manner, and to anticipate areas where evolving requirements may constrain or reshape our activities. Oversight of the regulatory landscape is part of our governance framework. The Audit and Compliance Committee is responsible for reviewing and approving the Group's approach to identifying, assessing, monitoring, and reporting regulatory risk.

Compliance**Risk****Trend Mitigation****Financial crimes and sanctions**

We define financial crime risk as the risk of Marex being used – whether by internal or external parties – to facilitate or enable illicit activity. This includes exposure to money laundering, fraud, bribery and corruption, tax evasion, terrorist financing, proliferation financing, and breaches of sanctions. The expansion of our product offering into more sophisticated or higher-risk markets, combined with an increasingly complex and rapidly evolving global regulatory and geopolitical environment, heightens the potential for such risks to materialize.



We apply a comprehensive, Group-wide approach to the management of financial crime and sanctions risk, supported by a consolidated Financial Crime Policy and an established prevention framework. This framework embeds clear standards, controls, and oversight mechanisms across all jurisdictions in which we operate. Our risk-based approach is aligned with the Financial Action Task Force (FATF) recommendations and applicable regulatory requirements.

Emerging Risks**Navigating geopolitical uncertainty, economic shifts and digital disruption**

The global operating environment is expected to remain volatile, shaped by persistent geopolitical tensions, uncertain macroeconomic conditions, and accelerating technological competition, including increased investments in sovereign AI. These forces are likely to continue to reshape market structures, regulatory expectations, and risk profiles across the financial services sector.

In this context, organisations are increasingly required to anticipate and embed emerging risk scenarios into strategic planning and execution to support resilience and agility. As a growing global organisation with an expanding international footprint, the Company will continue to operate within this complex and evolving risk landscape. The Company remains focused on maintaining strategic flexibility while further strengthening its risk management, governance, and control frameworks to support sustainable growth and the delivery of our ambitions.

Geopolitical instability and global fragmentation

Geopolitical instability is likely to remain elevated, with ongoing armed conflicts, including in the Middle East and Ukraine, alongside fragile and uncertain peace processes, and continued humanitarian and political crises in regions such as Gaza and Sudan. Further periods of internal unrest in a number of jurisdictions may give rise to political instability, changes in government, and episodic escalations between long-standing regional rivals.

Emerging Risks (continued)

For the Company, these developments may have implications for the Company's energy business, particularly where client activities are sensitive to geopolitical developments and market volatility. Heightened geopolitical risk could also affect client behaviour, counterparty risk profiles and margin requirements, particularly for clients operating in, or exposed to, affected regions.

In parallel, the global economic environment may continue to fragment, with increasing divergence across regulatory regimes and policy frameworks. Shifting political priorities and evolving regulatory approaches may add complexity to our cross-border operations, including the provision of services through our international offices and regulated entities. These dynamics may be most pronounced in emerging markets, where regulatory uncertainty, restrictions on market access or changes in local market infrastructure could constrain growth opportunities and increase the operational and compliance burden associated with executing the Group's long-term strategy.

Economic uncertainty and trade disruptions

Economic uncertainty may remain elevated, with tariff measures introduced following the transition in the U.S. Administration continuing to disrupt global trade flows and heighten tensions between major trading partners. Sustained tariff regimes could contribute to heightened market volatility, increased fragmentation across global commodity markets and persistent regional price divergences.

For the Company, these conditions may affect client activities across its energy business, while influencing counterparty risk profiles and margin requirements. Weaker global growth may place downward pressure on demand-sensitive commodities, and ongoing supply chain disruption and protectionist policies could increase operating costs, reduce market efficiency and constrain liquidity. Taken together, these dynamics may amplify economic uncertainty, complicate investment and hedging decisions, and present challenges to growth, particularly in highly interconnected global markets and emerging economies. These factors therefore remain a key consideration in the Group's assessment of market, credit and liquidity risks, and inform its approach to capital deployment and strategic planning.

Investment discipline and strategic growth

All business decisions are guided by the Group's strategic objectives, including a disciplined and structured approach to mergers and acquisitions. As the business continues to grow, it is essential that both organic investment and M&A activity are assessed within the context of a rapidly evolving market environment to ensure capital is deployed effectively.

There is a risk that an imbalance in investment strategy, whether across organic growth initiatives, acquisitions, efficiency programmes, or resilience-building investments, could reduce our ability to respond to changing conditions. In particular, insufficient consideration of integration complexity, execution risk, or long-term resilience in the context of M&A activity could constrain adaptability and strategic flexibility.

If not appropriately managed, these factors may impair Marex's ability to deliver sustainable performance across its business segments and to realise the intended strategic and financial benefits of its investment and acquisition strategy.

Evolving fraud and cyber conflict in a technology-driven environment

The increasing use of advanced technologies, including algorithmic trading, blockchain, and artificial intelligence (AI), as well as the expansion of our business activities into additional technology-enabled services such as payments, has enhanced organisational capability but also heightened exposure to cyber conflict and technology-enabled fraud. In the context of elevated geopolitical tensions, cyber activity is increasingly used as a means of disruption, with ransomware, denial-of-service attacks, and data compromise representing persistent threats across the financial services sector.

Operating in a high-value, time-critical environment, Marex remains exposed to cyber-enabled disruption affecting critical systems, transaction processing activities, data confidentiality, integrity, and operational continuity. These risks are enterprise-wide and could adversely impact operational resilience, regulatory compliance, and reputation.

Marex continues to strengthen its cyber security and control environment, including measures to protect sensitive data, enhance system resilience, and support the secure operation of technology-enabled services, and detect and respond to cyber threats, to maintain the integrity and availability of its critical services.

Section 172 - Companies Act 2006 statement

The directors of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the requirements of Section 172 (1) (a) to (f) of the Companies Act 2006 as set out below. The Directors recognise the importance of stakeholder engagement and its contribution to the success of the Company and their interests are taken into consideration by the Directors during Board discussions and decision-making. This report sets out how the Directors have met these responsibilities during the financial year.

a) *the likely consequences of any decision in the long term*

Strategy, risk and financial and operational resilience of the Company are managed at a Group level. The Group Board held its annual 'Strategy Day' in January 2025. At this meeting, the overarching strategy of the Group was reviewed, past growth analysed and future plans discussed. The discussions on strategy included diversification and growth, with a focus on each of the Group's services and markets; developing the Group's technology platforms; and acquisitions. Each of these areas, directly or indirectly, impact the Company. The Group Board also discussed and considered the development and risks associated with the Digital Assets business and expansion of the Environmentals business. The Group Board continues to identify opportunities for innovation, creativity and ambition, and to evolve and diversify the Group (and accordingly the Company) in line with agreed risk appetite and long-term strategy. This was particularly evidenced in 2025 by a number of strategic acquisitions which have expanded the size of the Group, its employees and locations, and have both added to, and enhanced, its product set.

During the year, the Board considered the likely long-term consequences of its decisions, with a particular focus on the Company's financial resilience, regulatory compliance and strategic alignment. In approving the Company's Internal Capital and Risk Assessment, the directors considered regulatory capital and liquidity requirements, challenged the methodologies used to assess internal capital and liquidity needs, and reviewed the appropriateness of stress and reverse stress testing scenarios.

The Board also reviewed the Company's operational resilience self-assessment, assessed proposed impact tolerances and noted improved resilience compared with the prior year, reflecting enhanced controls and measures.

In addition, as part of its ongoing consideration of the Company's long-term strategy and alignment with the Group, the Board approved the acquisition of the business operations and assets of Marex Prime Services Limited.

b) *the interests of the Company's employees*

The Directors continued to support the Group's annual employee engagement survey, which was undertaken in July 2025. The number of respondents increased year-on-year with over 80% of employees completing the survey. The overall scores were mostly consistent with the previous year, suggesting that the Group's strengths have been preserved throughout significant change. 2025 saw the second year of the Group's Graduate Programme offering opportunities in both the UK and US offices, augmenting the Group's pipeline of talent. Management, supported by the Group Board, will continue to focus on building a strong Group with increasingly satisfied employees, and on maintaining high levels of engagement following the recent acquisitions, directly benefiting the Company.

Further details of the Group Board's approach to remuneration, to leadership and how these cascade throughout the business to the workforce and employee engagement, can be found in the Corporate Governance Report in Marex Group plc's Annual Report.

c) *the need to foster the Company's business relationships with suppliers, customers and others*

The Group Board is key in promoting the Group's cultural values, ensuring they are understood by all and embedded into the fabric of the Group, its actions, how it conducts business, and how it supports appropriate behaviours. This ensures that good business relationships are maintained with the Company's clients. On a daily basis, the Company's brokers and market makers engage directly with clients, while management strengthens relationships by regularly interacting with senior executives of clients, fostering even deeper connections.

The Directors are committed to ensuring high standards are met when it comes to supplier relationships; as such, all suppliers are required to meet the Marex Supplier Code of Conduct and abide by both relevant national and international standards, including those set out by the International Labour Organisation, the UK Bribery Act 2010 and the UK Equality Act 2010.

Section 172 - Companies Act 2006 statement (continued)

The Group's Modern Slavery and Human Trafficking Statement (covering the Company) sets out the commitment of the Directors to their corporate responsibility and to maintaining a culture within which ethical behaviour is promoted, in addition to setting out the steps taken to minimise the risk of modern slavery existing in the Group's business or supply chains. The Company, together with the Group Board, recognises the financial regulators across the globe as key stakeholders and senior management regularly engage with, and maintain open dialogue with, the regulators in each of the jurisdictions where the Company and the Group operate, ensuring continuing compliance with regulatory requirements.

d) the impact of the Company's operations on the community and the environment

The Group Board acknowledges its responsibility to minimise the impact of the business on the community and the environment. The Directors continue to support the Group's focus on ESG, which includes activities in the biofuels, renewable energy certificates, emissions futures and options, environmental consulting services; and the Group has also launched an online marketplace for clean energy tax credits. The Directors remain committed to the Group's carbon sequestration project with Oxford University spin-off OxCarbon and The Global Mangrove Trust; and the Group continued to maintain its carbon neutral status (using carbon offsets) in 2025.

Further detail of the Group's approach can be found in the Sustainability Report in Marex Group plc's Annual Report. In addition, supported by the Directors, the Group's (and therefore the Company's) approach to taxation is one of transparency and disclosure, paying its fair share of tax, ensuring a cooperative approach to working with tax authorities, no aggressive tax planning, and alignment with best market practices.

e) the desirability of the Company maintaining a reputation for high standards of business conduct

The Directors understand the importance of promoting the Group's cultural values, ensuring they are understood by all and embedded into the fabric of the Group, its actions, how it conducts business, and how it supports appropriate behaviours. These are as follows:

- Integrity: We pride ourselves on our honesty and high ethical standards. We apply these values when working with all clients, colleagues and other stakeholders.
- Respect: Our people and clients are at the heart of our business. We always act respectfully and treat people fairly in everything we do.
- Developing our people: Our people are the basis of our competitive advantage. We look to 'grow our own' and make Marex the place ambitious, hardworking and talented people choose to build their career.
- Adaptable and nimble: We are proactive. We embrace change as markets evolve to constantly increase our efficiency and create innovative solutions for our clients.
- Collaborative: By working together across the organisation, we foster teamwork, can better respond to challenges and successfully deliver for our clients.

f) the need to act fairly as between members of the Company

As a wholly owned subsidiary of Marex Group plc, the shareholders interests are represented by the Directors, one of whom also serves on the Group Board and therefore responsible for setting the direction of the Group as a whole. The Company is satisfied that the actions taken by the Group align to the Company's objective to promote the success of the Company.

Authorised and approved by the Board



R Irvin
Director

27 April 2026

The Directors present their report and audited financial statements of Marex Financial (the 'Company' or the 'Firm') for the year ended 31 December 2025. The Company is a private unlimited company and a subsidiary of Marex Group plc (collectively 'Marex', or the 'Group').

Directors

The following Directors have held office throughout the year and to the date of this report, except where noted:

S J van den Born
R Irvin
P R Tonucci

Indemnity of directors

Each Director is indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by them in the proper exercise of their duties. Directors who have resigned during the year also benefit from the same indemnity arrangement. In addition, the Directors are covered by an insurance policy.

Directors' statement as to disclosure of information to the Auditor

Each of the persons, who is a Director at the date of approval of this report, confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- that they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Foreign exchange

The following foreign exchange rates have been used in the preparation of these financial statements:

	2025		2024	
	Average rate	Year end rate	Average rate	Year end rate
GBP / USD	1.3187	1.3476	1.2780	1.2525
EUR / USD	1.1298	1.1741	1.0818	1.0358

Going concern

The Company's business activities and financial position, the factors likely to affect its future development and performance, its objectives and policies in managing the financial risks to which it is exposed and its capital, are discussed in the Strategic Report. The Company's regulatory capital resources, significant developments in 2025 and anticipated future developments are detailed in the liquidity and regulatory capital sections on pages 9 and 10.

This section also describes the Company's funding and liquidity profile, including changes in key metrics and the build up of liquidity reserves. As detailed in Note 3(c) of the accounting policies, it is concluded that the Group and Company have adequate resources to continue to operate for the foreseeable future and for at least twelve months from the date of signing of the statements of financial position and confirm that the Group and Company can operate as a going concern. It is for this reason that the Directors continue to prepare the financial statements on a going concern basis.

Events after the reporting period

Events since the statement of financial position date are disclosed in Note 35.

Overseas branches

As at 31 December 2025, the Company had a branch in Israel and a Foreign Company registration in Australia.

Dividends

Dividends of \$40 million were paid during the year ended 31 December 2025 (2024: \$nil).

Financial risk management

Financial risk management objectives are included in the Strategic Report.

Future developments

The directors consider that the year-end financial position of the Company was satisfactory. No significant change to the Company's principal business activities is currently expected.

Research and development

The Company produces commodity research across Energy, Agriculture Base Metals and Ferrous Metals markets and has developed key partnerships in this field.

Engagement with Employees

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Company. This is achieved through formal and informal meetings and the Group website.

Disabled Persons

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Suppliers, customers and others

In accordance with the Reporting on Payment Practices and Performance Regulations 2017, the Company submits biannual reports on payment practices and performance to the Department for Business, Energy and Industrial Strategy. The average time taken to make payments from the Company under qualifying contracts was 21 days (2024: 21 days). Relationships with suppliers, customers and others are not managed at company level, as the directors of the Company's immediate parent manage the operations of Marex on a Group-wide basis. Further statements regarding how the Group's relationships with suppliers, customers and others are managed, are contained in the Marex Group plc Annual Report (which does not form part of this report and is available on the Group's website).

Streamlined Energy Carbon Reporting (SECR)

Greenhouse gas emission estimates are produced for the Group as a whole and are contained in the Annual Report of Marex Group plc, which does not form part of this report.

Climate-related Financial Disclosure ('CFD') Statement

The Company is exempt from separately providing a Climate-related Financial Disclosure ('CFD') Statement, as this information is included in the disclosures of its parent entity, Marex Group plc. Further information on the Group's CFD disclosures can be found within the Sustainability Report of Marex Group plc's Annual Report and in the Group's CFD Statement within the Group's Strategic Report.

Corporate governance arrangements

The Company's parent, Marex Group plc (the 'Group'), is listed on the Nasdaq Global Select Market and complies with the corporate governance rules generally applicable to U.S. domestic companies listed on Nasdaq, subject to certain exemptions available to foreign private issuers, as set out in the Group's Annual Report.

The Group Board is the ultimate governing body of Marex and supported by its Nomination and Corporate Governance Committee, plays a key role in establishing and overseeing robust governance arrangements across the Group and in promoting effective information flows and oversight. This framework supports responsible and informed decision making by ensuring that material risks, controls and strategic matters are appropriately considered at board and committee level. The Board remains satisfied that this provides a sufficiently robust overarching framework of governance standards within which the Group as a whole, including the Company, operates, and that it enables the Company to implement prudent and proportionate governance processes and procedures.

This overarching governance framework is reflected in the Group's governance policies, which are available on the Marex website. Further details on Marex Group Plc's application of its corporate governance arrangements are set out in the Group's Annual Report.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). In accordance with company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, International Accounting Standard ('IAS') 1 requires Directors to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

The auditor, Deloitte LLP, has expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor pursuant to sections 485 – 488 of the Companies Act 2006.

Approved by the Board and signed on its behalf by:



R Irvin
Director
27 April 2026

Report on the audit of the financial statements

1. Opinion

In our opinion, the financial statements of Marex Financial (the ‘Company’):

- give a true and fair view of the state of the company’s affairs as at 31 December 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards and IFRS accounting standards as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the statement of cash flows; and
- the related notes 1 to 35

The financial reporting framework that has been applied in their preparation is applicable law, United Kingdom adopted international accounting standards and IFRS accounting standards as issued by the IASB.

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor’s responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council’s (the ‘FRC’s’) Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matter that we identified in the current year was: <ul style="list-style-type: none">• Valuation of debt securities issued
Materiality	The materiality that we used for the financial statements was \$12.5 million which was determined on the basis of 2.8% of total net assets.
Scoping	Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control, and assessing the risks of material misstatement.
Significant changes in our approach	There were no significant changes to our audit approach compared with the prior year.

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- using our knowledge of the company, the financial services industry, the financial services regulatory environment and the general economic environment, including macroeconomic pressures affecting the company's operations, to identify inherent risks in the business model and how such risks might affect the financial resources or ability to continue operations over the going concern period;
- making inquiries of management about the assumptions, used in their going concern models, and assessing the reasonableness of those assumptions and of the accuracy of historical forecasts;
- evaluating the company's strategic plans in light of the changing macroeconomic environment, short and longer term financial budgets, funding, liquidity and capital adequacy plans including internal stress tests;
- evaluating the company's operational resilience by inspecting the crisis management and business continuity plans in place and the company's readiness to respond to catastrophic events;
- evaluating the company's response and risk to recent geopolitical events and market volatility;
- reviewing regulatory correspondence to assess whether there are any matters that may impact the going concern assessment; and
- evaluating the company's disclosures on going concern against the requirements of IAS 1.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1 Valuation of structured notes issued by Marex Financial

Key audit matter description	<p>As disclosed in note 20, Marex Financial have issued structured notes amounting to \$2,512m as of 31 December 2025 (2024: \$1,478.2m) which are designated at fair value through profit and loss. These debt securities contain substantive embedded derivatives and are accounted for at fair value. Furthermore, these debt securities include bespoke auto-callable features whose contractual payoffs are referenced to a pool of underlying assets, including equity linked notes which reference underlying stocks as well as credit linked notes with varied terms that introduce valuation complexity.</p> <p>We have identified valuation of these debt securities as a key audit matter because of the complexity involved in valuation which includes multiple inputs, some of which are assessed for observability against comparable market data. This required a higher degree of judgement and an increased extent of effort, including the involvement of our valuation specialists.</p>
How the scope of our audit responded to the key audit matter	<p>We have performed the following procedures to address the risk of material misstatements in relation to valuation of structured notes:</p> <ul style="list-style-type: none">• Tested the relevant controls over the valuation of debt securities;• Involved valuation specialists to evaluate management's methodology and significant assumptions over pricing inputs, including those that lack adequate market data to support observability;• Challenged the key judgements used by management in valuation of debt securities with the aim of identifying potential management bias;• Independently recalculated the valuation of debt securities as at 31 December 2025;• Assessed the significance and observability of pricing inputs and their reasonableness in relation to valuation of debt securities; and• Tested disclosures on fair value hierarchy of these debt securities in accordance with IFRS 13.
Key observations	<p>Based on our audit procedures performed, we concluded that the valuation of structured notes as at 31 December 2025 is reasonable.</p>

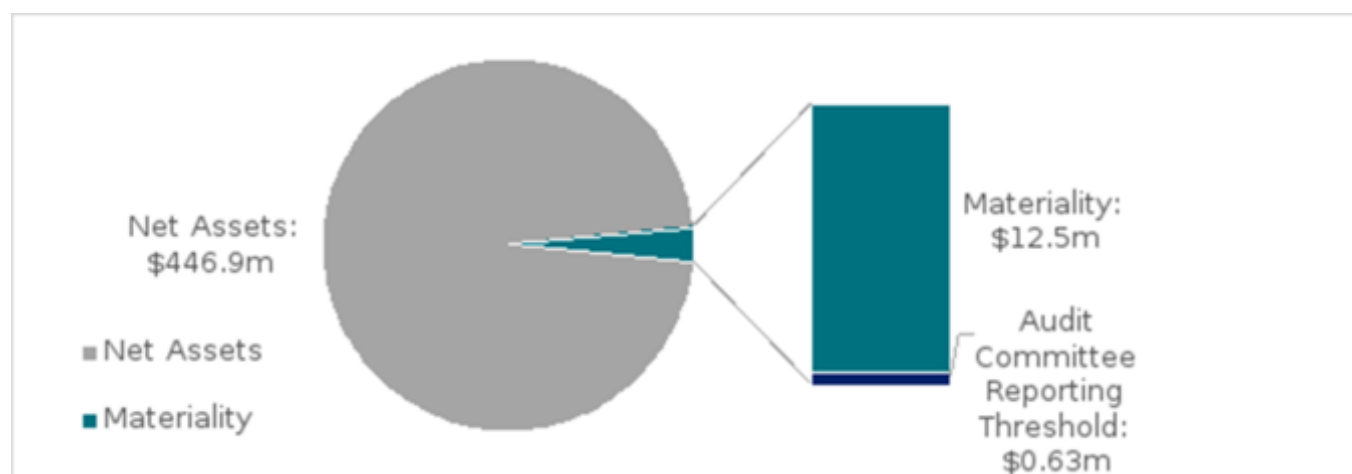
6. Our application of materiality

6.1 Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	\$12.5 million (2024: \$11.1 million)
Basis for determining materiality	2.8% of total net assets (2024: 2.5% of total net assets)
Rationale for the benchmark applied	The Company acts as one of the regulated entities within the Marex Group. The balance sheet is the key measure of financial health that is important to shareholders, therefore we determined net assets to be the most appropriate benchmark.



6.2 Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

Performance materiality	65% of materiality (2024: 65% of materiality).
Basis and rationale for determining performance materiality	<p>In determining performance materiality, we considered the following factors:</p> <ul style="list-style-type: none"> • The quality of the control environment and whether we were able to rely on controls; • Degree of centralisation and commonality of controls and processes; • The nature, volume and size of uncorrected misstatements arising in the previous audit and management’s willingness to correct misstatements in the current period.

6.3 Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of \$0.625m (2024: \$0.665m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1 Scoping

Our audit was scoped by obtaining an understanding of the Company and its environment, including internal control, and assessing the risks of material misstatement, our audit scope covers 99% of the Company's total assets and 99% of the Company's revenue in 2025. All audit procedures to respond to the risks of material misstatement was performed directly by the audit engagement team.

7.2 Our consideration of the control environment

We obtained an understanding of both relevant business controls over key business cycles and of relevant IT systems. We involved IT specialist to test the general IT controls for all relevant systems. We did not rely on controls and further improvements are required in order for us to adopt a wider controls-reliant approach across the audit.

7.3 Our consideration of climate-related risks

In planning our audit, we have considered the potential impact of climate change on the company's business and its financial statements. The company continues to develop its assessment of and response to the potential impacts of environmental, social and governance ('ESG') related risks, including climate change, as outlined in the Strategic Report on page 20.

We held discussions with management to understand the process for identifying climate-related risks, the consideration of mitigating actions and the impact on the company's financial statements which can we found in the Strategic report. Management do not expect any material climate change-related financial impact on their business. We performed our own qualitative risk assessment of the potential impact of climate change on the company's account balances and classes of transactions based on our understanding of the nature of the company's underlying operations through inquiries of management and review of the minutes and regulatory correspondence.

We read the climate-related disclosures included in the Strategic report section in the annual report and considered whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

8. Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1 Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- The nature of the industry and sector, control environment and business performance including the design of the company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- Results of our enquiries of the directors, management, internal audit and the audit committee about their own identification and assessment of the risks of irregularities including those that are specific to the company's sector;
- Any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations; and
- The matters discussed among the audit engagement team and relevant internal specialists, including tax, valuations and IT specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the United Kingdom Companies Act 2006, FCA Regulation and United Kingdom tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

11.2 Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations. Our procedures to respond to risks identified included the following:

- Reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
MAREX FINANCIAL (CONTINUED)**

- Enquiring of management, the audit committee and in-house and external legal counsel concerning actual and potential litigation and claims;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC and regulators, including the FCA; and
- In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

13. Opinion on other matter prescribed by the Capital Requirements (Country-by-Country Reporting) Regulations 2013

In our opinion the information given in note 34 to the financial statements for the financial year ended 31 December 2025 has been properly prepared, in all material respects, in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

14. Matters on which we are required to report by exception

14.1 Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2 Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

15. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Giles Lang, FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
27 April 2026

**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025**

	Notes	2025 \$m	2024 \$m
Commission and fee income	5	589.3	445.5
Commission and fee expense	5	(348.9)	(272.6)
Net commission income		240.4	172.9
Net trading income	5	466.1	398.8
Interest income	7	393.1	321.1
Interest expense	7	(402.9)	(303.9)
Net interest (expense) / income	7	(9.8)	17.2
Revenue	5	696.7	588.9
Expenses			
Compensation and benefits	8	(411.5)	(311.1)
Depreciation and amortisation		(5.3)	(3.2)
Other expenses	9	(237.7)	(153.2)
Total expenses		(654.5)	(467.5)
Net recovery of credit losses	23	0.9	2.3
Other income		2.9	3.2
Impairment of investment in subsidiaries	15	(7.3)	—
Profit before tax		38.7	126.9
Tax	10	(15.9)	(26.5)
Profit after tax		22.8	100.4

All operations are continuing for the current and prior years.
The notes on pages 39 to 102 form part of these financial statements.

**STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025**

		2025	2024
	Notes	\$m	\$m
Profit after tax		22.8	100.4
Other comprehensive income			
Items that may be reclassified subsequently to profit and loss:			
Cash flow hedges			
Fair value gain/ (loss) arising on hedging instruments during the year		18.6	(11.9)
Deferred tax on hedging instruments	10	(4.6)	3.0
Items that will not be recycled to profit or loss:			
Change in fair value of financial liabilities designated at FVTPL due to own credit risk	29(e)	(3.0)	(3.4)
Deferred tax on change in fair value of financial liabilities designated at FVTPL due to own credit risk	10	0.7	0.9
Fair value gain on investments in equity instruments designated at FVTOCI	15	0.5	0.3
Deferred tax on revaluation of investments	10	(0.1)	(0.1)
Other comprehensive income / (loss) net of tax		12.1	(11.2)
Total comprehensive income		34.9	89.2

The notes on pages 39 to 102 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Notes	31 December 2025 \$m	31 December 2024 \$m
Assets			
Non-current assets			
Goodwill	12	3.2	3.2
Intangible assets	13	8.2	7.1
Property, plant and equipment	14	3.8	1.5
Investments	15	5.9	5.4
Investments in subsidiaries	15	—	7.3
Treasury instruments (unpledged)	16	83.1	53.5
Treasury instruments (pledged as collateral)	16	319.9	46.1
Derivative instruments	21	6.8	—
Deferred tax asset	10(c)	17.3	25.2
Total non-current assets		448.2	149.3
Current assets			
Treasury instruments (unpledged)	16	28.3	56.3
Treasury instruments (pledged as collateral)	16	54.9	241.6
Fixed income securities	19	1.6	12.6
Stock borrowing		417.9	108.0
Reverse repurchase agreements	22	165.0	—
Inventory	18	277.5	6.9
Trade and other receivables	23	8,555.7	2,295.3
Derivative instruments	21	2,093.5	1,055.8
Equity instruments (unpledged)	17	446.3	219.2
Corporate income tax receivable		18.7	7.4
Cash and cash equivalents		1,652.3	1,496.9
Total current assets		13,711.7	5,500.0
Total assets		14,159.9	5,649.3

The notes on pages 39 to 102 form part of these financial statements.

**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025 (CONTINUED)**

		31 December 2025	31 December 2024
	Notes	\$m	\$m
Liabilities			
Current liabilities			
Repurchase agreements	22	1,180.8	123.7
Derivative instruments	21	1,778.7	765.9
Trade and other payables	24	6,877.4	2,561.4
Stock lending		1,320.4	225.5
Short securities		1.4	1.6
Debt securities	20	2,216.2	1,284.2
Total current liabilities		13,374.9	4,962.3
Debt securities	20	295.8	194.0
Subordinated loan payable	25	49.6	49.6
Total non-current liabilities		345.4	243.6
Total liabilities		13,720.3	5,205.9
Total net assets		439.6	443.4
Equity			
Share capital	27	160.1	160.1
Share premium		5.9	5.9
Retained earnings		257.7	274.9
Other reserves	28	15.9	2.5
Total equity		439.6	443.4

The notes on pages 39 to 102 form part of these financial statements.

The financial statements on pages 32 to 102 were approved and authorised for issue by the Board of Directors on 27 April 2026 and signed on its behalf by:



R Irvin
Director
27 April 2026
Registration Number: 05613061

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025**

	Share capital	Share premium	Retained earnings	Other reserves	Total
Notes	\$m	\$m	\$m	\$m	\$m
At 1 January 2024	160.1	5.9	175.7	2.8	344.5
Profit after tax for the period	—	—	100.4	—	100.4
Fair value loss on hedging instruments	—	—	—	(11.9)	(11.9)
Deferred tax on hedging instruments	—	—	—	3.0	3.0
Change in fair value of financial liabilities designated at FVTPL due to own credit risk	—	—	—	(3.4)	(3.4)
Deferred tax on change in fair value of financial liabilities designated at FVTPL due to own credit risk	—	—	—	0.9	0.9
Gain on revaluation of investments	—	—	—	0.3	0.3
Deferred tax on revaluation of investments	—	—	—	(0.1)	(0.1)
<i>Total comprehensive income for the period</i>	—	—	<i>100.4</i>	<i>(11.2)</i>	<i>89.2</i>
Deferred tax on share-based payments	—	—	—	10.1	10.1
Current tax on share-based payments	—	—	—	0.8	0.8
Other movements	—	—	(1.2)	—	(1.2)
At 31 December 2024 and 1 January 2025	160.1	5.9	274.9	2.5	443.4
Profit after tax for the period	—	—	22.8	—	22.8
Fair value gain on hedging instruments	—	—	—	18.6	18.6
Deferred tax on hedging instruments	—	—	—	(4.6)	(4.6)
Change in fair value of financial liabilities designated at FVTPL due to own credit risk	—	—	—	(3.0)	(3.0)
Deferred tax on change in fair value of financial liabilities designated at FVTPL due to own credit risk	—	—	—	0.7	0.7
Gain on revaluation of investments	—	—	—	0.5	0.5
Deferred tax on revaluation of investments	—	—	—	(0.1)	(0.1)
<i>Total comprehensive income for the period</i>	—	—	<i>22.8</i>	<i>12.1</i>	<i>34.9</i>
Dividends paid	11	—	(40.0)	—	(40.0)
Deferred tax on share-based payments	—	—	—	(4.9)	(4.9)
Current tax on share-based payments	—	—	—	6.2	6.2
Other movements	—	—	—	—	—
At 31 December 2025	160.1	5.9	257.7	15.9	439.6

The notes on pages 39 to 102 form part of these financial statements.

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	Notes	2025 \$m	2024 \$m
Reconciliation of profit before tax to net cash flows from operating activities			
Profit before tax		38.7	126.9
Adjustments for non-cash items:			
Impairment of investment in subsidiaries	15	7.3	—
Depreciation and amortisation of property, plant and equipment and intangibles	13, 14	5.3	3.2
Net recovery of credit losses	23	(0.9)	(2.3)
Other non-cash movements including exchange rate movements		(39.9)	5.7
Changes in operating assets and liabilities			
Net increase in derivative instruments	21	(13.1)	(62.1)
Increase in trade and other receivables	23	(6,259.5)	(305.3)
Increase in trade and other payables	24	4,316.0	353.5
Decrease / (Increase) in fixed income securities	19	11.0	(12.6)
Increase in treasury instruments	16	(88.7)	(11.3)
Increase in equity instruments	17	(227.3)	(206.1)
Increase in debt securities	20	1,037.1	496.6
(Increase) / Decrease in inventory	18	(270.6)	137.6
Increase in net repurchase agreements	22	892.1	123.7
Increase in net stock borrowing and lending		785.0	117.5
Corporation tax paid		(17.5)	(30.5)
Net cash from operating activities		175.0	734.5

During 2025, interest received was \$395.9m (2024: \$298.1m) and interest paid was \$405.6m (2024: \$291.0m).

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

	Notes	2025 \$m	2024 \$m
Investing activities			
Purchase of intangible assets	13	(4.8)	(4.8)
Purchase of property, plant and equipment	14	(3.9)	(1.0)
Net cash outflow from investing activities		(8.7)	(5.8)
Financing activities			
Redemption of Tier 2 notes	20	(6.3)	—
Dividends paid	11	(40.0)	—
Net outflow from financing activities		(46.3)	—
Net increase in cash and cash equivalents		120.0	728.7
Cash and cash equivalents			
Cash available on demand and short-term deposits at 1 January		1,496.9	776.9
Increase in cash		120.0	728.7
Effect of foreign exchange rate changes		35.4	(8.7)
Cash and cash equivalents at 31 December		1,652.3	1,496.9

The notes on pages 39 to 102 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****1 GENERAL INFORMATION**

Marex Financial (the 'Company') is an unlimited company incorporated in England and Wales under the Companies Act. The address of the registered office is 155 Bishopsgate, London, EC2M 3TQ, United Kingdom. The principal activities of the Company and the nature of the Company's operations are set out in note 5 and in the Strategic Report.

The financial statements of the Company comply with UK-adopted international accounting standards and with the requirements of the Companies Act 2006.

References to the 'Group' are to the group of companies headed by Marex Group plc, of which Marex Financial is a part.

These financial statements are presented in US dollars ('USD' or '\$'), which is also the Company's functional currency. All amounts have been rounded to the nearest tenth of a million ('m'), except where otherwise indicated.

2 ADOPTION OF NEW AND REVISED STANDARDS**(a) New and amended IFRS Accounting Standards that are effective for the current year**

The Company applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025 (unless otherwise stated). The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates

The amendments to IAS 21 sets out the requirements to help entities to assess exchangeability between two currencies, and to determine the spot exchange rate, when exchangeability is lacking. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose.

When a currency is not exchangeable into another currency, the spot exchange rate needs to be estimated. The objective in estimating the spot exchange rate at a measurement date is to determine the rate at which an orderly exchange transaction would take place at that date between market participants under prevailing economic conditions.

These amendments had no material impact on the Company's financial statements.

(b) New and revised IFRSs in issue, but not yet effective

At the date of authorisation of these financial statements, the Company has not applied the following revised IFRS Accounting Standards that have been issued and adopted by the IFRS UK Endorsement Board but are not yet effective.

Amendments to IFRS 7 Financial Instruments: Disclosures and IFRS 9 Financial Instruments: Classification and Measurement

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurements of Financial Instruments ('the Amendments'). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the 'settlement date'.
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments at fair value through other comprehensive income ('OCI').

The Amendments are effective for annual periods beginning on or after 1 January 2026 with earlier adoption permitted for classification of financial assets and related disclosures only. The Company does not anticipate that the amendments will have a material impact on the Company's financial statements.

2 ADOPTION OF NEW AND REVISED STANDARDS (CONTINUED)

(b) New and revised IFRSs in issue, but not yet effective (continued)

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income or and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends or interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for annual periods beginning on or after 1 January 2027 and will apply retrospectively.

The application of IFRS 18 will have an impact on the Company's financial statements in future periods. The assessment to identify all impacts that the new requirements will have on the financial statements is ongoing.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

IFRS 19 will become effective for annual periods beginning on or after 1 January 2027. The directors of the Company do not anticipate that IFRS 19 will be applied.

3 MATERIAL ACCOUNTING POLICIES

The Company is required to disclose material accounting policy information. Accounting policy information is material if it can reasonably be expected to influence decisions that the primary users of financial statements make on the basis of those financial statements when considered together with other information included in the financial statements. The Company considers an accounting policy as material if the information relates to material transactions, other events or conditions or involves a high degree of uncertainty and has a material impact on the financial statements.

The material accounting policies adopted are set out below.

(a) Basis of accounting

The financial statements of the Company have been prepared on the historical cost basis, except for the revaluation of certain assets and liabilities that are measured at fair value, as explained in the accounting policies below.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(b) Going concern**

The Directors have assessed the going concern basis of preparation of the Company's financial statements, drawing on the Group's Internal Capital Adequacy and Risk Assessment (ICARA) process as the principal framework for this evaluation. Through the ICARA, the Directors have identified and assessed the material risks and potential harms to which the Group is exposed, including market risk arising from proprietary positions and client-related exposures, credit and counterparty risk, operational and business continuity risk, and liquidity risk arising from potential stress on funding lines and collateral requirements.

These risks have been incorporated into a range of severe but plausible stress scenarios, including adverse market movements leading to increased margin calls and potential counterparty default, a sustained reduction in trading volumes and revenue, and a combined market and liquidity stress reflecting correlated risk factors. The scenarios have been calibrated with reference to both historical stress events and forward-looking indicators reflecting the current macroeconomic and geopolitical environment. The results of these stress tests demonstrate that the Company maintains sufficient regulatory capital and liquidity resources throughout the forecast period to meet its Investment Firm Prudential Regime (IFPR) requirements, including its own funds threshold requirement and liquid assets threshold requirement. The Company also retains adequate headroom within its credit facilities, with sufficient cash and undrawn balances to meet contractual maturities and covenant obligations under stressed conditions.

On this basis, the Directors have concluded that no material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern for a period of at least 12 months from the date these financial statements were approved and authorised for issuance. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing these financial statements.

(c) Revenue recognition

The Company's revenue consists of:

Net commission and fee income

Sales and brokerage commissions are generated when customers trade exchange traded derivatives, over-the-counter ('OTC') traded derivatives, fixed income securities and equity securities.

The Company is responsible for executing and clearing the customers' purchases and sales and as such it acts as principal, as a result, commission income is recognised on a gross basis.

Commission charged to customers on exchange traded derivatives and over-the-counter traded derivatives are recognised at a point in time on the trade date when a client order is cleared or executed (i.e. when the performance obligation is satisfied). Commissions charged to customers on traded securities are sale-based commissions that are recognised at a point in time on the trade date. Sales based commissions are typically a fixed fee per security transaction and in certain instances, are based on a percentage of the transaction value.

Commission charged to customers on clearing transactions recoup clearing fees and other fee expenses incurred. Clearing fees earned represent the recharge of transaction-based fees charged by the various exchanges and clearing organisations at which the Company or one of its clearing brokers is a member for the purpose of executing and/or clearing trades through them. Clearing fees incurred are generally passed through to clients' accounts and are reported gross as the Company maintains control over the clearing and execution services provided, maintains relationships with the exchanges or clearing brokers, and has ultimate discretion in whether the fees incurred are passed through to the clients and the rates at which they are passed through. As clearing fees charged are transactional based, they are recognised at a point in time on the trade date along with the related commission income when the client order is cleared or executed.

In connection with the execution and clearing of trades, the Company is required to pay fees to the executing brokers, exchanges, clearing organisations and banks. These fees are based on transaction volumes and recognised as commission and fee expense on the trade date. The Company also pays commissions to third party introducing brokers (individuals or organisations) that maintain relationships with clients and introduce them to the Company. Introducing brokers accept orders from clients whilst the Company provides the accounts, transaction, margining and reporting services, including money and securities from clients. Introducing brokers commissions are determined monthly and presented in commission and fee expense in the income statement and settled quarterly. Commission and fee expenses are generally passed through to clients' accounts. No other costs related to the generation of commission income are included within commission and fee expense.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(c) Revenue recognition (continued)***Net trading income*

Net trading income includes realised and unrealised gains and losses derived from transactions in OTC derivatives, exchange traded derivatives, equity instruments, stock borrowing and stock lending, reverse repurchase and repurchase agreements, fixed income securities and foreign exchange. These transactions are the result of trading activity, being managed at fair value. As such the resulting net trading income includes the gains and losses on transactions executed with clients and other counterparties, and where the Company enters into these transactions on its own account.

Net trading income also includes fair value movements on the following financial liabilities designated at fair value through profit or loss:

- Structured notes, are hybrid debt securities issued. Fair value movements, excluding those related to own credit risk and interest expense, are recorded in net trading income;
- Repurchase agreements and stock loans, held as part of the Company's trading book, are managed at fair value. The fair value movements, including the realised gain or loss on settlement, and the interest derived from the activity is recorded within net trading income.

In certain transactions, the transaction price of the financial instrument differs from the fair value calculated using valuation models. This difference is called day 1 profit or loss and is recognised immediately in the income statement in net trading income only when:

- the fair value determined using valuation models is based only on observable inputs;
- the fair value determined using valuation models is based on both observable and unobservable inputs but the impact of the unobservable inputs in the fair value is insignificant.

In all other cases, the financial instrument is initially recognised at the transaction price and the recognition of day 1 profit or loss is deferred and amortised through the term of the deal or to the date when unobservable inputs become observable (if sooner) unless specific factors relevant to the trade require a specific recognition pattern.

Net interest income

Interest income includes mainly the interest earned on the cash and financial instruments balances held on behalf of the Company's clients as well as the Company's own cash balances. Interest income is calculated using the effective interest rate ('EIR') method. The effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset (before adjusting for expected credit losses) or to the amortised cost of the financial liability.

Interest expense includes interest paid to the Company's clients on their balances and interest paid on debt securities issued and borrowings. Interest expense is calculated using the effective interest method. The interest expense component of the Company's structured notes, designated at fair value through profit or loss, are also presented in interest expense. This approach aligns with the way that the Company manages the issued debt securities, as it considers the structured notes to be a source of liquidity and funding and therefore the interest flows are crucial to understanding the interest rate sensitivity of the Company.

(d) Tax

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(d) Tax (continued)***Current tax (continued)*

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Company intends to settle its current tax assets and liabilities on a net basis or to realise the asset and settle the liability simultaneously.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(e) Tax (continued)***Current tax and deferred tax for the year (continued)*

In determining whether uncertain tax positions exist, the Company assesses whether it is probable that a tax authority will accept the uncertain tax treatment applied or proposed to be applied in its income tax filings. The Company assesses for each uncertain tax treatment whether it should be considered independently or whether some tax treatments should be considered together based on what the Company believes provides a better prediction of the resolution of the uncertainty. The Company measures tax uncertainties using its best estimate of likely outcomes for which it relies on estimates and assumptions and may involve judgments about future events. Corporate activity as well as day to day operations may give rise to tax uncertainties. The Company has determined, with the benefit of opinions from external tax advisors and legal counsel, where appropriate, that it has provided for all tax liabilities that are probable to arise from such activities. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities. Such changes could result in incremental tax liabilities which could have a material effect on cash flows, financial condition and results of operations. Where the final tax outcome of these matters is different from the amounts that were originally estimated such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(f) Impairment of non-financial assets

Impairment tests on goodwill and intangible assets with indefinite useful lives (trademarks) are undertaken annually and whenever there is an indicator of impairment. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

The impairment test is carried out on the asset's cash generating unit (i.e. the smallest group of assets in which the asset belongs for which management measures separately identifiable cash flows). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise, they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where the carrying value of an asset exceeds its recoverable amount an impairment loss is recognised in the income statement.

An impairment loss in respect of goodwill is not reversed. For non-financial assets other than goodwill, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments***Initial recognition and measurement*

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in profit and loss.

Financial assets are classified based on the business model within which the asset is held and the characteristics of the financial asset's contractual cash flows. Financial assets are classified on initial recognition based on the Company's assessment of the following criteria:

- the Company's business model for managing the asset; and
- whether the contractual cash flows represent solely payment of principal and interest ('SPPI') on the principal outstanding.

Following the Company's assessment of this criteria, subsequent measurement is recognised at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL').

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the timeframe established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when the following conditions are satisfied:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Additionally, financial assets are not measured at amortised cost if they have been classified as designated at FVTPL.

Financial instruments measured at fair value through other comprehensive income (FVTOCI)

Financial assets that meet both of the following conditions and have not been designated as at FVTPL are measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Financial instruments measured at fair value through profit or loss (FVTPL)*

Financial assets that do not meet the criteria to be measured at amortised cost or FVTOCI are subsequently measured at FVTPL. These include the following categories:

- financial assets that are held for active trading or held as part of a portfolio that is managed together with short-term profit or position taking (held for trading (HFT)). This classification includes all derivative financial assets, except those that are designated as hedging instruments in qualifying hedge relationships and are classified as FVTPL;
- financial assets in a business model whose objective is achieved by managing the financial assets on a fair value basis in order to realise gains and losses as opposed to a business model in which the objective is to collect contractual cash flows (FVTPL);
- financial assets that fail the SPPI test (FVTPL); and
- financial assets that have been designated to be measured at fair value through profit or loss to eliminate or significantly reduce and accounting mismatch.

The Company may make the following irrevocable election and/or designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

The following accounting policies apply to the subsequent measurement of financial assets.

Amortised cost and effective interest rate method

The effective interest rate method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the EIR method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the contrary, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the EIR method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the EIR to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired interest income is recognised by applying the EIR to the amortised cost of the financial asset.

Investments in debt instruments classified as amortised cost

Debt instruments classified as amortised cost are subsequently measured using the EIR method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired. The Company's financial assets held at amortised cost include US treasury and agency bonds (classified as Treasury instruments on the statement of financial position) and trade receivables.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Investments in equity designated as at FVTOCI*

On initial recognition, the Company made an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination to which IFRS 3 Business Combinations ('IFRS 3') applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has evidence of a recent actual pattern of short-term profit taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs and are presented as investments in the statement of financial position. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve. The cumulative gain or loss will not be reclassified to profit and loss on disposal of the equity investments; instead it will be transferred to retained earnings. The Company has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of IFRS 9.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- investments in equity instruments are classified as at FVTPL, unless the Company designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition; and
- debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses ('ECL') on investments in debt instruments that are measured at amortised cost or at FVTOCI. No impairment loss is recognised for investments in equity instruments. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade receivables. ECL are a probability-weighted estimate of credit losses based on both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and forward-looking expectation.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring. Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that is possible within 12 months after the reporting date.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Impairment of financial assets (continued)**Simplified approach*

The Company adopts a simplified approach for trade debtors whereby allowances are always equal to lifetime ECL. The ECL on trade debtors are estimated using a provision matrix by reference to historical credit losses experience adjusted for current and expected future economic conditions. When a trade debtor balance is more than 180 days past due, the Company further performs a qualitative review of the debtor analysing factors such as the debtor's current financial position, past due days, cash collection history and internal credit ratings to determine whether the Company has reasonable and supportable information to apply a higher credit loss rate adjusted by forward-looking information.

Significant increases in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating; and
- significant deterioration in external market indicators of credit risk for a particular financial instrument.

The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk, based on all of the following: (i) the financial instrument has a low risk of default in accordance with either internal or external credit ratings; (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and (iii) adverse changes in economic and business conditions in the long term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that each criterion is capable of identifying a significant increase in credit risk before the amount becomes past due.

Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables and other assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company) or partially.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Impairment of financial assets (continued)**Write-off policy*

The Company writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no reasonable expectation of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit and loss.

Measurement and recognition of expected credit losses

At the reporting date, an allowance is required for the 12-month (Stage 1) ECL. If the credit risk has significantly increased since initial recognition (Stage 2), or if the financial instrument is credit-impaired (Stage 3), an allowance (or provision) should be recognised for the lifetime ECL.

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date, less any collateral held.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments; and
- external credit ratings where available.

If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Company recognises an impairment gain or loss in profit and loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Presentation of impairment

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. Provision for credit losses related to trade and other receivables, including settlement balances and deposits paid for securities borrowed are presented on the face of the income statement.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Derecognition of financial assets (continued)*

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the income statement. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is reclassified to the income statement. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is not reclassified to the income statement but is transferred to retained earnings.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest rate method or at FVTPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies and financial guarantee contracts issued by the Company, are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in the income statement to the extent that they are not part of a designated hedging relationship. The interest expense on structured notes designated at FVTPL is recognised in interest expense based on the implied variable market interest rate.

In respect of financial liabilities that are designated as at FVTPL (i.e. structured notes issued, repurchase agreements and stock lending), the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in the income statement. The remaining amount of change in the fair value of the liability is recognised in the income statement. Changes in the fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to the income statement. Instead, they are transferred to retained earnings upon derecognition of the financial liability.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)**

Financial liabilities (continued):

Financial liabilities measured at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated at FVTPL, are measured subsequently at amortised cost using the effective interest rate method.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the income statement.

When the Company exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly the Company accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (i) the carrying amount of the liability before the modification; and (ii) the present value of the cash flows after modification should be recognised in the income statement as the modification gain or loss.

Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention and ability to settle on a net basis, or to realise the assets and liabilities simultaneously.

Derivative instruments

The Company uses derivative financial instruments, such as forward currency contracts, OTC precious and base metal contracts, agriculture contracts, energy contracts and equities. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Company utilises the services of a prime broker to enter into derivative contracts that are used to hedge its structured notes issuance business. The agreement provides for net settlement of daily margin calls and in addition, should there be a default event, this would also be settled on a net basis. On this basis the Company has determined that the balance representing cash held at the Prime Broker and various derivative instruments represents one unit of account and should be shown within 'Derivative assets' in the statement of financial position.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(g) Financial instruments (continued)***Issued debt and equity instruments*

The Company applies IAS 32 Financial Instruments: Presentation to determine whether an instrument is either a financial liability (debt) or equity. Issued financial instruments or their components are classified as liabilities if the contractual arrangement results in the Company having an unconditional obligation to either deliver cash or another financial asset, or a variable number of equity shares, to the holder of the instrument. If this is not the case, the instrument is generally an equity instrument and the proceeds included in equity, net of transaction costs. Dividends and other returns to equity holders are recognised when approved for payment by the Board of Directors and treated as a deduction from equity.

Debt securities are the Company's issued debt instruments which are comprised of hybrid financial instruments and vanilla debt instruments. Structured notes issued are hybrid financial instruments and are composed of debt components and embedded derivatives and are designated as FVTPL. Changes in fair value are recognised within net trading income except for changes related to the Company's own credit risk which are recognised in other comprehensive income and interest related to the hybrid debt securities is presented within interest expense. Vanilla debt instruments are presented within debt securities in line with their maturity profile and have no other embedded or linked instruments. The Company presents the hedged interest expense related to vanilla debt instruments through interest expense.

(h) Inventories

The Company applies the broker-dealer exemption to its inventories stated in paragraph 3 of IAS 2, Inventories.

The Company holds cryptocurrencies, both for its own account in order to generate a return, and to complement its cryptocurrency client offerings. The Company does not act as a custodian for crypto and, other than in limited circumstances, does not allow clients to provide crypto as security for client activity. The Company holds these cryptocurrencies in either a hot wallet at Fireblocks (kept online) or in cold storage at a crypto custodian (kept offline). The Company classifies cryptocurrency holdings as inventories on the statement of financial position measured at fair value less costs to sell.

The Company has holdings of carbon emission certificates held for trading purposes. These are held at fair value less costs to sell. The cost of inventories including the changes in their fair value is recognised within net trading income in the income statement.

(i) Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to fair their fair value at the end of the reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged.

The Company designates certain derivatives as either:

- Fair value hedges: Hedges of the change in fair value of recognised assets or liabilities or unidentified firm commitments; or
- Cash flow hedges: Hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions.

At the inception of the hedge relationship, the Company documents the economic relationship between the hedging instrument and the hedged item, including the risk management objective and strategy for undertaking the hedge. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been "highly effective" in offsetting changes in fair values or cash flows of hedge items.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedge asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of the hedge is recognised in the income statement within the same line item as the hedged item.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(i) Derivative financial instruments and hedging activities (continued)***Cash flow hedges*

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income (OCI) and accumulated in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in equity are reclassified to the income statement in the periods when the hedged item affects profit or loss. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any accumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecasted transaction is ultimately recognised in the income statement.

Derivatives that do not qualify for hedge accounting

Certain derivatives do not qualify for hedge accounting or the Company chooses not to designate them as such. Changes in the fair value of any derivatives that does not qualify for hedge accounting are recognised immediately in the income statement within in net trading income.

(j) Cash and cash equivalents

The Company considers cash held at banks and all highly liquid investments not held for trading purposes, with original or acquired maturities of 90 days or less, including certificates of deposit, to be cash and cash equivalents. Cash and cash equivalents not deposited with or pledged to broker-dealers, clearing organisations, counterparties or segregated under federal or other regulations is recognised on the statement of financial position.

Cash flow classification

Cash flows from debt securities issued and redeemed which support the Company's ordinary funding and liquidity management activities that support the Company's revenue-generating operations are classified as cash flows from operating activities in the Company's statement of cash flows. Cash flows from the issuance and redemption of debt instruments that represent capital or structural funding of the Company, including instruments issued to satisfy regulatory capital requirements or other debt instrument that from part of the Company's long term capital structure, are classified as cash flows from financing activities in the Companies statement of cash flows. For more information on the components of the Company's debt securities refer to Note 20.

Client money

Pursuant to the requirements of the Markets in Financial Instruments Implementing Directive 2006/73/EC underpinning the Client Asset ('CASS') rules in the Financial Conduct Authority ('FCA') handbook in the U.K. funds deposited by clients relating to futures and options on futures contracts in regulated commodities must be carried in separate accounts, which are designated as segregated or secured client accounts. The deposits in segregated client accounts are not commingled with Company funds. Under the FCA's rules certain categories of clients may choose to opt-out of segregation.

(k) Foreign currency translation

The Company financial statements are presented in US Dollars ('US\$'), which is also the currency of the primary economic environment (the functional currency) and the presentational currency of the Company.

Transactions entered into by the Company in a currency other than US\$ are recorded at the rates prevailing when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates prevailing at the reporting date. Exchange differences arising on the retranslation of monetary assets and liabilities are similarly recognised immediately in the income statement.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(l) Current versus non-current classification**

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading; or
- expected to be realised within 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(m) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 32(f). The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest.

The expense is recognised in compensation and benefits, together with a corresponding increase in equity. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision on the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

(n) Reverse repurchase agreements, repurchase agreements, stock borrowing and stock lending

As part of the Company's trading, financing and liquidity management activities, the Company purchases debt securities under agreement to resell (a reverse repurchase agreement - 'reverse repo'), sells debt securities under agreements to repurchase (a repurchase agreement - 'repo'), and enters into stock borrowing and stock lending transactions which are classified as follows:

Trading

- The Company's reverse repo and stock borrowing transactions which are used to meet counterparty needs under matched book principal strategies and market making activities are considered to form part of the Company's held for trading business model and are measured at fair value through profit or loss. The Company's repos and stock lending transactions which are used to finance securities and support the facilitation of client activity are designated as financial liabilities at fair value through profit or loss to reflect the fact that both assets and liabilities are managed and evaluated together on a fair value basis and therefore better reflects the economic reality, and eliminates an accounting mismatch.
- The Company records the income statement impact of these reverse repo, repo, stock borrowing and stock lending activities (collectively referred to as the 'Securities Financing business') as net trading income. Net trading income includes the realised transactional purchases and sales as well as any residual interest income and expense arising from these structures.

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)**(n) Reverse repurchase agreements, repurchase agreements, stock borrowing and stock lending (continued)***Collateral*

It is the Company's policy to receive or pledge cash or securities (non-cash collateral) to collateralise such agreements and transactions in accordance with contractual arrangements. The Group monitors the fair value of its collateral daily, requiring counterparties to deposit additional collateral or return collateral pledged.

Any non-cash collateral received is not included on the statement of financial position as the Company does not acquire the risks and rewards of ownership, however they are recorded off-balance sheet as collateral received. Cash consideration paid (or cash collateral provided) is accounted for as a loan asset mandatorily classified as fair value through profit or loss. Whereas the securities and stock are retained on the balance sheet as the Company retains substantially all the risk and rewards of ownership and these securities are disclosed as pledged collateral. Cash consideration received (cash collateral received) is accounted for as a financial liability irrevocably designated at fair value through profit or loss at initial recognition.

The treatment of the non-cash collateral received or pledged remains consistent irrespective of the business model.

(o) Trade and other receivables

Trade and other receivables predominantly comprise financial assets that are initially recognised at fair value and subsequently measured at amortised cost in accordance with the Company's financial instruments policy set out in note 3(g). These balances mainly comprise Amounts due from exchanges, clearing houses and other counterparties, Amounts due from clients, Amounts due from Prime Brokers, Trade Debtors, Loans receivable, Default funds and deposits and Amounts due from Group undertakings. Further information on the composition of trade and other receivables is provided in the related note to the financial statements (see Note 23).

Interest income is recognised using the effective interest method. Impairment is assessed under the expected credit loss model described in note 3(g), with the simplified approach applied to trade receivables.

(p) Trade and other payables

Trade and other payables predominantly comprise financial liabilities that are initially recognised at fair value and subsequently measured at amortised cost in accordance with the Company's financial instruments policy in Note 3(g). These balances mainly consist of Amounts due to exchanges, clearing houses and other counterparties, Amounts payable to clients, Amounts due to Prime Brokers and Amounts due to Group undertakings.

The Company also holds a small number of payable balances that are measured at fair value through profit or loss or that represents non-financial liabilities, such as accruals and tax balances, which are recognised and measured in accordance with the applicable accounting standards. Further information on the composition of trade and other payables is provided in the related note to the financial statements (see Note 24).

q) Business combinations under common control

It is the Company's policy for business combinations under common control to recognise the transferred assets and liabilities at their carrying amounts, being the amounts recorded in the Group's consolidated financial statements immediately before the transfer. No new goodwill is recognised by the acquiring entity. Any difference (if applicable) between the cash consideration paid and the net book value of the assets and liabilities acquired is recognised directly in equity within a 'common-control reserve'.

r) Investment in subsidiaries

Investment in subsidiaries are included in the financial statements of the Company at cost less accumulated impairment.

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions that affect the reported carrying amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and reasonable under the circumstances.

Estimates and assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognised in the period an estimate is revised. No critical accounting judgements are applied in preparation of these financial statements.

5 REVENUE AND SEGMENTAL ANALYSIS

Revenues within the scope of IFRS 15 of \$198.1m (2024: \$88.9m) are included within commission and fee income in the income statement. In addition, the net proceeds from a commitment to simultaneously buy and sell financial instruments with counterparties on matched principal basis, which are not in the scope of IFRS 15 are also recorded within commissions and fee income.

Operating segment information is presented in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). The CODM, who is responsible for allocating resources and assessing performance, has been identified as the Group's Executive Committee. The CODM regularly reviews the Group's and the Company's operating results in order to assess performance and to allocate resources. The accounting policies of the operating segments are the same as the Group's accounting policies.

Adjusted Profit Before Tax is the segmental performance measure management use to assess the performance of the Company's segments. This measure excludes income and expenses that are not considered directly related to the performance of the Company's segments.

5 REVENUE AND SEGMENTAL ANALYSIS

For management purposes, the Company is organised into the following operating segments, based on the services provided, as follows:

- **Clearing** – Clearing is the interface between exchanges and clients. Clearing provides the connectivity that allows our clients access to exchanges and central clearing houses. As clearing members, Clearing acts as principal on behalf of our clients and generates revenue on a commission per trade basis. Clearing provides clearing services across markets including metals, agricultural products, energy and financial securities across different geographies.
- **Agency and Execution** – Agency and Execution provides essential liquidity and execution services to our clients primarily in the energy and financial securities markets. Our energy division provides essential liquidity to clients by connecting buyers and sellers in the energy markets to facilitate price discovery. We have significant positions in many of the markets we operate in, including key gas and power markets in Europe; environmental, and crude markets in North America; and oil products globally. We achieve this through the breadth and depth of the services we offer to customers, including market intelligence for each product we transact in, based on the extensive knowledge and experience of our teams. Our Securities division provides essential liquidity and risk management solutions to clients across global financial markets. Leveraging our international network, we connect buyers and sellers in equities, credit, financing, foreign exchange (FX), and rates, enabling efficient price discovery and tailored hedging strategies. Through our Prime Services business we deliver comprehensive solutions for institutional clients, including clearing, custody, capital introduction, portfolio financing, and outsourced trading.
- **Market Making** – Market Making acts as principal to provide direct market pricing to professional and wholesale counterparties, primarily within the metals, agriculture, energy and financial securities markets. The Market Making segment primarily generates revenue through charging a spread between buying and selling prices, without taking significant proprietary risk. The Market Making operations are diversified across geographies and asset classes.
- **Hedging and Investment Solutions** – Hedging and Investment Solutions offers bespoke hedging and investment solutions to our clients and generates revenue through a return built into the product pricing. Tailored hedging solutions allow producers and consumers of commodities to hedge their exposure to movements in market prices, as well as exchange rates, across a variety of different time horizons.
- **The Corporate segment** – Corporate manages the control and support functions of the Group and provides operational support to the business functions. In addition, Corporate manages the Group's funding requirements. Interest expense is incurred through debt securities issuance, which is recharged to other segments through inter-segmental funding allocations to reflect their consumption of these resources.

The below disaggregation shows the revenue by each of the 5 operating segments. The substantial majority of the Group's performance obligations for revenues from contracts with clients are satisfied at a point in time. Revenue recognised over time is not material.

5 REVENUE AND SEGMENTAL ANALYSIS (CONTINUED)

	Clearing	Agency and Execution	Market Making	Hedging and Investment Solutions	Corporate	Total
2025	\$m	\$m	\$m	\$m	\$m	\$m
Commission and fee income	480.1	61.1	10.2	—	37.9	589.3
Commission and fee expense	(332.5)	(6.8)	(9.6)	—	—	(348.9)
Net commission income	147.6	54.3	0.6	—	37.9	240.4
Net trading income	0.3	23.0	170.0	272.8	—	466.1
Interest income /(expense)	74.1	17.0	—	—	(100.9)	(9.8)
Intersegmental funding allocations	(7.1)	(5.0)	(13.0)	(76.0)	101.1	—
Net interest income /(expense)	67.0	12.0	(13.0)	(76.0)	0.2	(9.8)
Revenue	214.9	89.3	157.6	196.8	38.1	696.7
Adjusted profit/(loss) before tax²	113.7	7.8	70.4	67.1	(213.0)	46.0
Other segment information						
Compensation and benefits	(54.5)	(55.8)	(53.8)	(44.9)	(202.5)	(411.5)
Depreciation and amortisation	—	(0.1)	(0.2)	(0.1)	(4.9)	(5.3)
2024						
	\$m	\$m	\$m	\$m	\$m	\$m
Commission and fee income	419.4	24.6	1.5	—	—	445.5
Commission and fee expense	(262.6)	(3.7)	(6.3)	—	—	(272.6)
Net commission income / (expense)	156.8	20.9	(4.8)	—	—	172.9
Net trading income	—	20.9	167.6	210.3	—	398.8
Interest income / (expense)	143.2	—	—	—	(126.0)	17.2
Intersegmental funding allocations	(73.9)	(3.1)	(17.6)	(48.9)	143.5	—
Net interest income / (expense)	69.3	(3.1)	(17.6)	(48.9)	17.5	17.2
Revenue	226.1	38.7	145.2	161.4	17.5	588.9
Adjusted profit/(loss) before tax²	151.5	(6.4)	71.4	58.5	(143.4)	131.6
Other segment information						
Compensation and benefits	(46.9)	(33.2)	(47.1)	(42.9)	(141.0)	(311.1)
Depreciation and amortisation	—	—	—	—	(3.2)	(3.2)

1. The Inter-segmental funding allocation represents the interest costs borne by the Company, which is subsequently recharged to the business segments. The recharge is based on the funding requirements of each business.
2. Adjusted Profit Before Tax is a non-IFRS measure. See Appendix 1 for further information on Adjusted Profit Before Tax.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

5 REVENUE AND SEGMENTAL ANALYSIS (CONTINUED)

Reconciliation of adjusted operating profit (before tax) to profit after tax (reported):

	2025	2024
	\$'m	\$'m
Adjusted profit before tax	46.0	131.6
Activities in relation to shareholders	—	(2.4)
Employer tax on vesting of growth shares	—	(2.3)
Impairment of investment in subsidiary	(7.3)	—
Profit before tax (reported)	38.7	126.9
Tax	(15.9)	(26.5)
Profit after tax (reported)	22.8	100.4

The Company's revenue by country of domicile is as follows. In presenting geographical information, revenue is based on the geographic location of the legal entity where the customers' revenue is recorded.

	2025	2024
	\$m	\$m
United Kingdom	692.6	586.2
Rest of the world	4.1	2.7
Total	696.7	588.9

Contract assets

There were no assets that meet the definition of a contract asset as at 31 December 2025 (2024: \$nil).

6 BUSINESS TRANSFER

On 1 December 2025, the Company acquired the business and related assets of Marex Prime Services Limited ('MPSL'), an affiliated entity within the Marex Group, that provides core prime brokerage services.

As the transaction is a business combination between entities under common control, the Company applied the predecessor basis of accounting, whereby the transferred assets and liabilities were recognised at their existing carrying values, with no goodwill recognised.

This business transfer forms part of a wider Group strategy to rationalise the Group's legal entity structure.

Consideration of \$11.4m, equal to the net assets transferred, was settled as an intercompany transaction, resulting in no difference being adjusted within Equity. The results and cashflows of the business have been included from the transfer date on 1 December 2025.

The carrying values of the assets and liabilities transferred were as follows:

	\$m
Trade and other receivables	4,259.2
Derivative instruments	6.7
Cash and cash equivalents	5.7
Total Assets	4,271.6
Trade and other payables	(4,253.5)
Derivative liabilities	(6.7)
Total Liabilities	(4,260.2)
Net assets	11.4

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

7 NET INTEREST INCOME

	2025			2024		
	Amortised Cost \$m	FVTPL \$m	Total \$m	Amortised Cost \$m	FVTPL \$m	Total \$m
Interest income						
Financial institutions ¹	145.8	—	145.8	116.4	—	116.4
Exchanges and other counterparties ²	174.0	22.3	196.3	130.9	27.6	158.5
Securities ³	20.7	—	20.7	15.5	—	15.5
Clients ⁴	30.3	—	30.3	30.2	0.5	30.7
	370.8	22.3	393.1	293.0	28.1	321.1
Interest expense						
Clients ⁵	(105.3)	(0.5)	(105.8)	(101.9)	(0.3)	(102.2)
Borrowings and debt issued ⁶	—	(223.7)	(223.7)	(4.0)	(170.4)	(174.4)
Exchanges and other counterparties ⁷	(73.0)	—	(73.0)	(27.3)	—	(27.3)
Securities	(0.4)	—	(0.4)			
	(178.7)	(224.2)	(402.9)	(133.2)	(170.7)	(303.9)
Net interest income/(expense)	192.1	(201.9)	(9.8)	159.8	(142.6)	17.2

- Interest income from financial institutions includes interest earned from banks from cash and cash equivalents on client money and the Company's own cash and cash equivalents.
- Interest income from deposits placed at exchanges, clearing houses, and other counterparties primarily placed to facilitate transactional activity. Interest income is calculated using a deposit rate linked to the benchmark interest rates.
- Securities interest income primarily arises from US Treasuries.
- Interest income from clients is the result of credit lines offered to clients.
- Interest expense includes interest paid to clients on cash deposited with the Company by clients.
- Interest expense from debt securities includes the interest component on structured notes. Interest expense on structured notes was \$223.7m (2024: \$170.4m). Structured notes are measured at fair value through profit or loss.
- Interest expense from exchanges and other counterparties is due to placing balances with exchanges, clearing houses, and other counterparties to facilitate transactional activity.

8 COMPENSATION AND BENEFITS

	2025	2024
	Number	Number
Front office	343	307
Control & support	743	601
Average monthly number of staff	1,086	908
	2025	2024
	\$m	\$m
Aggregate wages and salaries	341.2	252.1
Share-based compensation expense	26.8	20.3
Employer's national insurance contributions and similar taxes	33.3	31.3
Defined contribution pension cost	5.5	4.3
Other staff costs	4.7	3.1
Total staff costs	411.5	311.1

As at 31 December 2025, there were contributions totalling \$1.2m (2024: \$0.8m) payable to the defined contribution pension scheme from the Company.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**9 OTHER EXPENSES**

Other expenses include the following charges:

	2025	2024
	\$m	\$m
Professional fees	33.1	22.6
Non-trading technology and support	10.0	3.2
Trading systems and market data	17.6	15.3
Occupancy and rental equipment	0.7	4.5
Travel and business development	6.6	3.9
Bank fees	3.2	2.8
VAT (irrecoverable)	4.6	3.8
Communications	1.8	0.7
Allocated expenses	152.0	91.7
Other including foreign exchange losses / (gains)	8.1	4.7
	237.7	153.2

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

10 TAX**(a) Tax charge**

	Notes	2025 \$m	2024 \$m
Current tax			
UK corporation tax on profit for the year		13.3	27.3
Foreign corporation tax on profit for the year		0.1	0.1
Adjustment in respect of prior years		3.5	2.7
		<u>16.9</u>	<u>30.1</u>
Deferred tax			
Origination and reversal of temporary differences		(1.1)	(3.7)
Adjustment in respect of prior years – other		0.1	0.1
	21	<u>(1.0)</u>	<u>(3.6)</u>
Tax expense for the year		<u>15.9</u>	<u>26.5</u>
Deferred tax (expense) / credit relating to items recognised in OCI			
Items that may be reclassified subsequently to profit and loss		<u>(4.7)</u>	<u>3.0</u>
Items that will not be recycled to profit and loss		<u>0.7</u>	<u>0.8</u>
		<u>(4.0)</u>	<u>3.8</u>
Current tax credit relating to items recognised in Equity		<u>(6.2)</u>	<u>(0.8)</u>
Deferred tax expense / (credit) relating to items recognised in Equity		<u>4.9</u>	<u>(10.1)</u>

(b) Reconciliation between tax charge and profit before tax

The tax assessed for the year is higher than the standard rate of corporation tax in the UK of 25% (2024: 25%). This is predominantly driven by prior year adjustments and expenses not deductible for tax purposes which includes the effect of the non-deductible impairment of investment in subsidiaries.

Tax for other jurisdictions is calculated at rates prevailing in the relevant jurisdictions.

	Notes	2025 \$m	2024 \$m
Profit before tax		<u>38.7</u>	<u>126.9</u>
Expected tax expense based on the standard rate of corporation tax in the UK of 25% (2024: 25%)		9.7	31.7
Difference explained by:			
Income not subject to tax		(0.3)	(0.5)
Expenses not deductible for tax purposes		2.8	1.3
Tax rate change		0.1	—
Prior year adjustments		3.6	2.8
Group relief received for nil consideration		—	(8.8)
Tax expense for the year	10(a)	<u>15.9</u>	<u>26.5</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)
10 TAX (CONTINUED)**(c) Deferred Tax**

	2025	2024
	\$m	\$m
Revaluation of investments	(1.4)	2.6
Depreciation in excess of capital allowances	(0.7)	(0.7)
Share-based payments	19.1	23.2
Other	0.3	0.1
31 December	17.3	25.2
	2025	2024
	\$m	\$m
At 1 January	25.2	7.3
Credited to the income statement (note 10(a))	1.0	3.6
(Expensed) / credited to OCI	(4.0)	3.8
(Expensed) / credited to Equity	(4.9)	10.1
Other	—	0.4
31 December	17.3	25.2

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. Deferred tax balances have been measured using the tax rates that are expected to apply when the asset is realised or the liability is settled based upon the tax rates that have been enacted or substantially enacted by the balance sheet date.

11 DIVIDENDS PAID AND PROPOSED

A dividend of \$40m was paid during the year (2024: \$nil). No dividend has been proposed at the year end (2024: \$nil).

12 GOODWILL

	2025	2024
	\$m	\$m
Cost		
At 1 January and 31 December	12.9	12.9
Accumulated impairment losses	(9.7)	(9.7)
Net book value		
At 31 December	3.2	3.2

(a) Goodwill impairment testing

For the purpose of impairment testing, goodwill arising on the acquisition of a business has been allocated to one cash generating unit ('CGU'): UK Clearing (renamed during the year from ProTrader, following a refinement of the way the Group manages and monitors its businesses).

The Group performs the annual impairment test as at 1 October each year. Between annual tests, the Group reviews the CGU for impairment triggers that could adversely impact the valuation of the CGU and, if necessary, undertakes additional impairment testing. In assessing whether an impairment is required, the carrying value of the CGU is compared with the recoverable amount, which is determined by calculating both the fair value less cost of disposal ('FVLCD') and the value in use ('VIU'). The higher of these two amounts is compared with the carrying value of the CGU. If either the VIU or the FVLCD is higher than the carrying value, no impairment is necessary.

No impairment arose as a result of the annual impairment testing over goodwill during the current or prior year. As at 31 December 2025, the review of the indicators of impairment did not require any impairment.

(b) Key assumptions

- The fair value less cost of disposal is determined by applying a price earnings multiple to the post-tax earnings of each CGU arising in the period and for the effect of any organisational changes to the CGU. The price earnings multiples applied are derived from comparable peer companies.
- Comparable peers are those against whom our stakeholders evaluate our performance, whilst the price earnings multiples are obtained from third party market data providers. The provision of data from third party data sources, such as Bloomberg, would suggest that this data and therefore any valuation conducted using this data would contain only observable market data. However, management applies a level of judgement in the application of this data and in determining the price earnings multiple.
- In assessing the VIU, a discounted cash flow model is used covering a 5 year projected period, which drives the valuation of the CGUs. VIU was calculated using post-tax discount rates and post-tax cash flows. An equivalent pre-tax discount rate was determined and has been presented in the table below. Future projections are based on the most recent financial projections considered by the Board of Directors as at the valuation date which are used to project post-tax cash flows for the next 5 years. After this period, a steady cash flow is used to derive a terminal value for the CGU.
- Discount rates represent the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the market assessment of the weighted average cost of capital derived from observable inputs at the valuation date.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

12 GOODWILL (continued)

(b) Key assumptions (continued)

The following inputs represent key assumptions for the VIU calculation:

	2025	2024
Pre-tax valuation discount rate	11.9%	12.3%
Breakeven discount rate	62.7%	59.0%
Valuation revenue growth rate	2.4%	2.4%
Breakeven revenue growth rate	(16.6%)	(2.2%)
Breakeven terminal value growth rate	Not meaningful	Not meaningful
Valuation cost growth rate	2.8%	3.2%
Breakeven cost growth rate	29.6%	8.5%
Stable terminal growth rate	2.0%	2.0%

The impact on future cash flows resulting from a falling growth rate does not reflect any management actions that would be taken.

13 INTANGIBLE ASSETS

	Software \$m	Internally generated software \$m	Total \$m
Cost			
At 1 January 2024	16.7	0.3	17.0
Additions	4.8	—	4.8
At 31 December 2024	21.5	0.3	21.8
Additions	4.8	—	4.8
At 31 December 2025	26.3	0.3	26.6
Impairment provisions and amortisation			
At 1 January 2024	11.9	0.3	12.2
Charge for the year	2.5	—	2.5
At 31 December 2024	14.4	0.3	14.7
Charge for the year	3.7	—	3.7
At 31 December 2025	18.1	0.3	18.4
Net book value			
At 31 December 2025	8.2	—	8.2
At 31 December 2024	7.1	—	7.1

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

14 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements \$m	Computer equipment \$m	Furniture, fixtures and fittings \$m	Total \$m
Cost				
At 1 January 2024	3.8	13.9	3.4	21.1
Additions	0.1	0.9	—	1.0
At 31 December 2024	3.9	14.8	3.4	22.1
Additions	0.1	3.6	0.2	3.9
Disposals	(1.7)		(0.6)	(2.3)
At 31 December 2025	2.3	18.4	3.0	23.7
Depreciation				
At 1 January 2024	3.7	13.1	3.1	19.9
Charge for the year	0.1	0.6	—	0.7
At 31 December 2024	3.8	13.7	3.1	20.6
Charge for the year	—	1.5	0.1	1.6
Disposals	(1.7)	—	(0.6)	(2.3)
At 31 December 2025	2.1	15.2	2.6	19.9
Net book value				
At 31 December 2025	0.2	3.2	0.4	3.8
At 31 December 2024	0.1	1.1	0.3	1.5

Property, plant and equipment is measured at cost less accumulated depreciation and impairment. Depreciation of property, plant and equipment begins when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Depreciation is calculated on a straight-line basis over an asset's estimated useful life. The estimated useful economic lives of the Company's property, plant and equipment are:

Leasehold improvements	over the remaining length of the lease or 5 years straight-line, where appropriate
Computer equipment and other hardware	2 to 5 years straight-line
Furniture, fixtures and fittings	2 to 5 years straight-line

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

15 INVESTMENTS**(a) Investments**

	2025	2024
	\$m	\$m
Cost		
At 1 January	5.4	4.8
Transfer	—	0.3
Revaluation	0.5	0.3
At 31 December	5.9	5.4
Listed investments	2.4	2.0
Unlisted investments	3.5	3.4
	5.9	5.4

Investments comprise shares and seats held in clearing houses which are deemed relevant to the Company's trading activities and are classified as FVTOCI financial assets and recorded at fair value with changes in fair value reported in equity. The fair value for these investments is determined based on the latest available traded price.

(b) Investment in subsidiaries

	2025	2024
	\$m	\$m
Cost at 1 January	7.3	7.3
Impairment of investment	(7.3)	—
At 31 December	—	7.3

During the year, an impairment loss of \$7.3m (2024: \$nil) was recognised on the Company's investment in its subsidiary, Carlton Commodities 2004 LLP, reducing the carrying amount of the investment to \$nil (2024: \$7.3m). This impairment reflects management's assessment that the recoverable amount of the investment is \$nil following the decision to wind up the subsidiary.

Subsidiaries held directly

Name / Registered office	Country of incorporation / Principal place of business	Class	Proportion of ownership interest	Nature of business
Carlton Commodities 2004 LLP 155 Bishopsgate, London, EC2M 3TQ	England and Wales	Partnership interest	100%	Commodity and option trading

Carlton Commodities 2004 LLP has a year end of 31 March.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

16 TREASURY INSTRUMENTS

(a) Treasury instruments (unpledged) current and non-current

Unpledged treasury instruments comprise \$111.4m (2024: \$109.8m) of mainly US Treasuries.

	2025	2024
	\$m	\$m
Treasury instruments (non-current)	83.1	53.5
Treasury instruments (current)	28.3	56.3
	111.4	109.8

(b) Pledged as collateral

Treasury instruments pledged as collateral comprise US Treasuries and agency bonds which will fully mature by 30 June 2027. At year end, the Company has pledged \$374.8m (2024: \$287.7m) US Treasuries to counterparties as collateral for financing transactions. Treasury instruments which have been pledged in this way are held under certain terms and conditions set out in specific agreements with each counterparty. In these agreements it is generally stated that whilst the US Treasury is pledged at the counterparty the Company cannot sell or transfer the financial instrument or have any third-party rights associated with the financial instrument whereby it can be used as security towards any further financing activities.

	2025	2024
	\$m	\$m
Treasury instruments (pledged as collateral) - (non-current)	319.9	46.1
Treasury instruments (pledged as collateral) - (current)	54.9	241.6
	374.8	287.7

(c) Unpledged and pledged non-current/current analysis

	2025	2024
	\$m	\$m
Treasury instruments (non-current)	403.0	99.6
Treasury instruments (current)	83.2	297.9
	486.2	397.5

17 EQUITY INSTRUMENTS

Equity instruments relate to equities purchased for the Company's own account to hedge the economic exposure arising from its Hedging and Investment Solutions product offering. This includes the Company's issued debt and over-the-counter derivatives undertaken with the Company's clients where equities are the underlying risk.

	2025	2024
	\$m	\$m
Equity instruments	446.3	219.2

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

18 INVENTORY

	2025	2024
	\$m	\$m
Cryptocurrency - Trading	46.8	6.9
Carbon emission certificates and credits - Trading	1.1	—
Warranted metals - Trading	166.0	—
Precious metals	63.6	—
Total inventories at fair value less cost to sell	277.5	6.9

All inventories are held at fair value less cost to sell.

The Company economically hedges its exposure to cryptocurrencies and hence the Company's net exposure to market risk was not material to its operations for 2025 or the prior year. As at 31 December 2025, the Company's overall net market risk exposure to cryptocurrencies was \$0.5m (2024: \$1.1m).

As at 31 December 2025, the Group had pledged \$39.6m of the cryptocurrency balance as collateral (2024: \$nil). The fair values of cryptocurrencies held as assets are determined based on quoted market prices and are classified as a Level 1 valuation.

Carbon emission certificates and credits comprise EU allowance certificates (EUA) and Solar renewable energy certificates (RECs) which are held to trade and the fair value is based on quoted market prices and classified as a Level 1 valuation under the fair value hierarchy.

The Company's metals inventory comprises the following:

- Warranted metals are those where the Company holds title and warrant and which are lodged and stored with an exchange. The majority of these warranted metals consists of precious metals. The fair value is determined by using a suitable, observable proxy and is classified as a Level 2 valuation.
- Precious metals are those where the Company holds title and which are either warehoused or in transit. The fair value is determined based on quoted exchange prices. The fair value is determined based on quoted exchange prices, and is classified as a Level 1 valuation.

The fair value movements charged to profit and loss are as follows:

	Cost	Fair value	Inventory
	2025	movement	2025
	\$m	\$m	\$m
Cryptocurrency - Trading	56.5	(9.7)	46.8
Carbon emission certificates and credits - Trading	1.1	—	1.1
Warranted metals - Trading	128.0	38.0	166.0
Precious metals	38.4	25.2	63.6
	224.0	53.5	277.5

	Cost	Fair value	Inventory
	2024	movement	2024
	\$m	\$m	\$m
Cryptocurrency - Trading	8.9	(2.0)	6.9
	8.9	(2.0)	6.9

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

19 FIXED INCOME SECURITIES

Fixed income securities are corporate bonds, held by the Company's Hedging and Investment Solutions segment, as hedges to client positions.

	2025	2024
	\$m	\$m
Fixed income securities (current)	1.6	12.6

20 DEBT SECURITIES

	2025	2024
	\$m	\$m
Financial Products Program	2,511.1	1,471.0
Tier 2 Program	0.9	7.2
	2,512.0	1,478.2

Financial Products Programs

In 2018 and September 2021, the Structured Products Program and Public Offer Program (together, the 'Financial Products Programs'), respectively, was launched, which are the core of the Financial Products business. The Financial Products business is part of the Hedging and Investment solutions segment and provides clients with a broad range of structured investment products (the 'Structured Notes') and represents a way to diversify the Group's sources of funding and to reduce the utilisation of the Group's revolving credit facilities. The Financial Products business allows investors to build their own Structured Notes across numerous asset classes, including commodities, equities, foreign exchange, digital assets and fixed income products.

Under the Financial Products Program, the Company may issue warrants, certificates or notes, including auto callable, fixed, stability and capital linked notes with varied terms. As at 31 December 2025, the fair value of the Company's debt securities issued under the Financial Products Program was \$2,512.0m (2024: \$1,471.0m), with an average expected maturity of 15 months (2024: 17 months) however some of those debt securities issued include early redemption clauses exercised at the election of the investor if the underlying conditions are met. The average imputed interest rate of the notes was 5.8% (2024: 6.4%). These notes are designated at fair value through profit and loss.

Structured Notes issued under the Structured Products Program may be listed on a stock exchange or unlisted. The Structured Products Program has been approved by several exchanges for listing on their Multilateral Trading Facility (MTF), currently including Vienna MTF (a multilateral trading facility operated by the Vienna Stock Exchange) and/or the Nordic MTF (a multilateral trading facility operated by the Nordic Growth Market NGM AB).

The Public Offer Program has been approved by the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg, with such approval notified to the competent authority in Italy. Securities issued under the Public Offer Program may be listed and traded on the regulated market of the Luxembourg Stock Exchange and listed on Borsa Italiana S.p.A. and traded on the regulated markets of and/or certain multilateral trading facilities organized and managed by Borsa Italiana S.p.A.

Tier 2 Program

Under the Tier 2 program, the Company may issue subordinated notes including fixed or floating rate, zero coupon, share or index linked notes with varied terms that qualify as Tier 2 Capital. The Tier 2 Program has been approved by the Vienna Stock Exchange and the Tier 2 Notes are listed on the Vienna Multilateral Trading Facility.

As at 31 December 2025, the Company had \$0.9m (2024: \$7.2m) of debt securities issued under the Tier 2 Program with an average maturity of 21 months (2024: 14 months) and an average interest rate of SOFR plus 643 basis points (2024: SOFR plus 643 basis points). In November 2025, \$6.3m of the Company's Tier 2 notes matured and were not replaced.

21 DERIVATIVE INSTRUMENTS

Derivative assets and derivative liabilities comprise of the following exchange traded and over-the-counter contracts.

	2025	2024
	\$m	\$m
Financial assets		
<i>Held for trading derivatives carried at FVTPL that are not designated in hedge accounting relationships:</i>		
Synthetic equity swap	190.0	243.3
Agriculture contracts	163.6	296.9
Energy contracts	90.2	83.4
Foreign currency contracts	1,007.2	212.6
Metal contracts	15.9	3.2
Crypto contracts	2.8	13.9
Credit contracts	3.7	6.0
Rates contracts	179.9	87.5
Equity contracts	429.0	104.5
Precious metal contracts	7.8	2.9
<i>Held for trading derivatives that are designated in hedge accounting relationships:</i>		
Foreign currency contracts	1.3	0.1
Rates contracts	8.9	1.5
	2,100.3	1,055.8
Financial liabilities		
<i>Held for trading derivatives carried at FVTPL that are not designated in hedge accounting relationships:</i>		
Agriculture contracts	163.2	221.6
Energy contracts	76.0	54.5
Foreign currency contracts	860.4	266.9
Metals contracts	23.5	3.2
Precious metal contracts	17.2	5.0
Credit contracts	15.1	11.9
Rates contracts	186.4	95.0
Equity contracts	429.1	75.9
Crypto contracts	7.2	22.0
<i>Held for trading derivatives that are designated in hedge accounting relationships:</i>		
Foreign currency contracts	0.1	1.5
Rates contracts	0.5	8.4
	1,778.7	765.9

21 DERIVATIVE INSTRUMENTS (CONTINUED)**Hedge accounting derivatives**

The Company applies hedge accounting to manage interest rate and foreign exchange risks. Further details of how these risks arise and how they are managed by the Company can be found in Note 29.

Cash flow hedge

The Company has the following cash flow hedge relationships:

a) Foreign Currency Risk

The associated gains and losses on derivatives that are used to hedge GBP commitments are recognised in other comprehensive income and will be recycled when the anticipated commitments take place and included in the initial cost of the hedged commitments.

b) Interest Rate Risk

The Company is exposed to interest rate risk on cash, investments, derivatives, client balances and bank borrowings. The main interest rate risk is derived from interest-bearing deposits in which the Group invests surplus funds and bank borrowings, although the Company's exposure to interest rate fluctuations is limited through the offset that exists between the bulk of its interest-bearing assets and interest-bearing liabilities. Since the return paid on client liabilities is generally reset to prevailing market interest rates on an overnight basis, the Company is only exposed for the time it takes to reset its investments which are held at rates fixed for a maturity which does not exceed three months, with the exception of US Treasuries, which have a maturity of up to two years.

The Company's risk management strategy is to reduce the volatility in the Company's interest receipts owing to changes in the short term reference rate for the Company's short term deposits. As such, management monitors the reference rates to ensure that any adverse changes in the reference rate does not adversely affect the Company's earnings. During 2024, to hedge against future perceived interest rate headwinds, the Company entered into a series of interest rate swaps in USD and EUR to ensure a smoother profile of interest rate returns. Further hedges were added during 2025. The Company has designated certain interest rate swaps as hedging instruments and the associated gains and losses on the interest rate swaps hedging future interest cash flows are recognised in other comprehensive income.

The following table details the maturity analysis of the derivatives hedge instruments designated in cash flow hedging relationships per notional value and by hedged risk:

Hedged Risk	2025				
	Maturity analysis per notional				
	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
	\$m	\$m	\$m	\$m	\$m
Foreign currency	35.8	63.7	5.7	—	105.2
Interest rate	100.0	197.0	1,040.9	—	1,337.9
	135.8	260.7	1,046.6	—	1,443.1

Hedged Risk	2024				
	Maturity analysis per notional				
	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
	\$m	\$m	\$m	\$m	\$m
Foreign currency	63.8	92.6	—	—	156.4
Interest rate	—	191.4	1,145.0	—	1,336.4
	63.8	284.0	1,145.0	—	1,492.8

As at 31 December 2025, the aggregate amount of gains/(losses) under foreign exchange forward contracts deferred in the cash flow hedge reserve relating to the exposure on these anticipated future commitments is a gain of \$1.2m (2024: \$1.8m loss). It is anticipated that these commitments will become due monthly over the course of the next eighteen months, at which time the amount deferred in equity will be recycled to profit and loss.

21 DERIVATIVE INSTRUMENTS (CONTINUED)

Hedge accounting derivatives (continued)

Cash flow hedge (continued)

The following table details the cash flow hedge relationships, by hedged risk, as at 31 December 2025 and 2024 as follows:

2025					
Hedging instrument					
Hedged Risk	Carrying amount			Balance Sheet presentation	Change in fair value used to calculate hedge ineffectiveness
	Notional amount ¹	Asset	Liability		
	\$m	\$m	\$m		
Foreign currency	105.2	1.3	(0.1)	Derivative instruments	3.0
Interest rate	1,337.9	8.8	—		4.5
	1,443.1	10.1	(0.1)		7.5
Hedged item					
Hedged Risk	Gain/(loss) recognised in OCI		Ineffectiveness (loss) recognised in the income statement		Income statement presentation
	\$m		\$m		
	Foreign currency	(3.0)	—	—	
Interest rate	(4.5)	—	—	Net Interest Income	
	(7.5)	—	—		
2024					
Hedging instrument					
Hedged Risk	Carrying amount			Balance Sheet presentation	Change in fair value used to calculate hedge ineffectiveness
	Notional amount ¹	Asset	Liability		
	\$m	\$m	\$m		
Foreign currency	154.7	0.1	(1.9)	Derivative instruments	(5.1)
Interest rate	1,336.4	1.5	(8.4)		1.8
	1,491.1	1.6	(10.3)		(3.3)
Hedged item					
Hedged Risk	Gain/(loss) recognised in OCI		Ineffectiveness (loss) recognised in the income statement		Income statement presentation
	\$m		\$m		
	Foreign currency	5.1	—	—	
Interest rate	(1.8)	—	—	Net Interest Income	
	3.3	—	—		

1. The notional contract amounts of derivatives designated in qualifying hedge accounting relationships indicate the nominal value of transactions outstanding at the balance sheet date. They do not represent amounts at risk.

The average forward contract rate is 1.3313 (2024: 1.2663) across the Foreign currency hedging relationships. There are 27 (2024: 28) interest rate risk cash flow hedges with an average forward rate of 3.53% (2024: 3.61%) across the relationships.

21 DERIVATIVE INSTRUMENTS (CONTINUED)**Hedge accounting derivatives (continued)**Fair value hedge

As part of the Company's management of market risk exposures, the following fair value hedges were in place as at 31 December 2025 (2024: nil).

- Interest rate swap agreements entered into in 2025 with respect to certain U.S. treasury instruments acquired during the period. The swaps have a cumulative notional amount of \$300.0m whereby the Company receives the floating rate of SOFR and pays the fixed rate under each contract. The risk being hedged is the exposure to changes in the fair value of the entire portion of the fixed-rate U.S. treasury instruments due to fluctuations in market interest rates.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swap match the terms of the fixed rate loan (i.e. notional amount, maturity, payment and reset dates). The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the interest rate swap is identical to the hedged risk component. To test the hedge effectiveness, the Company uses the hypothetical derivative method and hedge effectiveness is assessed by comparing the changes in the fair value of the hedging instrument against the changes in the fair value of the hypothetical derivative representing the hedged risk.

Hedge ineffectiveness can arise from:

- different interest rate curve applied to discount the hedged item and hedging instrument;
- differences in timing of cash flows of the hedged item and hedging instrument;
- the counterparties' credit risk differently impacting the fair value movements of the hedging instrument and hedged item.

The following table details the maturity analysis of the derivatives hedging instruments designated in fair value hedge relationships per notional value and by hedged risk:

Hedged Risk	2025				Total \$m
	Maturity analysis per notional				
	Less than 3 months \$m	3 to 12 months \$m	1 to 5 years \$m	Over 5 years \$m	
Interest rate	—	—	300.0	—	300.0
	—	—	300.0	—	300.0

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

21 DERIVATIVE INSTRUMENTS (CONTINUED)

Hedge accounting derivatives (continued)

Fair value hedge (continued)

The following table details the fair value hedge relationships by hedged risk as at 31 December 2025.

2025					
Hedging instrument					
Hedged Risk	Carrying amount			Balance Sheet presentation	Change in fair value used to calculate hedge ineffectiveness
	Notional amount¹	Asset	Liability		
	\$m	\$m	\$m		\$m
Interest rate	300.0	0.1	(0.5)	Derivative Instruments	(1.4)
	<u>300.0</u>	<u>0.1</u>	<u>(0.5)</u>		<u>(1.4)</u>

Hedged Risk	Hedged item				Balance Sheet presentation	Ineffectiveness		
	Carrying amount		Accumulated fair value hedge adjustments included in carrying amount			Change in fair value used to calculate hedge ineffectiveness	Ineffectiveness recognized in the income statement	Income statement presentation
	Asset	Liability	Asset	Liability				
	\$m	\$m	\$m	\$m		\$m	\$m	
Interest rate	304.2	—	0.1	(1.5)	Treasury Instruments	(1.4)	—	Net Interest Income
	<u>304.2</u>	<u>—</u>	<u>0.1</u>	<u>(1.5)</u>		<u>(1.4)</u>	<u>—</u>	

1. The notional contract amounts of derivatives designated in qualifying hedge accounting relationships indicate the nominal value of transactions outstanding at the balance sheet date. They do not represent amounts at risk.

There are 3 (2024: nil) interest rate risk fair value hedges with an average forward rate of 3.54% across the relationships.

22 REVERSE REPURCHASE AGREEMENTS AND REPURCHASE AGREEMENTS

The Company enters into reverse repurchase and repurchase agreements primarily to finance securities and support the facilitation of client activity. These assets and liabilities are measured at fair value through profit or loss.

	2025	2024
	\$m	\$m
Reverse repurchase agreements	165.0	—
Repurchase agreements	(1,180.8)	(123.7)
	<u>(1,015.8)</u>	<u>(123.7)</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

23 TRADE AND OTHER RECEIVABLES

	2025	2024
	\$m	\$m
Amounts due from exchanges, clearing houses and other counterparties ¹	5,358.8	1,600.0
Amounts due from clients ¹	2,040.6	298.0
Amounts due from Prime Brokers	313.9	—
Trade debtors	13.6	11.8
Amounts due from Group undertakings	424.6	160.7
Default funds and deposits	181.9	188.6
Loans receivable	180.1	0.1
Other tax and social security taxes	5.5	4.4
Other debtors	28.5	24.7
Prepayments	8.2	7.0
	<u>8,555.7</u>	<u>2,295.3</u>

1. During 2025 the Company made a voluntary change in presentation to separately report Amounts due from clients previously reflected within Amounts due from exchanges, clearing houses and other counterparties. The Company considers this disaggregation to provide more useful information. The prior year has been updated for comparative purposes.

Amounts due from exchanges, clearing houses and other counterparties

These balances include cash deposits to meet margin requirements. The margin requirements comprise of both initial and daily variation margin to secure futures, options and over-the-counter products pertaining to the Company's membership of the exchanges and the legal agreements with the clearing houses and other counterparties. Where the deposit of cash constitutes settlement, the amounts receivable from the exchanges, clearing houses and other counterparties constitute cash receivable. There are exchanges where the deposit of cash does not constitute the settlement of the outstanding position, and when this is the case and where applicable the balance against these exchanges, clearing houses and other counterparties are reported net reflecting the initial margin and cash collateral being offset against the unrealised transactions.

Also included in these balances is \$3,761.0m (2024: \$nil) due from fellow Marex Group undertakings, with the increase from prior year driven by the transfer of the Prime business from MPSL (see Note 6).

Amounts due from clients

The increase in client balances during the year is driven by the transfer of the Prime business from a fellow Marex Group undertaking. As at 31 December 2025, the Company held \$1,707.2m (2024: \$nil) of client receivables related to the Prime business.

Also included in receivables from clients is the total net deficits related to client activity in exchange traded-futures, options and OTC derivative trading accounts. Client deficits arise from the realised and unrealised trading losses as well as any margin transactions. Client deficit accounts are reported gross of client accounts that contain net credit or positive balances, except where a right of offset exists, or where the agreement with the client is operated under a title transfer collateral agreement (TTCA). Where clients operate under TTCA agreements, this represents a single legal agreement, and in particular where these clients are provided clearing services by the Company, each client is accounted for as a single unit of account. Regardless of whether the amounts receivable from clients is a single unit of account or whether they represent part of a gross position, the income from clients is mainly reported through commission income with interest being earned on client deficits and interest being paid to clients on excess cash on deposit. Where clients are accounted for as a single unit of account, the net interest income or expense from the excess cash placed with the Company or owing to the Company from any margin financing will be recorded within net interest income or expense.

Amounts due from Prime Brokers

Amounts due from Prime Brokers include cash, realised and unrealised gains or losses on futures and options and margin financing. The balances relate to the Company's Prime business transferred from MPSL during the year (see Note 6).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

23 TRADE AND OTHER RECEIVABLES (CONTINUED)

Default funds and deposits

Default funds and deposits balances with exchanges represent credit risk protection from the members of the exchange, whereby a certain amount of cash is placed on deposit representing the members' activities and the volatility in the prices of the exchange traded commodities. These cash deposits are measured at amortised cost.

Loans receivable

Loans receivable mainly constitute digital asset loans, offered to clients by the Company's Hedging and Investment Solutions business.

Amounts owed by Group undertakings

Amounts owed by Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Other debtors

Other debtors mainly consist of interest receivable from banks and cash deposits which are accrued for in line with payment expectations on average balances and using agreed upon rates. Additionally other debtors include sign-on bonuses which are amortised over the contractual period.

Included in other debtors is \$2.5m (2024: \$3.6m) which is due in more than one year, relating to sign-on bonuses which are awarded to employees and amortised over the term of the contract.

Trade and other receivables are assessed on an individual basis for impairment, with a provision of \$12.9m (2024: \$13.9m) recognised for the Company's entire exposure to impaired debtors. The provision is inclusive of specific provisions and amounts recognised under expected credit losses. The Directors consider that the carrying amount of trade and other receivables is not materially different to their fair value.

(a) Ageing of trade debtors

The provision matrix for trade debtors is as follows:

	Current	Less than 30 days	31 to 60 days	61 to 90 days	91 to 120 days	More than 120 days	Total
	\$m	\$m	\$m	\$m	\$m	\$m	\$m
31 December 2025							
Expected credit loss rate	0.17%	0.17 %	0.17 %	0.17%	0.17%	0.17%	
Trade debtors \$m	6.7	1.8	0.9	1.0	0.5	2.7	13.6
Trade debtors lifetime ECL \$m	—	—	—	—	—	—	—
31 December 2024							
Expected credit loss rate	0.33%	0.33 %	0.33 %	0.33%	0.33%	0.33%	
Trade debtors \$m	4.8	1.8	0.6	1.3	0.6	2.7	11.8
Trade debtors lifetime ECL \$m	—	—	—	—	—	—	—

23 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Ageing of non trade debtors

Below we present the ageing of the Company's non trade debtors, excluding other tax and social security taxes and prepayments.

31 December 2025	Current \$m	Less than 30 days \$m	31 to 60 days \$m	61 to 90 days \$m	91 to 120 days \$m	More than 120 days \$m	Total \$m
Amounts due from exchanges, clearing houses and other counterparties	5,352.7	3.1	—	—	—	3.0	5,358.8
Amounts due from clients	2,040.6	—	—	—	—	—	2,040.6
Amounts due from Prime Brokers	313.9	—	—	—	—	—	313.9
Amounts due from Group undertakings	424.6	—	—	—	—	—	424.6
Default funds and deposits	181.9	—	—	—	—	—	181.9
Loans receivables	180.1	—	—	—	—	—	180.1
Other debtors	28.4	—	—	—	—	0.1	28.5
							<u>8,528.4</u>
Corresponding allowance for loan losses							<u>12.9</u>

31 December 2024	Current \$m	Less than 30 days \$m	31 to 60 days \$m	61 to 90 days \$m	91 to 120 days \$m	More than 120 days \$m	Total \$m
Amounts due from exchanges, clearing houses and other counterparties	1,891.4	3.8	—	—	1.4	1.4	1,898.0
Amounts due from group undertakings	160.7	—	—	—	—	—	160.7
Default funds and deposits	188.6	—	—	—	—	—	188.6
Loans receivables	—	—	—	—	—	0.1	0.1
Other debtors	24.6	—	—	—	—	0.1	24.7
							<u>2,272.1</u>
Corresponding allowance for loan losses							<u>13.9</u>

(c) Reconciliation of the movement in impairment allowance

	2025 \$'000	2024 \$'000
At 1 January	13.9	20.2
Bad debts written off	(0.8)	(4.5)
Released to the income statement	(2.0)	(3.2)
Charged to the income statement	1.1	0.9
Other balance sheet movements	0.7	0.5
At 31 December	<u>12.9</u>	<u>13.9</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

24 TRADE AND OTHER PAYABLES

	2025	2024
	\$m	\$m
Amounts due to exchanges, clearing houses and other counterparties ¹	1,164.7	214.4
Amounts due to clients ¹	3,364.6	1,390.8
Amounts due to Group undertakings	1,321.6	766.6
Amounts due to Prime Brokers	733.6	—
Other tax and social security taxes	9.6	5.0
Other creditors ¹	21.2	9.6
Accruals	211.8	175.0
Bank overdrafts	50.3	—
	6,877.4	2,561.4

1. During 2025 the Company made a voluntary change in presentation to separately report Amounts due to clients previously reflected within Amounts due to exchanges, clearing houses and other counterparties and to combine Deferred income and Other creditors into one category of Other creditors. The Company considers this presentation to provide more useful information. The prior year has been updated for comparative purposes.

Trade and other payables mainly comprise the following:

Amounts due to exchanges, clearing houses and other counterparties

Amounts due to exchanges, clearing houses and other counterparties include cash amounts payable to exchanges where the Company is required to meet margin requirements, either initial or daily variation margin. These margin requirements are there to secure futures, options and over-the-counter products, including forwards. These amounts represent financial liabilities that are measured at amortised cost.

Also included in these balances is \$1,130.8m (2024: \$nil) due to fellow Marex Group undertakings. The increase from the prior year is due to MPSL's Prime business transferred to the Company on 1 December 2025 (see Note 6).

Amounts due to clients

The Company's relationship with its clients are governed by the legal agreements that are signed between the parties. The amounts due to other counterparties specifically addresses the cash received from clients for Clearing and Prime Brokerage activity under these legal agreements. The legal agreements underpin the various different components of a balance with the client; ranging from cash, to realised and unrealised gains or losses on futures and options, to margin financing. As they are governed by a single agreement, they will be accounted for as a single unit of account. As financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) designated at FVTPL, the single unit of account is initially recorded at fair value but then remeasured at amortised cost. The one exception being the amounts due to clients which relate to the settlement of contracts at the London Metal Exchange ('LME'), where the Company is subject to the settlement and margining requirements of LME Clear. Where clients are requesting to clear LME forward contracts, these contracts do not settle until the prompt date and cannot be said to settle daily. Any outstanding LME forwards cleared by the Company will be treated as an amount to due to clients constituting a hybrid instrument which comprises of cash for initial margin, cash collateral and the outstanding forward which will settle in the future. As a hybrid instrument, the entire instrument will be categorised as a financial liability held at FVTPL.

Amounts payable to clients include the total excess pertaining to client activity in exchange traded futures, options and OTC derivative trading accounts. Client excesses arise from realised and unrealised trading losses as well as any margin transactions. Client excess accounts are reported gross of client accounts that contain net debit or negative balances, except where a right of offset exists, or where the agreement with the client is operated under a title transfer collateral agreement ('TTCA'). Clients which operate under TTCA agreement represent a single legal agreement, and in particular where clients are provided clearing services by the Company, each client is accounted for as a single unit of account, within amounts receivable from clients measured at amortised cost, except as above when the client activity relates to outstanding LME forwards.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

24 TRADE AND OTHER PAYABLES (CONTINUED)

Amounts due to clients (continued)

The increase in Amounts due to clients of \$1,973.8m from the prior year, to \$3,364.6m, is mainly driven by the Prime business transferred to the Company on 1 December 2025 from MPSL (see Note 6). Included within payables to Prime clients are liabilities identified in respect of either initial margin or amounts due to clients, but only where it has been determined that the cash received represents an asset of the Company.

Amounts due to Group undertakings

Amounts due to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Amounts due to Prime Brokers

Amounts due to Prime Brokers include cash, realized and unrealized gains or losses on futures and options and margin financing. The balance relates to the Prime business transferred from MPSL during the year (see Note 6).

25 SUBORDINATED LOANS FROM GROUP UNDERTAKINGS

In 2021, the Company was extended a subordinated loan of \$49.6m by its parent, Marex Group plc. The facility has a maturity date of 1 June 2031 and an optional call date of 1 June 2026. The total credit line is \$49.6m. The subordinated borrowings of \$49.6m are unsecured and carry interest at a fixed rate of 8%.

The subordinated borrowings qualify as Tier 2 equity capital under the FCA's prudential regulations.

26 CLIENT MONEY

As required by the UK FCA's Client Assets Sourcebook rules, the Company maintains certain balances on behalf of clients with banks, exchanges, clearing houses and brokers in segregated accounts. These amounts and the related liabilities to clients, whose recourse is limited to segregated accounts, are not included in the statement of financial position as the Company is not beneficially entitled thereto.

	2025	2024
	\$m	\$m
Segregated assets at banks (not recognised on the Company balance sheet)	2,303.5	1,955.2
Segregated assets at exchanges, clearing houses and other counterparties (not recognised on the Company balance sheet)	3,539.7	2,932.1
	5,843.2	4,887.3

27 SHARE CAPITAL

	Issued and fully paid		Issued and fully paid	
	2025	2025	2024	2024
	Number	\$m	Number	\$m
Ordinary shares of \$1.65 each	<u>97,000,001</u>	<u>160.1</u>	<u>97,000,001</u>	<u>160.1</u>

The rights of the shares are as follows:

Class of share	Rights
Ordinary shares	Full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

28 OTHER RESERVES

The following describes the nature and purpose of the reserves within other reserves:

Reserves	Description
Revaluation reserve	Cumulative unrealised gains on investments in exchanges that are held at FVTOCI and recognised in equity as well as changes in own credit risk.
Cash flow hedge reserve	Cumulative unrealised gains and losses on hedging instruments deemed effective cash flow hedges.

29 FINANCIAL INSTRUMENTS

This note contains information on the Company's financial instruments, including their categorisation under IFRS, their fair value and the effects of offsetting. Further details about the different types of financial assets and financial liabilities are provided throughout these financial statements.

(a) Categories of financial instruments

Set out below is an analysis of the Company categories of financial assets as at 31 December.

	FVTPL	FVTOCI	Amortised cost	Total
Financial assets	\$m	\$m	\$m	\$m
Cash and cash equivalents	—	—	1,652.3	1,652.3
Equity instruments	446.3	—	—	446.3
Fixed income securities	1.6	—	—	1.6
Reverse repurchase agreements	165.0	—	—	165.0
Stock borrowing	417.9	—	—	417.9
Treasury instruments ¹	8.3	—	477.9	486.2
Amounts due from exchanges, clearing houses and other counterparties	—	—	5,358.8	5,358.8
Amounts receivable from clients	169.5	—	1,871.1	2,040.6
Amounts due from Prime Brokers	—	—	313.9	313.9
Trade debtors	—	—	13.6	13.6
Amounts due from Group undertakings	—	—	424.6	424.6
Default funds and deposits	—	—	181.9	181.9
Loans receivable	—	—	180.1	180.1
Other debtors ²	—	—	20.8	20.8
Investments	—	5.9	—	5.9
Derivative instruments ³	2,091.5	8.8	—	2,100.3
31 December 2025	3,300.1	14.7	10,495.0	13,809.8

	FVTPL	FVTOCI	Amortised cost	Total
Financial assets	\$m	\$m	\$m	\$m
Cash and cash equivalents	—	—	1,496.9	1,496.9
Equity instruments	219.2	—	—	219.2
Fixed income securities	12.6	—	—	12.6
Stock borrowing	108.0	—	—	108.0
Treasury instruments ¹	—	—	397.5	397.5
Amounts due from exchanges, clearing houses and other counterparties	—	—	1,600.0	1,600.0
Amounts receivable from clients	51.9	—	246.1	298.0
Trade debtors	—	—	11.8	11.8
Amounts due from Group undertakings	—	—	160.7	160.7
Default funds and deposits	—	—	188.6	188.6
Loans receivable	—	—	0.1	0.1
Other debtors ²	—	—	21.1	21.1
Investments	—	5.4	—	5.4
Derivative instruments ³	1,054.2	1.6	—	1,055.8
31 December 2024	1,445.9	7.0	4,122.8	5,575.7

1. The fair value of the treasury instruments, which are Level 1 instruments as they are all quoted instruments, held at amortised cost at 31 December 2025 was \$479.4m (2024: \$402.2m). The fair values of other assets and liabilities at amortised cost are consistent with the carrying amount.
2. \$7.7m (2024: \$3.6m) of the other debtors balance relates to sign-on bonuses and is not included in the table above as it is not a financial asset.
3. The \$8.8m (2024: \$1.6m) hedging derivatives are at FVTOCI due to being designated in a cash flow hedging relationship.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

29 FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (continued)

Set out below is an analysis of the Company's categories of financial liabilities as at 31 December.

	FVTPL \$m	FVTOCI \$m	Amortised cost \$m	Total \$m
Financial liabilities				
Amounts due to exchanges, clearing houses and other counterparties	—	—	1,164.7	1,164.7
Amounts due to clients	291.4	—	3,073.2	3,364.6
Amounts due to Prime Brokers	—	—	733.6	733.6
Amounts due to Group undertakings	—	—	1,321.6	1,321.6
Subordinated loan payable	—	—	49.6	49.6
Repurchase agreements	1,180.8	—	—	1,180.8
Short securities	1.4	—	—	1.4
Stock lending	1,320.4	—	—	1,320.4
Derivative instruments ¹	1,778.6	0.1	—	1,778.7
Other creditors	—	—	20.0	20.0
Debt securities	2,512.0	—	—	2,512.0
31 December 2025	7,084.6	0.1	6,362.7	13,447.4

	FVTPL \$m	FVTOCI \$m	Amortised cost \$m	Total \$m
Financial liabilities				
Amounts due to exchanges, clearing houses and other counterparties	—	—	214.4	214.4
Amounts due to clients	65.1	—	1,325.7	1,390.8
Amounts due to Group undertakings	—	—	766.6	766.6
Subordinated loan payable	—	—	49.6	49.6
Repurchase agreements	123.7	—	—	123.7
Short securities	1.6	—	—	1.6
Stock lending	225.5	—	—	225.5
Derivative instruments ¹	756.1	9.8	—	765.9
Other creditors	—	—	7.9	7.9
Debt securities	1,478.2	—	—	1,478.2
31 December 2024	2,650.2	9.8	2,364.2	5,024.2

1. The \$0.1m (2024: \$9.8m) hedging derivatives are at FVTOCI and are designated in a cash flow hedging relationship (see Note 21).

29 FINANCIAL INSTRUMENTS (CONTINUED)**(b) Fair value measurement**

The information set out below provides information about how the Company determines fair values of various financial assets and financial liabilities.

Management assessed that the fair values of treasury instruments, stock borrowing, reverse repurchase agreements, amounts due from exchanges, clearing houses and other counterparties, cash and short term deposits, trade receivables, repurchase agreements, stock lending and trade and other payables approximate their carrying value amounts largely due to the short-term maturities of these instruments.

The following methods and assumptions were used to estimate the Level 2 fair values:

- the fair values of the debt securities takes the price quotations at the reporting date and compares them against internal quantitative models that require the use of multiple market inputs including commodities prices, interest and foreign exchange rates to generate a continuous yield or pricing curves and volatility factors, which are used to value the position.
- the fair value of non-listed investments relates to the Company's holding of seats and membership of the exchanges and is based upon the latest trading price.
- the Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates curves of the underlying commodity. Some derivative contracts are fully cash collateralised, thereby eliminating both counterparty risk and the Company's own non-performance risk.

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data. Some of the Company's derivative financial instruments are priced using quantitative models that require the use of multiple market inputs including commodity prices, interest and foreign exchange rates to generate continuous yield or pricing curves and volatility factors in addition to unobservable inputs, which are used to value the position and therefore qualify as Level 3 financial assets.

29 FINANCIAL INSTRUMENTS (CONTINUED)

(b) Fair value measurement (continued)

The following table shows an analysis of the financial assets and liabilities recorded at fair value shown in accordance with the fair value hierarchy.

	Level 1 \$m	Level 2 \$m	Level 3 \$m	Total \$m
Financial assets – FVTPL:				
Equity instruments	446.3	—	—	446.3
Derivative instruments	—	2,087.3	4.2	2,091.5
Fixed income securities	1.6	—	—	1.6
Reverse repurchase agreements	—	165.0	—	165.0
Stock borrowing	—	417.9	—	417.9
Treasury instruments	8.3	—	—	8.3
Amounts receivable from clients	169.5	—	—	169.5
Financial assets – FVTOCI:				
Investments	2.4	3.5	—	5.9
Derivative instruments	—	8.8	—	8.8
Financial liabilities – FVTPL:				
Derivative instruments	—	(1,778.6)	—	(1,778.6)
Debt securities	—	(2,495.8)	(16.2)	(2,512.0)
Amounts due to clients	(291.4)	—	—	(291.4)
Repurchase agreements	—	(1,180.8)	—	(1,180.8)
Short securities	(1.4)	—	—	(1.4)
Stock lending	—	(1,320.4)	—	(1,320.4)
Financial liabilities – FVTOCI:				
Derivative instruments	—	(0.1)	—	(0.1)
At 31 December 2025	335.3	(4,093.2)	(12.0)	(3,769.9)
	Level 1 \$m	Level 2 \$m	Level 3 \$m	Total \$m
Financial assets – FVTPL:				
Equity instruments	219.2	—	—	219.2
Derivative instruments	—	1,053.5	0.7	1,054.2
Fixed income securities	12.6	—	—	12.6
Stock borrowing	—	108.0	—	108.0
Amounts receivable from clients	—	51.9	—	51.9
Financial assets – FVTOCI:				
Investments	2.0	3.4	—	5.4
Derivative instruments	—	1.6	—	1.6
Financial liabilities – FVTPL:				
Derivative instruments	—	(756.0)	(0.1)	(756.1)
Debt securities	—	(1,473.5)	(4.7)	(1,478.2)
Short securities	(1.6)	—	—	(1.6)
Stock lending	—	(225.5)	—	(225.5)
Amounts due to clients	—	(65.1)	—	(65.1)
Financial liabilities – FVTOCI:				
Derivative instruments	—	(9.8)	—	(9.8)
At 31 December 2024	232.2	(1,311.5)	(4.1)	(1,083.4)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

29 FINANCIAL INSTRUMENTS (CONTINUED)

(b) Fair value measurement (continued)

The following table summarises the movements in the Level 3 balances during the period.

Asset and liability transfers between Level 2 and Level 3 are primarily due to either an increase or decrease in observable market activity related to an input or a change in the significance of the unobservable input, with assets and liabilities classified as Level 3 if an unobservable input is deemed significant. Apart from those disclosed in the below table there were no transfers between levels during the year (2024: no transfers).

Reconciliation of Level 3 fair value measurements of financial assets

	2025	2024
	\$m	\$m
Balance at 1 January	0.7	0.7
Purchases	4.0	—
Settlements	(0.3)	(0.6)
Total gains or losses in the period recognised in the income statement:		
Market making	0.2	0.4
Transfers out of Level 3	(0.4)	—
Transfers into Level 3	—	0.2
Balance at 31 December	4.2	0.7

Reconciliation of Level 3 fair value measurements of financial liabilities

	2025	2024
	\$m	\$m
Balance at 1 January	4.8	5.3
Purchases	7.2	—
Settlements	(0.2)	(1.9)
Total gains or losses in the period recognised in the income statement:		
Market making	5.8	0.3
Transfers out of Level 3	(1.4)	(0.1)
Transfers into Level 3	—	1.2
Balance at 31 December	16.2	4.8

The Company's management believes, based on the valuation approach used for the calculation of fair values and the related controls, that the Level 3 fair values are appropriate. The impact of reasonably possible alternative assumptions from the unobservable input parameters shows no significant impact on the Company's net profit, comprehensive income or shareholder's equity.

(c) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

As a member of the London Metal Exchange ('LME'), the Company is subject to the settlement and margining rules of LME Clear. The majority of LME products transacted by the Company are forward contracts. LME forwards that are in-the-money do not settle in cash until the maturity ('prompt') date, while the Company is required to post margin to cover loss-making contracts daily. In accordance with the LME Clear rules, the Company is able to utilise forward profits to satisfy daily margin requirements which are set-off against loss-making contracts.

Consequently, trade payables and amounts due from exchanges, clearing houses and other counterparties are presented on a net basis in the statement of financial position. The balance of trade receivables includes offsetting of LME forwards against any cash collateral held with the LME.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

29 FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

The effect of offsetting is disclosed below:

	Gross amount \$m	Amounts set-off \$m	Net amount presented \$m	Non-cash collateral rec'd / (pledged) \$m	Cash collateral rec'd / (pledged) \$m	Net amount \$m
31 December 2025						
Financial assets						
Amounts due from exchanges, clearing houses and other counterparties	6,019.3	(660.5)	5,358.8	3,010.7	—	2,348.1
Derivative instruments	3,029.1	(928.8)	2,100.3	—	152.7	1,947.6
Reverse repurchase agreements	165.0	—	165.0	165.0	—	—
Loans receivable	180.1	—	180.1	178.3	—	1.8
Stock borrowing	417.9	—	417.9	417.6	—	0.3
Amounts due from Prime Brokers	313.9	—	313.9	313.9	—	—
Amounts receivable from clients	2,040.6	—	2,040.6	1,707.2	—	333.4
Financial liabilities						
Derivative instruments	2,707.5	(928.8)	1,778.7	—	(188.4)	1,967.1
Amounts due to exchanges, clearing houses and other counterparties	1,825.2	(660.5)	1,164.7	(1,020.3)	—	2,185.0
Repurchase agreements	1,180.8	—	1,180.8	(1,178.3)	—	2,359.1
Stock lending	1,320.4	—	1,320.4	(1,320.4)	—	2,640.8
Amounts due to Prime Brokers	733.6	—	733.6	(733.6)	—	1,467.2
Amounts payable to clients	3,364.6	—	3,364.6	(1,291.2)	—	4,655.8
31 December 2024						
Financial assets						
Amounts due from exchanges, clearing houses and other counterparties	2,315.8	(417.8)	1,898.0	—	—	1,898.0
Derivative instruments	2,171.1	(1,115.3)	1,055.8	—	223.2	832.6
Stock borrowing	108.0	—	108.0	103.6	—	4.4
Financial liabilities						
Derivative instruments	1,881.2	(1,115.3)	765.9	—	(177.0)	588.9
Amounts due to exchanges, clearing houses and other counterparties	1,808.6	(417.8)	1,390.8	—	—	1,390.8
Repurchase agreements	123.7	—	123.7	(123.7)	—	—
Stock lending	225.5	—	225.5	(220.0)	—	5.5

30 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a number of financial risks including market risk, operational risk, credit risk and liquidity risk, as discussed in the Strategic Report.

The Company manages these risks through various control mechanisms, and its approach to risk management is both prudent and evolving.

Overall responsibility for risk management rests with the Board. Dedicated resources within the Risk Department control and manage the exposures of the Company's own positions, the positions of its clients and its exposures to its counterparties as well as operational exposures, within the risk appetite set by the Board.

(a) Capital risk management

For the purpose of the Company's capital management, capital includes issued share capital, share premium and all other equity reserves attributable to the equity holders of the Company as disclosed in Notes 27 and 28. The primary objective of the Company's capital management is to maximise shareholder value.

As at 31 December 2025 and 31 December 2024 the Company had capital resources in excess of the external requisite minimum requirements. These requirements are driven by the UK Investment Firms Prudential Regime to ensure the Company has an adequate capital base to support the nature and scale of its operations. Management of regulatory capital forms an important part of the Company's risk governance structure. A robust programme of regular monitoring and review takes place to ensure the Company is in adherence with local rules and has capital in excess of external and internal limits. Regular submissions are made and constantly maintained with internal limits assessed against the Company's risk appetite, as determined by the Board.

(b) Market risk

The Company's activities expose it to financial risks primarily generated through financial (interest rate, equity and foreign exchange markets) and commodity market price exposures. The Company's Agency and Execution, Market Making and Hedging and Investment Solutions businesses generate market risk as the Company acts as principal.

In Agency and Execution, while client transactions are typically matched, market risk may arise due to differences in trade timing or duration.

In Market Making, the Company provides liquidity and acts as principal to transactions, with trading portfolios exposed to market movements across the instruments in which the Company makes prices – primarily within the metals, agriculture, energy, and financial securities markets.

Hedging and Investment Solutions activities involve market risk stemming from structured products, hedging strategies, and investment-related positions designed to meet client risk management objectives.

The Market Risk function is responsible for identifying, measuring, monitoring, and limiting these market risk exposures across all business segments. Through the application of risk limits, controls, and governance frameworks, Market Risk seeks to constrain adverse changes in market prices and thereby limit potential fluctuations in the value of the Company's trading portfolios.

Market risk sensitivity

The Company manages market risk exposure using appropriate risk management techniques within predefined and independently monitored parameters and limits. The Company uses a range of tools to monitor and limit market risk exposures. These include Value-at-Risk ('VaR'), sensitivity limits and stress testing. VaR, risk sensitivity limits and stress testing have been implemented, as appropriate, to provide oversight and control over the Agency & Execution and Market Making, whilst stress testing is used for the Hedging and Investment Solutions business.

30 FINANCIAL RISK MANAGEMENT (CONTINUED)**(b) Market risk (continued)****Value at Risk**

VaR is a technique that estimates the potential losses that could occur on risk positions as a result of movements in market rates and prices over a specified time horizon and to a given level of confidence. The VaR model used by the Company is based on the Historical Simulation technique.

The Company validates VaR by comparing to alternative risk measures, for example, scenario analysis and exchange initial margins as well as the back testing of calculated results against actual profit and loss. The Company recognizes the limitations of VaR by augmenting its VaR limits with other position and sensitivity limit structures. The Company also applies a wide range of stress testing, both on individual portfolios and on the Group's consolidated positions.

Market risk management in the Agency and Execution segment

VaR, risk sensitivity limits and stress testing is used to assess market risk associated with the Agency & Execution segment. The Agency and Execution segment includes the following desks:

Business	31 December 2025 VaR	31 December 2024 VaR	Additional risk metrics monitored
Equities Market Making	less than \$0.5m	less than \$0.5m	Gross long/short and single name equity delta, FX delta
FX Frontier	less than \$0.5m	less than \$0.5m	FX delta by currency, tenor and book
FX OTC	less than \$0.5m	less than \$0.5m	FX delta by currency, tenor and book
Interest Rate Swaps	less than \$0.5m	less than \$0.5m	PV01 by currency and tenor

Market risk management in the Market Making segment

VaR, is used to assess market risk associated with the Market Making segment which include the following four desks:

Business	31 December 2025 VaR	31 December 2024 VaR	Additional risk metrics monitored
Agricultural	less than \$1.0m	less than \$3.0m	Outright Delta, Delta spreads, Vega
Metals	less than \$2.0m	less than \$2.0m	Outright Delta, Delta spreads, Vega
CSC Commodities	less than \$0.5m	less than \$0.5m	Outright Delta, Delta spreads, Vega
Energy Market Making	less than \$1.5m	less than \$1.0m	Outright Delta, Delta spreads, Vega, Stress

30 FINANCIAL RISK MANAGEMENT (CONTINUED)**(b) Market risk (continued)****Market risk management in the Hedging and Investment Solutions segment**

Stress testing is used to assess market risk associated with the Hedging and Investment Solutions segment. The market risk profile of the business is managed via risk sensitivities according to the prevailing risk factors of issued products and hedges. This is monitored and controlled daily on a net risk profile for each desk and supported by additional stress concentration and scenario-based analyses. Sensitivity analysis measures the impact of individual market factor movements on specific instruments or portfolios, including the key risks per asset class as follows:

- Commodity risk
- Equity risk
- Foreign exchange risk
- Interest rate risk
- Credit spread risk
- Digital asset risk

Risk sensitivity limits together with scenario stresses are used to manage the market risk for the Hedging and Investment Solutions segment given the inherent complexity of its products. The products traded within this segment gives rise to a number of different market risk exposures, commonly known as the “greeks”, e.g. delta, gamma, vega. Within each asset class, and in aggregate across the segment, the market risks are captured, measured, monitored and limited within the risk limits agreed with the Market Risk function.

The net equity market risk exposure to customised OTC derivatives, which includes structured notes issuance, within Hedging and Investment Solutions, including hedges, using the notional delta measure for the year ending 31 December 2025 was less than \$17.0m (2024: less than \$8.5m). A notional delta exposure of \$17.0m implies that a 1% movement in the underlying equity markets would be expected to result in an approximate income statement impact of \$0.17m.

Risks on other asset classes are small.

Sensitivity measures are used to monitor the market risk positions within each risk type, and granular risk limits are set for each desk with consideration for market liquidity, customer demand and capital constraints among other factors.

Risk sensitivity calculations are made using a dedicated Risk Engine, whose models have been internally validated. They are calculated by altering a risk factor and repricing all products to observe the profit and loss impact of the change. The Company issues products and enters into OTC derivatives trades on cryptocurrencies, primarily Bitcoin, Ethereum, Solana, Ripple and their corresponding exchange-traded funds.

(c) Interest rate risk

The Company’s exposures to interest rate risk arise from financial assets and liabilities measured at fair value, issued debt securities, investments, client balances and derivatives. Changes in interest rates also have an impact on the Company’s net interest income. The overarching risk objective is to match the risk profile of interest-bearing assets and liabilities, while maintaining risk limits and monitoring processes for residual exposures. Interest rate risk arising from financial assets and financial liabilities measured at fair value within our trading portfolio is managed as part of the market risk management framework. The Company’s approach to issued debt securities, including medium-term note programs, is to convert fixed rate coupons to floating rates of interest to match predominantly floating interest rate earning assets. This is typically achieved using interest rate derivatives, which are designated as fair value hedge relationships in accordance with the Company’s accounting policy. For further detail on the Company’s hedging arrangements, please refer to Note 21. The interest rate risk of investments is managed by approved risk limits, which consider credit quality and duration.

The Company’s objective is to reduce the volatility of net interest income arising from client-driven balances (e.g. cash deposits to meet margin requirements), which can be remunerated on a fixed or floating (spread) basis. Interest rate exposure arises from fixed rate client interest terms, where the corresponding assets yield a floating rate of interest at an exchange, bank account and investments. The Company has entered into a rolling portfolio of interest rate swaps, for a portion of relevant client balances, which are designated as fair value hedges in accordance with the Company accounting policy.

30 FINANCIAL RISK MANAGEMENT (CONTINUED)**(c) Interest rate risk (continued)**

The interest rate movements are monitored for potential impact to net interest income ('NII') continuously. The Company is sensitive to movements in short term rates, as changes to the rate will require a rebalancing of any fixed rate exposure. The Company considers that short term rates include rates that reference periods between overnight and 3 months on the basis that these are the most common fixing periods for interest rate products. The interest rate exposure is managed using a variety of instruments and is exposed to material changes in the short term rates as these are likely to reflect fixing periods during which floating rate exposure is effectively fixed until the next fixing date is reached. Analysis of recent changes to short term rates suggest that movements are usually within a 100 bps range; this is based on a review of Fed Funds rate moves between January 2023 and December 2025 and as such, the Company has considered a movement of 100 bps to be a material scenario over a 3-month period.

The Company has modelled the interest rate sensitivity to include the impact of rate movements on the income earned on average investment balances offset with expenses paid on interest bearing liabilities and debt funding. This reflects the proportion of client assets which are interest bearing and the average balances of our debt funding. The sensitivity analysis has been determined based on the exposure at the reporting date and does not include effects that may arise from increased margin calls at exchanges, changes in client behavior or related management actions.

It is estimated, that as at 31 December 2025, if the relevant short term interest rates had been 100 bps higher, NII on interest-bearing financial assets and financial liabilities for the year ended 31 December 2025 would decrease by \$8.0m (2024: \$5.0m decrease). If the short-term interest rates had been 100 bps lower, NII for interest-bearing financial assets and financial liabilities for the year ended 31 December 2025 would increase by \$8.0m (2024: \$5.0m increase). This impact relates solely to NII and does not include the impact of compensation or taxes which would reduce the impact on profit after tax.

(d) Foreign currency risk

The Company's policy is to minimise volatility as a result of foreign currency exposure. We monitor net exposure in foreign currencies on a daily basis and buy or sell currency to minimise the exposure. We also enter into hedges for material future dated non-USD commitments through the use of derivative instruments, which may be designated as cash flow hedge relationships in accordance with the Company's accounting policy.

(e) Credit risk

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the balance sheet date. Credit risk in the Company principally arises from cash and cash equivalents deposited with third party institutions, exposures from transactions and balances with exchanges and clearing houses, and exposures resulting from transactions and balances relating to customers and counterparties, some of which have been granted credit lines.

The Company only makes treasury deposits with banks and financial institutions that have received approval from the Group's Executive Credit and Risk Committee (or their authorised delegates). These deposits are also subject to counterparty limits with respect to concentration and maturity.

The Company's exposure to client and counterparty transactions and balances is managed through the Company's credit policies and, where appropriate, the use of initial and variation margin credit limits, in conjunction with position limits for all customers and counterparties. These exposures are monitored both intraday and overnight. The limits are set by the Group's Executive Credit and Risk Committee (or their authorised delegates) through a formalised process.

Credit quality

The Company assesses credit quality using internally developed credit rating models which assign exposures to credit risk grades reflecting the probability of default of the counterparty. These models incorporate borrower-specific financial metrics, behavioral data, industry risk and macroeconomic factors. Where available, external credit ratings from recognised rating agencies are considered as part of the credit assessment process. External ratings are mapped to the Company's internal rating scale and are used to support model calibration, benchmarking and validation of internal ratings. Internal credit grades are reviewed and updated where necessary to reflect changes in credit risk.

30 FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Credit risk (continued)

Credit quality (continued)

The table below reflects the Credit quality of financial assets. It does not take into account collateral held.

	FVTPL	FVTOCI	Amortised Cost							Lower and unrated	Total Amortised Cost	Total Financial Assets
			AA and above	AA-	A+	A	A-	BBB+				
2025	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	
Investments	—	5.9								—	5.9	
Treasury instruments	8.3	—	28.9	219.4	—	168.8	60.8	—	—	477.9	486.2	
Fixed income securities	1.6	—	—	—	—	—	—	—	—	—	1.6	
Equity instruments	446.3	—	—	—	—	—	—	—	—	—	446.3	
Derivative instruments	2,091.5	8.9	—	—	—	—	—	—	—	—	2,100.4	
Stock borrowing	417.9	—	—	—	—	—	—	—	—	—	417.9	
Reverse repurchase agreements	165.0	—	—	—	—	—	—	—	—	—	165.0	
Amounts due from exchanges, clearing houses and other counterparties	—	—	8.4	379.0	219.2	282.5	365.8	17.9	4,085.9	5,358.7	5,358.7	
Amounts due from Prime Brokers	—	—	—	8.8	305.1	—	—	—	—	313.9	313.9	
Amounts receivable from clients	169.5	—	14.5	—	—	1.2	—	4.1	1,851.3	1,871.1	2,040.6	
Amounts due from Group undertakings	—	—	—	—	—	—	—	—	424.6	424.6	424.6	
Trade debtors	—	—	—	—	—	—	—	—	13.6	13.6	13.6	
Default funds and deposits	—	—	—	74.8	—	67.2	15.3	24.3	0.3	181.9	181.9	
Loans receivable	—	—	—	—	—	—	—	—	180.1	180.1	180.1	
Other debtors	—	—	—	—	—	—	—	—	20.8	20.8	20.8	
Cash and cash equivalents	—	—	—	5.5	1,628.5	9.9	0.5	—	7.9	1,652.3	1,652.3	
	3,300.1	14.8	37.3	702.0	2,152.8	529.6	442.4	46.3	6,584.5	10,494.9	13,809.8	

30 FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Credit risk (continued)

Credit quality (continued)

	FVTPL	FVTOCI	Amortised Cost							Lower and unrated	Total Amortised Cost	Total Financial Assets
			AA and above	AA-	A+	A	A-	BBB+				
2024	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	
Investments	—	5.4	—	—	—	—	—	—	—	—	5.4	
Treasury instruments	—	—	143.3	—	—	130.0	124.2	—	—	397.5	397.5	
Fixed income securities	12.6	—	—	—	—	—	—	—	—	—	12.6	
Equity instruments	219.2	—	—	—	—	—	—	—	—	—	219.2	
Derivative instruments	1,054.2	1.6	—	—	—	—	—	—	—	—	1,055.8	
Stock borrowing	108.0	—	—	—	—	—	—	—	—	—	108.0	
Amounts due from exchanges, clearing houses and other counterparties	—	—	—	127.0	20.4	94.5	160.1	—	1,198.0	1,600.0	1,600.0	
Amounts receivable from clients	51.9	—	—	—	0.6	2.1	—	6.1	237.3	246.1	298.0	
Amounts due from Group undertakings	—	—	—	—	—	—	—	—	160.7	160.7	160.7	
Trade debtors	—	—	—	—	—	—	—	—	11.8	11.8	11.8	
Default funds and deposits	—	—	—	109.5	—	57.0	11.3	10.5	0.3	188.6	188.6	
Loans receivable	—	—	—	—	—	—	—	—	0.1	0.1	0.1	
Other debtors	—	—	—	—	—	—	—	—	21.1	21.1	21.1	
Cash and cash equivalents	—	—	298.6	0.9	1,193.1	—	0.7	—	3.6	1,496.9	1,496.9	
	1,445.9	7.0	441.9	237.4	1,214.1	283.6	296.3	16.6	1,632.9	4,122.8	5,575.7	

30 FINANCIAL RISK MANAGEMENT (CONTINUED)**(e) Credit risk (continued)***Concentration risk*

To mitigate the concentration of credit risk exposure to a particular single customer, counterparty or group of affiliated customers or counterparties, the Company monitors these exposures carefully and ensures that these remain within pre-defined limits. Large exposure limits are determined in accordance with appropriate regulatory rules.

Further concentration risk controls are in place to limit exposure to clients or counterparties within single countries of origin and operation through specific country credit risk limits as set by the Group Board Risk Committee.

The largest concentration of cash balances as at 31 December 2025 was 80% to a UK-based, AA- rated global banking group (2024: 53% to a UK-based, AA- rated global banking group).

The largest concentration of exposures to exchanges, clearing houses and other counterparties as at 31 December 2025 was 56% to a fellow Marex Group undertaking (2024: 15%) and 4% to a German counterparty (2024: 2%).

The largest concentration of exposures to treasury instruments at 31 December 2025 was to the United States Government as 100% (2024: 100%) of the instruments are issued by the US Government or a US Government sponsored enterprise. During the year the Group elected to include only direct exposure to Treasury instruments and Reverse Repurchase Agreements which have been pledged or repledged as collateral are no longer included (refer to Note 16 for further detail).

Own credit

Under IFRS 9, changes in fair value related to own credit risk for other financial liabilities designated at fair value through profit and loss are recognised in other comprehensive income. The changes in own credit risk recognised in other comprehensive income are subsequently transferred within equity to retained earnings in the same period as the underlying position matures or terminates. The Company determines its own credit spread regularly based on a model using observable market inputs. Management estimates the own credit spread through using market observable credit spreads and paid credit spreads for public distributed products of the Company and composite credit spreads across the industry. As at 31 December 2025, the cumulative own credit loss was \$8.7m (2024: \$5.7m) The estimated own credit sensitivity to a 1 basis point move in credit spread is \$0.5m (2024: \$0.2m). Hence an increase in own credit spread of 1 basis point will lead to a charge of \$0.5m (2024: \$0.2m) recognised in other comprehensive income.

30 FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Liquidity risk

The Company defines liquidity risk as the risk of not being able to meet current and future cash flow and collateral needs without undue cost or adverse impact on the Company's financial standing. Liquidity risk is assessed and managed under the Individual Capital and Risk Assessment (ICARA) and Liquidity Risk Framework, as required by as required by the UK Investment Firm Prudential Regime (IFPR) under the supervision of the Financial Conduct Authority. The Company also has an internal Liquidity Risk Framework, which supplements and complements the ICARA process.

Liquidity risk may be driven by systemic (market-driven) factors, which may be driven in turn by the broader macroeconomic environment, and idiosyncratic factors specific to the Company. Market-driven risk factors include collateral outflows to meet margin requirements relating to the Group's hedges of structured products issued under the Financial Product Program, as well as temporary funding of margin in support of client activities, where the Company may need to pay margin before receiving it from clients. Idiosyncratic risk factors relate to Company-specific events that may impact liquidity either directly or indirectly. Examples of idiosyncratic risk factors include adverse news coverage, which may impact funding rollover, and unplanned downtime of systems, which may impact the Company's ability to margin clients. As a growing organisation, liquidity risk exposures may increase in significance and new risk factors may become relevant from organic expansion of business activities or acquisitions.

Liquidity risk exposures

The following table details the Company's contractual maturity for non-derivative financial liabilities. Debt securities are presented discounted based on the first call dates.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Greater than 5 years	Total
	\$m	\$m	\$m	\$m	\$m	\$m
Amounts due to exchanges, clearing houses and other counterparties	1,164.7	—	—	—	—	1,164.7
Amounts due to clients	3,364.6	—	—	—	—	3,364.6
Amounts due to Prime Brokers	733.6	—	—	—	—	733.6
Amounts due to Group undertakings	1,321.6	—	—	—	—	1,321.6
Subordinated loan payable	—	—	—	—	49.6	49.6
Other creditors	8.1	11.9	—	—	—	20.0
Debt securities	—	1,674.5	541.7	261.7	34.1	2,512.0
Repurchase agreements	—	1,180.8	—	—	—	1,180.8
Short securities	—	1.4	—	—	—	1.4
Stock lending	1,320.4	—	—	—	—	1,320.4
31 December 2025	7,913.0	2,868.6	541.7	261.7	83.7	11,668.7

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Greater than 5 years	Total
	\$m	\$m	\$m	\$m	\$m	\$m
Amounts due to exchanges, clearing houses and other counterparties	60.9	150.5	3.0	—	—	214.4
Amounts due to clients	1,390.8	—	—	—	—	1,390.8
Amounts due to Group undertakings	766.6	—	—	—	—	766.6
Subordinated loan payable	—	—	—	—	—	—
Other creditors	1.2	6.7	—	—	—	7.9
Debt securities	—	854.1	430.2	177.1	16.9	1,478.3
Repurchase agreements	—	123.7	—	—	—	123.7
Short securities	—	1.6	—	—	—	1.6
Stock lending	—	225.5	—	—	—	225.5
31 December 2024	2,219.5	1,362.1	433.2	177.1	16.9	4,208.8

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

30 FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Liquidity risk (continued)

Shown below is the Company's contractual maturity for non-derivative financial assets:

	On demand \$m	Less than 3 months \$m	3 to 12 months \$m	1 to 5 years \$m	Greater than 5 years \$m	Total \$m
Cash and cash equivalents	1,652.3	—	—	—	—	1,652.3
Equity instruments	446.3	—	—	—	—	446.3
Treasury instruments	—	74.9	—	403.0	8.3	486.2
Fixed income securities	—	—	1.6	—	—	1.6
Reverse repurchase agreements	—	165.0	—	—	—	165.0
Trade debtors	—	13.6	—	—	—	13.6
Amounts due from exchanges, clearing houses and other counterparties	5,358.8	—	—	—	—	5,358.8
Amounts receivable from clients	2,040.6	—	—	—	—	2,040.6
Amounts due from Prime Brokers	313.9	—	—	—	—	313.9
Amounts due from group undertaking	424.6	—	—	—	—	424.6
Default funds and deposits	—	181.9	—	—	—	181.9
Loans receivable	—	13.5	166.6	—	—	180.1
Other debtors	0.9	17.8	1.9	0.1	—	20.7
Stock borrowing	417.9	—	—	—	—	417.9
31 December 2025	10,655.3	466.7	170.1	403.1	8.3	11,703.5

	On demand \$m	Less than 3 months \$m	3 to 12 months \$m	1 to 5 years \$m	Greater than 5 years \$m	Total \$m
Cash and cash equivalents	1,496.9	—	—	—	—	1,496.9
Equity instruments	5.5	213.7	—	—	—	219.2
Treasury instruments	125.6	79.1	94.7	98.1	—	397.5
Fixed income securities	—	12.6	—	—	—	12.6
Trade debtors	5.7	6.1	—	—	—	11.8
Amounts due from exchanges, clearing houses and other counterparties	1,600.0	—	—	—	—	1,600.0
Amounts receivable from clients	298.0	—	—	—	—	298.0
Amounts due from group undertakings	160.7	—	—	—	—	160.7
Default funds and deposits	—	188.6	—	—	—	188.6
Loans receivable	—	—	0.1	—	—	0.1
Other debtors	0.4	20.4	—	0.3	—	21.1
Stock borrowing	108.0	—	—	—	—	108.0
31 December 2024	3,800.8	520.5	94.8	98.4	—	4,514.5

Both assets and liabilities are included to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

30 FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Liquidity risk (continued)

The following table details the Company's expected contractual maturity for derivative financial assets and derivative financial liabilities:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Greater than 5 years	Total
	\$m	\$m	\$m	\$m	\$m	\$'000
Derivative instruments						
Assets	—	1,129.1	392.7	548.9	29.5	2,100.3
Liabilities	—	(891.2)	(410.9)	(434.8)	(41.7)	(1,778.7)
31 December 2025	—	237.9	(18.2)	114.0	(12.2)	321.6
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Greater than 5 years	Total
	\$m	\$m	\$m	\$m	\$m	\$m
Derivative instruments						
Assets	—	373.6	190.2	481.4	10.6	1,055.8
Liabilities	—	(348.8)	(161.3)	(238.7)	(17.1)	(765.9)
31 December 2024	—	24.8	28.9	242.7	(6.5)	289.9

The derivative asset and liability do not meet the offsetting criteria in IAS 32, but the Company has the right of offset in the case of default, insolvency or bankruptcy. Consequently, the gross amount of the derivative asset of \$2,100.3m (2024: \$1,055.8m) and gross amount of the derivative liability of \$1,778.7m (2024: \$765.9m) are presented separately in the Company's statement of financial position.

31 RELATED PARTY TRANSACTIONS**(a) Parent and ultimate controlling party**

The immediate parent undertaking is Marex Group plc, a public limited company incorporated in England and Wales, in whose consolidated financial statements the Company's results are included. These consolidated financial statements are available from its registered office at 155 Bishopsgate, London, EC2M 3TQ.

(b) Key Management Personnel

The remuneration paid to key management personnel for their services to the Company was as follows:

	2025	2024
	\$m	\$m
Aggregate wages and salaries	17.9	24.8
Short-term monetary benefits	0.1	0.1
Defined contribution pension cost	—	0.1
Management incentive plan	16.3	8.7
	34.3	33.7

(c) Directors' remuneration

The remuneration paid to Directors for their services to the Company was as follows:

	2025	2024
	\$m	\$m
Salaries and emoluments	6.6	3.6
Management incentive plan	5.3	2.6
Total remuneration	11.9	6.2

The above amounts include remuneration in respect of two directors who are members of global executive management. Their remuneration is paid by another Group undertaking and a portion is allocated to the Company via a group recharge.

The remuneration of the highest paid director for their services to the Company was \$7.8m (2024: \$3.3m), with contributions of \$nil in respect of pension contributions in 2025 (2024: \$nil). As at 31 December 2025, there was 1 Director (2024: 1 Director) who was a member of the main UK pension plan.

The annual bonus is awarded under the Management Incentive Plan ("MIP"), which is an equity-settled scheme with no cash alternative. During the year, all of the three directors were eligible to receive share-based awards under the MIP.

(d) Transactions with entities having significant influence over the Company

During the year, the Company received no consortium relief from entities that have significant influence over the Company (2024: \$nil). The consortium relief payable balance at 31 December 2025 was \$nil (2024: \$nil).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)

31 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Balances and transactions with other Group undertakings

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions, or one other party controls both. Transactions between the Company and subsidiaries of the parent company meet the definition of related party transactions.

The Company enters into transactions with other Marex Group undertakings. The nature of these relationships, along with information about the transactions and outstanding balances, is given below.

	2025	2024
	\$m	\$m
Stock borrowing	411.3	–
Amounts due from exchanges, clearing houses and other counterparties	3,761.0	–
Amounts due from Group undertakings	424.6	160.7
Derivative instruments	49.7	–
Total assets outstanding with related parties	4,646.6	160.7
Amounts due to exchanges, clearing houses and other counterparties	1,130.8	–
Amounts due to Group undertakings	1,321.6	766.6
Subordinated loan payable	49.6	49.6
Repurchase agreements	104.1	–
Derivative instruments	19.1	–
Total liabilities outstanding with related parties	2,625.2	816.2
	2025	2024
	\$m	\$m
Net related party charges included in operating profits	(56.7)	(37.8)

All outstanding related party balances are due to or due from other Marex Group undertakings, with the exception of the following balances that are due from the Company's parent undertaking, Marex Group plc, or its subsidiary undertaking, Carlton Commodities 2004 LLP:

- net payable of \$1,197.5m (2024: \$654.4m) within Amounts due to Group undertakings is due to Marex Group plc and \$3.3m is due to Carlton Commodities 2004 LLP (2024: \$8.6m).
- \$49.6m (2024: \$49.6m) subordinated loan payable to Marex Group plc. See Note 25 for the terms of the subordinated loan agreement.

The Company has a netting arrangement in place resulting in balances within Amounts due from Group undertakings and Amounts due to Group undertakings being offset and reported on a net basis where applicable (see Note 29(c)). All balances included within Amounts due from and due to Group undertakings are repayable on demand and do not incur interest charges.

Related party operating profits includes net expense and revenue recharges between the Company and other Group undertakings under transfer pricing arrangements. Also included in related party operating profits is net trading gains and losses arising from related party stock borrowings, repurchase agreements and derivatives and net interest income from related party balances reported within Amounts due from and due to exchanges, clearing houses and other counterparties.

All related party transactions reported within operating profit were with other Marex Group undertakings, with the exception of a \$47.3m net recharge from Marex Group plc (2024: \$18.4m credit) and associated interest on the subordinated loan agreement of \$4.0m (2024: \$4.0m).

31 RELATED PARTY TRANSACTIONS (CONTINUED)**(f) Share based payments**

The Group operates a Global Omnibus Plan, which provides for the grant of share options, including incentive share options, conditional awards, restricted shares, share appreciation rights or any other share or cash-based awards to eligible employees and non-employees. New awards are all granted within the terms of this plan.

The Group operates three equity-settled share-based remuneration schemes for Executive Directors and senior management. These are a deferred bonus plan, a retention long term incentive plan, an annual long term incentive plan. In addition there were two new share-based payment schemes in 2024, the all employee award and a non executive directors' award. All are United Kingdom tax authority unapproved schemes. The cost of the service is calculated by reference to the fair value of shares at the grant date, the number of shares expected to vest under the schemes and the probability that the performance and the service conditions will be met. The cost of the service is recognised in the income statement over the period that the recipient provides service and there is a shared understanding of the terms and conditions of the arrangement. The recipient to whom these awards were granted must not depart from the Group, and such an action would require a forfeiture of some or all of the award depending on the conditions under which the employee were to leave.

Deferred Bonus Plan

Members of the scheme are awarded a fixed number of ordinary shares vesting in three equal tranches over the three years following the date of grant. As the awards are based on the employees' annual performance, the fair value has been expensed from the beginning of the year for which the bonus had been awarded. Prior to the IPO, the fair value of a share award at grant date was the final price approved by the Remuneration Committee and determined based on a multiple of earnings as at grant date with reference to comparable peer companies. Post IPO, the fair value of a share award is based on the Group's quoted share price at the date of the grant.

Retention Long Term Incentive Plan

Members of the scheme are awarded a variable number of ordinary shares three years after the grant date. The number of shares awarded is determined by reference to a hurdle return on equity of the Group and to growth targets for the profit after tax of the Group over the three-year period. Prior to the IPO, the fair value of a share award at grant date was the final price approved by the Remuneration Committee and determined based on a multiple of earnings as at grant date with reference to comparable peer companies. Post IPO, the fair value of a share award is based on the Group's quoted share price at the date of the grant.

Annual Long Term Incentive Plan

Members of the scheme are awarded a variable number of ordinary shares three years after the grant date. The number of shares awarded is determined by reference to a hurdle return on equity financial underpins; the first is a hurdle return on equity of the Group and the second underpin is growth targets for the adjusted profit before tax over the 3-year period. Prior to the IPO, the fair value of a share award at grant date was the final price approved by the Remuneration Committee and determined based on a multiple of earnings as at grant date with reference to comparable peer companies. Post IPO, the fair value of a share award is based on the Group's quoted share price at the date of the grant.

All Employee Awards

As part of the IPO, members of the scheme were awarded a fixed number of ordinary shares which vest three years after the grant date. The fair value of a share award is based on the Group's quoted share price at grant date.

Non-Executive Directors' Award

Members of the scheme are awarded a fixed number of ordinary shares which vest one year after the grant date. The fair value of a share award is based on the Group's quoted share price at grant date.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONTINUED)**

31 RELATED PARTY TRANSACTIONS (CONTINUED)

(f) Share based payments (continued)

The charge for the year for the Company arising from share-based payment schemes was as follows:

	2025	2024
	\$m	\$m
Deferred Bonus Plan	19.3	12.8
Retention Long Term Incentive Plan	3.4	2.8
Annual Long Term Incentive Plan	3.6	4.2
All Employee Plan	0.5	0.3
Non-Executive Directors' Plan	—	0.1
Total equity-settled share-based payments	26.8	20.2

The movement on share awards was as follows:

	2025	2024
	No.	No.
Outstanding at the beginning of the year	4,372,401	6,137,081
Restatement following IPO	—	(2,781,021)
Granted during the year	849,898	1,417,088
Transfers during the year	(20,631)	—
Vested during the year	(1,994,598)	(388,848)
Forfeited during the year	(9,300)	(11,899)
Outstanding at the end of the year	3,197,770	4,372,401
Weighted average fair value of awards granted (\$)	26.2	17.7

For the purposes of the above disclosure the fair value of the awards granted during 2025 is assumed to be the final price approved by the Group Remuneration Committee.

32 AUDITOR'S REMUNERATION

The analysis of the auditor's remuneration is as follows:

	2025	2024
	\$m	\$m
Fees payable to the Company's auditor for the audit of the Company's annual accounts:		
Total audit fees	2.8	2.2
	2025	2024
	\$m	\$m
Fees payable to the Company's auditor for other services comprise:		
Audit-related services	0.2	0.2
Total non-audit fees	0.2	0.2

33 CONTINGENT LIABILITIES

From time to time the Company is engaged in litigation in relation to a variety of matters, and it is required to provide information to regulators and other government agencies as part of informal and formal enquiries or market reviews.

The Company's reputation may also be damaged by any involvement, or that of any of its employees or former employees, in any regulatory investigation and by any allegations or findings, even where the associated fine or penalty is not material.

As outlined above in respect of legal matters or disputes for which a provision has not been made, notwithstanding the uncertainties that are inherent in the outcome of such matters, there are no individual matters which are considered to pose a significant risk of material adverse financial impact on the Company's results or net assets.

34 COUNTRY BY COUNTRY REPORTING

This disclosure has been prepared in accordance with The Capital Requirements (Country by Country Reporting) Regulation 2013. The Company is regulated by the FCA on a solo basis and has only one unregulated subsidiary, Carlton Commodities 2004 LLP (the 'LLP'). The LLP is incorporated in England and Wales and its registered office is 155 Bishopsgate, London, EC2M 3TQ. The LLP's principal business activity is that of commodity and option trading.

For the year ended 31 December 2025 (consolidated basis):

	Employees	Revenue	Profit before tax	Taxation paid / (received)	Public subsidies received
Legal entity on a consolidated basis	No.	\$m	\$m	\$m	\$m
Marex Financial	1,086	702.6	38.7	17.5	-

For the year ended 31 December 2024 (consolidated basis):

	Employees	Revenue	Profit before tax	Taxation paid / (received)	Public subsidies received
Legal entity on a consolidated basis	No.	\$m	\$m	\$m	\$m
Marex Financial	908	602.0	126.9	30.5	-

35 EVENTS AFTER THE BALANCE SHEET DATE

On 26 March 2026, Marex Group plc, the Company's ultimate parent undertaking, announced its proposal to redomicile to Bermuda, which is subject to Shareholder approval and regulatory approval where applicable. There were no further post balance sheet date events which would have a material effect on these financial statements.

Non-IFRS Measures

In addition to our results determined in accordance with IFRS Accounting Standards, we believe the following non-IFRS measures provide useful information both to management and investors in measuring our financial performance for the reasons outlined below. These measures may not be comparable to similarly titled measures presented by other companies, and they should not be construed as an alternative to other financial measures determined in accordance with IFRS Accounting Standards.

Adjusted Profit Before Tax

We define Adjusted Profit Before Tax as profit after tax adjusted for (i) activities in relation to shareholders and (ii) employer tax on the vesting of Growth Shares. These items are referred to as “Adjusting Items.” Adjusting Items are excluded because they are not reflective of our ongoing underlying trading performance. They typically relate to acquisition accounting, shareholder-related activities and other non-recurring items, which can vary significantly between periods and are not considered part of the Group’s core operations.

Adjusted Profit Before Tax is the primary measure used by our management to evaluate and understand our underlying operations and business trends, forecast future results and determine future capital investment allocations. Adjusted Profit Before Tax is the measure used by our executive board to assess the financial performance of our business in relation to our trading performance.

The most directly comparable IFRS Accounting Standards measure is profit after tax. We believe Adjusted Profit Before Tax is a useful measure as it allows management to monitor our ongoing core operations and provides useful information to investors and analysts regarding the net results of the business. The core operations represent the primary trading operations of the business.

Adjusted Profit Before Tax Margin

We define Adjusted Profit Before Tax Margin as Adjusted Profit Before Tax (as defined above) divided by revenue. We believe that Adjusted Profit Before Tax Margin is a useful measure as it allows management to assess the profitability of our business in relation to revenue. IFRS accounting standards do not define profit margin. Therefore the most directly comparable IFRS measure for profit margin is Profit After Tax divided by revenue.

The following table reconciles: (1) Adjusted Profit Before Tax from the most directly comparable IFRS Accounting Standards measure, which is profit after tax, and (2) Adjusted Profit Before Tax Margin from the most directly comparable IFRS Accounting Standards measure, which is profit margin (which is profit after tax divided by revenue).

	Year ended 31 December 2025	Year ended 31 December 2024
	\$m	\$m
Profit After Tax	22.8	100.4
Tax	15.9	26.5
Profit Before Tax	38.7	126.9
Activities relating to shareholders	–	2.4
Employer tax on vesting of the growth shares	–	2.3
Impairment of investment in subsidiary	7.3	–
Adjusted Profit Before Tax	46.0	131.6
Profit After Tax Margin (%)	3.3%	17.0%
Adjusted Profit Before Tax Margin (%)	6.6%	22.3%
Common Equity	452.1	406.4
Return on Equity (%)	5.0%	24.7%