

---

**Marex Group plc**  
**Code of Business Conduct and Ethics**

---

---

# Marex Group plc

## Code of Business Conduct and Ethics

---

### 1. Introduction

#### A. Purpose

This Code of Business Conduct and Ethics (the "**Code**") contains general guidelines for conducting the business of Marex Group plc, including its direct and indirect subsidiaries (collectively, the "**Company**" or "**we**") consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code applies to all of our directors, officers, and other employees. We refer to all officers and other employees covered by this Code as "**Company employees**" or simply "**employees**," unless the context otherwise requires. In this Code, we refer to our principal executive officer (Chief Executive Officer), principal financial officer (Chief Financial Officer), principal accounting officer, and controller, or persons performing similar functions, as our "principal financial officers."

#### B. Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company's ethical standards, seek help. We encourage you to review the relevant Employee Handbook for your region and contact your line manager for help first. If your line manager cannot answer your question or if you do not feel comfortable contacting your line manager, contact the Company's Group Head of HR.

#### C. Reporting Violations of the Code

All employees and directors have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations, or policies that apply to the Company and any reportable concern under UK Public Interest Disclosure Act 1998 ("**PIDA**"), SYSC 18 of The Financial Conduct Authority Handbook, or other relevant legislation in the country where an employee is located.

For complaints specifically regarding accounting, internal accounting controls, fraud, or auditing matters relating to the Company, please refer to the Company's Policies and Procedures for Complaints Regarding Accounting, Internal Accounting Controls, Fraud or Auditing Matters.

For any other complaints, or if you know of or suspect a violation of this Code, immediately report the conduct to your line manager in accordance with the Company's Whistleblowing Policy.

If you do not feel comfortable reporting the conduct to your line manager or you do not get a satisfactory response, you may contact the Group Head of Compliance, Group Head of HR, or the Whistleblowers' Champion directly in accordance with the Company's Whistleblowing Policy.

You may remain anonymous and will not be required to reveal your identity when reporting a breach of this Code, although providing your identity may assist the Company in investigating your concern. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. The Company will protect your confidentiality to the extent possible, consistent with applicable laws and the Company's need to investigate your concern.

It is Company policy that any employee or director who violates this Code will be subject to appropriate discipline, which may include, for an employee, termination of employment or, for a director, a request that such director resign from the Board of Directors of the Company (the "**Board of Directors**"). This determination will be based upon the facts and circumstances of each particular situation. If you are accused of violating this Code, this will be dealt with under the disciplinary procedures as set out in the relevant employee handbook and/or in accordance with local labour laws. Employees and directors who violate the law or this Code may expose themselves to substantial civil damages, criminal fines, and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

#### D. Policy Against Retaliation

The Company prohibits retaliation against an employee or director who, based on reasonable belief, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee or director because the employee or director sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

#### E. Waivers of the Code

Any waiver of this Code for our directors, executive officers, or other principal financial officers may be made only by the Audit and Compliance Committee of our Board of Directors (the "**Audit and Compliance Committee**") and will be disclosed to the public as required by law or the rules of The Nasdaq Stock Market LLC, when applicable. Waivers of this Code for other employees may be made only by our Chief Executive Officer or Group Head of Compliance and will be reported to our Audit and Compliance Committee.

## 2. Conflicts of Interest

### A. Identifying Potential Conflicts of Interest

Employees, officers and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest" and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the interests of the Company. A conflict of interest can arise whenever you, as an employee, officer or director, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively, and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations might reasonably be expected to give rise to a conflict of interest and should be identified to, and addressed by, your line manager, the Group Head of Compliance, or the Audit and Compliance Committee of the Board of Directors, as applicable:

- Outside Employment. An employee being employed by, serving as a director of, or providing any services to a company the individual knows or suspects is a material customer, supplier, or competitor of the Company (other than services to be provided as part of an employee's job responsibilities for the Company).

- Improper Personal Benefits. An employee or director obtaining any material (as to them) personal benefits or favours because of their position with the Company. Please see “Gifts and Entertainment” below for additional guidelines in this area.
- Financial Interests. An employee having a “**material interest**” (ownership or otherwise) in any company the individual knows or suspects is a material customer, supplier, or competitor of the Company and using their position to influence a transaction with such company. Whether an employee has a “material interest” will be determined by the Group Head of Compliance or the Audit and Compliance Committee, as applicable, in light of all of the circumstances, including consideration of the relationship of the employee to the customer, supplier or competitor, the relationship of the employee to the specific transaction, and the importance of the interest to the employee having the interest.
- Loans or Other Financial Transactions. An employee or director obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company the individual knows or suspects is a material customer, supplier, or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms, or other financial institutions.
- Service on Boards and Committees. An employee or director serving on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee’s or director’s objectivity in making decisions on behalf of the Company. For purposes of this Code, “family members” include your spouse or life-partner, brothers, sisters, parents, in-laws, and children whether such relationships are by blood or adoption.

For purposes of this Code, a company is a “**material**” customer if the customer has made payments to the Company in the past year in excess of \$1,000,000 or 2% of the Company’s gross revenues, whichever is greater. A company is a “**material**” supplier if the supplier has received payments from the Company in the past year in excess of \$1,000,000 or 2% of the supplier’s gross revenues, whichever is greater. If you are uncertain whether a particular company is a material customer or supplier, please contact the Group Head of Legal for assistance.

Please refer to the Marex Group Conflict of Interest Policy for further guidance on conflicts of interest, including conflicts between the Company and its clients, and how they should be addressed.

#### B. Disclosure of Conflicts of Interest

The Company requires that employees and directors disclose any situation that reasonably would be expected to give rise to a conflict of interest. If you suspect you have a situation that could give rise to a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it in writing to your line manager or the Group Head of Compliance, or if you are a director, executive officer, or other principal financial officer, to the Audit and Compliance Committee. Your line manager, Group Head of Compliance or the Audit and Compliance Committee, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. All transactions that could give rise to a conflict of interest involving a director, executive officer, or principal financial officer must be approved

by the Audit and Compliance Committee, and any such approval will not be considered a waiver of this Code.

### **3. Corporate Opportunities**

As an employee or director of the Company, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property or information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee or director may use corporate property, information, or their position with the Company for personal gain while employed by the Company or, for a director, while serving on our Board of Directors.

You should disclose to your line manager the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your line manager will contact the Group Head of Compliance and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity.

Please refer to the Marex Group Conflict of Interest Policy for further guidance.

### **4. Confidential Information**

Employees and directors have access to a variety of confidential information regarding the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its collaborators, customers, or suppliers. Employees and directors have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorised or legally mandated. Unauthorised disclosure of any confidential information is prohibited. Additionally, employees and directors should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees and directors who have a need to know such information to perform their responsibilities for the Company. An employee's and director's obligation to protect confidential information continues after they leave the Company. Unauthorised disclosure of confidential information could cause competitive harm to the Company or its collaborators, customers, or suppliers and could result in legal liability to you and the Company.

Please refer to your applicable compliance manual or employee handbook for further guidance on the use of confidential information and channels to escalate questions or concerns regarding whether disclosure of Company information is legally mandated.

### **5. Competition and Fair Dealing**

All employees should endeavor to deal fairly with fellow employees and with the Company's collaborators, licensors, customers, suppliers, and competitors. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Employees should maintain and protect any intellectual property licensed from licensors with the same care as they employ with regard to Company-developed intellectual property. Employees should also handle the non-public information of our collaborators, licensors, suppliers, and customers responsibly and in accordance with our agreements with them, including information regarding their technology and product pipelines.

Please refer to your applicable compliance manual or employee handbook for further guidance on competition and fair dealing considerations.

## **6. Company Records**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports, regulatory submissions, and many other aspects of our business, and guide our business decision-making and strategic planning. Company records include financial records, personnel records, records relating to our technology and product development, customer collaborations, manufacturing and regulatory submissions, and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate, and reliable in all material respects. Each employee and director must follow any formal document retention policy of the Company with respect to Company records within such employee's or director's control.

## **7. Protection and Use of Company Assets**

Employees and directors should protect the Company's assets and ensure their efficient use for legitimate business purposes only and not for any personal benefit or the personal benefit of anyone else. Theft, carelessness, and waste have a direct impact on the Company's financial performance. The use of Company assets other than for legitimate business purposes is prohibited.

Employees and directors should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Employees, directors and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

## **8. Accuracy of Financial Reports and Other Public Communications**

As a public company we are subject to various securities laws, regulations, and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition, and results of operations. Inaccurate, incomplete, or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers and other employees working in the Finance department have a special responsibility to ensure that all our financial disclosures are full, fair, accurate, timely, and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws, and regulations for accounting and financial reporting of transactions, estimates, and forecasts.

## **9. Compliance with Laws and Regulations**

Each employee and director has an obligation to comply with all laws, rules, and regulations applicable to the Company's operations. These include, without limitation, laws covering interactions with the government, political contributions, bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information, or misuse of corporate assets. You are expected to understand and comply with all laws, rules, and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your line manager or the Group Head of Compliance. Please also refer to the employee handbook applicable to your

region and the Company's Insider Trading Compliance Policy for further guidance on these topics.

#### **10. Conclusion**

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your line manager, the Group Head of HR or the Group Head of Compliance. The Company expects all of its employees and directors to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. Should there be any inconsistency between this Code and the underlying Company policies referenced herein, the underlying Company policies shall prevail. Further, the Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.