

MARC FINANCE II LTD

190 Elgin Avenue
George Town
Grand Cayman
KY1-9005
Cayman Islands

Cayman Islands Stock Exchange (the "Exchange")

PO Box 2408
Grand Cayman
KY1-1105
Cayman Islands

22 May 2017

Dear Sir/Madam,

MARC Finance II LTD (the "Company")
€50,000,000,000 Structured Note Programme (the "Programme")
Request for Delisting

Reference is made to the Programme of the Company which is listed on the official list of the Exchange.

We hereby notify the Exchange that the directors of the Company will resolve to liquidate the Company and such liquidation is expected to be completed on or about 30 June, 2017. Accordingly, we hereby request that the Exchange remove the Company from the official list of the Exchange with immediate effect.

We attach, as Annex A to this letter, a supplement to the offering circular for the Programme dated 12th December, 2014 notifying prospective investors of the Company's pending liquidation and delisting from the Exchange. If the attached supplement is a form that is satisfactory to the Exchange, we would be grateful if you could please arrange for it to be published in accordance with the listing rules.

Should you have any questions about this matter, please do not hesitate to contact the under-signed.

Yours faithfully,



Director

MARC Finance II LTD

ANNEX A

SUPPLEMENT TO OFFERING CIRCULAR DATED 12TH DECEMBER, 2014 (this "Supplement")

Dated 22 May 2017

MARC Finance Ltd
VENUS FINANCE LIMITED
(each incorporated with limited liability in the Cayman Islands)
€50,000,000,000
Structured Note Programme

Reference is made to (i) the €50,000,000,000 Structured Note Programme of MARC Finance Ltd, MARC Finance II Ltd and VENUS FINANCE LIMITED (the "Programme") and (ii) the offering circular relating to the Programme dated 12th December, 2014 (the "Offering Circular"). All capitalised terms used and not otherwise defined in this Supplement shall have the meanings given to those terms in the Offering Circular.

The directors of MARC Finance II Ltd (one of the Issuers under the Programme, the "Company") has determined to liquidate the Company and the liquidation of the Company is expected to be completed on or about 30 June 2017. With effect on and from the date of its liquidation, the Company shall cease to issue any Notes or Structured Obligations under the Programme and accordingly, the Company has applied to be delisted from official list of the Cayman Islands Stock Exchange in accordance with its rules.

The liquidation of the Company does not affect the obligations of the other Issuers in relation to Notes or Structured Obligations previously issued by them under the Programme or the ability of those other Issuers to issue Notes or Structured Obligations under the Programme in the future.

This Supplement supplements and amends the Offering Circular. From the date hereof, the Offering Circular shall be read together with this Supplement as one document.

Arranger and Dealer

