

EXECUTION VERSION

Pricing Supplement dated 31 March 2022

NatWest Markets Plc

**Issue of CHF 300,000,000 0.8975 per cent. Notes due 4 April 2025
under the £15,000,000,000
Euro Medium Term Note Programme**

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 AS IT FORMS PART OF DOMESTIC LAW OF THE UK BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 FOR THE ISSUE OF THE NOTES DESCRIBED BELOW AND THE FINANCIAL CONDUCT AUTHORITY HAS NEITHER APPROVED NOR REVIEWED INFORMATION CONTAINED HEREIN.

MIFID II Product Governance / Professional investors and ECPs only target market – Solely for the purposes of the EEA domiciled manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the EEA domiciled manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MIFIR Product Governance / Professional investors and ECPs only target market – Solely for the purposes of the UK domiciled manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the UK domiciled manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

In relation to a distribution in Switzerland, the Notes are eligible to be offered to the public in Switzerland only.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the Prospectus dated 7 December 2021 and the supplemental Prospectuses dated 18 February 2022 and 17 March 2022 (together, the "**Prospectus**"). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Prospectus and the prospectus dated 31 March 2022 prepared by the Issuer in connection with admission of the Notes to trading on the SIX Swiss Exchange (the "**Swiss Prospectus**"). The full information that has been provided on the Issuer and the offer of the Notes is only available on the basis of the combination of the Pricing Supplement, the Prospectus and the Swiss Prospectus.

The Prospectus and the supplemental Prospectus are available for viewing at:

https://www.rns-pdf.londonstockexchange.com/rns/8656U_1-2021-12-7.pdf;

https://www.rns-pdf.londonstockexchange.com/rns/1774C_1-2022-2-18.pdf; and

https://www.rns-pdf.londonstockexchange.com/rns/1844F_1-2022-3-17.pdf.

Copies of the Swiss Prospectus may be obtained from, UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland or can be ordered by telephone (+41 44 239 47 03 (voicemail)), fax (+41 44

239 69 14) or e-mail (swiss-prospectus@ubs.com).

1	Issuer:	NatWest Markets Plc
2	(i) Series Number:	78
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Specified Currency or Currencies:	Swiss Francs ("CHF")
4	Aggregate Nominal Amount:	CHF 300,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	CHF 200,000 and multiples thereof
	(ii) Calculation Amount:	CHF 200,000
7	(i) Issue Date:	4 April 2022
	(ii) Interest Commencement Date:	4 April 2022
8	Trade Date:	10 March 2022
9	Maturity Date:	4 April 2025
10	Interest Basis:	0.8975 per cent. Fixed Rate (Further particulars specified below)
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
12	Change of Interest Basis:	Not Applicable
13	Put/Call Options:	Not Applicable
14	Date Board approval for issuance of Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions:	Applicable
	(i) Rate(s) of Interest:	0.8975 per cent. per annum payable in arrear
	(ii) Interest Payment Date(s):	4 April in each year, from and including 4 April 2023 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	CHF 1,795 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to method of calculating interest for Fixed Rate Notes:	Not Applicable
	(viii) Business Day Convention:	Not Applicable
	(ix) Business Centre(s):	TARGET2 System

16	Reset Note Provisions:	Not Applicable
17	Floating Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Notice periods for Condition 5(b):	Minimum period: 5 days Maximum period: 30 days
20	Issuer Call:	Not Applicable
21	Investor Put:	Not Applicable
22	Final Redemption Amount:	CHF 200,000 per Calculation Amount
23	Early Redemption Amount payable on redemption (a) for tax reasons or (b) on an event of default:	CHF 200,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes:

(a) Form:

The Notes will be in bearer form and will be represented by a Permanent Global Note (the "**Permanent Global Note**").

The Principal Swiss Paying Agent shall deposit the Permanent Global Note with SIX SIS Ltd (the "**Intermediary**", which expression includes any other clearing institution recognised by the SIX Swiss Exchange). For so long as the Notes are represented by the Permanent Global Note and the Permanent Global Note is deposited with the Intermediary:

- (i) the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the Swiss Federal Intermediated Securities Act;
- (ii) the records of the Intermediary will determine:
 - (A) the nominal amount of the Notes represented by the Permanent Global Note (in which regard any certificate or other document issued by the Intermediary as to the nominal amount of the Notes shall be conclusive and binding for all purposes save in the case of manifest error); and
 - (B) the nominal amount of the Notes held through each participant in the Intermediary (each a "**Participant**") (in which regard any certificate or other document issued by the Intermediary as to the nominal amount of the Notes shall be conclusive and binding for all purposes save in the case of manifest error); and

- (iii) each person who is for the time being shown in the records of a Participant (which expression in the Permanent Global Note means the records that a Participant holds for its customers which reflect the amount of each customer's interest in the Notes held by such Participant) as the holder of a particular nominal amount of the Notes represented by the Permanent Global Note (in which regard any certificate or other document issued by such Participant as to the nominal amount of Notes standing to the securities account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the Trustee, the Principal Swiss Paying Agent and any other Swiss paying agent as the holder of such nominal amount of Notes other than with respect to payments on the Notes for which purpose the bearer of the Permanent Global Note shall be deemed to be the holder of such nominal amount of Notes in accordance with and subject to the terms of the Permanent Global Note and the Trust Deed (and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly). Condition 1 shall be construed accordingly.

Neither the Issuer nor any Noteholder shall at any time have the right to effect or demand the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities or Definitive Notes. No physical delivery of Notes shall be made unless and until Definitive Notes shall have been printed. Definitive Notes may only be printed, in whole, but not in part, if the Principal Swiss Paying Agent determines, after consultation with the Issuer, in its sole discretion, that the printing of the Definitive Notes is necessary or useful. If the Principal Swiss Paying Agent determines that the printing of Definitive Notes is necessary or useful, the Issuer shall:

- (A) promptly give notice of such determination to the Noteholders in accordance with Condition 12; and
- (B) arrange for the printing and delivery to the Principal Swiss Paying Agent of Definitive Notes with Coupons attached in the name and at the expense of the Issuer.

(b) NGN: No

(c) CMU Notes: No

25 Additional Financial Centre(s): London

26 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

27 Other final terms or special conditions: ***Paying Agents***

UBS AG shall act as principal Swiss paying agent (the

"Principal Swiss Paying Agent") in respect of the Notes. Credit Suisse AG shall act as additional Swiss paying agent (together with the Principal Swiss Paying Agent, the **"Swiss Paying Agents"**) All references in the Conditions to the "Agent" shall, so far as the context permits, be deemed to be references to the Principal Swiss Paying Agent.

In respect of the Notes, the Issuer will at all times maintain a paying agent having a specified office in Switzerland and will at no time maintain a paying agent having a specified office outside Switzerland.

In addition, all references in the Conditions to the "Paying Agents" shall, so far as the context permits, be construed as references to the Swiss Paying Agents and any other Swiss paying agents from time to time appointed by the Issuer in respect of the Notes.

Condition 10 shall be construed accordingly.

Payments

For so long as the Notes are represented by the Permanent Global Note, the receipt by the holder of the Permanent Global Note (or the Principal Swiss Paying Agent on behalf of the holder of the Permanent Global Note in accordance with Swiss market practice) of the due and punctual payment of the funds in CHF in Zurich, in the manner provided by the Conditions and this Pricing Supplement, shall release the Issuer from its obligation under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Date and on the Maturity Date to the extent of such payment.

Condition 4 shall be construed accordingly.

Notices

So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices in respect of the Notes will be validly given through the Principal Swiss Paying Agent (i) by means of electronic publication on the internet website of the SIX Swiss Exchange (<https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html#/>) or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange.

Any such notice will be deemed to have been given on the date of such publication.

Condition 12 shall be construed accordingly.

DISTRIBUTION

- | | | |
|--------|--|---|
| 28 (i) | If syndicated, names and addresses of Managers and underwriting commitments: | <i>Joint Lead Managers</i>
Commerzbank Aktiengesellschaft
Credit Suisse AG
NatWest Markets Plc
UBS AG |
| (ii) | Date of Syndication Agreement: | 31 March 2022 |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 29 | If non-syndicated, name and address of Dealer: | Not Applicable |
| 30 | Total commission and concession: | 0.20 per cent. of the Aggregate Nominal Amount |
| 31 | Additional selling restrictions: | Not Applicable |
| 32 | Whether TEFRA D/TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D rules are applicable in accordance with usual Swiss practice |

PURPOSE OF THE PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and admission to trading on the SIX Swiss Exchange of the Notes described herein pursuant to the £15,000,000,000 Euro Medium Term Note Programme of NatWest Markets Plc.

Signed on behalf of NatWest Markets Plc:

By:  _____ Mark Anwender
 Duly authorised

PART B – OTHER INFORMATION

1 LISTING

Admission to trading:

Application has been made for the Notes to be provisionally admitted to trading pursuant to the standard for bonds of the SIX Swiss Exchange with effect from 31 March 2022. The last trading day is expected to be 2 April 2025.

Application for definitive listing pursuant to the standard for bonds of the SIX Swiss Exchange will be made as soon as practicable and, if granted, will only be granted after the Issue Date.

Representation

In accordance with Article 43 of the Listing Rules of the SIX Swiss Exchange, UBS AG has been appointed by the Issuer as representative to lodge the listing application with the SIX Exchange Regulation.

2 RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P Global Ratings UK Limited: A-

Moody's Investors Service Limited: A2

Fitch Ratings Limited: A+

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD

Indication of yield:

0.8975 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

(i) ISIN:

CH1167887277

(ii) Common Code:

246181527

(iii) CMU Instrument Number:

Not Applicable

(iv) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):

SIX SIS Ltd.

Swiss Security Number: 116.788.727

(v) Delivery:

Delivery against payment

- (vi) Names and addresses of additional Paying Agent(s) (if any):
- UBS AG, Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, shall act as the principal paying agent in Switzerland.
- Credit Suisse AG, Paradeplatz 8, 8001 Zurich, Switzerland, shall act as an additional paying agent in Switzerland.
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility:
- No
- Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.