



**NatWest Markets Plc**

*(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number SC090312)*

**Registration Document**

This supplement (the "**2<sup>nd</sup> Supplementary Registration Document**") to the registration document dated 17 March 2025 (as supplemented, the "**Registration Document**"), which constitutes a registration document for the purposes of Article 6(3) of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), constitutes a supplementary registration document for the purposes of Article 23 of the UK Prospectus Regulation.

Terms defined in the Registration Document have the same meanings when used in this 2<sup>nd</sup> Supplementary Registration Document.

This 2<sup>nd</sup> Supplementary Registration Document is supplemental to, and should be read in conjunction with, the Registration Document and the documents incorporated by reference therein.

This 2<sup>nd</sup> Supplementary Registration Document has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this 2<sup>nd</sup> Supplementary Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this 2<sup>nd</sup> Supplementary Registration Document. With effect from the date of this 2<sup>nd</sup> Supplementary Registration Document the information appearing in, or incorporated by reference into, the Registration Document shall be supplemented in the manner described below.

NatWest Markets Plc (the "**Issuer**" or "**NatWest Markets**" and, together with its consolidated subsidiaries, the "**NWM Group**") accepts responsibility for the information contained in this 2<sup>nd</sup> Supplementary Registration Document. To the best of the knowledge of the Issuer such information is in accordance with the facts and makes no omission likely to affect its import.

The distribution of this 2<sup>nd</sup> Supplementary Registration Document and the offer or sale of any securities of the Issuer may be restricted by law in certain jurisdictions. Persons into whose possession this 2<sup>nd</sup> Supplementary Registration Document or any securities of the Issuer come must inform themselves about, and observe, any such restrictions.

Any securities to be issued by the Issuer in connection with this 2<sup>nd</sup> Supplementary Registration Document and the Registration Document have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the US. Accordingly, any such securities may not be offered, sold, pledged or otherwise transferred within the US or to or for the account or benefit of US persons except pursuant to an exemption from, or in a transaction not subject to, the registration

requirements of the Securities Act and any applicable state securities laws. There will be no public offering of securities in the United States.

### **Purpose of the Supplementary Registration Document**

The purpose of this 2<sup>nd</sup> Supplementary Registration Document is to:

- (a) incorporate by reference into the Registration Document:
  - (i) the NWM Group Q1 2025 IMS (as defined below); and
  - (ii) the April 2025 Directorate Changes Announcement (as defined below);
- (b) following the publication of the NWM Group Q1 2025 IMS, update the statement of no significant change;
- (c) update certain information relating to the operating and financial review set out in the Registration Document; and
- (d) update certain information relating to litigation and regulatory matters set out in the Registration Document.

### **Incorporation of Information by Reference**

By virtue of this 2<sup>nd</sup> Supplementary Registration Document:

- (a) the unaudited Q1 2025 Interim Management Statement of the NWM Group (the "**NWM Group Q1 2025 IMS**"), which was published via the regulatory news service of the London Stock Exchange plc on 2 May 2025; and
- (b) the announcement entitled "NatWest Group plc and NatWest Markets Plc – Directorate Changes" (the "**April 2025 Directorate Changes Announcement**"), which was published via the regulatory news service of the London Stock Exchange plc on 14 April 2025,

each of which has been (1) previously published and (2) filed with the Financial Conduct Authority, shall be incorporated in, and form part of, the Registration Document.

For at least ten years from the date of the Registration Document, a copy of any or all of the information which is incorporated by reference in the Registration Document will be able to be obtained from the website of NatWest Group plc at <https://investors.natwestgroup.com/regulatory-news/company-announcements> and from the London Stock Exchange plc's website at [www.londonstockexchange.com/news](http://www.londonstockexchange.com/news).

If a document which is incorporated by reference in the Registration Document by virtue of this 2<sup>nd</sup> Supplementary Registration Document itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Registration Document except where such information or other documents are specifically incorporated by reference in, or attached to, the Registration Document by virtue of this 2<sup>nd</sup> Supplementary Registration Document.

### **Statement of No Significant Change**

There has been no significant change in the financial position or performance of the NWM Group taken as a whole since 31 March 2025 (the end of the last financial period for which the latest unaudited interim financial information of the NWM Group has been published).

### **Updating certain information relating to the operating and financial review set out in the Registration Document**

The section entitled "*Operating and Financial Review*" at pages 46 to 91 of the Registration Document shall be updated to delete the reference to "31 December 2022" contained in the fourth paragraph on page 49 of the Registration Document and replace it with "31 December 2024".

**Updating certain information relating to litigation and regulatory matters set out in the Registration Document**

The section entitled "*Litigation and Regulatory Matters*" at pages 98 to 103 of the Registration Document shall be updated to include the section entitled "*Litigation*" in the "*Notes*" on page 10 of the NWM Group Q1 2025 IMS as referred to in, and incorporated by reference into, the Registration Document.

**Litigation and Regulatory Matters**

Other than as referred to in the section entitled "*Litigation and Regulatory Matters*" of the Registration Document, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this 2<sup>nd</sup> Supplementary Registration Document, a significant effect on the financial position or profitability of NatWest Markets and/or the NWM Group.

**Other Information**

To the extent that there is any inconsistency between any statement in this 2<sup>nd</sup> Supplementary Registration Document and any other statement in or incorporated by reference in the Registration Document, the statements in this 2<sup>nd</sup> Supplementary Registration Document will prevail.

Save as disclosed in this 2<sup>nd</sup> Supplementary Registration Document no other significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

The hyperlinks included in this 2<sup>nd</sup> Supplementary Registration Document are included for information purposes only and the websites and their content are not incorporated into, and do not form part of, this 2<sup>nd</sup> Supplementary Registration Document or the Registration Document.