

**Final Terms dated 13 March 2020**

**NatWest Markets Plc**

**Legal entity identifier (LEI): RR3QWICWWIPCS8A4S074**

**Issue of USD 9,000,000 Floating Rate Notes due March 2025**

**under the £10,000,000,000**

**Euro Medium Term Note Programme**

**MiFID II Product Governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturers' 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 21 November 2019 and the supplemental Prospectuses dated 2 December 2019, 19 December 2019 and 17 February 2020 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitute the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented in order to obtain all relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the supplemental Prospectuses are available for viewing at:

[http://www.rns-pdf.londonstockexchange.com/rns/2881U\\_1-2019-11-21.pdf](http://www.rns-pdf.londonstockexchange.com/rns/2881U_1-2019-11-21.pdf);

[http://www.rns-pdf.londonstockexchange.com/rns/3815V\\_1-2019-12-2.pdf](http://www.rns-pdf.londonstockexchange.com/rns/3815V_1-2019-12-2.pdf);

[http://www.rns-pdf.londonstockexchange.com/rns/5679X\\_1-2019-12-19.pdf](http://www.rns-pdf.londonstockexchange.com/rns/5679X_1-2019-12-19.pdf); and

[http://www.rns-pdf.londonstockexchange.com/rns/2401D\\_1-2020-2-17.pdf](http://www.rns-pdf.londonstockexchange.com/rns/2401D_1-2020-2-17.pdf)

1	Issuer:	NatWest Markets Plc
2	(i) Series Number:	39
	(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:	United States dollars ( <b>USD</b> )
4	Aggregate Nominal Amount:	
	(i) Series:	USD 9,000,000
	(ii) Tranche:	USD 9,000,000

5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	USD 250,000
	(ii) Calculation Amount:	USD 250,000
7	(i) Issue Date:	17 March 2020
	(ii) Interest Commencement Date:	17 March 2020
8	Maturity Date:	Interest Payment Date falling in or nearest to March 2025
9	Interest Basis:	3 month USD LIBOR + 1.35 per cent. Floating Rate
10	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
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	Date Board approval for issuance of Notes obtained:	Not Applicable

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14	Fixed Rate Note Provisions:	Not Applicable
15	Reset Note Provisions:	Not Applicable
16	Floating Rate Note Provisions:	Applicable
	(i) Interest Period(s)/Specified Interest Payment Dates:	17 March, 17 June, 17 September and 17 December in each year commencing on 17 June 2020 up to and including 17 March 2025, in each case subject to adjustment in accordance with paragraph 16 (ii) below
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Business Centre(s):	Not Applicable
	(iv) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(v) Calculation Agent (if not NatWest Markets Plc):	Not Applicable
	(vi) Screen Rate Determination:	
	– Reference Rate:	3 month USD LIBOR
	– Interest Determination Date(s):	Second day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters Page LIBOR01 at 11.00a.m. London time
	– Calculation Method:	Not Applicable
	– Observation Method:	Not Applicable

	– Observation Look-back Period:	Not Applicable
	– D:	Not Applicable
	(vii) ISDA Determination:	Not Applicable
	(viii) Linear Interpolation:	Not Applicable
	(ix) Margin(s):	+ 1.35 per cent. per annum
	(x) Minimum Rate of Interest:	Not Applicable
	(xi) Maximum Rate of Interest:	Not Applicable
	(xii) Day Count Fraction:	Actual/360
17	Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18	Notice periods for Condition 5(b):	Minimum period: 5 days Maximum period: 30 days
19	Issuer Call:	Not Applicable
20	Investor Put:	Not Applicable
21	Final Redemption Amount:	USD 250,000 per Calculation Amount
22	Early Redemption Amount payable on redemption (a) for taxation reasons or (b) on an event of default:	USD 250,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23	Form of Notes:	
	(i) Form:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon the occurrence of an Exchange Event
	(ii) NGN:	Yes
	(iii) CMU Notes:	No
24	Additional Financial Centre(s):	London
25	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
26	Whether TEFRA D/TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D
27	Relevant Benchmark:	LIBOR is provided by ICE Benchmark Administration Limited. As at the date hereof, ICE Benchmark Administration Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmark Regulation

Signed on behalf of NatWest Markets Plc:

By:  .....

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 17 March 2020
- (ii) Estimate of total expenses relating to admission to trading: GBP 395

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated: S&P Global Ratings Europe 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 REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

- Reasons for the offer: See "Use of Proceeds" in the Prospectus.
- Estimated net proceeds: USD 8,964,720

### 5 HISTORICAL INTEREST RATES

Details of historical USD LIBOR rates can be obtained from Reuters.

### 6 OPERATIONAL INFORMATION

- (i) ISIN: XS2136625204
- (ii) Common Code: 213662520
- (iii) CMU Instrument Number: Not Applicable
- (iv) Clearing System: Euroclear Bank SA/NV and Clearstream Banking S.A.
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery free of payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
- Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the international central securities depositories as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend

upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

(ix) Prohibition of Sales to EEA Retail Investors: Not Applicable