



NatWest Group plc

(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number SC045551)

£40,000,000,000

Euro Medium Term Note Programme

This supplement (the "**1st Supplementary Prospectus**") to the Prospectus dated 7 December 2022 (as supplemented, the "**Prospectus**"), which comprises a base prospectus for the purpose 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 prospectus for the purposes of Article 23 of the UK Prospectus Regulation and has been prepared in connection with the £40,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by NatWest Group plc (the "**Issuer**" or "**NatWest Group**"). Terms defined in the Prospectus have the same meaning when used in this 1st Supplementary Prospectus. This 1st Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein.

This 1st Supplementary Prospectus 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 1st Supplementary Prospectus 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 1st Supplementary Prospectus. With effect from the date of this 1st Supplementary Prospectus the information appearing in, or incorporated by reference into, the Prospectus shall be supplemented in the manner described below.

The Issuer accepts responsibility for the information contained in this 1st Supplementary Prospectus. 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.

Purpose of the Supplementary Prospectus

The purpose of this 1st Supplementary Prospectus is to:

- (a) incorporate by reference into the Prospectus certain sections of the 2022 Annual Report and Accounts of the Group (as defined below);
- (b) following the publication of the 2022 Annual Report and Accounts of the Group, update the statements of no significant change and no material adverse change for NatWest Group;
- (c) update the forward-looking statements information set out in the Prospectus;
- (d) update the risk factors set out in the Prospectus;
- (e) update certain information relating to legal proceedings; and

- (f) update certain information relating to external auditors and financial information of the Issuer.

Incorporation of Information by Reference

By virtue of this 1st Supplementary Prospectus the following sections of the 2022 annual report and accounts of the Group (the "**2022 Annual Report and Accounts of the Group**"), which were published via the regulatory news service of the London Stock Exchange plc on 17 February 2023:

- (i) Strategic report on pages 1 to 71:
- Financial performance on page 2;
 - Operational highlights on page 3;
 - Chairman's statement on pages 4 to 5;
 - Chief Executive's review on pages 6 to 9;
 - Investment case on page 10
 - Outlook on page 11
 - Our purpose framework on pages 12 to 13;
 - Enterprise case study on pages 14 to 15;
 - Market environment on pages 16 to 17;
 - Our business model on pages 18 to 21;
 - Our strategy on pages 22 to 23;
 - Key performance indicators on pages 24 to 25;
 - Our purpose-led areas of focus on pages 26 to 27;
 - Learning case study on page 28;
 - Business performance on pages 29 to 35;
 - Our stakeholders on pages 36 to 39;
 - Section 172(1) statement on on pages 40 to 41;
 - Stakeholder focus areas on pages 42 to 52;
 - Respecting human rights on page 52;
 - Climate case study on page 53;
 - Our climate strategy on pages 54 to 55;
 - Climate transition plan overview on pages 56 to 57;
 - Task Force on Climate-Related Disclosures (TCFD) Summary on pages 58 to 61;
 - Own operational footprint on pages 62 to 63;
 - Risk management on pages 64 to 67;
 - Viability statement on pages 68 to 69; and
 - Non-financial information statement on pages 70 to 71;
- (ii) Financial Review on pages 72 to 83:
- Financial summary on pages 72 to 75;
 - Summary consolidated balance sheet on page 76;
 - Segmental summary income statements on pages 77 to 78;
 - Segment performance on pages 79 to 82; and
 - Summary financial statements on page 83;
- (iii) Governance and remuneration on pages 84 to 175:
- Our Board on pages 86 to 89;
 - Chairman's introduction on page 90;
 - Governance at a glance on pages 91 to 105;
 - Report of the Group Nominations and Governance Committee on pages 106 to 107;
 - Report of the Group Audit Committee on pages 108 to 116;
 - Report of the Group Board Risk Committee on pages 117 to 127;
 - Report of the Group Sustainable Banking Committee on pages 128 to 133;
 - Report of the Technology and Innovation Committee on pages 134 to 137;
 - Directors' remuneration report on pages 138 to 151;
 - Annual remuneration report on pages 152 to 167;
 - Compliance report on pages 168 to 170;

- Report of the directors on pages 171 to 174; and
- Statement of directors' responsibilities on page 175;
- (iv) Risk and capital management on pages 176 to 283:
 - Presentation of information on page 178;
 - Risk management framework on pages 178 to 185;
 - Credit risk on pages 186 to 243;
 - Capital, liquidity and funding risk on pages 244 to 263;
 - Market risk on pages 264 to 275;
 - Pension risk on page 276;
 - Compliance & conduct risk on page 277;
 - Financial crime risk on pages 277 to 278;
 - Climate risk on pages 278 to 280;
 - Operational risk on pages 280 to 281;
 - Model risk on page 282; and
 - Reputational risk on pages 282 to 283;
- (v) Financial Statements on pages 284 to 392:
 - Independent auditor's report on pages 286 to 298;
 - Consolidated income statement on page 299;
 - Consolidated statement of comprehensive income on page 300;
 - Consolidated balance sheet on page 301;
 - Consolidated statement of changes in equity on pages 302 to 303;
 - Consolidated cash flow statement on pages 304 to 305;
 - Accounting policies on pages 306 to 313;
 - Notes to the consolidated financial statements on pages 314 to 376; and
 - NatWest Group plc financial statements and notes on pages 377 to 392;
- (vi) Non-IFRS financial measures on pages 393 to 400;
- (vii) The Capital Requirements (Country-by-Country Reporting) Regulations (Audited) on pages 401 to 403;
- (viii) Risk factors on pages 404 to 425;
- (ix) Material contracts on pages 426 to 427;
- (x) Additional Information on pages 428 to 435:
 - Financial calendar on page 430;
 - Shareholder enquiries on page 430;
 - Analysis of ordinary shareholders on page 431;
 - Important addresses on page 432;
 - Principal offices on page 432;
 - Presentation of information on page 433; and
 - Forward looking statements on pages 434 to 435.

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 Prospectus.

For at least ten years from the date of the Prospectus, a copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of the Issuer at <https://investors.natwestgroup.com/regulatory-news/company-announcements> and from the London Stock Exchange plc's website at <https://www.londonstockexchange.com/news>.

If a document which is incorporated by reference in the Prospectus by virtue of this 1st Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this 1st Supplementary Prospectus.

It should be noted that, except as set forth above, no other portion of the above documents is incorporated by reference into the Prospectus. In addition, where sections of any of the above documents which are

incorporated by reference into the Prospectus cross-reference other sections of the same document, such cross-referenced information shall not form part of the Prospectus, unless otherwise incorporated by reference herein. Those parts of the documents incorporated by reference which are not specifically incorporated by reference in this 1st Supplementary Prospectus are either not relevant for prospective investors or the information is included elsewhere in the Prospectus.

Statement of No Significant Change and No Material Adverse Change

There has been no significant change in the financial position or financial performance of the Group taken as a whole since 31 December 2022 (the end of the last financial period for which the latest audited or interim financial information of the Group has been published).

Save as disclosed in the sections entitled (a) "*Outlook*" on page 11 of the 2022 Annual Report and Accounts of the Group, and (b) "*Risk and capital management – Credit risk*" on pages 186 to 243 of the 2022 Annual Report and Accounts of the Group and (c) "*NatWest Group, its customers and its counterparties face continued economic and political risks and uncertainties in the UK and global markets, including as a result of high inflation and rising interest rates, supply chain disruption and the Russian invasion of Ukraine*" on page 404 of the 2022 Annual Report and Accounts of the Group, there has been no material adverse change in the prospects of NatWest Group since 31 December 2022 (the last date to which the latest audited published financial information of the Group was prepared).

Updating the forward-looking statements information set out in the Prospectus

The reference to the "2021 Annual Report and Accounts of the Group, the Group Q1 2022 IMS, Group Interim Results 2022 and the Group Q3 2022 IMS" in the paragraph titled "*Forward-looking statements*" commencing on page vi of the Prospectus shall be deleted and replaced with a reference to the "2022 Annual Report and Accounts of the Group".

Updating the risk factors set out in the Prospectus

- (a) The first paragraph of the section entitled "*Risk Factors relating to the Issuer*" set out on page 7 of the Prospectus shall be deleted and replaced with the following:

"Prospective investors should consider the section entitled "*Risk Factors*" at pages 404 to 425 of the 2022 Annual Report and Accounts of the Group, as referred to in, and incorporated by reference into, this Prospectus as set out in "*Documents Incorporated by Reference*" in this Prospectus."

- (b) The risk factor "*The Notes may be written down or converted into ordinary shares*" commencing on page 17 of the Prospectus shall be updated so that the seventh sentence is deleted and replaced with the following:

"See further (i) "*NatWest Group may become subject to the application of UK statutory stabilisation or resolution powers which may result in, for example, the cancellation, transfer or dilution of ordinary shares, or the write-down or conversion of certain other of NatWest Group's securities.*" on page 413 of the 2022 Annual Report and Accounts of the Group and (ii) "*NatWest Group may not meet the prudential regulatory requirements for capital and MREL, or manage its capital effectively, which could trigger the execution of certain management actions or recovery options.*" on page 410 of the 2022 Annual Report and Accounts of the Group, each as referred to in, and incorporated by reference into, this Prospectus."

Updating the legal proceedings disclosure set out in the Prospectus

The section entitled "*Description of the Issuer – Legal Proceedings*" set out on page 104 of the Prospectus shall be deleted and replaced with the following:

"Legal Proceedings

For a description of the material governmental, legal or arbitration proceedings that NatWest Group and the Group face, see the section entitled "*Litigation and regulatory matters*" in the "*Notes*" to the consolidated financial statements" on pages 368 to 372 of the 2022 Annual Report and Accounts of the Group, as referred to in, and incorporated by reference into, this Prospectus."

Legal Proceedings

Other than as referred to in the section entitled "*Litigation and regulatory matters*" in the "*Notes*" to the consolidated financial statements" on pages 368 to 372 of the 2022 Annual Report and Accounts of the Group, as referred to in, and incorporated by reference into, this Prospectus, 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 1st Supplementary Prospectus, a significant effect on the financial position or profitability of the Issuer or the Group.

Information on Auditors and Financial Statements

The section entitled "*Independent Auditors and Financial Statements*" on page 146 of the Prospectus shall be amended to

- (a) include the following:

"The consolidated financial statements of NatWest Group for the year ended 31 December 2022 have been audited by EY. Statutory accounts for the year ended 31 December 2022 to which the financial information in this Prospectus relates will be delivered to the Registrar of Companies in Scotland. EY has reported on such statutory accounts for the year ended 31 December 2022 and the report in respect of such year was unqualified and did not contain a statement under Section 498(2) or (3) of the Companies Act 2006."; and

- (b) delete the second sentence in the section and replace it with the following:

"The financial information incorporated by reference in this Prospectus in relation to NatWest Group (other than the 2022 Annual Report and Accounts of the Group, the 2021 Annual Report and Accounts of the Group and the 2020 Annual Report and Accounts of the Group) does not constitute NatWest Group's statutory accounts within the meaning of Section 434 of the Companies Act 2006."

Other Information

To the extent that there is any inconsistency between any statement in this 1st Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in this 1st Supplementary Prospectus will prevail.

Save as disclosed in this 1st Supplementary Prospectus no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

The hyperlinks included in this 1st Supplementary Prospectus are included for information purposes only and the websites and their content are not incorporated into, and do not form part of, this 1st Supplementary Prospectus or the Prospectus.