

SUPPLEMENTARY REGISTRATION DOCUMENT DATED 31 JULY 2020



NatWest Markets Plc

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

Registration Document

This supplement (the "**2nd Supplementary Registration Document**") to the registration document dated 13 May 2020 (as supplemented, the "**Registration Document**"), which constitutes a registration document for the purposes of Article 6(3) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the Prospectus Regulation.

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

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

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 2nd 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 2nd 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 2nd 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 2nd 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 2nd Supplementary Registration Document is to:

- (a) incorporate by reference into the Registration Document:

- (i) the NatWest Markets Group Interim Results 2020 (as defined below); and
- (ii) the NatWest Group Name Change Announcement (as defined below);
- (b) following the NatWest Group Name Change Announcement, reflect the related change of name of "The Royal Bank of Scotland Group plc" to "NatWest Group plc" in the Registration Document;
- (c) following the publication of the NatWest Markets Group Interim Results 2020, update the statement of no significant change for NatWest Markets; and
- (d) update certain information relating to legal proceedings, litigation and investigations.

Incorporation of Information by Reference

By virtue of this 2nd Supplementary Registration Document:

- (a) the unaudited Interim Results 2020 of the NWM Group (the "**NatWest Markets Group Interim Results 2020**"), which was published via the regulatory news service of the London Stock Exchange plc on 31 July 2020, which was published via the regulatory news service of the London Stock Exchange plc on 31 July 2020; and
- (b) the announcement entitled "The Royal Bank of Scotland Group plc changes name to NatWest Group plc" (the "**NatWest Group Name Change Announcement**"), which was published via the regulatory news service of the London Stock Exchange plc on 22 July 2020,

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 can 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 <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

If a document which is incorporated by reference in the Registration Document by virtue of this 2nd 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 2nd Supplementary Registration Document.

Change of Name

Effective from 22 July 2020, The Royal Bank of Scotland Group plc has changed its name to NatWest Group plc. Further details can be found in the NatWest Group Name Change Announcement, which has been incorporated by reference in the Registration Document.

All references in the Registration Document to "The Royal Bank of Scotland Group plc" shall therefore be read as references to "NatWest Group plc".

Statement of No Significant Change

There has been no significant change in the financial position of the NWM Group taken as a whole since 30 June 2020 (the end of the last financial period for which the latest unaudited interim financial information of the NWM Group has been published).

Updating the legal proceedings disclosure set out in the Registration Document

The section entitled "*Legal and Arbitration Proceedings*" at pages 113 to 120 of the Registration Document shall be updated to include the section entitled "*Litigation, investigations and reviews*" in the "*Notes*" at pages 42 to 47 of the NatWest Markets Group Interim Results 2020 as referred to in, and incorporated by reference into, this Registration Document.

Legal Proceedings

Other than as referred to in (i) the section entitled "*Legal and Arbitration Proceedings*" at pages 113 to 120 of the Registration Document and (ii) this 2nd Supplementary 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 2nd 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 2nd Supplementary Registration Document and any other statement in or incorporated by reference in the Registration Document, the statements in this 2nd Supplementary Registration Document will prevail.

Save as disclosed in this 2nd 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 2nd 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 2nd Supplementary Registration Document or the Registration Document.