# Final Terms dated 6 November 2025 NatWest Group plc

Legal entity identifier (LEI): 2138005O9XJIJN4JPN90

Issue of £750,000,000 Fixed to Fixed Rate Reset Notes due 10 November 2031 under the £40,000,000,000

Euro Medium Term Note Programme

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each 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 EUWA; 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 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 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 6 December 2024 and the supplemental Prospectuses dated 14 February 2025, 2 May 2025, 25 July 2025 and 24 October 2025, which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the "**Prospectus Regulation**"). This document constitutes 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 the 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 as so supplemented. The Prospectus and the supplemental Prospectus are available for viewing at:

https://www.rns-pdf.londonstockexchange.com/rns/1966P\_1-2024-12-6.pdf https://www.rns-pdf.londonstockexchange.com/rns/2384X\_1-2025-2-14.pdf https://www.rns-pdf.londonstockexchange.com/rns/2864H\_1-2025-5-2.pdf https://www.rns-pdf.londonstockexchange.com/rns/6851S\_1-2025-7-25.pdf https://www.rns-pdf.londonstockexchange.com/rns/8000E 1-2025-10-24.pdf

1 Issuer: NatWest Group plc

2 (i) Series Number: 3531 (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:

Pounds sterling ("£")

4 Aggregate Nominal Amount:

(i) Series: £750,000,000
(ii) Tranche: £750,000,000

5 Issue Price: 100.000 per cent. of the Aggregate Nominal Amount

6 (i) Specified Denominations: £100,000 and integral multiples of £1,000 in excess

thereof up to and including £199,000. No notes in definitive form will be issued with a denomination

above £199,000

(ii) Calculation Amount: £1.000

7 (i) Issue Date: 10 November 2025 (ii) Interest Commencement Date: 10 November 2025

8 Trade Date: 3 November 2025
9 Maturity Date: 10 November 2031

10 Interest Basis: Reset Notes

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

Change of Interest Basis: Not Applicable 12 13 Issuer Call Option: Applicable Status of the Notes: **Ordinary Notes** 14

(ii) Date Board approval for issuance of

Notes obtained:

Not Applicable

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

Fixed Rate Note Provisions: Not Applicable Reset Note Provisions: Applicable

(i) Initial Rate of Interest: 4.758 per cent. per annum payable annually in arrear

on each relevant Interest Payment Date

£47.58 per Calculation Amount

(ii) First Margin: +0.93 per cent. per annum

(iii) Subsequent Margin: Not Applicable

(iv) Interest Payment Date(s): 10 November in each year from (and including) 10

November 2026 up to (and including) the Maturity

Date

(v) Fixed Coupon Amount up to (but excluding) the First Reset Date:

(vi) Broken Amount(s): Not Applicable

10 November 2030 (vii) First Reset Date:

(viii) Subsequent Reset Date(s): Not Applicable

(ix) Reset Reference Rate: Sterling Reference Bond Rate

(x) Initial Reference Rate: 3.773 per cent. per annum

(xi) Reset Determination Time: 11 am (London time)

(xii) Relevant Screen Page: Not Applicable (xiii) Mid-Swap Rate: Not Applicable (xiv) Mid-Swap Maturity: Not Applicable

(xv) Day Count Fraction: Actual/Actual (ICMA) (xvi) Determination Dates: 10 November in each year

(xvii) Business Day Convention: Following Business Day Convention (unadjusted)

(xviii) Business Centre(s): Not Applicable

(xix) Calculation Agent (if not The Bank of New York Mellon, London Branch):

Not Applicable

(xx) Original Mid-Swap Rate Basis: Not Applicable (xxi) Initial Mid-Swap Rate Final Fallback: Not Applicable (xxii) Reset Period Maturity Initial Mid-Not Applicable

Swap Rate Final Fallback:

(xxiii) Last Observable Mid-Swap Rate Final Not Applicable

Fallback:

(xxiv) Subsequent Reset Rate Mid-Swap Not Applicable

Rate Final Fallback:

(xxv) Subsequent Reset Rate Last Not Applicable

Observable Mid-Swap Rate Final

Fallback:

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 Redemption for Capital Disqualification N

Event:

Not Applicable

21 Issuer Call: Applicable

(i) Optional Redemption Date(s): 10 November 2030

(ii) Optional Redemption Amount(s): £1,000 per Calculation Amount

(iii) Provisions applicable to Make

Whole Redemption Price:

Not Applicable

(iv) Redeemable in part: No

(v) If redeemable in part: Not Applicable

(vi) Notice periods: Minimum period: 5 days

Maximum period: 30 days

(vii) Selection Date: Not Applicable

(viii) Publication of list of serial numbers

for Notes in definitive form:

Not Applicable

(ix) Notification period in relation to

exchange of global Note:

Not Applicable

22 Redemption for Loss Absorption

Disqualification Event:

Applicable

Notice periods for Condition 5(f): Minimum period: 5 days

Maximum period: 30 days

23 Final Redemption Amount: £1,000 per Calculation Amount

24 Early Redemption Amount payable on redemption (a) for tax reasons or (b)

following the occurrence of a Capital Disqualification Event (in the case of Tier 2 Notes) or (c) following the occurrence of a Loss Absorption Disqualification Event (in the case of Ordinary Notes) or

(d) on an event of default:

£1,000 per Calculation Amount

25 Residual Call: Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

26 Form of Notes:

(a) 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

(b) NGN: Yes(c) CMU Notes: No

27 Additional Financial Centre(s): Not Applicable

28 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):

No

29 Whether TEFRA D/TEFRA C rules TEFRA D applicable or TEFRA rules not applicable:

30 Relevant Benchmarks: Not Applicable
 31 Substitution or Variation: Not Applicable

Signed on behalf of NatWest Group 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 10

November 2025

(ii) Estimate of total expenses

relating to admission to trading:

£6,050

#### 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: A3

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 REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

Reasons for the offer: See "Use of Proceeds" in the Prospectus

Estimated net proceeds: £748,125,000

5 YIELD

Indication of yield: 4.758 per cent. per annum up to the First Reset Date.

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

#### 6 OPERATIONAL INFORMATION

(i) ISIN: XS3225880387 (ii) Common Code: 322588038

(iii) CMU Instrument Number: Not Applicable

(iv) Clearing System: Euroclear Bank SA/NV and Clearstream Banking S.A.

Not Applicable

 $(v) \quad \text{Any clearing system(s) other than} \\$ 

Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):

(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:

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.