

FINAL TERMS

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 (the ‘**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2014/65/EU (as amended, ‘**MiFID II**’); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended or superseded, the ‘**Insurance Distribution Directive**’), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID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 (as amended, the ‘**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 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 (the ‘**UK**’). For these purposes: a retail investor means a person who is one (or more) of the following: (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 United Kingdom 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 United Kingdom 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 United Kingdom 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 the 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 (‘**COBS**’), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (‘**UK MiFIR**’); 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 manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the ‘**UK MiFIR Product Governance Rules**’) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Amounts payable under the Notes will be calculated by reference to Secured Overnight Financing Rate (‘**SOFR**’) which is provided by the Federal Reserve Bank of New York, as administrator of SOFR. As at the date of these Final Terms, Federal Reserve Bank of New York does not appear on the register of administrators and benchmarks established and maintained by the Financial Conduct Authority pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the ‘**UK Benchmarks Regulation**’).

As far as the Issuer is aware, SOFR does not fall within the scope of the UK Benchmarks Regulation such that Federal Reserve Bank of New York is not currently required to obtain authorisation or registration (or, if located outside the UK, recognition, endorsement or equivalence).



6 May 2021

NATWEST MARKETS PLC

US\$ 10,000,000,000

US Medium-Term Note Programme

Issue of \$300,000,000 Floating Rate Senior Notes due 2024

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purpose of the Terms and Conditions of the Notes (the ‘**Conditions**’) set forth in the Base Prospectus dated 31 March 2021 and the Prospectus Supplement No. SC090312 dated 4 May 2021 which together constitute a base prospectus (the ‘**Base Prospectus**’) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the ‘**UK Prospectus Regulation**’). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus. 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 Current Base Prospectus (as defined below). The Current Base Prospectus is available for viewing at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and copies may be obtained from NatWest Markets Plc, 36 St Andrew Square, Edinburgh EH2 2YB.

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| 1. | Issuer: | NatWest Markets Plc |
| 2. | (i) Series Number: | 5 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | (i) Specified Currency or Currencies: | US dollars |

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|------|---|--|
| (ii) | Indicate Payment in US dollars or Specified Currency: | \$300,000,000 |
| 4. | Aggregate Nominal Amount: | \$300,000,000 |
| | (i) Series: | \$300,000,000 |
| | (ii) Tranche: | \$300,000,000 |
| 5. | Issue Price: | 100.000 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denomination(s): | \$200,000 and integral multiples of \$1,000 in excess thereof |
| | (ii) Calculation Amount: | \$1,000 |
| 7. | (i) Issue Date: | 12 May 2021 |
| | (ii) Interest Commencement Date: | 12 May 2021 |
| 8. | Maturity Date: | 12 August 2024 |
| 9. | Form of Notes: | Regulation S/Rule 144A Global Notes |
| 10. | Interest Basis: | Compounded Daily SOFR plus 0.530 per cent. Floating Rate (see paragraph 16 below) |
| 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 Aggregate Nominal Amount |
| 12. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 13. | Call/Put Options: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 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: | 12 February, 12 May, 12 August and 12 November of each year up to and including the Maturity Date, commencing on 12 August 2021 and ending on the Maturity Date |
| | (ii) Business Day Convention: | Modified Following Business Day Convention |
| | (iii) Calculation Agent (if not NatWest Markets Plc): | Not Applicable |

(iv)	Manner in which the Rate[s] of Interest is/are to be determined:	SOFR Determination
(v)	SOFR Determination:	Applicable
	– Reference Rate:	Compounded Daily SOFR as published at or around 3pm New York Time
	– Interest Determination Date(s):	The date two U.S. Government Securities Business Days prior to the day on which the relevant Interest Period ends
	– Observation Method:	Observation Period Shift
	– Shift Period:	Two United States Government Securities Business Days
(vi)	ISDA Determination:	Not Applicable
(vii)	Linear Interpolation:	Not Applicable
(viii)	Margin(s):	+0.530 per cent
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/360
17.	Zero Coupon Note Provisions	Not Applicable

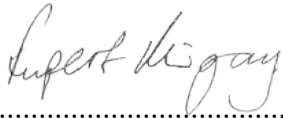
PROVISIONS RELATING TO REDEMPTION

18.	Notice periods for Condition 6(b)	Minimum period: 30 days Maximum period: 5 days
19.	Redemption at the Option of the Issuer	Not Applicable
20.	Redemption at the Option of the Noteholders	Not Applicable
21.	Final Redemption Amount	\$1,000 per Calculation Amount
22.	(i) Early Redemption Amount	
	Early Redemption Amount payable on redemption for taxation reasons:	\$1,000 per Calculation Amount
	(ii) Early Termination Amount	

Early Termination
Amount payable on
Event of Default:

\$1,000 per Calculation Amount

Signed on behalf of the Issuer:

By: 

Rupert Mingay

Duly authorised

CC: Citibank N.A., London Branch, as Fiscal Agent

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- (i) Listing: The Official List of the Financial Conduct Authority
- (ii) Admission to trading: Application will be 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 on or about May 12, 2021.
- (iii) Estimate of total expenses related to admission to trading: GBP 4,790

2. Rating

The Notes to be issued are expected to be rated:

A3 by Moody's Investors Service Ltd (**Moody's**)

A- by Standard & Poor's Credit Market Services

France SAS (**S&P**)

A+ by Fitch, Inc. (**Fitch**)

There is no guarantee that any of the above ratings will be maintained following the date of these Final Terms. Up-to-date information should always be sought by direct reference to the relevant rating agency.

Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009, as amended.

3. Interests of Natural and Legal Persons involved in the Offer

Save as discussed in the '*Plan of Distribution*' section of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. Estimated Net Proceeds

Estimated net proceeds: \$299,400,000

5. Fixed Rate Notes only – Yield

Indication of yield: Not Applicable

6. Operational Information

ISIN Code: USG6382GVB50 (Regulation S) / 63906YAC21 (Rule 144A)

CUSIP: G6382GVB5 (Regulation S) / 63906YAC2 (Rule 144A)

Any clearing system(s) other than DTC and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. Distribution

Method of Distribution: Syndicated

If syndicated, names of Dealers: NatWest Markets Securities Inc., Scotia Capital (USA) Inc., Standard Chartered Bank, TD Securities (USA) LLC, Wells Fargo Securities, LLC, CIBC World Markets Corp.

Stabilising Manager (if any): Not Applicable

If Non-syndicated, name of relevant Dealer: Not Applicable

Prohibition of Sales to EEA and UK Retail Investors: Applicable