

The Chairman of NatWest Group plc ("the Company") invites you to submit questions and vote on the business of the Annual General Meeting of the Company to be held on Wednesday, 28 April 2021 at 2.00 pm.

**Shareholder Reference Number**

**Please detach this portion before posting this proxy form.**

## **Form of Proxy - Annual General Meeting ("AGM") to be held on 28 April 2021**

### **Vote online**

It's fast, easy and secure! Cast your vote online at  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions.

### **View**

Annual Report:  
[natwestgroup.com/annualreport](http://natwestgroup.com/annualreport)

Letter to shareholders:  
[natwestgroup.com/agm](http://natwestgroup.com/agm)

### **Register**

at [investorcentre.co.uk](http://investorcentre.co.uk)  
- elect for electronic communications & manage your shareholding online

**To be effective, all proxy appointments must be lodged with the Company's registrars at:**

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 26 April 2021 at 2.00 pm.

### **Explanatory Notes:**

1. a) Shareholders have the right to appoint a proxy(ies) of their choice, who need not be a shareholder, to exercise all or any of their rights, to submit questions and vote on their behalf regarding the business of the AGM. If you wish to appoint someone other than the Chairman of the meeting, please insert the name of your chosen proxy in the space provided. If appointing a proxy for less than your full voting entitlement, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act. If the box is left blank your proxy will be deemed authorised in respect of your full voting entitlement; and
   
b) If returned without an indication as to how to vote on a particular matter, or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes.
   
Further details relating to the appointment of proxy(ies) can be found on page 15 of the letter to shareholders.
2. To appoint more than one proxy, an additional form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0135, or by photocopying the reverse of this form. Please indicate in the relevant box if appointing more than one proxy. All forms must be signed and returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 26 April 2021 or, if the meeting is adjourned, the day which is two business days before the day of the meeting. Changes to entries on the Register of

Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by 26 April 2021 at 2.00 pm or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. For this purpose, the time of receipt will be taken to be the time (determined by timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. Any alterations made to this form should be initialled.
7. Full details of the resolutions to be proposed, together with explanatory notes, are set out in the notice of meeting appended to the letter to shareholders.
8. Resolutions 7 to 14 require additional approval by the independent shareholders who are not controlling shareholders (as defined in LR App 1.1 of the Listing Rules). This will be calculated and confirmed at the AGM and released to the Regulatory News Service after the AGM.
9. Resolution 26 requires the approval of three-quarters of the votes cast at the meeting, excluding votes cast by shareholders in respect of their 5.5% preference shares and/or 11% preference shares. Shareholders should not cast any votes in respect of such preference shares.
10. Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

## COVID-19

In light of the ongoing restrictions related to the COVID-19 pandemic, in particular the current Scottish and English laws preventing gatherings, the Board has concluded that the 2021 AGM will follow the same format as last year's AGM. Shareholder attendance at the 2021 AGM will, therefore, be limited to the minimum quorum under our Articles of Association. The Company will facilitate the establishment of this quorum and other shareholders will not be permitted to attend. In these exceptional times we request that shareholders have regard to their own safety and that of others and do not attempt to travel to the meeting.

Although shareholders will not be able to attend the 2021 AGM in person, similar to last year you will be invited to attend a 'live' Virtual Shareholder Event ("Virtual Event") which will be held on 21 April 2021 at 2.00 p.m. The Virtual Event will provide shareholders with the opportunity to hear from the Chairman, CEO and other Board members, and ask questions prior to voting. By holding the Virtual Event, we aim to adhere to the spirit of the Financial Reporting Council's AGM best practice guidelines.

Details of how to join the Virtual Event and submit questions can be found on pages 18 and 19 of the letter to shareholders. Details on how to register for the event will also be displayed on [natwestgroup.com/agm](http://natwestgroup.com/agm).

Shareholders will be able to ensure their votes are counted by submitting their proxies, either online or by post, by the proxy voting deadline of 2.00 p.m. on 26 April 2021.

Should circumstances change, we will inform shareholders as soon as we can. You are encouraged to monitor our website at [www.natwestgroup.com/agm](http://www.natwestgroup.com/agm) and also announcements issued via the Regulatory News Service.

Toppan Merrill, London  
21-2154-3

## Form of Proxy

I/We hereby appoint the person indicated in the box below as my/our proxy to submit questions and vote on my/our behalf regarding the AGM of Natwest Group plc to be held on **Wednesday, 28 April 2021 at 2.00 pm**, and at any adjourned meeting.

Complete this box only if you wish to appoint a proxy other than the Chairman of the meeting. Leave this blank if you want to select the Chairman of the meeting. Do not insert your own name(s).

			*
* Insert number of shares your proxy may vote if less than total holding			
<input type="checkbox"/>	Please mark here to indicate that this proxy appointment is one of multiple appointments being made.		Please use a <b>black</b> pen. Mark with an <b>X</b> inside the box as shown in this example. 

## Resolutions - the Board recommends you vote in favour of all resolutions.

	For	Against	Vote Withheld	For	Against	Vote Withheld
1. To receive the 2020 Report and Accounts	<input type="checkbox"/>					
2. To approve the Annual Report on Remuneration in the Directors' Remuneration Report	<input type="checkbox"/>					
3. To declare a final dividend of 3 pence per ordinary share	<input type="checkbox"/>					
4. To re-elect Howard Davies as a Director	<input type="checkbox"/>					
5. To re-elect Alison Rose-Slade as a Director	<input type="checkbox"/>					
6. To re-elect Katie Murray as a Director	<input type="checkbox"/>					
7. To re-elect Frank Dangeard as a Director	<input type="checkbox"/>					
8. To re-elect Patrick Flynn as a Director	<input type="checkbox"/>					
9. To re-elect Morten Friis as a Director	<input type="checkbox"/>					
10. To re-elect Robert Gillespie as a Director	<input type="checkbox"/>					
11. To re-elect Yasmin Jetha as a Director	<input type="checkbox"/>					
12. To re-elect Mike Rogers as a Director	<input type="checkbox"/>					
13. To re-elect Mark Seligman as a Director	<input type="checkbox"/>					
14. To re-elect Lena Wilson as a Director	<input type="checkbox"/>					
15. To re-appoint Ernst & Young LLP as auditors of the Company	<input type="checkbox"/>					
16. To authorise the Group Audit Committee to fix the remuneration of the auditors	<input type="checkbox"/>					
17. To renew the directors' authority to allot shares in the Company	<input type="checkbox"/>					
18. To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with an offer or issue of equity securities	<input type="checkbox"/>					
19. To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the purposes of financing a transaction	<input type="checkbox"/>					
20. To renew the directors' authority to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in relation to Equity Convertible Notes	<input type="checkbox"/>					
21. To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with Equity Convertible Notes	<input type="checkbox"/>					
22. To renew the authority to permit the holding of General Meetings at 14 clear days' notice	<input type="checkbox"/>					
23. To renew the authority in respect of political donations and expenditure by the Company in terms of sections 366 and 367 of the Companies Act 2006	<input type="checkbox"/>					
24. To renew the authority for the Company to purchase its own shares on a recognised investment exchange	<input type="checkbox"/>					
25. To renew the authority to make off-market purchases of ordinary shares from HM Treasury	<input type="checkbox"/>					
26. To authorise the Company to make off-market purchases of preference shares	<input type="checkbox"/>					
27. To amend the Company's Articles of Association	<input type="checkbox"/>					
28. To renew the authority to offer shares in lieu of a cash dividend on ordinary shares	<input type="checkbox"/>					

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

**Signature**

--

**Date**

DD / MM / YY

EXT0706

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

27

R B O S

