

## NatWest Group plc - Result of Annual General Meeting

28 April 2022

Following the Annual General Meeting held today at Gogarburn, Edinburgh EH12 1HQ, NatWest Group plc (the “Company”) announces the results of the poll vote for each resolution as follows. Resolutions 19, 20, 22, 23 and 25 to 27 were passed as special resolutions.

	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>% of ISC VOTED</b>	<b>VOTES WITHHELD</b>
Resolution 1 To receive the 2021 Report and Accounts	36,256,226,628	99.99	4,270,580	0.01	85.71%	400,147,260
Resolution 2 To approve the Directors’ Remuneration Policy	33,883,943,928	92.75	2,649,384,392	7.25	86.36%	126,953,196
Resolution 3 To approve the Annual Report on Remuneration in the Directors’ Remuneration Report	36,237,314,672	98.87	414,528,384	1.13	86.64%	8,356,700
Resolution 4 To declare a final dividend of 7.5 pence per ordinary share	36,636,298,020	99.94	21,477,236	0.06	86.65%	2,497,336
Resolution 5 To re-elect Howard Davies as a Director	35,837,758,484	97.77	817,139,400	2.23	86.65%	5,349,548
Resolution 6	36,349,901,100	99.17	305,126,148	0.83	86.65%	5,145,304

To re-elect Alison Rose-Slade as a Director						
Resolution 7 To re-elect Katie Murray as a Director	36,633,538,964	99.95	18,950,896	0.05	86.64%	7,679,172
Resolution 8 To re-elect Frank Dangeard as a Director	29,459,990,820	80.38	7,191,766,308	19.62	86.64%	8,407,008
<i>Approval of Frank Dangeard's re-election by independent shareholders only</i>	9,062,860,492	55.76	7,191,766,308	44.24	79.69%	8,407,008
Resolution 9 To re-elect Patrick Flynn as a Director	36,333,533,172	99.14	316,877,396	0.86	86.64%	9,748,576
<i>Approval of Patrick Flynn's re-election by independent shareholders only</i>	15,936,402,844	98.05	316,877,396	1.95	79.68%	9,748,576
Resolution 10 To re-elect Morten Friis as a Director	36,043,546,816	98.35	605,984,960	1.65	86.63%	10,641,032
<i>Approval of Morten Friis' re-election by independent shareholders only</i>	15,646,416,488	96.27	605,984,960	3.73	79.68%	10,641,032
Resolution 11 To re-elect Robert Gillespie as a Director	35,818,344,152	97.73	833,133,592	2.27	86.64%	8,695,264
<i>Approval of Robert Gillespie's re-election by independent</i>	15,421,213,824	94.87	833,133,592	5.13	79.69%	8,695,264

<i>shareholders only</i>						
Resolution 12 To re-elect Yasmin Jetha as a Director	36,641,708,504	99.97	10,362,796	0.03	86.64%	8,097,336
<i>Approval of Yasmin Jetha's re-election by independent shareholders</i>	16,244,578,176	99.94	10,362,796	0.06	79.69%	8,097,336
Resolution 13 To re-elect Mike Rogers as a Director	36,273,002,496	98.97	378,076,752	1.03	86.64%	9,085,040
<i>Approval of Mike Rogers're-election by independent shareholders only</i>	15,875,872,168	97.67	378,076,752	2.33	79.69%	9,085,040
Resolution 14 To re-elect Mark Seligman as a Director	36,274,797,056	98.97	376,576,944	1.03	86.64%	8,784,408
<i>Approval of Mark Seligman's re-election by independent shareholders only</i>	15,877,666,728	97.68	376,576,944	2.32	79.69%	8,784,408
Resolution 15 To re-elect Lena Wilson as a Director	36,575,947,996	99.79	75,845,056	0.21	86.64%	8,369,252
<i>Approval of Lena Wilson's re-election by independent shareholders only</i>	16,178,817,668	99.53	75,845,056	0.47	79.69%	8,369,252
Resolution 16 To re-appoint Ernst & Young LLP as auditors	36,349,451,420	99.16	306,680,040	0.84	86.65%	4,153,096
Resolution 17	36,650,358,236	99.98	5,779,880	0.02	86.65%	4,150,160

To authorise the Group Audit Committee to fix the remuneration of the auditors						
Resolution 18 To renew the directors' authority to allot shares in the Company	36,146,651,372	98.61	508,649,596	1.39	86.65%	4,648,036
Resolution 19 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	36,579,472,708	99.81	68,342,980	0.19	86.63%	12,166,628
Resolution 20 To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the purposes of financing a transaction	36,008,025,720	98.25	641,460,572	1.75	86.63%	10,496,888
Resolution 21 To renew the directors' authority to allot ordinary shares or grant rights to subscribe for or to convert any security into ordinary shares in	36,345,253,068	99.17	304,289,184	0.83	86.63%	10,362,356

relation to Equity Convertible Notes						
Resolution 22 To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with Equity Convertible Notes	36,239,519,588	98.89	408,369,452	1.11	86.63%	12,013,976
Resolution 23 To renew the authority to permit the holding of General Meetings on 14 clear days' notice	35,943,283,764	98.06	711,583,004	1.94	86.65%	4,608,252
Resolution 24 To renew the authority in respect of political donations and expenditure by the Company in terms of Section 366 of the Companies Act 2006	36,449,960,888	99.44	206,463,928	0.56	86.65%	3,391,748
Resolution 25 To renew the authority for the Company to purchase its own shares on a recognised investment exchange	36,325,720,640	99.10	330,224,316	0.90	86.65%	4,272,700
Resolution 26 To renew the authority to make off-market purchases of ordinary shares from HM	16,225,472,008	99.80	32,545,616	0.20	38.43%	846,227,124

Treasury						
Resolution 27 To authorise the Company to make off- market purchases of preference securities	36,614,870,408	99.89	40,199,816	0.11	86.65%	4,764,524
Resolution 28 To support the “Say on Climate” resolution	33,666,256,300	92.58	2,698,582,140	7.42	85.96%	295,378,568

\* A vote Withheld is not a vote in law and is not counted in the calculation of the proportion of votes “For” and “Against” a resolution.

In accordance with the UK Listing Authority’s listing rules, a copy of the resolutions that do not constitute ordinary business at an annual general meeting will shortly be available for inspection at the National Storage Mechanism which is located at:  
<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

A full text of the resolutions can be found in the Notice of Meeting which is available on the Company’s website at [www.natwestgroup.com](http://www.natwestgroup.com).

#### Resolution 8

The Board is pleased that all resolutions were passed at today’s AGM and would like to thank shareholders for their engagement and support throughout the year. We note, however, that resolution 8 (re-election of Frank Dangeard) was passed with a lower level of support, particularly on the vote by independent shareholders.

The Company complies with regulatory limits on the number of directorships that directors of significant banks can hold. Non-executive directors’ time commitment is considered at least annually during year-end review meetings with the Chairman, and also by the Board whenever a director seeks approval for a new external appointment.

The Board understands however that some shareholders have expressed concerns regarding the number of directorships that Mr Dangeard holds. The Chairman intends to engage with and listen to shareholders to understand their concerns.

Mr Dangeard brings considerable business experience and global expertise to the Board. Mr Dangeard attended all scheduled Board and Committee meetings during the year. The Board is entirely comfortable that Mr Dangeard is able to devote sufficient time to his duties and greatly values his contribution.

As at 26 April 2022 (being the latest date by which shareholders who wanted to vote at the Annual General Meeting must have been entered on the company's Register of Members) the total number of voting rights in the company was 42,278,361,232.

## **Contact**

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