



**NatWest Group plc**

*(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980,  
registered number SC045551)*

**£40,000,000,000**

**Euro Medium Term Note Programme**

This supplement (the "**5<sup>th</sup> Supplementary Prospectus**") to the Prospectus dated 7 December 2021 (as supplemented, the "**Prospectus**"), which comprises a base prospectus for the purpose of Regulation (EU) 2017/1129, constitutes a supplementary prospectus for the purposes of Article 23 of the Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") and has been prepared in connection with the £40,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by NatWest Group plc (the "**Issuer**" or "**NatWest Group**"). Terms defined in the Prospectus have the same meaning when used in this 5<sup>th</sup> Supplementary Prospectus. This 5<sup>th</sup> Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein.

This 5<sup>th</sup> Supplementary Prospectus has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this 5<sup>th</sup> Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this 5<sup>th</sup> Supplementary Prospectus. With effect from the date of this 5<sup>th</sup> Supplementary Prospectus the information appearing in, or incorporated by reference into, the Prospectus shall be supplemented in the manner described below.

The Issuer accepts responsibility for the information contained in this 5<sup>th</sup> Supplementary Prospectus. 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.

**Purpose of the Supplementary Prospectus**

The purpose of this 5<sup>th</sup> Supplementary Prospectus is to

- (a) incorporate by reference into the Prospectus, the NWG Q3 2022 IMS (as defined below);
- (b) following publication of the NWG Q3 2022 IMS, update the statements of no significant change and no material adverse change for NatWest Group; and
- (c) update certain information relating to legal proceedings.

## **Incorporation of Information by Reference**

By virtue of this 5<sup>th</sup> Supplementary Prospectus, the unaudited Q3 2022 Interim Management Statement (excluding: (i) the row titled "*Pro forma CET 1 ratio, pre foreseeable items*" in, and footnote 5 to, the table under the heading "*Business performance summary – Capital and leverage*" on page 4 and (ii) the sections headed "*Outlook – 2022*" and "*Outlook – 2023*" on page 1 (the "**NWG Q3 2022 IMS**"), which was published via the regulatory news service of the London Stock Exchange plc on 28 October 2022 which has been (1) previously published and (2) filed with the Financial Conduct Authority, shall be incorporated in, and form part of, the Prospectus.

For at least ten years from the date of the Prospectus, a copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of the Issuer at <https://investors.natwestgroup.com/regulatory-news/company-announcements> and from the London Stock Exchange plc's website at <https://www.londonstockexchange.com/news>.

If a document which is incorporated by reference in the Prospectus by virtue of this 5<sup>th</sup> Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this 5<sup>th</sup> Supplementary Prospectus.

It should be noted that, except as set forth above, no other portion of the above documents is incorporated by reference into the Prospectus. Those parts of the documents incorporated by reference which are not specifically incorporated by reference in this 5<sup>th</sup> Supplementary Prospectus are either not relevant for prospective investors or the information is included elsewhere in the Prospectus.

## **Statement of No Significant Change and No Material Adverse Change**

There has been no significant change in the financial position or financial performance of the Group taken as a whole since 30 September 2022 (the end of the last financial period for which the latest interim financial information of the Group has been published).

Save as disclosed in the sections entitled (a) "*Outlook*" on page 51 of the 2021 Annual Report and Accounts of the Group, (b) "*Risk and capital management – Credit risk*" on pages 197 to 248 of the 2021 Annual Report and Accounts of the Group and "*The impact of the COVID-19 pandemic and related uncertainties continue to affect the UK, global economies and financial markets and NatWest Group's customers, as well as its competitive environment, which may continue to have an adverse effect on NatWest Group*" on page 406 of the 2021 Annual Report and Accounts of the Group, (c) "*Risk and capital management – Credit risk*" on pages 14 to 19 of the NWG Q1 2022 IMS, (d) "*Outlook*" on page 4 of the NatWest Group Interim Results 2022, (e) "*Risk and capital management – Credit risk*" on pages 20 to 28 of the NatWest Group Interim Results 2022 and (f) "*Risk and capital management – Credit risk*" on pages 17 to 24 of the NWG Q3 2022 IMS, there has been no material adverse change in the prospects of NatWest Group since 31 December 2021 (the last date to which the latest audited published financial information of the Group was prepared).

## **Updating the legal proceedings disclosure set out in the Prospectus**

The section entitled "*Legal Proceedings*" on page 87 of the Prospectus shall be deleted and replaced with the following:

## **"Legal Proceedings**

For a description of the material governmental, legal or arbitration proceedings that NatWest Group and the Group face, see:

- (i) the section entitled "*Litigation and regulatory matters*" in the "Notes" to the consolidated financial statements on pages 369 to 374 of the 2021 Annual Report and Accounts of the Group;
- (ii). the section entitled "*Litigation and regulatory matters*" in the "Notes" at page 32 of the NWG Q1 2022 IMS;
- (iii). the section entitled "*Litigation and regulatory matters*" in the "Notes" at pages 99 to 103 of the NatWest Group Interim Results 2022; and
- (iv). the section entitled "*Litigation and regulatory matters*" in the "Notes" at page 36 of the NWG Q3 2022 IMS.

each as referred to in, and incorporated by reference into, this Prospectus."

## **Legal Proceedings**

Other than as referred to in the section entitled "*Legal Proceedings*" on page 87 of the Prospectus, 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 5<sup>th</sup> Supplementary Prospectus, a significant effect on the financial position or profitability of the Issuer or the Group.

## **Other Information**

To the extent that there is any inconsistency between any statement in this 5<sup>th</sup> Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in this 5<sup>th</sup> Supplementary Prospectus will prevail.

Save as disclosed in this 5<sup>th</sup> Supplementary Prospectus no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.