



**NatWest  
Group**

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 at 11.00 a.m. on Tuesday, 25 April 2023.

**Shareholder Reference Number**

Please detach this portion before posting this proxy form.

# Form of proxy

Annual General Meeting (“AGM”) to be held on 25 April 2023

## 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:

investors.  
[natwestgroup.com/  
annual-report](http://natwestgroup.com/annual-report)

### 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 21 April 2023 at 11.00 a.m.**

## Explanatory notes:

1. a) Shareholders have the right to appoint a proxy of their choice, who need not be a shareholder, to exercise all or any of their rights, to attend, speak and vote on their behalf regarding the business of the AGM. If you wish to appoint someone other than the Chairman of the AGM, 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 proxies can be found on page 9 of the letter to shareholders.
2. To appoint more than one proxy, additional proxy forms 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' or 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM 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 21 April 2023 or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM. 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 AGM.
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 21 April 2023 at 11.00 a.m. or, if the AGM 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 AGM. 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. Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform. Please visit [www.proxymity.io](http://www.proxymity.io) for further information.
6. The return of this completed form, online appointment via the Proxymity platform or CREST proxy instruction will not prevent you from attending the AGM and voting in person. Any alterations made to this form should be initialled.
7. Full details of the Resolutions to be proposed at the AGM, together with explanatory notes, are set out in the AGM Notice 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 AGM, 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 with reference to Resolution 26, however, will be able to cast votes in respect of such preference shares with reference to Resolutions 1-25.
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: a) account holders; or b) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Shareholders will be able to attend the AGM in person and are also being invited to attend a live Virtual Shareholder Event ("Virtual Event") which will be held on 18 April 2023 at 6.00 p.m. By holding the Virtual Event as well as the physical AGM we are providing shareholders with the opportunity to engage with our Chairman, Howard Davies and our CEO, Alison Rose, DBE and ask questions prior to voting on the business of the AGM.

Shareholders attending the AGM will, as usual, be able to ask questions related to the business of the AGM either at or in advance of the Q&A session, which will precede the formal voting process. Shareholders attending the Virtual Event can also submit questions before or during the event. Further details on the AGM and the Virtual Event and how to submit questions can be found on pages 11 and 12 of the letter to shareholders and on our website at [natwestgroup.com/aggm](http://natwestgroup.com/aggm).

Shareholders can ensure their votes are counted by submitting their proxies, online or by post, so that they are received by the proxy voting deadline of 11.00 a.m. on 21 April 2023 or, if attending the AGM, by voting at the meeting.

With regard to COVID-19, we will follow the guidelines and best practice in place at the time of the meeting.

Gogarburn is situated six miles to the west of Edinburgh and two miles from Edinburgh International Airport. It is well served by buses and lies approximately two miles from Edinburgh Gateway, Edinburgh Park and South Gyle railway stations.

By bus: Gogarburn is serviced by Lothian Buses X31 & X18 which come into the Gogarburn campus and the 300, 400 and Airlink services which stop on the A8 road outside the campus entrance.

By tram: Edinburgh Trams run throughout the day with a tram stop located outside the campus.

By rail: Edinburgh Gateway, Edinburgh Park and South Gyle stations are approximately two miles from Gogarburn. Waverley Station is in the city centre, approximately eight miles from the campus. To find out about onward travel from these stations, visit [www.travelinescotland.com](http://www.travelinescotland.com).

Limited car parking is available at Gogarburn. To book a parking space, please email [GogarburnCCReception@rbs.co.uk](mailto:GogarburnCCReception@rbs.co.uk). You will need to provide your name, email address, car registration number and phone number to book.

Toppan Merrill, London  
22-29681-2

## Form of proxy

I/We hereby appoint the person indicated in the box below as my/our proxy to attend, speak and vote on my/our behalf at the AGM of NatWest Group plc to be held at Gogarburn, Edinburgh EH12 1HQ at 11.00 a.m. on **Tuesday, 25 April 2023**, and at any adjourned AGM.

**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 AGM. Do not insert your own name(s).**

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

\* Insert number of shares your proxy may vote if less than total holding.

**X** Please use a black pen. Mark with an X 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 2022 Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Annual remuneration report in the Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To renew the directors' authority to allot equity securities on a non pre-emptive basis in connection with the financing of a transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 10 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Howard Davies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Alison Rose-Slade as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To renew the authority to permit the holding of General Meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Katie Murray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Frank Dangeard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To renew the authority for the Company to purchase its own shares on a recognised investment exchange	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Roisin Donnelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. To renew the authority to make off-market purchases of ordinary shares from HM Treasury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Patrick Flynn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. To authorise the Company to make off-market purchases of preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Morten Friis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Yasmin Jetha as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To elect Stuart Lewis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. To re-elect Mark Seligman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To re-elect Lena Wilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
15. To re-appoint Ernst & Young LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
16. To authorise the Group Audit Committee to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
17. To renew the directors' authority to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<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 AGM.

Signature

Date

DD/MM/YY

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).