



**NatWest
Group**

The Chair Designate 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 11:00am on Tuesday, 23 April 2024.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of proxy Annual General Meeting (“AGM”) to be held on Tuesday, 23 April 2024

Vote online

It's fast, easy and secure.
Cast your vote online at:
www.investorcentre.co.uk/eproxy

Control Number: 918970

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

Letter to shareholders:

natwestgroup.com/aggm

Register

at 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 19 April 2024 at 11:00am.**

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 their discretion as to whether, and if so how, they vote. Further details relating to the appointment of proxies can be found on page 10 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 19 April 2024 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 19 April 2024 at 11:00am 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 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. If HM Treasury remains a controlling shareholder as at the date of the AGM, Resolutions 7 to 13 may 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 to 25 and 27 to 28.
10. 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 are invited to attend the AGM in person at Gogarburn, Edinburgh, EH12 1HQ and the AGM will be broadcast live via a Zoom webinar, details of which can be found in the letter to shareholders. Shareholders are also being invited to attend a live Virtual Shareholder Event ("Virtual Event") which will be held on 15 April 2024 at 6:00pm. By holding the Virtual Event as well as the physical AGM we are providing shareholders with the opportunity to join our Chair Designate, Rick Haythornthwaite and our CEO Paul Thwaite 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 ask questions can be found on pages 12 and 13 of the letter to shareholders and on our website at 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 11:00am on 19 April 2024 or, if attending the AGM, by voting at the meeting.

Gogarburn is situated six miles to the west of Edinburgh and two miles from Edinburgh International Airport.

By bus: Lothian Bus X18 and Airlink services stop on the A8 road near the Gogarburn campus.

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.

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

Toppan Merrill, London
24-3586-2

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 11:00am on **Tuesday, 23 April 2024** 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.

☒ 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 2023 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 the financing of a transaction	<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 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"/>
3. To declare a final dividend of 11.5 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. 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"/>
4. To elect Rick Haythornthwaite as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. 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"/>
5. To elect Paul Thwaite as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. 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"/>
6. To re-elect Katie Murray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. 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"/>
7. To re-elect Frank Dangeard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To amend the Directed Buyback Contract	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Raisin 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 Yasmin Jetha as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27. To approve the NatWest Group plc 2024 Employee Share Plan rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Stuart Lewis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28. To renew the authority to offer shares in lieu of a cash dividend on ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mark Seligman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. To re-elect Lena Wilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To re-appoint Ernst & Young LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
15. To authorise the Group Audit Committee to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
16. To renew the directors' general authority to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
17. 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"/>				

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).