

11 November 2024

Off-market purchase of 262,605,042 ordinary shares from His Majesty's Treasury ("HM Treasury")

NatWest Group plc (the "Company") has agreed with HM Treasury to make an off-market purchase (the "Off-Market Purchase") of 262,605,042 ordinary shares in the Company with a nominal value of £1.0769* each ("Ordinary Shares") at a price of 380.8 pence per Ordinary Share, being the closing price of the Ordinary Shares on the London Stock Exchange on 8 November 2024. The total consideration for the Off-Market Purchase will be £1 billion.

Paul Thwaite, CEO of NatWest Group commented:

"As a result of NatWest Group's continued strong performance, we are pleased to have today completed our second buy back of government shares of 2024, further reducing HM Treasury's shareholding."

"This transaction represents another important milestone on the path to full privatisation. We believe it is a positive use of capital for the bank and for our shareholders and we are pleased with the sustained momentum in reducing HM Treasury's stake in NatWest Group throughout this year."

The purchased Ordinary Shares represent 3.16 per cent of the Company's issued Ordinary Share capital (excluding treasury shares). The Off-Market Purchase is expected to settle on 13 November 2024.

A contract (the "Directed Buyback Contract") between the Company and HM Treasury was approved by the shareholders of the Company at a General Meeting held on 6 February 2019 and signed on 7 February 2019. Amendments to the Directed Buyback Contract were approved by the shareholders of the Company at a General Meeting held on 25 August 2022 and signed on 17 November 2022 and at the Annual General Meeting held on 23 April 2024 (the "2024 AGM") and signed on 7 May 2024. The authority from shareholders to make off-market purchases of Ordinary Shares from HM Treasury (or its nominee) under the terms of the Directed Buyback Contract was renewed at the 2024 AGM.

The Company intends to cancel all of the purchased Ordinary Shares.

HM Treasury is a related party to the Company and the Off-Market Purchase, when aggregated with the other transactions referred to in this announcement, constitutes a related party transaction under UK Listing Rule 8.2.1R and this announcement is therefore being made in accordance with that rule. Pursuant to the changes to the Listing Rules which came into effect on 29 July 2024, the Board of the Company (the "Board") confirms its view that the Off-Market Purchase is fair and reasonable as far as the shareholders of the Company are concerned and that the Board has been so advised by Merrill Lynch International, a sponsor to the Company.

The following transactions or arrangements between the Company and HM Treasury have taken place in the last 12 months and were related party transactions for the purposes of UK Listing Rule 8.2.1R.

Description	Value
Off-market purchase by the Company of shares from HM Treasury, as announced on 31 May 2024 Off-Market Purchase of Ordinary Shares from HMT (investis.com)	£1,240,921,312.75
Agreement for the Company to cover costs incurred and to be incurred by HM Treasury and UK Government Investments on behalf of HM Treasury in connection with HM Treasury's holding of Ordinary Shares in the Company and its disposal of such shares	Up to £19,000,000

Upon settlement of the above transaction:

- the Company will hold 287,667,803 of its Ordinary Shares as treasury shares;
- the Company will have in issue 8,043,477,072 Ordinary Shares (excluding treasury shares) and 483,140 Cumulative Preference Shares of £1; and
- HM Treasury will hold approximately 12.03** per cent. of the Company's voting rights.

The Company continues to target a CET1 ratio in the range of 13-14%.

*The nominal value of Ordinary Shares without rounding is £1.076923076923077 per share

** This number is based on the Company's most recent TR-1 notification of major shareholdings on 31 October 2024 in respect of HM Treasury's shareholding notification dated 30 October 2024 and does not take into account any sales executed by HM Treasury since the notification date.

Further information:

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Forward-looking statements

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