NatWest Group plc - Board of Directors ("NWG Board")

Terms of Reference

Chairman	The Chair of NatWest Group plc (NWG) as appointed by the NWG Board, or, in their absence, the Senior Independent Director or the Chair appointed by the meeting.
Members	The NWG Board of Directors.
Observers	At the invitation of the NWG Board, all Double Independent Non-Executive Directors[1] appointed to the Boards of the NWH Sub Group shall have a right to attend meetings of the NWG Board, subject to appropriate management of any conflicts of interest. The NWH Sub Group comprises NatWest Holdings Limited, The Royal Bank of Scotland plc and National Westminster Bank Plc.
Additional Invitees	At the invitation of the NWG Board, Executives and Function Heads may be requested to attend to present matters relating to their business or functions and for any other relevant items. Specialists may be requested to attend for specific items or to make presentations to the NWG Board.
Quorum	The quorum shall be a minimum of 3 directors.
Meeting Frequency	At least 5 times per year and ad hoc as required.
Secretary	Chief Governance Officer and Company Secretary.
This Board receives its authority from	NWG's shareholders, who appoint the NWG Board.
Purpose of this Board	• The NWG Board is collectively responsible for promoting the long-term sustainable success of NWG, driving shareholder value and the Group's[2] contribution to wider society. • The NWG Board's role is to provide leadership of NWG within a framework of prudent and effective controls which enables risk to be assessed and managed. • The NWG Board sets the Group's strategic aims, ensures that the necessary resources are in place for the Group to meet its objectives, is responsible for the allocation and raising of capital and reviews business and financial performance. • The NWG Board establishes the Group's purpose, behaviours and strategy and leads the development of the Group's culture. It oversees the Group's progress and performance and oversees how NWG's obligations to its shareholders and other key stakeholders are understood and met. • In carrying out the duties of the NWG Board, the directors will act in accordance with all relevant and applicable legislative and regulatory rules. In particular, they will take into account the Directors' Duties contained in the Companies Act 2006 and will consider the factors listed in Section 172 of the Companies Act 2006 and any other relevant factors. • The directors will also ensure that due consideration is given to the Group's purpose, ambition, strategy and culture in Board discussions and decisions.

[1] An individual who is an independent non-executive director of NatWest Holdings Limited ("NWH") (and any of NWH's subsidiaries) and not a non-executive director of any other Group entity.
[2] "Group" means NWG and its subsidiaries.

Scope of this Board's oversight and responsibility	The following matters are specifically reserved to the NWG Board. All other matters are delegated as set out in the following section. The NWG Board will:

Purpose and Strategy

1. Establish the Group's purpose and oversee the Group's progress and performance.

2. Review and set the Group's strategic direction and targets including, as appropriate, setting parameters for the strategies for each of the Group's businesses and ensuring a sustainable business model.

3. Oversee execution of the Group's strategy and hold executive management to account for its delivery.

4. Approve material acquisitions and disposals of assets and share acquisitions and disposals which are significant in terms of the business of NWG in line with Group risk appetite for merger and acquisition risk.

5. Approve material joint ventures, strategic partnerships and alliances which are significant in terms of the business of NWG.

6. Oversee and monitor the delivery of the Group's sustainability strategy and performance against agreed objectives.

7. Consider longer term strategic threats to the Group's business operations.

Culture and Values

1. Lead the development of the Group's culture, behaviours and standards.

2. Assess and monitor culture and, where appropriate, seek assurance that management has taken corrective action to ensure that policy, practices and behaviours are aligned to the agreed purpose, behaviours and strategy.

3. Review and, as appropriate, approve the Group's behaviours and code of conduct.

Stakeholder Engagement

1. Ensure effective engagement with, and encourage participation from, shareholders and other key stakeholders.

2. Review periodically the effectiveness of stakeholder engagement mechanisms, including engagement with the workforce.

Customer

1. Review arrangements for the receipt, retention and treatment of complaints submitted directly to the Group Chief Executive Officer, their executive team, or the Group Chair. Receive reports on complaint volumes and main themes across the Group to ensure customer experience is maintained.
2. Ensure compliance with the obligations of the Consumer Duty regulations (the Duty), and review and approve an assessment of whether the Group is delivering good outcomes for its customers which are consistent with the Duty at least

annually. The Group Board will determine if a Group Consumer Duty Board Champion is required and if so appoint a Director to that role.

Risk (including Conduct) and Controls

1. Review and approve:

(a) The Enterprise Wide Risk Management Framework ("EWRMF") (including the Group's risk appetite framework ("Risk Appetite Framework") as a component thereof); and

(b) Risk appetite for key risks, in accordance with the Risk Appetite Framework.

2. Monitor performance against risk appetite for NWG.

3. Consider any material risks and approve, as appropriate, recommended actions escalated by the Group Board Risk Committee.

4. Receive reports on and review the effectiveness of the risk management and internal control systems of NWG.

5. Consider and, as appropriate, approve material Group regulatory submissions and returns, including but not limited to, the Group Recovery Plan including Resolution Pack and the report of the Group's resolution self-assessments.

6. Oversee and approve the Group's Operational Resilience Self-Assessment. including the list of identified Important Business Services and associated impact tolerances and any material changes thereto.

Financial

1. Approve NWG's key financial objectives including:

(a) Prudential and other ratios; and
(b) Target rates of return on capital and on assets.

2. Keep under review the capital and liquidity positions of the Group.

3. Review and approve proposals for the allocation of capital within the Group.

4. Review and approve the Group annual financial budget and plan (and any material changes thereto).

5. Receive regular consolidated Financial Reports for the Group and review actual performance in the light of Group strategy, objectives, business plans and budgets.

6. Approve NWG's Annual Report and Accounts and its other published financial statements and other material and significant statements issued to shareholders or the London Stock Exchange.

7. Determine dividend policy and approve the amount of dividends to be recommended to shareholders and determine and make arrangements for the payment of interim dividends.

8. Approve any significant changes in accounting policies and practices.

9. Make recommendations to shareholders for their approval in general meeting in relation to the appointment, re-appointment and removal of the External Auditor, following receipt of recommendations from the Group Audit Committee.

10. Approve expenditure over specified limits in relation to the Group, in line with the thresholds set out in the Business Commitment Approval Process (BCAP).

11. Approve or recommend (as the case may be) any changes relating to NWG's capital structure including any reduction of capital, share issues or share buy backs, including the use of treasury shares.

Legal, Regulatory and Governance

1. Approve arrangements for Annual and other General Meetings, including approval of notices of meeting and any other ancillary documents.

2. Review and approve any changes to NWG's listing or its status as a public limited company.

3. Consider and, as appropriate, authorise any actual or potential conflicts of interest in accordance with the Companies Act 2006 and NWG's Articles of Association.

4. Approve the issue of all circulars, prospectuses and listing particulars to equity shareholders of NWG.

5. Receive minutes of the Committees of the NWG Board.

6. Approve high level corporate governance arrangements to ensure these reflect principles of good governance including transparency and accountability, and support the Group's behaviours and sustainability of the business over the longer term.

7. Review periodically its terms of reference and, as appropriate, agree changes to the terms of reference of the Boards of NWH and Committees established by the NWG Board.

8. Consider and approve appointments to the NWG Board and its Committees, and to note appointments, resignations and terminations of members of the Group Executive Committee. Fees for non-executive directors will be approved by the Chair and executive directors.

9. With the support of the NWG Nominations & Governance Committee, ensure adequate succession planning for the NWG Board so as to maintain an appropriate balance of skills and experience on the NWG Board.

10. Approve external appointments undertaken in a personal capacity by members and attendees of Group Executive Committee.

11. Determine the independence of non-executive directors in light of their character, judgement and relationships.

12. Arrange a periodic assessment of the NWG Board's own performance, that of its committees and individual directors.

13. Approve the appointment of those corporate advisors which NWG is required to retain in accordance with its obligations as a listed company such as corporate brokers appointed in accordance with Rule 3 of the UK City Code on Takeovers and Mergers.

14. Approve the division of responsibilities and delegate levels of activity between the Chair and the Group Chief Executive Officer.

15. Approve delegated authorities to the CEO for expenditure limits.[3]

16. Approve the overall levels of insurance including for directors and officers and indemnification of directors of NWG and its subsidiaries.

17. Review and as appropriate approve material pension strategy proposals.

18. Approve the appointment (or removal) of the Company Secretary.

19. Receive and consider high level reports on matters which it considers material to NWG as appropriate, including:
    (a) health and safety;
    (b) information systems and technology;
    (c) insurance cover; and
    (d) investor and public relations.

Authority Delegated by this Board

- The matters specifically reserved to the NWG Board are set out above.
- To enable the NWG Board to carry out its objectives, authority and terms of reference will be delegated to committees appointed by the NWG Board on either a standing or temporary basis, as required.
- In particular, there will be the following standing committees of the NWG Board: Group Audit Committee, Group Board Risk Committee, Group Performance and Remuneration Committee, Group Nominations and Governance Committee, and Group Technology, Innovation and Simplification Committee each comprising non-executive directors.
- There will also be a Chair's Committee to which the powers of the NWG Board will be devolved, as appropriate from time to time.
- All matters set out in those Board Committee terms of reference are matters which the NWG Board has specifically delegated to those Board Committees.
- The Board Committees will report to the NWG Board on material matters considered.
- The terms of reference of these committees will be reviewed at least annually.
- All other matters, including the day to day responsibility for operations of NWG not specifically reserved to the NWG Board or delegated to a committee are delegated to the Group Chief Executive Officer in accordance with such policies and directions as the NWG Board determines appropriate including the Group Chief Executive Officer's role profile.
- The Group Chief Executive Officer will be supported by the Group Executive Committee in providing executive input to the NWG Board, and will update the NWG Board, as required, on all operational activities.

[3] Expenditure limits set by the CEO and delegated to members of management do not require further Board approval

Conflicts of Interest	Any actual or potential conflicts of interest will be managed in accordance with the Directors' Conflict of Interest Policy.
ToR last approved on	23 September 2026