

Terms of Reference

Chairman	An independent Non-Executive Director of NatWest Group plc (“NWG”)
Members	At least three independent non-executive directors of NWG (including the GAC Chairman). The Chairman and at least one other member should be a financial expert as defined in the SEC Rules under the US Exchange Act.
Attendees	<ul style="list-style-type: none"> • Group Chairman • Group Chief Executive Officer • Group Chief Financial Officer • Group Chief Legal Officer and General Counsel • Group Chief Audit Executive • Group Chief Risk Officer • Director of Financial Control • The External Auditor
Additional Invitees	Additional invitees or subject matter experts may be invited to attend or to present papers for approval and noting to the GAC at the request of the Chairman.
Quorum	Two members, one of whom is the Chairman of the GAC or Chairman of the Group Board Risk Committee.
Meeting Frequency	<ul style="list-style-type: none"> • At least four meetings per annum, with these meetings being held immediately prior to submission of the quarterly financial statements to the NWG Board. • Ad hoc meetings can be called, as required, at the request of the Chairman of GAC, a GAC member, the Group Chief Executive Officer, the Group Chief Audit Executive or the External Auditor.
Secretary	Corporate Governance
This Committee receives its authority from	The GAC operates under delegated authority from the Board of NWG.
Purpose of this Committee	<p>The GAC will act as the Audit Committee of the NWG Board and will be responsible for:-</p> <ul style="list-style-type: none"> • Assisting the Board of NWG in carrying out its responsibilities relating to accounting policies, internal control and financial reporting functions; and • Assisting on such other matters as may be referred to it by the Board of NWG. <p>Committee members will also ensure that due consideration is given to the Group’s Purpose in Committee discussions and decisions</p>
Scope of this Committee’s oversight and responsibility	<p>Financial Affairs</p> <ul style="list-style-type: none"> • To monitor the integrity of the financial statements of NWG (and any discussion or analysis thereof including annual and interim investor presentations) and any formal announcements relating to NWG’s actual and forecast financial performance, reviewing significant financial reporting judgements contained in them. Where appropriate, the GAC may delegate its responsibilities in relation to the review and approval of formal financial announcements, and reporting judgements contained therein, to the Group Executive Disclosure Committee. • To review any unusual items or matters brought to its attention requiring the exercise of managerial judgement affecting the preparation of the statements and announcements of NWG. • Where requested by the Board of NWG, the GAC will provide advice on

whether the annual report and accounts, taken as a whole, is fair balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy.

- To provide a forum for the discussion and resolution of areas of disagreement in relation to the statements and announcements, e.g. between management and the External Auditor.

Accounting, Financial Reporting and Regulatory Compliance

- To review the accounting policies and practices of NWG and its subsidiaries (collectively, the Group), to consider their compliance with regulatory requirements, to consider requests for exceptions to Group accounting policies from any subsidiaries of NWG and to make recommendations to the Board of NWG in relation to any significant changes in accounting policies and practices.
- To review the controls and procedures established by management of NWG for compliance with regulatory and financial reporting requirements and with the requirements of external regulators.
- To monitor the Group's relationship with the Financial Conduct Authority and the Prudential Regulation Authority and other relevant regulatory bodies, including review of the scope and results of work conducted by the Reporting Accountants approved by the Prudential Regulation Authority and Financial Conduct Authority.

Standards of Internal Control

- To review NWG's systems of internal controls in relation to financial management, compliance with laws and/or regulations relating to financial reporting or accounting issues and safeguarding of assets. The GAC will also review the procedures for monitoring the effectiveness of such controls;
- To monitor any significant deficiencies and material weaknesses in internal controls and disclosure controls and procedures relating to NWG, as reported by Internal Audit and the External Auditor, and the implementation by management of appropriate remedial action; and
- To review arrangements for the receipt, retention and treatment of complaints
 - regarding NWG accounting, internal accounting controls or auditing matters; or
 - submitted directly to the Group Chief Executive Officer, her executive team, or the Group Chairman.

Whistleblowing

- To review and monitor the Group's whistleblowing procedures by which employees may, in confidence and with anonymity, raise concerns including those of questionable financial reporting, accounting or auditing matters. The GAC will consider the operational effectiveness of the whistleblowing framework and its compliance with laws and regulation. The chairman of the GAC will act as the Group's whistleblowing champion.

Internal Audit (IA)

- To review the IA Charter.
- To approve the consolidated Annual Plan of IA and its budget, with reference to the appropriateness of proposed risk coverage.
- To monitor and review, at least annually, the effectiveness of IA.
- To receive and review a summary of Quality Assurance results.
- To assess and confirm the independence of the IA function.
- To receive and review IA's periodic consolidated Opinions, which report on the overall effectiveness of the governance, risk management and internal control framework of NWG; iterative issues; and the adequacy of remediation activity.

The primary reporting line of the Group Chief Audit Executive will be to the Chairman of the GAC and a secondary reporting line to the Group Chief Executive Officer for administrative purposes.

The GAC is responsible for the appointment and termination of the Group Chief Audit Executive.

The objectives, performance review and remuneration of the Group Chief Audit Executive are determined by the Chairman of the GAC with support from the Group CEO.

External Audit

- To conduct the tender process for the appointment of the external auditors, and to make recommendations to the Board of NWG, to enable it to put forward the GAC's recommendations to shareholders for their approval in general meeting, in relation to the appointment, re-appointment and the removal of the External Auditor.
- To fix the remuneration of the External Auditor as authorised by shareholders.
- To approve the terms of engagement of the External Auditor.
- To resolve any disagreements between management and the External Auditor regarding financial reporting.
- To review the scope and planning of the External Auditor in relation to the audit of NWG.
- To confirm that, in planning its work, the External Auditor places appropriate reliance on the work of Internal Audit, such that unnecessary overlap is avoided.
- To review reports prepared by the External Auditor in relation to NWG, including its annual management letter.
- To review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration all relevant professional and regulatory requirements.
- To review the overall financial relationship between the Group and the External Auditor.

Audit and Non-Audit Services Policy

- To develop and implement a policy on the engagement of the External Auditor to supply audit and non-audit services (the "Policy"), taking into account relevant legislation and ethical guidance, regarding the provision of audit and non-audit services by the External Auditor.
- To consider and approve audit and non-audit services to be provided by the External Auditor in accordance with the Policy.

Performance Review

- To arrange periodic assessments of its own performance and review periodically its terms of reference and recommend any changes to the Board of NWG for approval.
- To receive reports on the performance of the Audit Committees of NatWest Holdings Limited ("NWH"), NatWest Markets Plc ("NWM") and The Royal Bank of Scotland International (Holdings) Limited ("RBSI Holdings").

Other

- The GAC may engage, at the NWG's expense, independent counsel and other advisers, as it determines necessary, to carry out its duties. The GAC may also obtain appropriate funding, as it so determines, for payment of compensation to such advisers, to any auditors and for ordinary administrative expenses of the GAC that are necessary or appropriate for carrying out its duties.
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Escalation

- The GAC will report and make recommendations to the Board of NWG, identifying any matters within its remit in respect of which it considers that further action/ approval is required.
- The minutes of the GAC will be made available to the Board of NWG.
- The GAC will be informed of risk matters through appropriate representation at the Group Board Risk Committee.

Authority Delegated by this Committee**Franchise Risk and Subsidiary Audit Committees**

The GAC will receive quarterly reports from relevant franchise risk committees and principal and material regulated subsidiary audit committees and will review at least annually the Terms of Reference for these committees. The quarterly reports will include:

- a summary of the role and work of the committee, confirming that it has met all responsibilities as laid down in its Terms of Reference over the period in question; and
- significant matters which ought to be brought to the attention of the GAC.

The GAC will review significant changes to the composition and responsibilities of relevant franchise risk committees and material regulated subsidiary audit committees.

Reporting

The GAC will receive reports from the Group Executive Disclosure Committee and review all matters that are referred to the GAC for consideration.

ToR last approved on

Group Audit Committee – 28 April 2020
The Royal Bank of Scotland Group plc Board – 29 April 2020
