

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	11% Cumulative Preference Shares	240,686	£240,686	
GBP	5.5% Cumulative Preference Shares	242,454	£242,454	
GBP	Ordinary Shares of £1.076923076923077	9,148,443,789	£9,852,170,234.31	
Totals		9,148,926,929	£9,852,653,374.31	nil

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
9,148,926,929	£9,852,653,374.31	nil

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

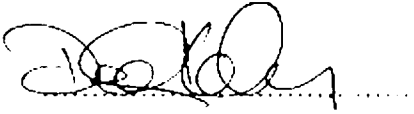
5

Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4 .		❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share. Continuation pages Please use a Statement of Capital continuation page if necessary.
Class of share	Ordinary Shares	
Prescribed particulars ❶	a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances: Each share carries the right to four votes on a poll; b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution: All dividends on the ordinary shares will be declared and paid according to the amounts paid up on the shares; c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up): On a winding up, the liquidator may, with the authority of a special resolution, divide among the members, or different classes of members, the assets of the company. No other rights, except as provided by law;	
Class of share	Ordinary Shares (cont)	
Prescribed particulars ❶	d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder: The shares are not redeemable.	
Class of share	11% cumulative preference shares	
Prescribed particulars ❶	a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances: Each shareholder shall have one vote for each 25p in nominal value held on a poll; b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution: Each share confers the right to a fixed cumulative preferential dividend at a rate of 11% per annum, payable half-yearly. The shares rank for dividend in priority to dividends payable on the non-cumulative preference shares or any other class of shares; c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up): In the event of a return of capital on a winding-up or otherwise, the holders of 11% cumulative preference shares are	

6

Signature

I am signing this form on behalf of the company.		❷ Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. ❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.
Signature	X  X	
This form may be signed by: Director❷, Secretary, Person authorised❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Corporate Governance

Company name NatWest Group plc

Address PO Box 1000

Post town Edinburgh

County/Region

Postcode E H 1 2 1 H Q

Country

DX

Telephone

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	11% cumulative preference shares (cont)	
Prescribed particulars	entitled to receive out of the surplus assets of the company (i) in priority to the holders of the non-cumulative preference shares and any other shares ranking pari passu therewith, the arrears of any fixed dividends, including the amount of any dividend due for a payment after the date of commencement of any winding-up or liquidation but which is payable in respect of a half-year period ending on or before such date, and (ii) pari passu with the holders of the non-cumulative preference shares and any other shares ranking pari passu therewith, the amount paid up or credited as paid up on such shares together with any premium; d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder: The shares are not redeemable.	❶ Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share.

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	5.5% cumulative preference shares
Prescribed particulars	a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances: Each shareholder shall have one vote for each 25p in nominal value held on a poll; b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution: Each share confers the right to a fixed cumulative preferential dividend at a rate of 5½% per annum, payable half-yearly. The shares rank for dividend in priority to dividends payable on the non-cumulative preference shares or any other class of shares; c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up): In the event of a return of capital on a winding-up or otherwise, the holders of 5½% cumulative preference shares are entitled to receive out of the surplus assets of the company (i) in priority to the holders of the non-cumulative preference shares and any other shares ranking pari passu therewith, the arrears of any fixed dividends, including the amount of any dividend due for a payment after the date of commencement of any winding-up or liquidation but which is payable in respect of a half-year period ending on or before such date, and (ii) pari passu with the holders of the non-cumulative preference shares and any other shares ranking pari passu therewith, the amount paid up or credited as paid up on such shares together with any premium; d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder: The shares are not redeemable

¹ Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.