
Board Responsibilities

The role of Chairman is distinct and separate from that of the Group Chief Executive Officer and there is a clear division of responsibilities with the Chairman leading the Board and the Group Chief Executive Officer managing business day to day.

The Senior Independent Director acts as a sounding board for the Chairman and as an intermediary for other directors when necessary. He is also available to shareholders to discuss any concerns they may have, as appropriate.

The Group Chief Executive Officer (Group CEO) acts in accordance with the authority delegated by the NatWest Group plc and NatWest Holdings Sub Group Boards. The Group CEO leads the Group, setting the strategy, vision and culture of the Group.

Along with the Chairman and executive directors, the non-executive directors are responsible for ensuring the Board fulfils its responsibilities under its terms of reference. The non-executive directors combine broad business and commercial experience with independent and objective judgement and they provide independent challenge to the executive directors and the leadership team. The balance between non-executive and executive directors enables the Board to provide clear and effective leadership across the Group's business activities.

The key responsibilities of the **Chairman**, Group **Chief Executive Officer** and **Senior Independent Director** are as follows:-

Chairman

- Provide strong and effective leadership to the Board to enable it to devote sufficient time and attention to matters within its remit, including safety and soundness;
- Ensure the Board is structured effectively, observes the highest standards of integrity and corporate governance and to set the “tone from the top” in terms of culture and values;
- Encourage and foster open and inclusive discussions at each Board meeting which challenge executives, where appropriate;
- Establish a close relationship of trust with the Group CEO, providing support and advice, as appropriate;
- Develop a relationship and communicate effectively with key stakeholders and ensure the Board develops and maintains an understanding of their views;

- In conjunction with the Group CEO and the Chief Governance Officer and Company Secretary, review the nature, content and frequency of information presented by management to enable the Board to perform its duties and responsibilities effectively;
- Ensure that the performance of individual directors and the Board as a whole and its committees is evaluated regularly; and
- As Chairman of the Group Nominations and Governance Committee and NWH Nominations Committee, develop and oversee board succession plans.

Senior Independent Director (SID)

- Act as a sounding board for the Chairman and as an intermediary for other directors when necessary;
- Lead the annual evaluation of the Chairman's performance;
- Review the quality and sufficiency of resources allocated to the Chairman's office; and
- Be available to shareholders to discuss any concerns they may have, as appropriate.

Group Chief Executive Officer

- Provide executive leadership of the Group by delivering operational management and overseeing the full range of activities of the Customer Businesses, Services and Functions;
- Develop, drive and deliver the overall Board approved strategic direction for the Group, ensuring delivery of sustainable business performance and good customer outcomes;
- Define, lead and oversee Group-wide strategy, transformation and culture as the leader of Group ExCo, contribute to Group-wide decision making as a member of the Board;
- Develop, lead and oversee NatWest Holdings strategy aligning with Group strategy as the leader of NWH ExCo;
- Lead the culture and values of the Group; creating an environment where employees are engaged and committed to good customer outcomes;
- Develop and implement the Group-wide business model, operating model and organisation design;
- Consult regularly with the Chairman and the Board on matters which may have a material impact on the Group and ensure Group ExCo reviews and debates critical topics and relevant items before

consideration by the Board, and that key issues are escalated, as appropriate;

- In conjunction with the Chairman and the Chief Governance Officer and Company Secretary, ensure the Board receives accurate, timely and clear information;
- Lead (with relevant Group and/or NWH ExCo members) engagement and communications with investors, analysts, government departments, regulators and other appropriate external stakeholders;
- Ensure the Group has effective frameworks and structures to identify, assess and mitigate risks to comply with all Group policies, and deliver against applicable regulatory and legal obligations; and
- Lead, manage and develop the senior leadership team, ensuring professional capability is developed and that succession coverage meets the needs of the Group.