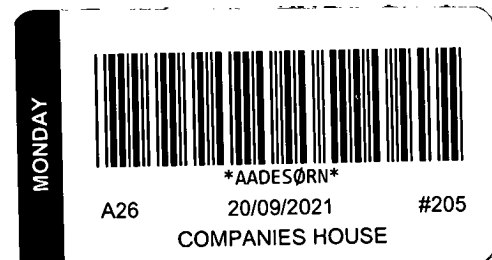


Company Registered No: SC261224

RBS PROPERTY VENTURES INVESTMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2020



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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

P D Eyre
S C Lowe

COMPANY SECRETARY:

NatWest Markets Secretarial Services Limited

REGISTERED OFFICE:

175 Glasgow Road
Edinburgh
EH12 1HQ

INDEPENDENT AUDITOR:

Ernst & Young LLP
25 Churchill Place
Canary Wharf
London
E14 5EY

Registered in Scotland

DIRECTORS' REPORT

The directors of RBS Property Ventures Investments Limited ("the Company") present their annual report together with the audited financial statements for the year ended 31 December 2020.

CHANGE OF REGISTERED OFFICE

On 10th September 2020, the Registered Office of the Company changed from 24/25 St Andrew Square, Edinburgh, EH2 1AF to 175 Glasgow Road, Edinburgh, EH12 1HQ.

ACTIVITIES AND BUSINESS REVIEW

This Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption and therefore does not include a Strategic Report.

Activity

The principal activity of the Company was that of property investment.

The Company is a subsidiary of NatWest Group plc (formerly known as The Royal Bank of Scotland Group plc (RBSG plc)) which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of NatWest Group plc review these matters on a group basis. Copies may be requested from Legal, Governance and Regulatory Affairs, NatWest Group plc, Gogarburn, Edinburgh, PO Box 1000 EH12 1HQ, the Registrar of Companies or at www.natwestgroup.com.

NatWest Group comprises NatWest Group plc, its subsidiary and associated undertakings.

Review of the year**Business review**

The Company has not traded in the current year other than the proceeds received on liquidation of investment in DV3 Realisation Co. Limited amounting to £188,470. During the year, the company has fully impaired its investment in Higher Broughton (GP) Limited amounting £41. The intention of the Board of Directors is to wind up the Company within the next 12 months from date of signing. The financial statements have thus been prepared on other than going concern basis.

Financial performance

The Company's financial performance is presented on pages 8 to 10.

Income grew by £188,470 (2019: nil) and expenses fell by £1,047 (2019: £23,658). The profit for the year was £147,723 (2019: loss of £5,748).

A dividend of £500,000 was paid on 29th October 2020 (2019: nil).

At the end of the year, the balance sheet showed total assets of £317,672 (2019: £635,315).

Principal risks and uncertainties

The Company seeks to minimise its exposure to financial risks other than credit risk.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including currency, maturity, interest rate and liquidity. It is undertaken within limits and other policy parameters set by the Group Asset and Liability Management Committee (Group ALCO).

The Company is funded by facilities from Natwest Markets Plc. These are denominated in sterling which is the functional currency and carry no significant financial risk.

DIRECTORS' REPORT**Principal risks and uncertainties (continued)**

The Company's assets mainly comprise investment and cash and cash equivalents which would expose it to credit risk except that the counterparties are group companies and credit risk is not considered significant.

Liquidity risk

Liquidity risk arises where assets and liabilities have different contractual maturities. Management focuses on risk arising from the mismatch of maturities across the balance sheet and from undrawn commitments and other contingent obligations.

Credit risk

Credit risk is the risk that companies, financial institutions, individuals and other counterparties will be unable to meet their obligations to the Company.

All material loans receivable is with group companies. Although credit risk arises this is not considered to be significant and no amounts are past due.

Going concern

These financial statements are prepared on other than going concern basis see note 1(a) on page 11.

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 1.

From 1 January 2020 to date, there have been no changes to the directors and secretary of the Company.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare a Directors' Report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard (FRS) 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether FRS 101 has been followed; and
- make an assessment of the Company's ability to continue as a going concern. For the reason stated in Note 1 (a), the financial statements have not been prepared on a going concern basis but on a basis other than going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Directors' Report and financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the directors at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

AUDITOR

Ernst & Young LLP has expressed its willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf:

A handwritten signature in black ink, appearing to be 'S C Lowe', with a stylized, wavy line extending from the end.

S C Lowe
Director
Date: 14 September 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBS PROPERTY VENTURES INVESTMENTS LIMITED

Opinion

We have audited the financial statements of RBS Property Ventures Investment Limited ("the Company") for the year ended 31 December 2020 which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – financial statements prepared on a basis other than going concern

We draw attention to Note 1 a) to the financial statements which explains that the directors intend to wind up the Company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in note 1 a). Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made;
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The

risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.


Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting framework (Financial Reporting Standard FRS 101 – Reduced Disclosure framework), the Companies Act 2006 and UK Tax legislation (governed by HM Revenue and Customs).
- We understood how the Company is complying with those frameworks by making inquiries of management, those charged with governance and those responsible for legal and compliance matters. We corroborated our inquiries through the review of meeting minutes of the Board of directors.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved making inquiries of those charged with governance and senior management.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company established to address the risks identified by the entity and to prevent or detect fraud, including those related to a remote-working environment; and how management monitors these controls. We tested the appropriateness of journal entries recorded in the general ledger and evaluated the business rationale for significant and/or unusual transactions. We verified that the journals selected were supported by appropriate source documentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



David Gonnelli (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
Date: 14th September 2021

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2020

	Notes	2020	2019
		£	£
Income from discontinued operations			
Other Income	3	188,470	-
Administrative expenses	4	(6,045)	(7,092)
Impairment losses	6	(41)	-
Profit/(loss) before tax		182,384	(7,092)
 Tax (charge)/credit	 5	 (34,661)	 1,344
Profit/(loss) for the year		147,723	(5,748)

The accompanying notes form an integral part of these financial statements.

BALANCE SHEET
 as at 31 December 2020

	Notes	2020 £	2019 £
Non current assets			
Other investments	6	-	41
Current assets			
Current tax asset		-	1,344
Cash at bank		317,672	633,930
		317,672	635,274
Total assets		317,672	635,315
Current liabilities			
Amounts due to Group companies	7	12,078	18,105
Current tax liabilities		34,661	-
Accruals, deferred income and other liabilities	8	6,000	-
		52,739	18,105
Total liabilities		52,739	18,105
Equity			
Share capital	9	2	2
Capital contribution		15,500,000	15,500,000
Retained earnings		(15,235,069)	(14,882,792)
Total equity		264,933	617,210
Total liabilities and equity		317,672	635,315

The accompanying notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 14 September 2021 and signed on its behalf by:



S C Lowe
Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2020

	Share capital £	Capital contribution £	Retained earnings £	Total £
At 1 January 2019	2	15,500,000	(14,877,044)	622,958
Loss for the year	-	-	(5,748)	(5,748)
At 31 December 2019	2	15,500,000	(14,882,792)	617,210
Profit for the year	-	-	147,723	147,723
Dividends paid	-	-	(500,000)	(500,000)
At 31 December 2020	2	15,500,000	(15,235,069)	264,933

Total comprehensive income for the year of £147,723 (2019: loss of £5,748) was wholly attributable to the owners of the Company.

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies****a) Preparation and presentation of financial statements**

These financial statements are prepared:

- on other than going concern basis. Under this basis, the assets have been measured at recoverable values and liabilities at settlement/transfer values. All other accounting policies remain unchanged from FRS 101 Reduced Disclosures Framework.

In the first quarter of 2020, the World Health Organisation declared the Covid-19 outbreak to be a pandemic. Many governments, including the UK, have taken stringent measures to contain and/or delay the spread of the virus. Actions taken in response to the spread of Covid-19 have resulted in severe disruption to business operations and a significant increase in economic uncertainty, with more volatile asset prices and currency exchange rates, and a marked decline in long-term interest rates in developed economies.

The NatWest Markets Group (the "Group") has a well-developed business continuity plan which includes pandemic response, enabling the Group to quickly adapt to these unprecedented circumstances and continue as viable business.

The directors, having regard to their intention to place the Company in liquidation within the next 12 months, have prepared the accounts on a basis other than as a going concern. The directors do not consider that this basis affects the measurement of the assets or the liabilities of the Company. The costs of winding up will be borne by NatWest Markets Plc.

The directors have considered the impact of Covid-19 on the Company and given the decision to place the Company in liquidation within the next 12 months, the directors do not consider that the Covid-19 pandemic will have a material impact on the Company in the future.

The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting Requirements issued by the Financial Reporting Council.

The Company is incorporated in the UK and registered in Scotland and the financial statements are presented:

- in accordance with the Companies Act 2006;
- in sterling which is the functional currency of the Company; and
- with the benefit of the disclosure exemptions permitted by FRS 101 with regard to:
 - comparative information in respect of certain assets;
 - cash-flow statement;
 - standards not yet effective;
 - related party transactions; and
 - disclosure requirements of IFRS 7 "Financial Instruments: Disclosure and IFRS 13 "Fair value Measurement".

Where required, equivalent disclosures are given in the group accounts of NatWest Group plc, these accounts are available to the public and can be obtained as set out in note 10.

The changes to IFRS that were effective from 1 January 2020 have had no material effect on the Company's Financial Statement for the year ended 31 December 2020.

b) Consolidated financial statements

The financial statements contain information about RBS Property Ventures Investments Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under IFRS 10 Consolidated Financial Statements and section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as the Company and its subsidiaries are included by full consolidation in the IFRS consolidated financial statements of its parent, NatWest Group plc, a public company registered in Scotland whose registered address is 36 St Andrew Square, Edinburgh, EH2 2YB.

c) Revenue recognition

Other income is recognised as and when it is received.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies (continued)****d) Taxation**

Income tax expense or income, comprising current tax, is recorded in the profit and loss account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax recoverable in respect of the taxable loss for the year arising in income, other comprehensive income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

e) Other investments

Other investments are stated at cost less any impairment.

f) Financial instruments

Financial instruments are classified either by product, by business model or by reference to the IFRS default classification.

Classification by product relies on specific designation criteria which are applicable to certain classes of financial assets or circumstances where accounting mismatches would otherwise arise. Classification by business model reflects how the Company manages its financial assets to generate cash flows. A business model assessment determines if cash flows result from holding financial assets to collect the contractual cash flows; from selling those financial assets; or both.

The product classifications apply to financial assets that are either designated at fair value through profit or loss (DFV), or to equity investments designated as at fair value through other comprehensive income (FVOCI). In all other instances, fair value through profit or loss (FVTPL) is the default classification and measurement category for financial assets

Regular way purchases of financial assets classified as amortised cost, are recognised on the settlement date; all other regular way transactions in financial assets are recognised on the trade date.

All financial instruments are measured at fair value on initial recognition.

All liabilities not subsequently measured at fair value are measured at amortised cost.

Most financial assets are held to collect the contractual cash flows that comprise solely payments of principal and interest and are measured at amortised cost. Certain financial assets managed under a business model of both to collect contractual cash flows comprising solely of payments of principal and interest, and to sell, are measured at fair value through other comprehensive income ('FVOCI').

g) Impairment of financial assets

At each balance sheet date each financial asset or portfolio of loans measured at amortised cost or at fair value through other comprehensive income, issued financial guarantee and loan commitment is assessed for impairment. Loss allowances are forward looking, based on 12 month expected credit losses where there has not been a significant increase in credit risk rating, otherwise allowances are based on lifetime expected losses.

Expected credit losses are a probability-weighted estimate of credit losses. The probability is determined by the risk of default which is applied to the cash flow estimates. In the absence of a change in credit rating, allowances are recognised when there is reduction in the net present value of expected cash flows. On a significant increase in credit risk, allowances are recognised without a change in the expected cash flows, although typically expected cash flows do also change; and expected credit losses are rebased from 12 month to lifetime expectations.

h) Derecognition

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition in accordance with IFRS 9 "Financial Instruments".

A financial liability is removed from the balance sheet when the obligation is discharged, or cancelled, or expires.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

i) Cash at bank

Cash at bank represents deposits with other group companies.

2. Critical accounting policies and key sources of estimation uncertainty

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. In accordance with their responsibilities for these financial statements, there are no estimates the directors consider most important to the portrayal of the Company's performance and financial condition.

3. Other income

	2020	2019
	£	£
Proceeds on liquidation	188,740	-

The Company is a shareholder in DV3 Realisation Co. who holds residual assets from DV3 Ltd (which is in liquidation) and DV3 Realisation Co is going to enter liquidation. DV3 sold its indirect interest in Allied London in 2012, however DV3 continues to hold certain contingent overage and profit share rights which were negotiated at the time of the sale. The proceeds from DV3 received by the company is from the result of these overages and rights.

The Company received proceeds on liquidation of DV3 Realisation Co. Limited in which it held an equity interest of 7.6%. This investment was held at nil value as at 31 December 2020.

4. Administrative expenses

	2020	2019
	£	£
VAT written off	1,000	2,000
Sundry expenses	(27)	20
Bank charges	72	72
Audit fees	5,000	5,000
	6,045	7,092

Directors' emoluments

The Company does not remunerate directors nor can remuneration from elsewhere in the group be apportioned meaningfully in respect of their services to the Company. There are no other staffs.

Audit fees

Audit fees for the year are charged as a group service to NatWest Markets Plc and reallocated specifically to the Company, being the sum of £5,000 (2019: £5,000).

5. Tax

	2020	2019
	£	£
Current taxation:		
UK corporation tax charge/(credit) for the year	34,661	(1,344)

NOTES TO THE FINANCIAL STATEMENTS

5. Tax (continued)

The actual tax charge/(credit) differs from the expected tax charge/(credit) computed by applying the standard rate of UK corporation tax of 19% (2019: 19%) as follows:

	2020	2019
	£	£
Expected tax charge/(credit)	34,653	(1,348)
Non-taxable items	-	4
Non-deductible items	8	-
Actual tax charge/(credit) for the year	34,661	(1,344)

In the current period, the substantively enacted UK Corporation tax rate applicable to the company from 1 April 2020 was increased from 17% to 19%.

Since the balance sheet date, it was announced in the UK Government's Budget on 3 March 2021 that the main UK corporation tax rate will increase to 25% from 1 April 2023. This change was substantively enacted on 24 May 2021.

6. Other investment

	2020	2019
	£	£
At 1 January	41	41
Impairments	(41)	-
At 31 December	-	41

The Company owns 41% of the ordinary share capital of Higher Broughton (GP) Limited, a company registered in England and Wales with an accounting reference date of 31 December. Higher Broughton (GP) Limited acts as the General Partner to the Higher Broughton Partnership LP whose principal business is that of property redevelopment. The registered address of Higher Broughton (GP) Limited is Floor 3, 1 St. Ann Street, Manchester, M2 7LR.

Investment of £41 is being fully impaired in Higher Broughton (GP) Limited because the costs involved in winding up of Higher Broughton (GP) Limited will exceed the £100 of capital it has and hence no amount will be recoverable.

7. Amount due to group companies

	2020	2019
	£	£
National Westminster Bank plc	12,078	18,105

8. Accruals, deferred income and other liabilities

	2020	2019
	£	£
Audit fee	6,000	-

NOTES TO THE FINANCIAL STATEMENTS

9. Share capital

	2020 £	2019 £
Authorised:		
1,000 Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid:		
Equity shares		
2 Ordinary shares of £1 each	2	2

The Company has one class of ordinary shares which carry no right to fixed income.

10. Related parties

UK Government

The UK Government through HM Treasury is the ultimate controlling party of NatWest Group plc. Its shareholding is managed by UK Government Investments Limited, a company it wholly owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they include the payment of taxes including UK corporation tax.

Group companies

At 31 December 2020

The Company's immediate parent was:	NatWest Markets Plc
The smallest consolidated accounts including the Company were prepared by:	NatWest Markets Plc
The ultimate parent company was:	NatWest Group plc

All parent companies are incorporated in the UK. Copies of their accounts may be obtained from Legal Governance and Regulatory Affairs, NatWest Group plc, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.