



Friday, 15 November 2019

ASX ANNOUNCEMENT

2019 AGM Proxy Forms

National Australia Bank Limited (NAB) today released the 2019 Annual General Meeting (AGM) Notice of Meeting and related Proxy Forms and Shareholder Questions Form.

Accompanying this announcement are the seven Proxy Forms for NAB's 2019 AGM. Each Form is relevant for specific groups of security holders, in the following order:

1. Holders of Ordinary shares only
2. Holders of Ordinary shares and Convertible Preference Shares issued in December 2013 (CPS II)
3. Holders of Ordinary shares and National Income Securities (NIS)
4. Holders of Ordinary shares, CPS II and NIS
5. Holders of CPS II only
6. Holders of CPS II and NIS
7. Holders of NIS

Please refer to the Notice of Meeting for information on voting entitlements and restrictions.

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National Australia Bank Limited
ABN 12 004 044 937

Need assistance?



Phone

1300 367 647 (within Australia)
+61 3 9415 4299 (outside Australia)



Online

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

To be effective your proxy form must be received by **9.30 am (AEDT) on 16 December 2019**.

Proxy Form

How to Direct Your Proxy to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appoint a proxy to vote all of your securities: You can direct your proxy how to vote on an Item of Business by marking one of the boxes opposite that Item of Business. If you do not mark a box for an item, your proxy may vote as they choose on that item. If you mark more than one box for an item your vote will be invalid on that item.

Appoint a proxy to vote a portion of your securities: Insert the number or percentage of your securities you wish to have voted on an Item of Business in the For, Against or Abstain box or boxes. The sum of the votes cast on an Item of Business must not exceed the number of securities you hold or 100%.

Appointing two proxies: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage or number of your securities each proxy can vote, otherwise each proxy may vote half of your securities. When appointing a second proxy write both names and the percentage or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of NAB.

How to sign this form

Individual: Where the holding is in your name only, you must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you are signing this proxy form under Power of Attorney and have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director together with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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Corporate Representative

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Please mark to indicate your directions

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I/We being a member/s of National Australia Bank Limited (NAB) hereby appoint

the Chairman of the Meeting OR Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of NAB to be held at **9.30am (AEDT) on Wednesday, 18 December 2019 in the Darling Harbour Theatre, International Convention Centre Sydney, Level 2, 14 Darling Drive, Darling Harbour, Sydney, NSW Australia** and at any adjournment or postponement of that Meeting.

Important Note: If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not provide directions on how to vote on Items 2 and 3, you expressly authorise the Chairman to exercise your proxy on Items 2 and 3, even though they are connected directly or indirectly with the remuneration of NAB's key management personnel.

If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on any of the Items of Business by marking the appropriate box in step 2 below.

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STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2, 4 and 5 and against Items 3, 6 and 7.

	Board recommendation	For	Against	Abstain
2 Remuneration Report	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Spill Resolution*	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election and Election of Directors				
(a) Re-election of Director - Mr Philip Chronican	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Re-election of Director - Mr Douglas McKay	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Election of Director - Ms Kathryn Fagg	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Selective capital reduction of Convertible Preference Shares (CPS II)				
(a) Selective capital reduction under the CPS II Terms	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Selective capital reduction outside the CPS II Terms	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Requisitioned resolutions promoted by Market Forces				
(a) Amendment to the Constitution	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Transition Planning Disclosure*	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Requisitioned resolution promoted by the Australasian Centre for Corporate Responsibility - Lobbying inconsistent with the goals of the Paris Agreement*	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*


Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole director and sole company secretary	Director	Director/company secretary
Print name _____	Telephone _____	Date ____/____/____





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SIGN Signature of Securityholder(s) *This section must be completed.*

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If a representative of a corporate securityholder or proxy is to attend the meeting, you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form

Online

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is:



Control Number:
SRN/HIN:

For intermediary online subscribers (custodians) use www.intermediaryonline.com

By Mail

National Australia Bank Limited
Reply Paid 2333
Melbourne Victoria 3001
Australia

By Fax

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of National Australia Bank Limited (NAB) hereby appoint

the Chairman of the Meeting OR Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of NAB to be held at **9.30am (AEDT) on Wednesday, 18 December 2019 in the Darling Harbour Theatre, International Convention Centre Sydney, Level 2, 14 Darling Drive, Darling Harbour, Sydney, NSW Australia** and at any adjournment or postponement of that Meeting.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote against or abstain from voting on the Item of Business by marking the appropriate box in step 2 below.

Please refer to the Notice of Meeting for information on voting entitlements and restrictions.

STEP 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

5	Selective capital reduction of Convertible Preference Shares (CPS II)	Against	Abstain
(b)	Selective capital reduction outside the CPS II Terms	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*


Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole director and sole company secretary	Director	Director/company secretary
Print name _____	Telephone _____	Date ____/____/____





National Australia Bank Limited
ABN 12 004 044 937

Need assistance?

 **Phone**
1300 367 647 (within Australia)
+61 3 9415 4299 (outside Australia)

 **Online**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

To be effective your proxy form must be received by **9.30 am (AEDT) on 16 December 2019**.

Proxy Form

How to Direct Your Proxy to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appoint a proxy to vote all of your securities: You can direct your proxy how to vote on an Item of Business by marking one of the boxes opposite that Item of Business. If you do not mark a box for an item, your proxy may vote as they choose on that item. If you mark more than one box for an item your vote will be invalid on that item.

Appoint a proxy to vote a portion of your securities: Insert the number or percentage of your securities you wish to have voted on an Item of Business in the **Against** or **Abstain** box or boxes. The sum of the votes cast on an Item of Business must not exceed the number of securities you hold or 100%.

Appointing two proxies: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage or number of your securities each proxy can vote, otherwise each proxy may vote half of your securities. When appointing a second proxy write both names and the percentage or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of NAB.

How to sign this form

Individual: Where the holding is in your name only, you must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you are signing this proxy form under Power of Attorney and have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director together with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

If you are attending in person, please bring this form with you to assist registration.

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the Chairman of the Meeting OR Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of NAB to be held at **9.30am (AEDT) on Wednesday, 18 December 2019 in the Darling Harbour Theatre, International Convention Centre Sydney, Level 2, 14 Darling Drive, Darling Harbour, Sydney, NSW Australia** and at any adjournment or postponement of that Meeting.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote against or abstain from voting on the Items of Business by marking the appropriate box in step 2 below.

Please refer to the Notice of Meeting for information on voting entitlements and restrictions.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

5	Selective capital reduction of Convertible Preference Shares (CPS II)	Against	Abstain
(a)	Selective capital reduction under the CPS II Terms	<input type="checkbox"/>	<input type="checkbox"/>
(b)	Selective capital reduction outside the CPS II Terms	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*


Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole director and sole company secretary	Director	Director/company secretary
Print name _____	Telephone _____	Date ____/____/____





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the Chairman of the Meeting OR Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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Please refer to the Notice of Meeting for information on voting entitlements and restrictions.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of Business.

5	Selective capital reduction of Convertible Preference Shares (CPS II)	Board recommendation	For	Against	Abstain
(a)	Selective capital reduction under the CPS II Terms	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b)	Selective capital reduction outside the CPS II Terms	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>
Sole director and sole company secretary	Director	Director/company secretary
Print name _____	Telephone _____	Date ____/____/____

