

NAB CAPITAL NOTES 3

INVESTOR PRESENTATION

February 2019



IMPORTANT NOTICE

This document has been prepared by National Australia Bank Limited ABN 12 004 044 937 (“NAB”) in relation to its proposed offer of NAB Capital Notes 3. A prospectus in respect of the offer of NAB Capital Notes 3 was lodged with ASIC on 11 February 2019 (“Prospectus”). The Prospectus does not contain the Margin or the Application Form. The Prospectus is available online at nab.com.au/ncn3offer

A prospectus containing the Margin and the Application Form will be lodged with ASIC once the Margin is determined (expected to be on or about 18 February 2019) and will be available within Australia.

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NAB Capital Notes 3 are not deposit liabilities of NAB, are not Protected Accounts or any other accounts with NAB and are not guaranteed or insured by any government, government agency or compensation scheme of the Commonwealth of Australia or any other jurisdiction, by any member of the NAB Group or by any other party. An investment in NAB Capital Notes 3 is riskier than a bank deposit. NAB Capital Notes 3 are complex and may not be suitable for all investors.

Investment products such as NAB Capital Notes 3 are subject to risks which could affect their performance, including Distribution Rate risk and market price fluctuation. These risks could result in a holder losing all or some of their investment and any associated income. NAB does not warrant or guarantee the future performance of NAB or the investment performance of NAB Capital Notes 3 (including market price). Information about the key risks of investing in NAB Capital Notes 3 is detailed in sections 1.3 and 7 of the Prospectus.

The distribution of this document or the Prospectus in jurisdictions outside Australia may be restricted by law. Any person who comes into possession of this document or the Prospectus should seek advice on, and observe, these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any other formalities need to be considered and followed. NAB Capital Notes 3 have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or resold in the United States or to, or for the account or benefit of, any U.S. Person unless the NAB Capital Notes 3 are registered under the U.S. Securities Act or an exemption from the registration requirements of the U.S. Securities Act is available. None of this document, the Prospectus, or any Application Form or other materials relating to the offer of NAB Capital Notes 3 may be distributed in the United States or to any U.S. Person. Any offer, sale or resale of NAB Capital Notes 3 within the United States by any dealer (whether or not participating in the Offer) may violate the registration requirements of the U.S. Securities Act if made within 40 days after the Closing Date or if purchased by a dealer in the Offer.

Subject to any terms implied by law and which cannot be excluded, the NAB Group shall not be liable for any errors, omissions, defects or misrepresentations in the Information (including by reasons of negligence, negligent misstatement or otherwise) or for any loss or damage (whether direct or indirect) suffered by persons who use or rely on the Information. If any law prohibits the exclusion of such liability, the NAB Group limits its liability to the re-supply of the Information, provided that such limitation is permitted by law and is fair and reasonable.

NAB CAPITAL NOTES 3 *Investment overview*

Issuer	<ul style="list-style-type: none"> National Australia Bank Limited (“NAB”)
Size and Use of Proceeds	<ul style="list-style-type: none"> A\$750 million, with the ability to raise more or less. The Offer includes a Reinvestment Offer to Eligible CPS Holders The proceeds will be used for general corporate purposes
Type of Security	<ul style="list-style-type: none"> Mandatorily convertible, subordinated, perpetual notes directly issued by NAB Are not guaranteed or secured, are not deposit liabilities of NAB and are not Protected Accounts for the purposes of the Banking Act Subordinated to claims of all depositors and to other creditors of NAB, other than claims of holders of equal ranking and junior ranking instruments
Issue Price	<ul style="list-style-type: none"> \$100 per NAB Capital Note 3
Distributions	<ul style="list-style-type: none"> Distributions are scheduled to be paid quarterly in arrears, and are expected to be fully franked Discretionary, non-cumulative and only payable subject to the Payment Conditions Distribution Rate = (Bank Bill Rate + Margin) x (1 – Tax Rate) Bank Bill Rate is a benchmark rate for the Australian money market, currently published by the ASX. The Bank Bill Rate for each Distribution Period is set on the first Business Day of that period Tax Rate is the Australian corporate tax rate applicable to the franking account of NAB on the relevant Distribution Payment Date
Margin	<ul style="list-style-type: none"> Margin to be determined under the Bookbuild – expected to be 4.00% – 4.20% The Margin will not change for the term of the NAB Capital Notes 3
Term	<ul style="list-style-type: none"> Perpetual (no fixed maturity date), unless Converted, Redeemed or Resold Subject to conditions¹, NAB has the option to Redeem, Resell or Convert on 17 June 2026 (approximately 7.25 years from issuance), or earlier following the occurrence of certain events Mandatory Conversion must occur on 19 June 2028 (approximately 9.25 years from issuance) subject to the Mandatory Conversion Conditions being satisfied, if not Redeemed, Resold or Converted prior NAB must also convert NAB Capital Notes 3 into Ordinary Shares if another entity acquires NAB, subject to certain conditions Subject to Conversion into Ordinary Shares or Write Off upon occurrence of a Loss Absorption Event (a Common Equity Trigger Event² or a Non-Viability Trigger Event²)
Capital classification	<ul style="list-style-type: none"> Additional Tier 1 Capital
Joint Lead Managers	<ul style="list-style-type: none"> National Australia Bank Limited; Morgan Stanley Australia Securities Limited; Morgans Financial Limited; Shaw and Partners Limited; UBS AG, Australia Branch; Westpac Institutional Bank
Quotation	<ul style="list-style-type: none"> Expected to be quoted on ASX under code NABPF

(1) Conditions may include regulatory approval. Holders should not expect that APRA’s approval, if requested, will be given for an Optional Conversion, Redemption or Resale

(2) The details of a Loss Absorption Event are summarised on slide 12 and further described in Section 2.7 of the Prospectus

NAB CAPITAL NOTES 3 *Offer Summary*

CPS Resale	On 11 February 2019, NAB issued a “resale notice” under the CPS Terms. That notice confirms that on 20 March 2019, all CPS on issue will be mandatorily purchased by a nominated purchaser appointed by NAB for \$100 per CPS (CPS Resale Proceeds) unless a circumstance arises which results in the resale not occurring
Who can apply? ¹	<p>The Offer comprises:</p> <ul style="list-style-type: none"> the Reinvestment Offer² – an offer to Eligible CPS Holders as at 7.00pm (Melbourne time) on 7 February 2019 with an Australian registered address³ to apply to have their CPS Resale Proceeds reinvested in NAB Capital Notes 3. Applications can be made directly to NAB or through a Syndicate Broker the Securityholder Offer – an offer to holders of Ordinary Shares, NAB Subordinated Notes 2, NAB Capital Notes, NAB Capital Notes 2, NAB CPS, NAB CPS II and National Income Securities as at 7.00pm (Melbourne time) on 7 February 2019 with an Australian registered address the Broker Firm Offer – an offer to Australian resident clients of the Syndicate Brokers the Institutional Offer – an offer to Institutional investors through the Arranger (i.e. NAB)
Minimum Application	<ul style="list-style-type: none"> 50 Notes (A\$5,000) and multiples of 10 Notes (A\$1,000) thereafter If you hold 50 CPS or fewer, you must reinvest ALL of your CPS Resale Proceeds to participate in the Reinvestment Offer
Allocation policy	<ul style="list-style-type: none"> Applications may be scaled back if there is excess demand Priority will be given to applications received under the Reinvestment Offer when allocating the NAB Capital Notes 3
How to Apply ⁴	<ul style="list-style-type: none"> Online or via the Application Form in the Prospectus if applying to reinvest CPS Resale Proceeds directly through NAB or for applications under the Securityholder Offer Through your Syndicate Broker if applying under the Broker Firm Offer (including to reinvest your CPS Resale Proceeds) Through the Arranger (i.e. NAB) if applying to participate in the Institutional Offer
Fees and expenses	<ul style="list-style-type: none"> NAB has incurred certain fees and expenses in connection with the Offer which are described in Section Nine of the Prospectus. These include payments to the Joint Lead Managers and Co-Managers
More Information	<ul style="list-style-type: none"> If you have any questions about NAB Capital Notes 3 or the Offer, you should seek advice from your financial adviser or other professional adviser. You can also call the NAB Information Line on 1300 367 647 (within Australia) or on +61 3 9415 4299 (outside Australia) (Monday to Friday 8.00am – 7.30pm Melbourne time) during the Offer Period, and for a week following

(1) Information about the different offers and how to apply can be found in Section Four “Applying for NAB Capital Notes 3” of the Prospectus

(2) If you are applying under the Reinvestment Offer, you must read Section Three “About the Reinvestment Offer” of the Prospectus

(3) Who are not individuals residing in a member state of the European Union or are not in the United States or acting as a nominee for, or for the account or benefit of a U.S. Person, or not otherwise prevented from receiving the Reinvestment Offer or the NAB Capital Notes 3 under any jurisdiction

(4) Refer to the instructions in Section Four “Applying for NAB Capital Notes 3” of the Prospectus. If you are applying under the Reinvestment Offer, you must also read Section Three “About the Reinvestment Offer” of the Prospectus

OPTIONS AVAILABLE *to Eligible CPS Holders¹*

Alternative 1	<ul style="list-style-type: none"> No separate application payment is required under the Reinvestment Offer – your CPS Resale Proceeds will be used as the application payment Applications must be for a minimum of 50 Notes (A\$5,000) and multiples of 10 Notes (A\$1,000) thereafter If you own less than 50 CPS, you can still apply to participate in the Reinvestment Offer but you must apply to reinvest the CPS Resale Proceeds relating to ALL your CPS If there is excess demand for NAB Capital Notes 3, priority will be given to applications received under the Reinvestment Offer You will also receive a final dividend of \$1.2976 per CPS that is scheduled to be paid by NAB on 20 March 2019, subject to the satisfaction of the dividend payment conditions in the CPS Terms. The expected cash payment is \$0.9083 per CPS
Reinvest some or all of your CPS Resale Proceeds into NAB Capital Notes 3 under the Reinvestment Offer	
Alternative 2	<ul style="list-style-type: none"> Eligible CPS Holders can apply for additional NAB Capital Notes 3 through the Securityholder or Broker Firm Offers, subject to minimum Application amount criteria If applying under the Securityholder Offer, payment must be made by BPAY, money order or cheque – see Section Four of the Prospectus on how to apply If there is excess demand for NAB Capital Notes 3, priority will be given to Reinvestment Offer applications ahead of applications under the Securityholder Offer If applying under the Broker Firm Offer, speak to your Syndicate Broker. Allocations by a Syndicate Broker under the Broker Firm Offer are at the discretion of the relevant Syndicate Broker
Apply for additional NAB Capital Notes 3	
Alternative 3	<ul style="list-style-type: none"> The Reinvestment Offer is voluntary and CPS holders are not required to take any action If you hold CPS on 20 March 2019, the CPS Nominated Purchaser will mandatorily purchase those CPS on that date and you will receive \$100 per CPS from the CPS Nominated Purchaser (unless a circumstance arises which results in the CPS Resale not occurring) You will also receive a final dividend of \$1.2976 per CPS that is scheduled to be paid by NAB on that date, subject to the satisfaction of the dividend payment conditions in the CPS Terms. The expected cash payment is \$0.9083 per CPS
Take no action	
Alternative 4	<ul style="list-style-type: none"> You may choose to sell your CPS on market through your broker or otherwise at the prevailing market price in the usual course The market price of CPS is subject to change from time to time. Up-to-date information about the market price of CPS can be obtained from asx.com.au (ASX code “NABPA”) If selling through your broker, you should contact your broker before the last trading day for CPS, which will be 1 March 2019 Under this option, you may have to pay brokerage and may receive a price greater or less than the face value of \$100 per CPS
Sell your CPS on market through your broker	

(1) The options available to Eligible CPS holders are detailed in Section Three “About the Reinvestment Offer” of the Prospectus

NAB CAPITAL NOTES 3 *Comparison to NAB instruments*

Feature	Term deposit	NAB Subordinated Notes 2	National Income Securities	NAB Convertible Preference Shares (CPS)	CPS II NAB Capital Notes NAB Capital Notes 2 NAB Capital Notes 3	Ordinary Shares
Capital classification	None	Tier 2 Capital	Additional Tier 1 Capital ¹	Additional Tier 1 Capital	Additional Tier 1 Capital	Common Equity Tier 1 Capital
Protection under the Financial Claims Scheme	Yes	No	No	No	No	No
Term	Often between 1 month and 5 years	11.5 years ²	Perpetual ²	Perpetual ³	Perpetual (no maturity date)	Perpetual (no maturity date)
Margin	Varies from product to product	2.20%	1.25%	3.20%	CPS II: 3.25% NAB Capital Notes: 3.50% NAB Capital Notes 2: 4.95% NAB Capital Notes 3: Expected to be in the range of 4.00% to 4.20%	N/A
Interest/distribution/dividend rate	Fixed	Floating	Floating	Floating	Floating	Variable dividends as determined by Directors
Interest/distribution/dividend payment dates	Often at the end of term or per annum	Quarterly	Quarterly	Quarterly	Quarterly	Twice yearly (no fixed dates)
Rights if interest/distributions/dividends not fully franked	N/A – interest payments are not franked	N/A – interest payments are not franked	N/A – distributions are not franked ⁴	Distribution adjusted to reflect applicable franking rate	Distribution adjusted to reflect applicable franking rate	None
Conditions to payment of interest/distributions/dividends	None, subject to applicable laws and any specific conditions	Subject to the Solvency Condition	Subject to conditions including the availability of distributable profits and other prudential regulatory tests. Non-cumulative	Subject to the discretion of the Directors, and are also only payable if a “Payment Condition” ⁵ does not exist on the distribution payment date. Non-cumulative	Subject to the discretion of the Directors, and are also only payable if a “Payment Condition” ⁵ does not exist on the distribution payment date. Non-cumulative	Subject to the discretion of Directors and applicable laws and regulations

(1) The National Income Securities have been classified as Additional Tier 1 Capital under the Basel III Prudential Standards on a transitional basis

(2) Subject to early redemption by NAB with the prior approval of APRA

(3) NAB Capital Notes, NAB Capital Notes 2 and NAB Capital Notes 3 are scheduled to convert into Ordinary Shares on 23 March 2022, 8 July 2024 and 19 June 2028 respectively, or on the occurrence of certain acquisition events. NAB may also be required to convert NAB Capital Notes, NAB Capital Notes 2 and NAB Capital Notes 3 as a result of a loss absorption event. In addition, NAB Capital Notes, NAB Capital Notes 2 and NAB Capital Notes 3 may be converted, redeemed or resold with the prior written approval of APRA. NAB Capital Notes, NAB Capital Notes 2 and NAB Capital Notes 3 may also be written off in certain circumstances.

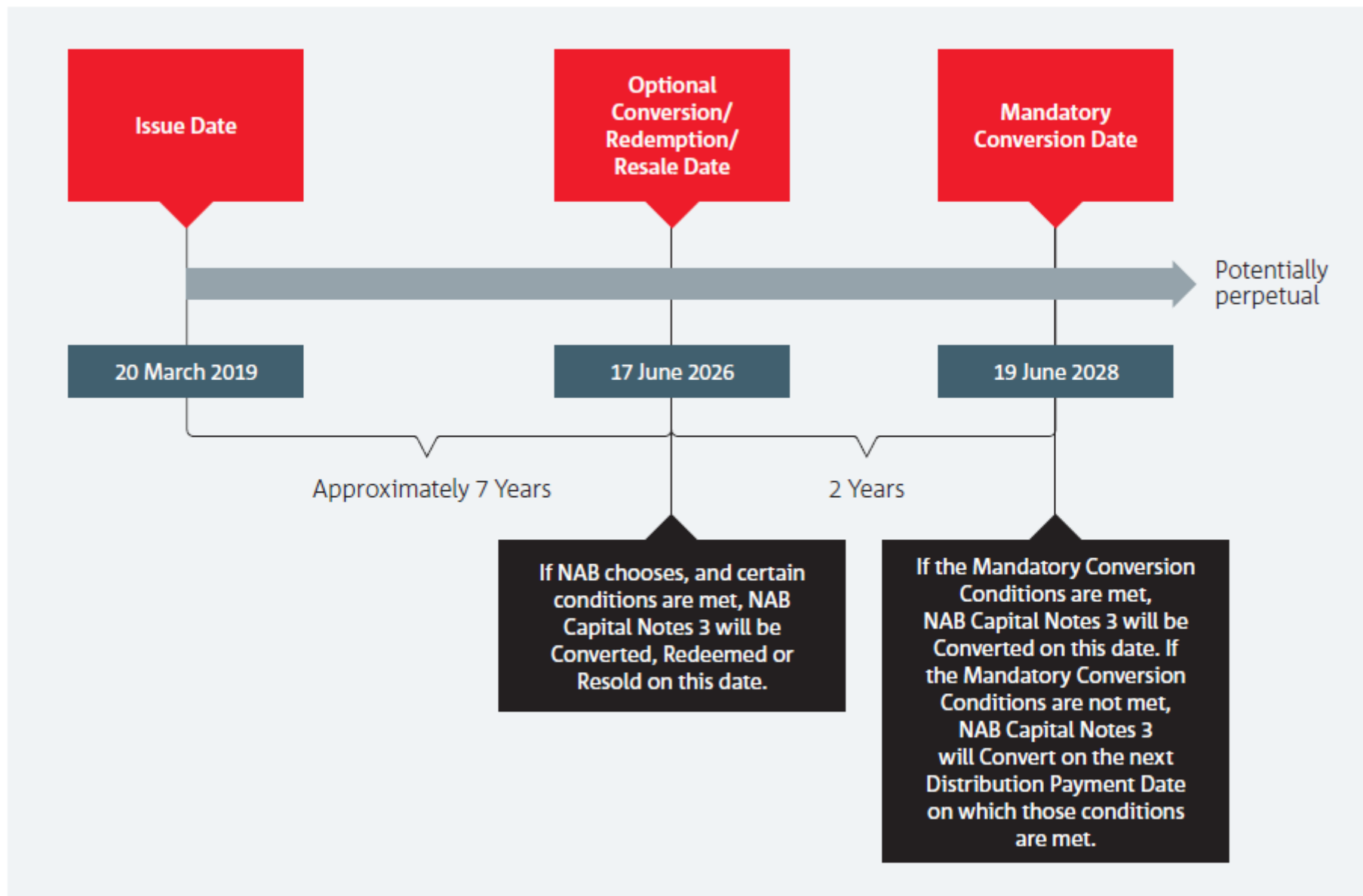
(4) The distributions on the National Income Securities are currently not able to be franked due to a provision in the tax law which applies specifically to instruments that qualify as Tier 1 Capital for prudential purposes. When the National Income Securities no longer qualify as Tier 1 Capital from 31 December 2021, it is expected that any subsequent distributions will be franked to the same extent as dividends on NAB's ordinary shares are franked

(5) Broadly, a “Payment Condition” will exist where NAB is prevented from paying the distribution by prudential regulatory requirements, applicable law or insolvency

NAB CAPITAL NOTES 3 *Comparison to NAB instruments (cont.)*

Feature	Term deposit	NAB Subordinated Notes 2	National Income Securities	NAB Convertible Preference Shares	NAB Capital Notes NAB Capital Notes 2 NAB Capital Notes 3	Ordinary Shares
Dividend restriction if interest not paid	N/A	No	Yes – applies to Ordinary Shares and equally ranking securities until a year's distribution is paid	Yes – applies to Ordinary Shares only, until the next dividend payment date	Yes – applies to Ordinary Shares only, until the next distribution payment date	N/A
Transferable	No	Yes – quoted on ASX under the code NABPE	Yes – quoted on the ASX under the code NABHA	Yes – quoted on the ASX under the code NABPA	Yes – quoted on ASX under the codes: NAB Capital Notes: NABPC NAB Capital Notes 2: NABPD NAB Capital Notes 3: expected to be quoted under NABPF	Yes – quoted on ASX under the code NAB
Loss absorption event	No	Yes	No	Yes ¹	Yes ¹	No
Mandatory Conversion into Ordinary Shares	No	No	No	Yes ³	Yes ³	N/A
NAB's early Conversion option	No	No	No	Yes with the prior approval of APRA	Yes with the prior approval of APRA	N/A
NAB's early redemption option	No	Yes, with the prior written approval of APRA	Yes, with the prior written approval of APRA	Yes, with the prior written approval of APRA	Yes, with the prior written approval of APRA	No
Voting rights	No right to vote at general meetings of holders of Ordinary Shares	No right to vote at general meetings of holders of Ordinary Shares	No right to vote at general meeting of holders of Ordinary Shares, except in certain limited circumstances	No right to vote at general meetings of holders of Ordinary Shares	No right to vote at general meetings of holders of Ordinary Shares	Right to vote at general meetings of holders of Ordinary Shares
Ranking	See Table 2 of the Prospectus: Illustration of ranking on winding up					

NAB CAPITAL NOTES 3 *Timeline*



There are certain other events that could occur at any time while NAB Capital Notes 3 are on issue which may result in NAB Capital Notes 3 being Converted, Redeemed, Resold or Written Off

SUMMARY OF CERTAIN EVENTS *that may occur*

Event	When?	Is APRA approval required? ¹	Do conditions apply?	What value will a Holder receive for each NAB Capital Note 3?	In what form will that value be provided to Holders?
Mandatory Conversion	On 19 June 2028 or the next Distribution Payment Date after that date on which the Mandatory Conversion Conditions are satisfied ⁷	No	Yes	Approximately \$101 ^{2,5}	Variable number of Ordinary Shares
Optional Conversion	On 17 June 2026 ⁷	Yes	Yes	Approximately \$101 ^{2,5}	Variable number of Ordinary Shares
Optional Redemption or Resale	On 17 June 2026 ⁷	Yes	Yes	\$100 (Face Value)	Cash
Conversion in other circumstances	If a Tax Event, Regulatory Event or Potential Acquisition Event occurs	Yes	Yes	Approximately \$101 ^{2,3,5}	Variable number of Ordinary Shares
	If an Acquisition Event occurs	No	Yes	Approximately \$101 ^{2,3,5}	Variable number of Ordinary Shares
	If a Loss Absorption Event occurs ⁶	No	No	Depending on the market price of Ordinary Shares, likely to receive significantly less than \$101 and may lose a significant amount of the money they invested in NAB Capital Notes 3 as a consequence	Variable number of Ordinary Shares If NAB Capital Notes 3 are not Converted for any reason into Ordinary Shares within the required time, NAB Capital Notes 3 will be Written Off ⁴
Redemption / Resale in other circumstances	If a Tax Event or Regulatory Event occurs	Yes	Yes	\$100 (Face Value) ³	Cash

(1) Holders should not expect that APRA approval will be given if requested.

(2) The Conversion Conditions are designed to ensure that on a Conversion (other than following a Loss Absorption Event) Holders receive approximately \$101 worth of Ordinary Shares for each NAB Capital Note 3 they hold, and that the Ordinary Shares they receive following Conversion are capable of being sold on the ASX. However, the value of Ordinary Shares received on Conversion may be worth more or less than \$101. The number of Ordinary Shares that Holders will receive will not be greater than the Maximum Conversion Number.

(3) If a Conversion (other than on account of a Loss Absorption Event), Redemption or Resale occurs on a day that is not a scheduled quarterly Distribution Payment Date, Holders of NAB Capital Notes 3 which are being Converted, Redeemed or Resold will also receive a Distribution in respect of these NAB Capital Notes 3 for the period from (and including) the immediately preceding Distribution Payment Date to (but not including) the date on which the Conversion, Redemption or Resale occurs (provided the conditions to payment are met, including the Directors resolving to pay the Distribution).

(4) If a NAB Capital Note 3 is Written Off, all rights (including to Distributions) in respect of that NAB Capital Note 3 will be terminated, and the Holder will not have their capital repaid.

(5) Based on a Face Value of \$100 and with the benefit of a 1% discount.

(6) The number of NAB Capital Notes 3 Converted will depend on how much Common Equity Tier 1 Capital NAB needs. See Section 2.7 for more information.

(7) To be eligible as Additional Tier 1 Capital, NAB cannot have the right to Redeem or Resell NAB Capital Notes 3 earlier than the fifth anniversary of the Issue Date or later than two years before the first scheduled Mandatory Conversion Date (other than for certain tax or regulatory reasons).

MANDATORY CONVERSION

Mandatory Conversion

- On the Mandatory Conversion Date, if NAB Capital Notes 3 have not been Converted, Written Off, Redeemed or Resold beforehand, NAB must Convert NAB Capital Notes 3 into Ordinary Shares, provided the Mandatory Conversion Conditions are satisfied
- The Mandatory Conversion Date will be the earlier of:
 - 19 June 2028, and
 - the next Distribution Payment Date after 19 June 2028 on which the Mandatory Conversion Conditions are satisfied

First Mandatory Conversion Condition

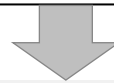
25th Business Day before a potential Mandatory Conversion Date



The VWAP of Ordinary Shares on the 25th Business Day immediately preceding (but not including) a possible Mandatory Conversion Date must be greater than 56% of the Issue Date VWAP

Second Mandatory Conversion Condition

Period from the 20th Business Day before a potential Mandatory Conversion Date to the last Business Day immediately preceding (but not including) the potential Mandatory Conversion Date



The VWAP of Ordinary Shares during the period of 20 Business Days on which trading in Ordinary Shares took place immediately preceding (but not including) a possible Mandatory Conversion Date must be greater than 50.51% of the Issue Date VWAP

Third Mandatory Conversion Condition

Potential Mandatory Conversion Date (subject to satisfaction of Mandatory Conversion Conditions)



Ordinary Shares must not have been delisted or suspended from trading on the ASX for a certain period of time and there must be no Inability Event subsisting

The Mandatory Conversion Conditions are designed to ensure that Holders receive approximately A\$101 worth of Ordinary Shares for each NAB Capital Note 3 they hold and that the Ordinary Shares they receive following Conversion are capable of being sold on the ASX

DISTRIBUTIONS

NAB Capital Notes 3 are expected to pay quarterly Distributions, expected to be fully franked. A Distribution will be paid provided the Directors decide to pay it, and provided a Payment Condition does not exist on the Distribution Payment Date.

A Payment Condition exists where NAB is prevented from paying the Distribution by prudential regulatory requirements, applicable law or insolvency. Distributions are non-cumulative.

<p>Distribution Rate</p>	<ul style="list-style-type: none"> The Distribution Rate is a floating rate (i.e. it may go up or down) The Distribution Rate for each quarterly Distribution will be calculated using the following formula: <p>Distribution Rate = (Bank Bill Rate¹ + Margin) x (1 – Tax Rate²)</p> <ul style="list-style-type: none"> Margin determined under the Bookbuild, expected to be in the range of 4.00% to 4.20% For example, if the Bank Bill Rate was 2.00%, the Margin was 4.00% and the Australian corporate tax rate was 30%, assuming the Distribution is fully franked the Distribution Rate for that Distribution Period would be calculated as follows: <ul style="list-style-type: none"> – (2.0000% + 4.0000%) x (1 – 0.30) = 4.2000%³ – Equivalent to an unfranked distribution rate of 6.0000%⁴
<p>Restrictions on dividends and buy-backs in respect of Ordinary Shares</p>	<ul style="list-style-type: none"> If for any reason a Distribution has not been paid in full on a Distribution Payment Date, NAB must not, subject to certain exceptions, unless approved by an Ordinary Resolution, until and including the next Distribution Payment Date: <ul style="list-style-type: none"> – Declare, determine to pay, or pay a dividend on Ordinary Shares; or – Buy back or reduce capital on Ordinary Shares. <p>However, if the Distribution is paid in full within 3 Business Days of the Distribution Payment Date, this restriction will no longer apply.</p>

(1) Bank Bill Rate is a benchmark rate for the Australian money markets, currently published by the ASX. The Bank Bill Rate for each Distribution Period is set on the first Business Day of that period

(2) Tax Rate means the Australian corporate tax rate applicable to the franking account of NAB on the relevant Distribution Payment Date (expressed as a decimal)

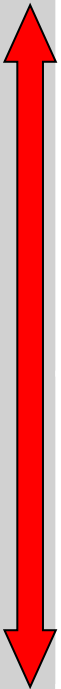
(3) The Distribution Rate shown is for illustrative purposes only and does not indicate, guarantee or forecast the actual Distribution Rate. The actual Distribution Rate may be higher or lower than this example

(4) Your ability to use the franking credits will depend on your individual tax position. The potential value of franking credits does not accrue to you at the same time as you receive the cash Distribution

NAB CAPITAL NOTES 3 *Loss Absorption Event*

Loss Absorption Events	<ul style="list-style-type: none"> A Loss Absorption Event is each of: <ul style="list-style-type: none"> a Common Equity Trigger Event a Non-Viability Trigger Event
Common Equity Trigger Event	<ul style="list-style-type: none"> A Common Equity Trigger Event will occur if NAB's Common Equity Tier 1 Capital (CET1 Capital) Ratio as determined by NAB or APRA at any time is equal to or less than 5.125% (on either a Level 1 or Level 2 basis)
Non-Viability Trigger Event	<ul style="list-style-type: none"> A Non-Viability Trigger Event means APRA has provided a written determination to NAB that: <ul style="list-style-type: none"> The conversion into Ordinary Shares or write off of Relevant Tier 1 Capital Instruments, (which includes NAB Capital Notes 3) is necessary because, without that conversion or write off, APRA considers that NAB would become non-viable; or Without a public sector injection of capital into, or equivalent support with respect to, NAB, APRA considers that NAB would become non-viable
Loss Absorption Event	<ul style="list-style-type: none"> If a Loss Absorption Event occurs, NAB must convert or write off all (or in some cases, some) Relevant Tier 1 Capital Instruments (including NAB Capital Notes 3). Depending on how much Common Equity Tier 1 Capital NAB needs, NAB may be: <ul style="list-style-type: none"> permitted by APRA to convert or write off only some of these instruments; or required to convert or write off all of these instruments. Where a Non-Viability Trigger Event occurs and a public sector injection of capital or other support is required, all Relevant Tier 1 Capital Instruments (including NAB Capital Notes 3) must be converted or written off. Conversion is immediate and is not subject to the Mandatory Conversion Conditions or any other conditions.
Write Off of NAB Capital Notes 3 where NAB Capital Notes 3 cannot be Converted on a Loss Absorption Event Conversion Date	<ul style="list-style-type: none"> If, following a Loss Absorption Event, Conversion has not been effected within 5 days of the Loss Absorption Event Conversion Date for any reason (including an Inability Event), those NAB Capital Notes 3 will not be Converted but instead will be Written Off If NAB Capital Notes 3 are Written Off, the rights of a Holder (including to payments of Distributions and Face Value) are immediately and irrevocably terminated and written off with effect on and from the Loss Absorption Event Conversion Date

RANKING Upon Winding Up

	Examples	Examples of existing NAB obligations and securities ¹
Higher Ranking		
	Liabilities preferred by law and secured debt	<ul style="list-style-type: none"> Savings accounts and term deposits Secured liabilities and covered bonds
	Unsubordinated unsecured debt	<ul style="list-style-type: none"> Bonds and notes, e.g. senior unsecured notes Trade and general creditors
	Term subordinated unsecured debt issued before 1 January 2013	<ul style="list-style-type: none"> Subordinated debt obligations issued before 1 January 2013
	Term subordinated unsecured debt issued after 1 January 2013 and perpetual subordinated unsecured debt	<ul style="list-style-type: none"> Subordinated debt obligations issued after 2013
Equal ranking obligations	Preference shares and other equally ranked instruments	<ul style="list-style-type: none"> NAB Capital Notes 3², and any securities expressed to rank equally with NAB Capital Notes 3, which include: <ul style="list-style-type: none"> NAB Capital Notes NAB Capital Notes 2 NAB CPS NAB CPS II The preference shares comprised in the National Income Securities
Lower ranking obligations	Ordinary shares	<ul style="list-style-type: none"> Ordinary Shares
Lower Ranking		

(1) This is a very simplified capital structure and does not include every type of security or obligation issued by NAB. NAB has the right, at any time, to issue any type of debt, deposits, obligations or securities of any kind at any time. NAB Capital Notes 3 do not place any limit on the amount of any such issuance

(2) If a NAB Capital Note 3 is Converted, the Ordinary Shares a Holder receives on Conversion will rank equally with other Ordinary Shares in a winding up of NAB. If a Write Off of a NAB Capital Note 3 occurs following a Loss Absorption Event, the rights of Holders to distributions and returns of capital in respect of that NAB Capital Note 3 will be terminated, the NAB Capital Note 3 will not be Converted, Redeemed or Resold on any subsequent date and the Holder will not have their capital repaid. If NAB Capital Notes 3 are Written Off, Holders will be worse off than holders of CPS, CPS II and Ordinary Shares

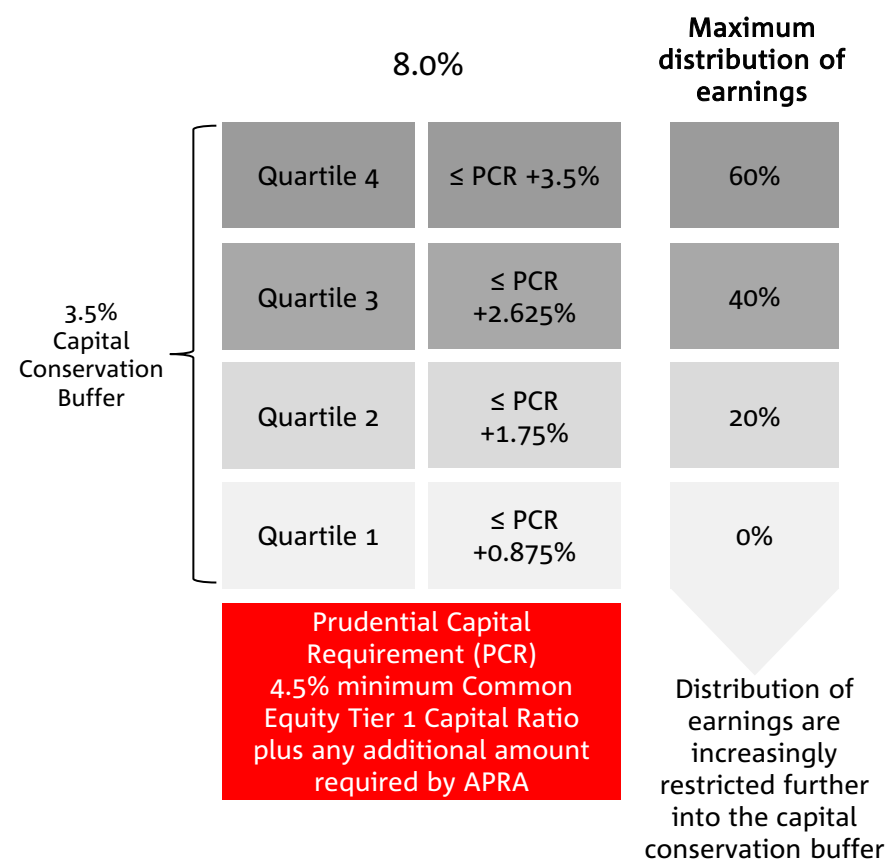
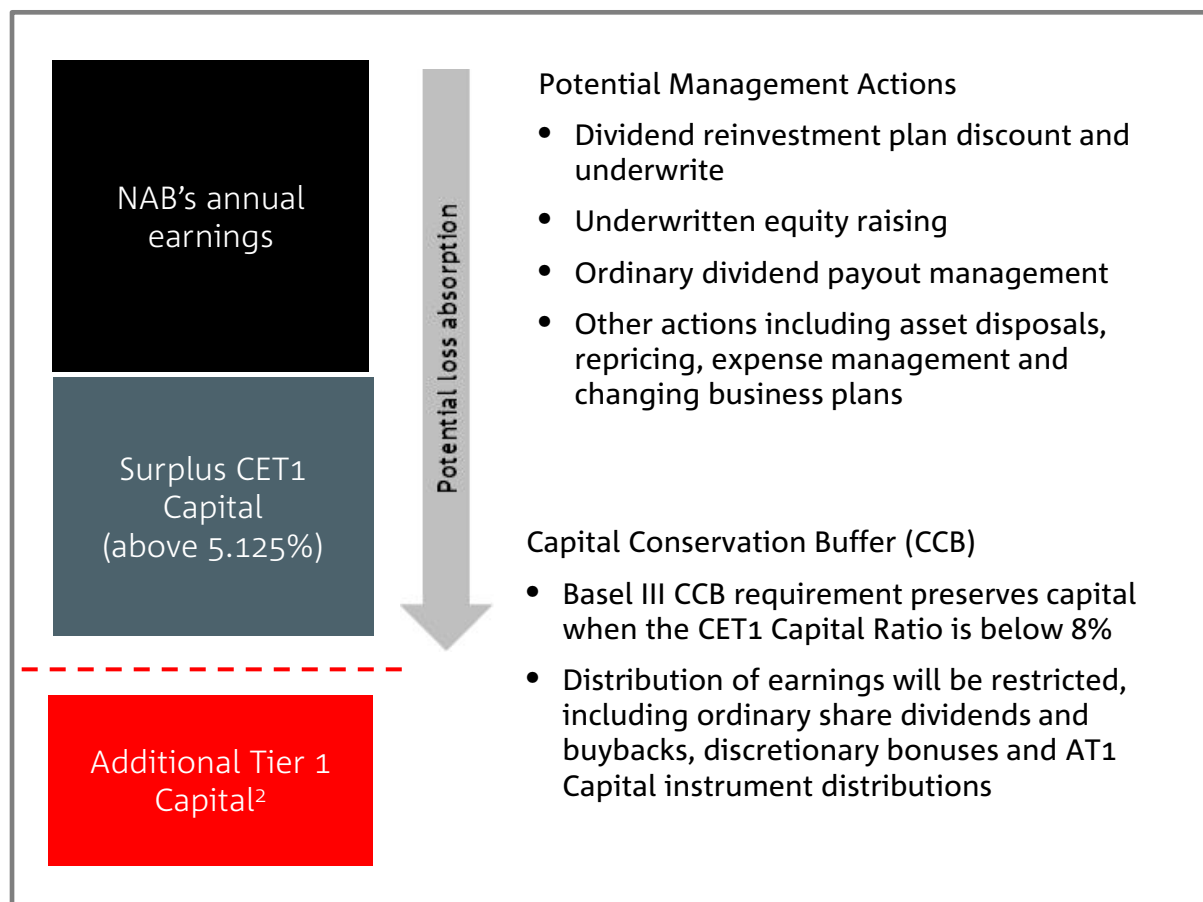
BUFFERS AND PRE-EMPTIVE ACTIONS *to protect NAB Capital Notes 3 holders*

- NAB's capital position and earnings provide a buffer for NAB Capital Notes 3 holders
- The Capital Conservation Buffer (CCB) restricts the ability for NAB to distribute earnings should NAB's CET1 capital ratio fall below 8.0%
- There are also numerous pre-emptive management actions available to strengthen capital

Indicative Buffers above Common Equity Trigger Event Level

Actions available to strengthen capital¹

Illustration of the Capital Conservation Buffer



- (1) NAB does not commit to take any of the illustrative pre-emptive actions, and NAB's level of Common Equity Tier 1 Capital may be affected by risks associated with its business and its ability to raise and maintain levels of capital which are outside its control
- (2) May include some or all Basel II AT1 Capital subject to actions under the Banking Act at the relevant time

NAB CAPITAL NOTES 3 *Key Dates*

Important Dates for the Offer	Date
Record Date for Securityholder Offer	7.00pm (Melbourne time) on 7 February 2019
Announcement of the Offer	11 February 2019
Lodgement of Prospectus with ASIC	11 February 2019
Bookbuild	18 February 2019
Announcement of Margin	18 February 2019
Offer Opens	19 February 2019
Offer Closes (Broker Firm, Securityholder, Reinvestment and Institutional)	14 March 2019
Issue of NAB Capital Notes 3	20 March 2019
Commencement of deferred settlement trading	21 March 2019
Completion of despatch of Holding Statements	26 March 2019
Commencement of trading on normal settlement basis	27 March 2019
First Distribution Payment Date ¹	17 June 2019
Optional Redemption Date ²	17 June 2026
Mandatory Conversion Date ³	19 June 2028

Important Dates for CPS holders	Date
Record date for determining Eligible CPS Holders for the Reinvestment Offer (relevant CPS must also be held on the Closing Date for the Reinvestment Offer)	7.00pm (Melbourne time) on 7 February 2019
Opening Date for the Reinvestment Offer	19 February 2019
Closing Date for the Reinvestment Offer	14 March 2019
Issue of NAB Capital Notes 3	20 March 2019
Quarterly distribution payment of \$1.2976 per CPS ⁴	20 March 2019

Important Dates for CPS holders not participating in the Reinvestment Offer	Date
Last day of trading in CPS	1 March 2019
Ex-date for the final CPS dividend	4 March 2019
Record date for the final CPS dividend	7.00pm (Melbourne time) on 5 March 2019
Payment date for the final CPS dividend ⁴	20 March 2019
Transfer of CPS to CPS Nominated Purchaser	20 March 2019
Payment date for CPS resold to CPS Nominated Purchaser	20 March 2019

- NAB has prepared a guide for those considering investing in hybrids issued by a bank.
- NAB hopes this guide will help investors understand how hybrid securities work, their key features and some of the key risks of investing in them. Hybrid securities are complex securities and may not be suitable for all investors.
- You can find this guide at nab.com.au/hybrideducation

(1) Subject to the Directors resolving to pay the Distribution and no Payment Condition existing on 17 June 2019.

(2) With APRA's prior written approval, NAB may elect to Redeem NAB Capital Notes 3 on 17 June 2026 and on any Distribution Payment Date thereafter and on the occurrence of certain other events. Holders should not expect that APRA's approval will be given for any optional Redemption. This date assumes the Issue Date is 20 March 2019.

(3) NAB Capital Notes 3 will Convert into Ordinary Shares on 19 June 2028 (subject to the Mandatory Conversion Conditions being satisfied and only if, prior to that date, NAB Capital Notes 3 have not been Converted, Redeemed or Resold with APRA's prior written approval, or Written Off. This date assumes the Issue Date is 20 March 2019.

(4) Subject to the satisfaction of payment conditions in the CPS Terms.

ABOUT NAB

NAB CAPITAL NOTES 3 INVESTOR PRESENTATION



ABOUT NAB *Longer Term Strategic focus*

PURPOSE

BACK THE BOLD WHO MOVE AUSTRALIA FORWARD

VISION

TO BE AUSTRALIA'S LEADING BANK, TRUSTED BY CUSTOMERS FOR EXCEPTIONAL SERVICE

OBJECTIVES¹

NPS positive and #1 of major Australian banks (priority segments)

Cost to Income ratio towards 35%

#1 ROE of major Australian banks

Top quartile employee engagement

HOW WE WILL WIN – BY BACKING OUR CUSTOMERS

Best Business Bank

Simpler and Faster

New and Emerging Growth Opportunities

Great Leaders, Talent and Culture

GREAT PEOPLE LIVING OUR VALUES

- Passion for Customers
- Win Together

- Be Bold

- Respect for People
- Do the Right Thing

FOUNDATIONS

- Balance Sheet

- Risk

- Technology

(1) Refer to key risks, qualifications and assumptions in relation to forward-looking statements on page 110 of NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

NAB AT A GLANCE *Solid performance indicators*

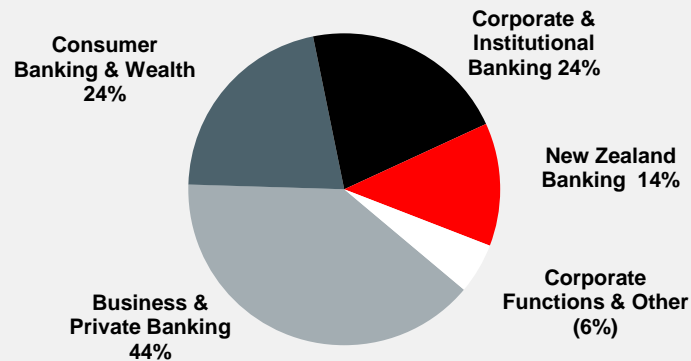
~33,000
Employees¹

~9 million
Customers¹

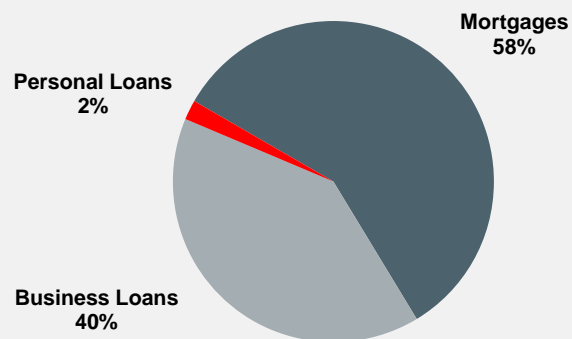
~900
Branches/Business centres¹

160 years
in operation¹

CASH EARNINGS DIVISIONAL SPLIT¹



GROSS LOANS & ACCEPTANCES SPLIT¹



Key Financial Data

FY18

1Q19⁶

Cash Earnings²

\$6.493 bn

\$1.65 bn

Cash ROE²

13.3 %

n/a

Gross Loans & Acceptances

\$586 bn

n/a

Non-performing loans to GLAs³

71 bps

72 bps

CET1 (APRA)

10.2 %

10.0 %

NSFR (APRA)

113 %

112 %

Australian Market Share

As at September 2018

Business lending⁴

20.9 %

Housing lending⁴

15.4 %

Personal lending⁵

10.4 %

Cards⁴

13.6 %

(1) Information as at 30 September 2018 and is taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

(2) Numbers are shown excluding restructuring-related costs and customer-related remediation. Refer to page 108 for definition of cash earnings and reconciliation to statutory net profit

(3) 90 days past due & Gross Impaired Assets to Gross Loans & Advances

(4) APRA Monthly Banking Statistics

(5) Personal loans business tracker reports provided by RFI (September 2018), represents share of RFI defined peer group data

(6) Information as at 31 December 2018 and is taken from NAB's Q1 2019 Trading Update dated 7 February and can be found at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

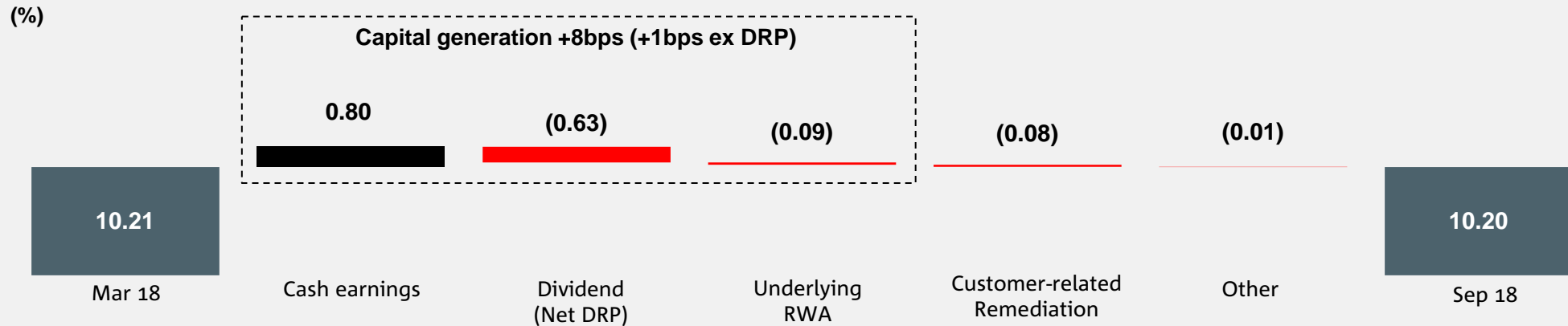
PERFORMANCE SUMMARY *Consistent over time*

Financial Results	FY14 ¹	FY15 ¹	FY16 ¹	FY17 ¹	FY18 ¹
Cash earnings (\$m) ²	5,055	6,222	6,483	6,642	6,493 ⁶
NIM	1.91%	1.90%	1.88%	1.85%	1.85%
Cash ROE	11.6%	14.8%	14.3%	14.0%	13.3% ⁶
Balance Sheet	Sep 14	Sep 15	Sep 16	Sep 17	Sep 18
CET1 ratio (APRA)	8.63%	10.24%	9.77%	10.06%	10.20%
Total capital ratio (APRA)	12.16%	14.15%	14.14%	14.58%	14.12%
Risk-weighted assets spot (\$bn) ³	367.7	399.8	388.4	382.1	389.7
Gross loans and acceptances (GLA) (\$bn) ^{1,3,4}	537.6	521.9	545.8	565.1	585.6
Total deposits spot (\$bn) ^{1,4}	383.0	362.0	390.5	407.6	409.0
90+ DPD and GIA to GLA ¹	1.19%	0.63%	0.85%	0.70%	0.71%
Collective provision to risk-weighted assets ¹	0.83%	0.99%	0.85%	0.86%	0.92%
Specific Provision to gross impaired assets ^{3,5}	35.5%	30.3%	38.3%	45.5%	44.4%

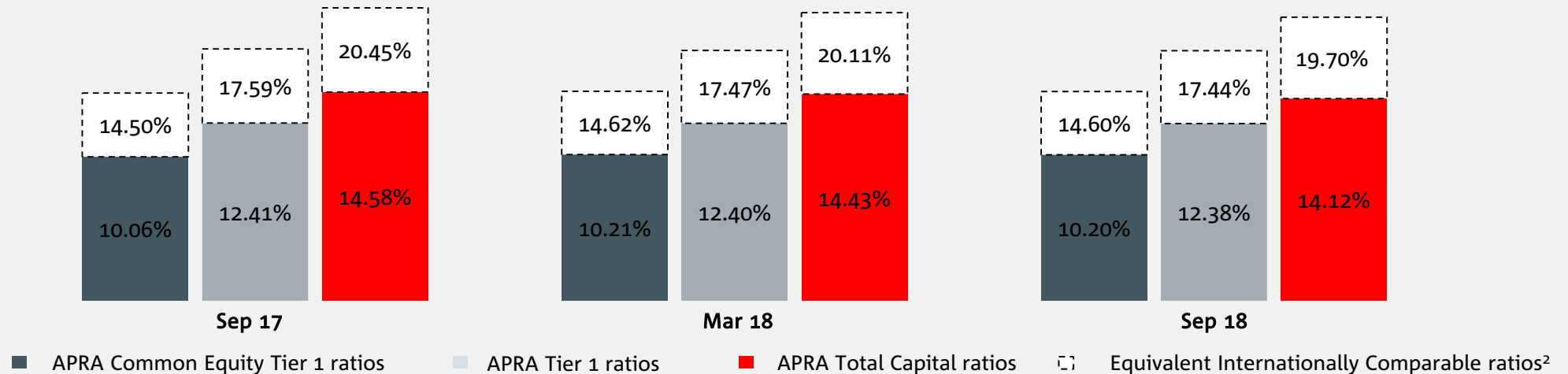
- (1) Information is presented on a continuing operations basis including restatement for September 2015 for the demerger of CYBG PLC and the sale of 80% of NAB Wealth's life insurance business to Nippon Life. September 2014 was restated for the sale of GWB, but has not been restated for the demerger of CYBG PLC and the sale of 80% of the NAB Wealth's life insurance business to Nippon Life
- (2) The definition of cash earnings, a discussion of non-cash earnings items and a full reconciliation of the cash earnings to statutory net profit attributable to owners of NAB is set out on page 2 to 8 of the 2018 Full Year Results Announcement
- (3) Including loans and advances at fair value
- (4) Spot balance as at reporting date
- (5) Consists only of impaired assets where a specific provision has been raised and excludes NZ Banking dairy exposures currently assessed as no loss based on collective provision and security held
- (6) Excludes restructuring and customer remediation-related charges

CAPITAL POSITION *On track to achieve 10.5% CET1 Ratio by 1 Jan 2020*

GROUP BASEL III COMMON EQUITY TIER 1 CAPITAL RATIO¹



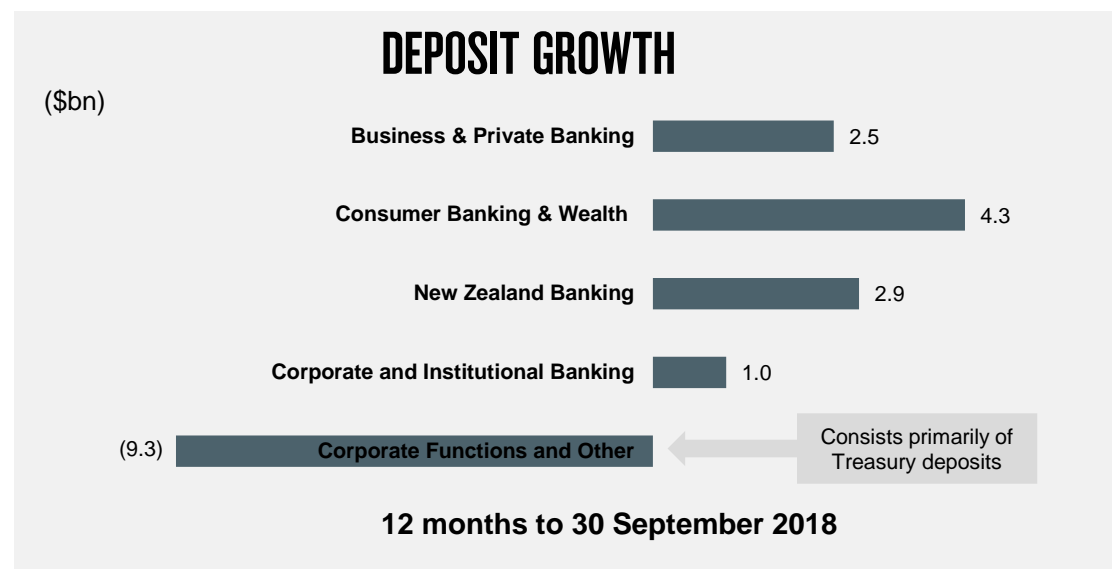
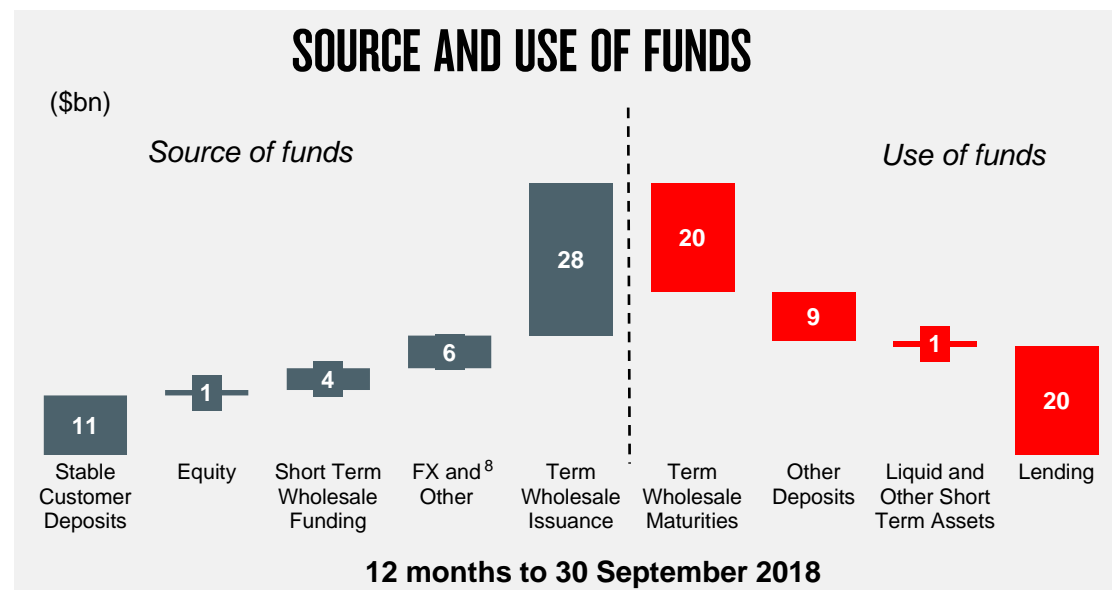
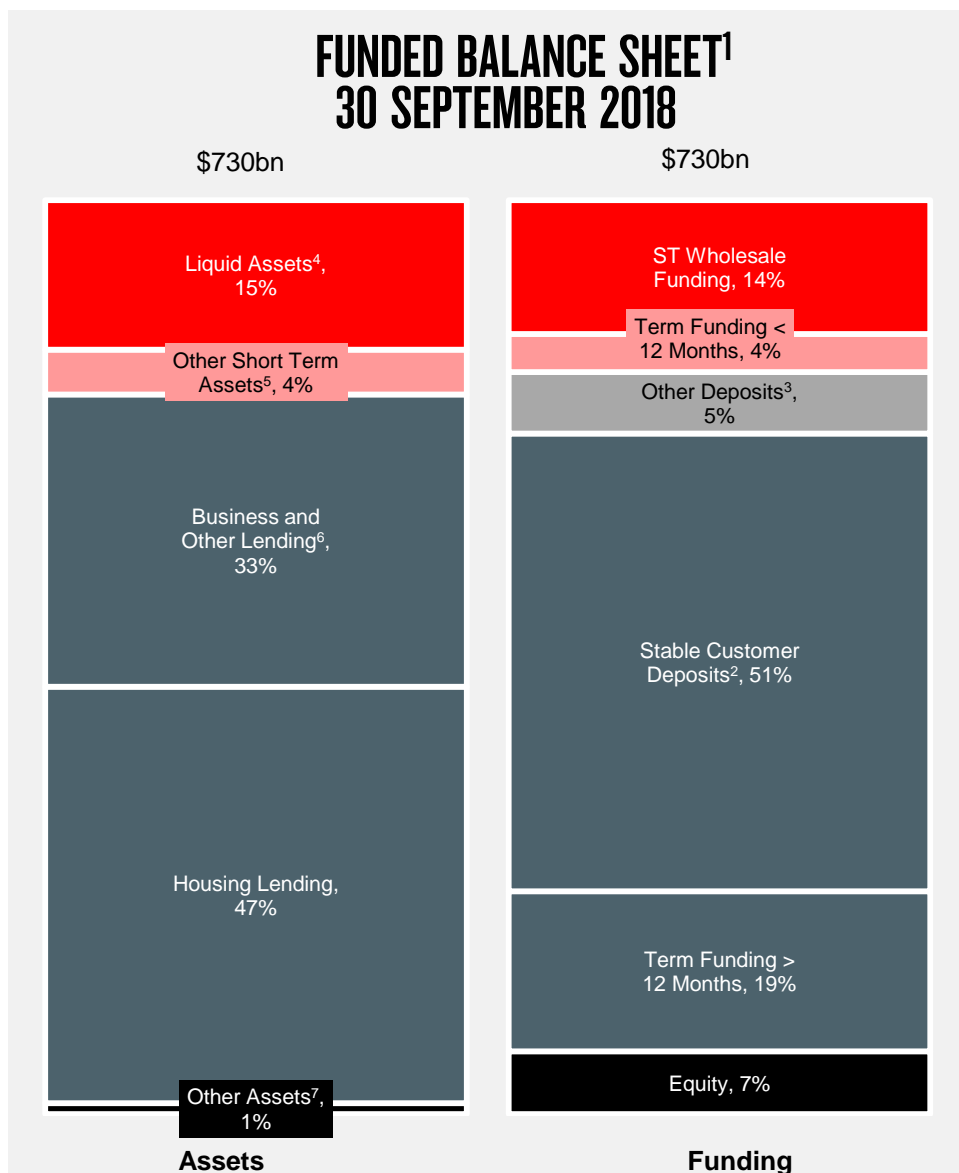
GROUP BASEL III CAPITAL RATIOS¹



(1) Information is taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

(2) Assuming a DRP participation rate of 35%

ASSET FUNDING *Stable structural balance sheet metrics*



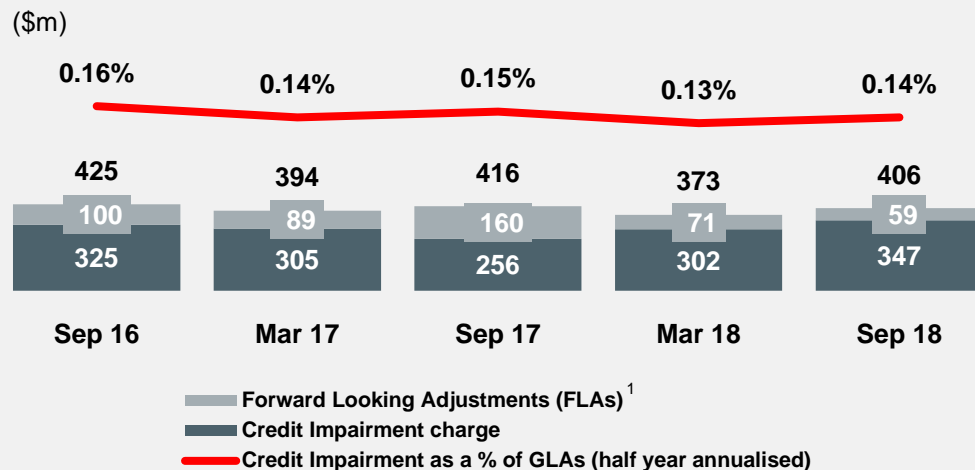
- 1) Excludes repurchase agreements, trading and hedging derivatives, insurance assets and liabilities and any accruals, receivables and payables that do not provide net funding
- 2) Includes operational deposits, non-financial corporate deposits and retail / SME deposits. Excludes certain offshore deposits
- 3) Includes non-operational financial institution deposits and certain offshore deposits
- 4) Regulatory liquid assets including high quality liquid assets and CLF eligible assets
- 5) Includes non-repo eligible liquid assets and trade finance loans

- 6) Excludes trade finance loans
- 7) Includes net derivatives, goodwill, property, plant and equipment and net of accruals, receivables and payables
- 8) Largely related to FX movements on term wholesale funding and net movement in other assets and other liabilities

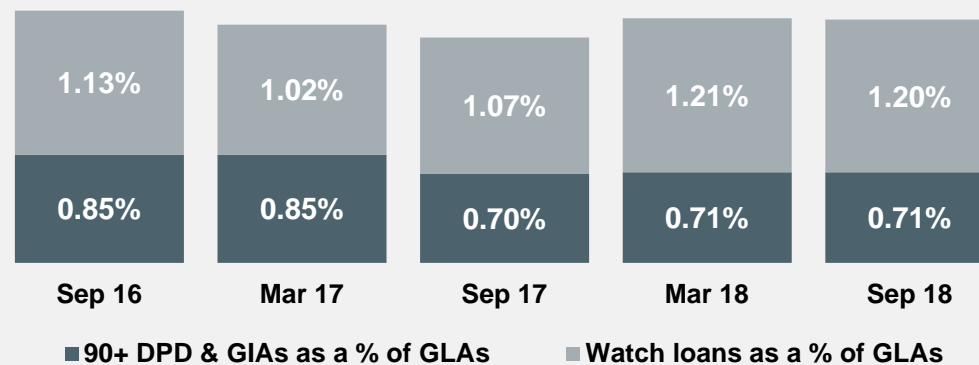
Note: slide is taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

ASSET QUALITY AND PROVISIONING *Remains Prudent*

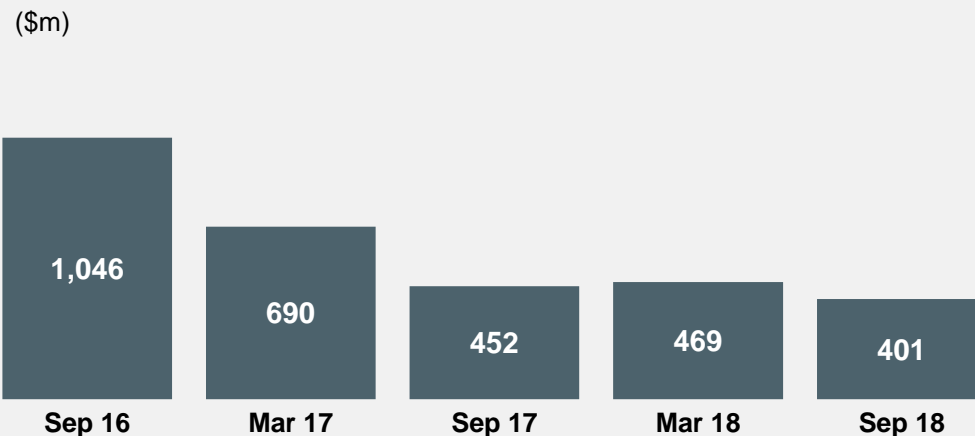
CREDIT IMPAIRMENT



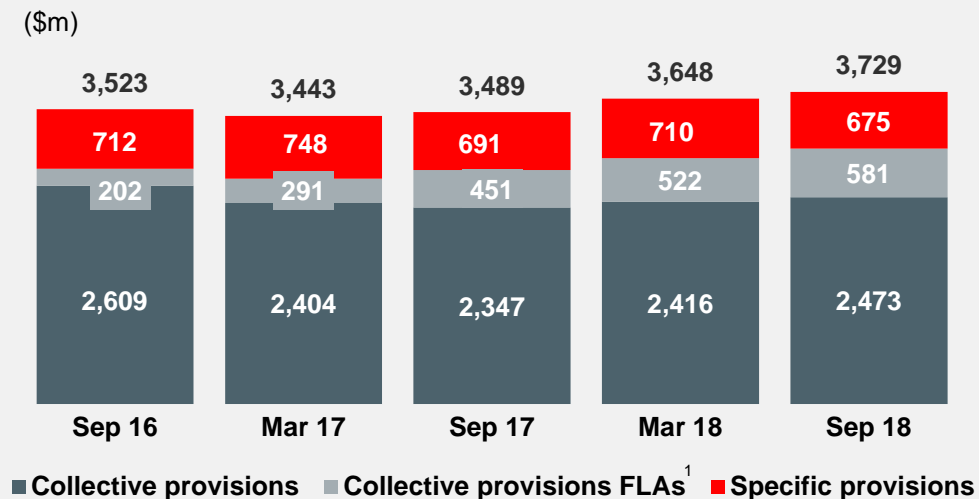
90+ DPD, GIAs & WATCH LOANS AS A % OF GLAs



NEW IMPAIRED ASSETS



COLLECTIVE AND SPECIFIC PROVISIONS



(1) Represents collective provision Forward Looking Adjustments (FLAs) raised for targeted sectors

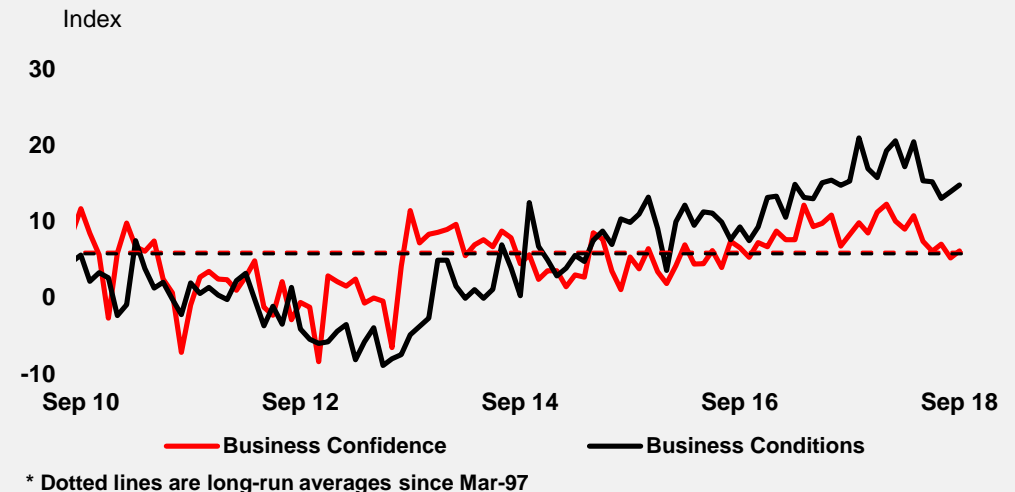
Note: Slide s taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

RISKS EMERGING *But Australian Economy remains sound*

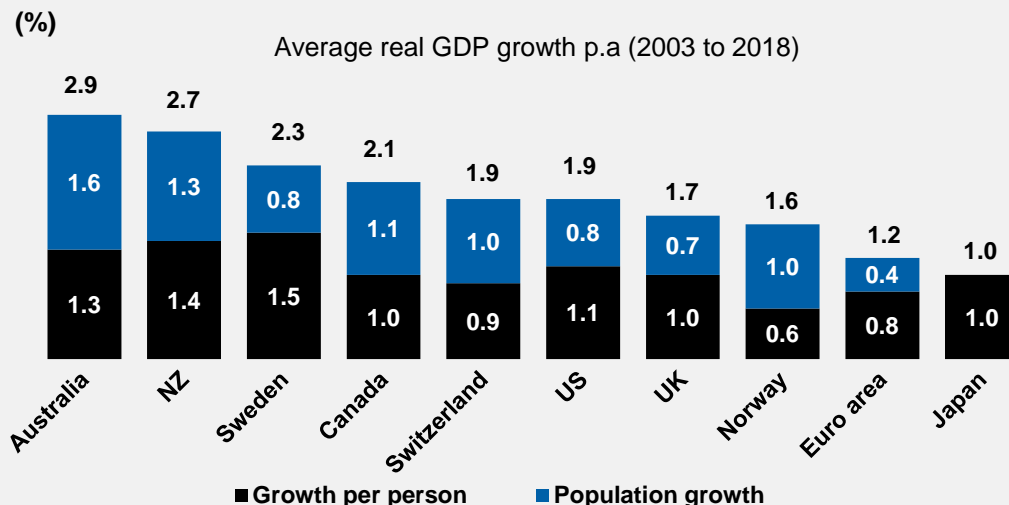
ECONOMIC CONSIDERATIONS

- Solid GDP growth and low unemployment
- Above average business conditions
- Strong population growth
- Orderly house price moderation so far
- Trade wars and rising US rates
- Regulatory impacts on lending activity
- Upcoming federal election

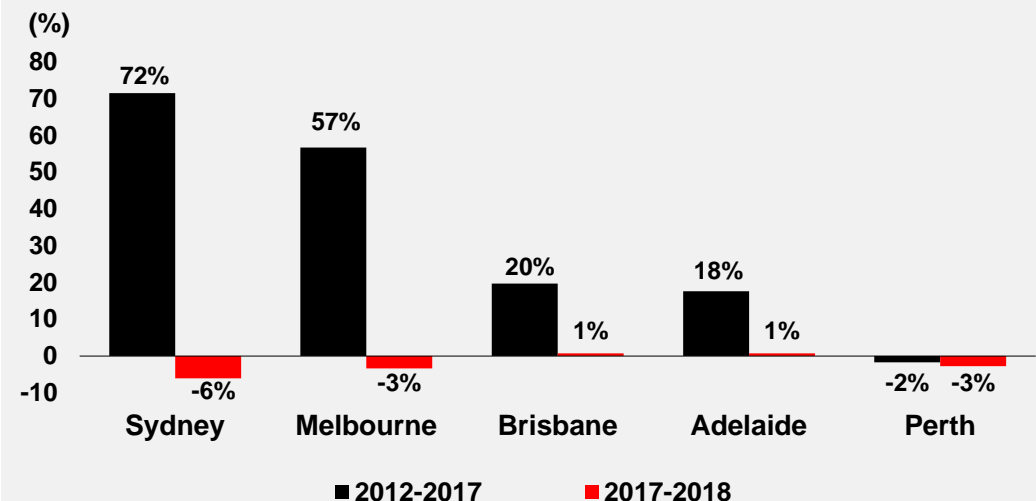
NAB BUSINESS CONDITIONS AND CONFIDENCE¹



AUSTRALIAN GROWTH DRIVEN BY POPULATION GROWTH²



RESIDENTIAL PROPERTY PRICE GROWTH MODERATING³



(1) Source: NAB Business Survey

(2) Source: Bloomberg Finance LP, Haver, Deutsche Bank

(3) Source: CoreLogic, NAB. Chart shows 5 year movement in hedonic prices from 30 Sep 2012 to 30 Sep 2017 and 1 year movement from 30 Sep 2017 to 30 Sep 2018

Note: Slide is taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at: nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

BUILDING A BETTER BANK FOR CUSTOMERS

ROYAL COMMISSION FINAL REPORT¹

- The final report of the Royal Commission into the Banking, Superannuation and Financial services industry was released on 4 February 2019. The report made 76 recommendations
- NAB responded on 5 February 2019:
 - “The report is comprehensive and will bring about change in our industry and our profession which will make us better for customers”
 - “The final report references matters concerning the NAB Group which have been referred to the relevant regulator. We will engage constructively on these matters”
 - “It is our highest priority for everyone at NAB to put customers first. At NAB we are determined to change and accept that we will be ultimately be measured by the actions we take”

NAB IS FOCUSED ON EXCEPTIONAL CUSTOMER SERVICE²

FIXING ISSUES FASTER FOR CUSTOMERS

- Established new centre for customer remediation
- On track to complete all Plan Service Fee customer refunds by end 2018
- Working with ASIC on approach to review and remediate customers for Adviser Service Fees

SUPPORTING RURAL & REGIONAL CUSTOMERS



- 13 community consultations
- No default interest for Agri customers in drought declared areas
- Introduced ability to offset Farm Management Deposits (FMD) against agri lending
- Drought assistance package including no branch closures in drought declared areas

(1) NAB released an ASX on 5 February 2019 in response to the Royal Commission Final Report, available at nab.com.au/about-us/shareholder-centre/asx-announcement

(2) Information is taken from NAB's FY18 Investor Presentation dated 1 November 2018 and available at nab.com.au/about-us/shareholder-centre/financial-disclosuresandreporting/financial-results

CURRENT REGULATORY PROPOSALS *Capital*

INCREASING LOSS ABSORBING CAPACITY¹

- The proposals are consistent with the Financial System Inquiry recommendations to implement a framework sufficient to facilitate the orderly resolutions of Australian ADIs
- The paper recommends that the Australian regime be established under the existing capital framework
- APRA outlines “for domestic systemically important banks (D-SIBs), an increase in the Total Capital requirement of between four and five percentage points of risk weighted assets (RWA) with four years to meet the new requirement”
- Based on NAB’s RWA of \$390bn at 30 September 2018, this represents an incremental increase of \$16 to \$19bn Total Capital, with a corresponding decrease in senior debt issuance

UNQUESTIONABLY STRONG²

- In July 2017, APRA advised that ADIs using Advanced Internal Ratings Based models would require CET1 ratios of at least 10.5% by January 2020 in order to meet the unquestionably strong benchmark
- APRA noted “if ADIs meet the benchmarks set out in July 2017 for unquestionably strong capital ratios, any changes to the capital framework that eventuate from the finalisation of the proposals in this paper will be able to be accommodated by existing capital holdings and not necessitate additional capital raisings”
- NAB is on track to achieve 10.5% CET1 ratio benchmark in an orderly manner by 1 January 2020

RESERVE BANK OF NEW ZEALAND (RBNZ) CAPITAL REVIEW³

- RBNZ is proposing to raise the amount of capital New Zealand banks must hold, including NAB’s New Zealand subsidiary, Bank of New Zealand (BNZ). The proposed changes aim to strengthen the New Zealand banking system and further protect depositors by reducing the likelihood of bank failures
- Based on the proposals set out by the RBNZ and BNZ’s balance sheet as at 30 September 2018, the recommendations would imply a potential Tier 1 capital increase of NZ\$4-5bn (A\$3.8-4.7bn1) for BNZ. The impact to the NAB Group’s capital position is expected to be materially lower than this
- The ultimate impact on the NAB Group will be dependent on various factors
- Responses to the consultation paper are due on 3 May 2019

(1) NAB released an ASX on 8 November 2018 in response to the APRA paper on increasing the loss absorbing capacity of ADIs, available at nab.com.au/about-us/shareholder-centre/asx-announcement

(2) NAB released an ASX on 14 February 2018 in response to the APRA paper on capital framework, available at nab.com.au/about-us/shareholder-centre/asx-announcement

(3) NAB released an ASX on 17 December 2018 in response to RBNZ paper on capital framework, available at nab.com.au/about-us/shareholder-centre/asx-announcement

KEY RISKS

NAB CAPITAL NOTES 3 INVESTOR PRESENTATION



NAB CAPITAL NOTES 3 *Summary of Key Risks¹*

NAB Capital Notes 3 are not deposit liabilities or Protected Accounts	<ul style="list-style-type: none"> NAB Capital Notes 3 do not constitute deposit liabilities of NAB, are not Protected Accounts for the purposes of the Banking Act or any other accounts with NAB and are not guaranteed or insured by any person.
Distributions may not be paid	<ul style="list-style-type: none"> There is a risk that Distributions will not be paid, including where the Directors do not resolve to pay a Distribution or where a Payment Condition exists on the Distribution Payment Date. As Distributions are non-cumulative, if a Distribution is not paid then NAB has no liability to pay that Distribution and Holders have no claim or entitlement in respect of such non-payment. Failure to pay a Distribution when scheduled will not constitute an event of default.
The Distribution Rate may go up or down	<ul style="list-style-type: none"> The Distribution Rate may go up or down. There is a risk that the return on NAB Capital Notes 3 may become less attractive compared to returns on other investments.
Market price of NAB Capital Notes 3	<ul style="list-style-type: none"> The market price of NAB Capital Notes 3 may go up or down and there is no guarantee NAB Capital Notes 3 will trade at or above their Face Value. The price at which NAB Capital Notes 3 trade may, for example, be affected by how the Distribution Rate of NAB Capital Notes 3 compares to that of other comparable instruments.
Liquidity of NAB Capital Notes 3	<ul style="list-style-type: none"> The liquidity of NAB Capital Notes 3 may be low, which means that, at certain times, you may be unable to sell your NAB Capital Notes 3 at an acceptable price, if at all.
Liquidity and price of Ordinary Shares	<ul style="list-style-type: none"> Where NAB Capital Notes 3 are Converted, the market for Ordinary Shares may be less liquid than that for comparable securities issued by other entities at the time of Conversion, or there may be no liquid market at that time. The market price of Ordinary Shares may go up or down due to various factors, including investor perceptions, domestic and worldwide economic conditions, NAB's financial performance and position and transactions affecting the share capital of NAB. As a result, the value of any Ordinary Shares received by Holders upon Conversion may be greater than or less than anticipated when they are issued or thereafter. The market price of Ordinary Shares is also relevant to determining whether or not Conversion will occur (except for Conversions on account of a Loss Absorption Event) and the number of Ordinary Shares you will receive. See page 17 of the Prospectus under "Conversion or Write Off following Loss Absorption Event" and Section 7 for further information on the Conversion or Write Off of NAB Capital Notes 3 following a Loss Absorption Event.

(1) This is a summary of the key risks only. You should read the NAB Capital Notes 3 Prospectus in full before deciding to invest (including "Key risks of NAB Capital Notes 3" outlined in Section Seven of the Prospectus). In addition, ASIC has published guidance on hybrid securities on its website which may be relevant to your consideration of NAB Capital Notes 3. You can find this guidance by searching "hybrid securities" at www.moneysmart.gov.au/investing

NAB CAPITAL NOTES 3 *Summary of Key Risks¹ (cont.)*

Use of franking credits	<ul style="list-style-type: none"> ▪ Distributions paid on NAB Capital Notes 3 are expected to be fully franked. The effect of Distributions being franked is to reduce the cash amount received by Holders on each Distribution Payment Date by an amount equal to the relevant level of franking. ▪ If any Distribution payment is not fully franked, then the Distribution will be adjusted to reflect the applicable franking rate (see clause 2.5 of the Terms). ▪ Holders should be aware that franking is not guaranteed and that their ability to use franking credits will depend on their individual circumstances. ▪ Holders should also be aware that the laws relating to the availability of franking may change. The Australian Labor Party has announced that, if elected to form the Federal Government, it proposes to introduce rules to prevent certain individuals and superannuation entities from being entitled to receive a refund for excess franking credits from 1 July 2019. Full details on how the proposal would be implemented have not been released, and implementation of the proposal is contingent on both the Australian Labor Party forming Federal Government and the proposal being enacted into law. ▪ If this change occurs and a Holder ceases to be entitled to receive cash refunds on any excess franking credits, NAB will not be required to adjust or gross up the amount of Distributions and implementation of the Labor Party proposal would not give rise to a Tax Event. ▪ This may mean that certain investors may be unable to use franking credits in the future, which may reduce the total NAB Capital Notes 3 returns available to those investors.
NAB Capital Notes 3 are perpetual and may not Convert	<ul style="list-style-type: none"> ▪ NAB Capital Notes 3 have no fixed maturity date but will Convert into Ordinary Shares on 19 June 2028 if they are still on issue on that date and the Mandatory Conversion Conditions are satisfied. ▪ If these conditions are not met on 19 June 2028 and the NAB Capital Notes 3 remain on issue, Conversion will occur on the next Distribution Payment Date on which they are satisfied. ▪ If the Mandatory Conversion Conditions are never satisfied, there is a risk that NAB Capital Notes 3 may never Convert.
Holders have no right to request repayment	<ul style="list-style-type: none"> ▪ Holders have no right to request that their NAB Capital Notes 3 be repaid. ▪ Absent a Conversion, Redemption or Resale, in order to realise their investment, Holders would have to sell their NAB Capital Notes 3 on the ASX at the prevailing market price. ▪ That price may be less than the Face Value, and there may be no liquid market in NAB Capital Notes 3 (see Sections 7.1.4 and 7.1.5 of the Prospectus).

(1) This is a summary of the key risks only. You should read the NAB Capital Notes 3 Prospectus in full before deciding to invest (including “Key risks of NAB Capital Notes 3” outlined in Section Seven of the Prospectus). In addition, ASIC has published guidance on hybrid securities on its website which may be relevant to your consideration of NAB Capital Notes 3. You can find this guidance by searching “hybrid securities” at www.moneysmart.gov.au/investing

NAB CAPITAL NOTES 3 *Summary of Key Risks¹ (cont.)*

NAB has certain early Conversion, Redemption and Resale rights	<ul style="list-style-type: none"> Subject to the prior written approval of APRA and certain conditions being met, NAB has the right to Convert, Redeem or Resell NAB Capital Notes 3 on 17 June 2026, or because of a Tax Event, or a Regulatory Event and to Convert NAB Capital Notes 3 because of a Potential Acquisition Event. Holders should not expect that APRA's approval, if requested, will be given for any Conversion, Redemption or Resale of NAB Capital Notes 3.
Conversion or Write Off following Loss Absorption Event	<ul style="list-style-type: none"> If Conversion occurs following a Loss Absorption Event, depending on the market price of Ordinary Shares at that time Holders are likely to receive significantly less than \$101 worth of Ordinary Shares per NAB Capital Note 3 and may lose a significant amount of the money they invested in NAB Capital Notes 3 as a consequence. In cases where NAB Capital Notes 3 are not Converted for any reason within 5 days after the Loss Absorption Event Conversion Date, NAB Capital Notes 3 will be Written Off with effect on and from the Loss Absorption Event Conversion Date. If a Write Off occurs following a Loss Absorption Event: <ul style="list-style-type: none"> The rights of Holders to Distributions and returns of capital will be terminated; NAB Capital Notes 3 that are Written Off will not be Converted, Redeemed or Resold on any subsequent date; and Holders will not have their capital repaid.
Ranking in a Winding Up of NAB	<ul style="list-style-type: none"> In a winding up of NAB, NAB Capital Notes 3 rank ahead of Ordinary Shares, equally with all Equal Ranking Instruments, but behind the claims of all Senior Creditors (including depositors and holders of Tier 2 Capital Instruments) On a winding up of NAB, there is a risk that Holders may lose some or all of the money they have invested in NAB Capital Notes 3. See also the above and Section 7.1.14 of the Prospectus in relation to the consequences of a Write Off. If NAB Capital Notes 3 are Written Off, Holders will not have their capital repaid and will not be entitled to any return in a winding up.
NAB may issue further securities or incur other indebtedness	<ul style="list-style-type: none"> There is no limit on the amount of senior debt, deposits or other obligations or securities (whether ranking equally with, or in priority or junior to the NAB Capital Notes 3) that may be incurred or issued by NAB at any time or the incurring or guaranteeing by NAB of any indebtedness, which may affect Holders' ability to be repaid on a winding up of NAB.

(1) This is a summary of the key risks only. You should read the NAB Capital Notes 3 Prospectus in full before deciding to invest (including "Key risks of NAB Capital Notes 3" outlined in Section Seven of the Prospectus). In addition, ASIC has published guidance on hybrid securities on its website which may be relevant to your consideration of NAB Capital Notes 3. You can find this guidance by searching "hybrid securities" at www.moneysmart.gov.au/investing

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THANK YOU