800 Bourke Street Docklands VIC 3008 AUSTRALIA www.nab.com.au National Australia Bank

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.

Media

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Jessica Forrest

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Investor Relations

Sally Mihell Natalie Coombe

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Need assistance?



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



Online

www.investorcentre.com/contact



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Please mark	X	to indicate your	directions
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I/We	being a men	nber/s o	of National Aust	ralia Bar	nk Limited (NAB) hereb	у арро	oint			
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	Individual or Sec	urityholdei	r 1	Securityho	older 2		Securityholder 3			
	Sole director and	sole comp	any secretary	Director			Director/company se	cretary		



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		Chairman ne Meeting <u>OR</u>					Leave this box blank if y of the Meeting. Do not			
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the Chairman of the Meeting OR			Leave this box blank if you have so of the Meeting. Do not insert you		
as my/our proxy to act on my given, and to the extent perm (AEDT) on Wednesday, 18 De	ody corporate named, or if no indity of the cord of th	ance with the following d) at the Annual General N our Theatre, Internationa	irections (or if no directic leeting of NAB to be held I <mark>l Convention Centre Syd</mark> r	ons have at 9.30 a ney, Leve	been am
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Sole director and sole comp	any secretary Director		Director/company secretary		
Print name		Telephone	Date	/ /	





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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.

Corporate Representative

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 mark	X	to indicate your directions
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STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being	I/We being a member/s of National Australia Bank Limited (NAB) hereby appoint							
the C of th	Chairman e Meeting OR				Leave this box blank if you h of the Meeting. Do not inser			
or failing the as my/our progress, and to (AEDT) on W 14 Darling D Important N or abstain from	e individual or bo roxy to act on my, o the extent perm Jednesday, 18 De Prive, Darling Har ote: If the Chairm om voting on the	our behalf and to litted by law, as the cember 2019 in the bour, Sydney, NSV and of the Meetin ltems of Business	o vote in accordar ne proxy sees fit) a ne Darling Harbou N Australia and a g is (or becomes) s by marking the a	dual or body corporate nce with the following of at the Annual General N or Theatre, Internation t any adjournment or p your proxy, you can dire appropriate box in step entitlements and restrice	directions (or if no directions of NAB to be hall Convention Centre statement of that he ct the Chairman to volume to below.	ections have neld at 9.30a Sydney, Leve Meeting.	been am	
STEP 2	Items of Bu	siness	not to vot	OTE: If you mark the Absta e on your behalf on a poll ed majority.				
5 Selec	tive capital redu	uction of Conve	rtible Preference	e Shares (CPS II)		Against	Abstain	
(a)	Selective capit	tal reduction un	der the CPS II Te	erms				
(b)	Selective capi	tal reduction ou	tside the CPS II	Terms				
SIGN	Signature o	of Securityhol	der(s) This section	must be completed.				
Individu	ual or Securityholder	1	Securityholder 2		Securityholder 3			
Sole dir Print na	rector and sole compare	any secretary	Director	Telephone	Director/company secreta	/ /		





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.

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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 mark	X	to indicate your directions
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and the same	

Appoint a Proxy to Vote on Your Behalf

I/We being a men	nber/s of National Aus	tralia Bank Limite	d (NAB) hereby appo	oint				
the Chairman OR of the Meeting				Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).				
as my/our proxy to a given, and to the ext (AEDT) on Wednesd	ual or body corporate na act on my/our behalf and tent permitted by law, as ay, 18 December 2019 in rling Harbour, Sydney, N	to vote in accordance the proxy sees fit) at the Darling Harbour	te with the following d t the Annual General M r Theatre, Internation a	lirections (or if no Meeting of NAB to al Convention Cer	directi be hele tre Syd	ons have d at 9.30 ney, Lev	e been am	
=	ne Chairman of the Meet ng on the Items of Busine				to vote	for or a	gainst	
Please refer to the N	otice of Meeting for info	rmation on voting e	ntitlements and restric	tions.				
	s of Business	not to vote the require	TE: If you mark the Abstai on your behalf on a poll a d majority.					
in favour of each Item of E		NONES						
5 Selective capi	tal reduction of Converti	ble Preference Share	es (CPS II)	Board recommendation	For	Against	Abstain	
(a) Selectiv	re capital reduction unde	r the CPS II Terms		For				
(b) Selectiv	e capital reduction outsi	de the CPS II Terms		For				
SIGN Sign	ature of Securityho	older(s) This section n	nust be completed.					
Individual or Secu	urityholder 1	Securityholder 2		Securityholder 3				
Sole director and	sole company secretary	Director		Director/company s	ocrotany			
Print name	Jote Company Secretary		Felephone		Date —	/	/	



