



## Announcement Summary

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**Entity name**

NATIONAL AUSTRALIA BANK LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

21/8/2023

**The Proposed issue is:**

☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	NAB Capital Notes 7 (ASX: NABPJ)	10000000

**Closing date for receipt of acceptances**

8/9/2023

**Proposed +issue date**

14/9/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

NATIONAL AUSTRALIA BANK LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

12004044937

**1.3 ASX issuer code**

NAB

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

21/8/2023

**1.6 The Proposed issue is:**☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS



## Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

### Part 5A - Conditions

**5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?**

☒ No

### Part 5B - Offer details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

NAB Capital Notes 7 (ASX: NABPJ)

**+Security type**

Other

**The number of +securities to be offered under the +disclosure document or +PDS**

10,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

☒ No



**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

☒ Yes

**Is the minimum acceptance unit based or dollar based?**

☒ Unit based

**Please enter the minimum acceptance value**

50

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

☒ No

#### Offer price details

**Has the offer price been determined?**

☒ Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 100.00000

#### Oversubscription & Scale back details

**Will the entity be entitled to accept over-subscriptions?**

☒ Yes

**Provide details of the number or value of over-subscriptions that the entity may accept**

NAB retains discretion to issue more than 10,000,000 NAB Capital Notes 7.

Details on NAB's allocation policy in respect to NAB Capital Notes 7 are set out in Section 3.4 of the NAB Capital Notes 7 Prospectus dated 21 August 2023.

Capitalised terms used in this Appendix 3B have the meaning given to them in that Prospectus.

**Will a scale back be applied if the offer is over-subscribed?**

☒ Yes

**Describe the scale back arrangements**

Details on NAB's allocation policy in respect of NAB Capital Notes 7 are set out in Section 3.4 of the Prospectus dated 21 August 2023.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

[nab.com.au/nabcapitalnotes7](http://nab.com.au/nabcapitalnotes7)



## Part 5C - Timetable

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### 5C.1 Lodgement date of +disclosure document or +PDS with ASIC

21/8/2023

### 5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

29/8/2023

### 5C.3 Offer open date

29/8/2023

### 5C.4 Closing date for receipt of acceptances

8/9/2023

### 5C.6 Proposed +issue date

14/9/2023

## Part 5D - Listing Rule requirements

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### 5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

### 5D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

### 5D.1b ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

10,000,000 NAB Capital Notes 7 (ASX: NABPJ), although, as noted above, NAB has the ability to issue more or less NAB Capital Notes 7.

### 5D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

### 5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

## Part 5E - Fees and expenses

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### 5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes



### 5E.1a Who is the lead manager/broker?

The Joint Lead Managers are National Australia Bank Limited, ANZ Securities Limited, Bell Potter Securities Limited, Commonwealth Bank of Australia, Morgan Stanley Australia Securities Limited, Morgans Financial Limited, Ord Minnett Limited, Shaw and Partners Limited, UBS AG, Australia Branch and Westpac Institutional Bank (a division of Westpac Banking Corporation).

### 5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Please refer to section 8.1.2 of the NAB Capital Notes 7 Prospectus for details of the fees payable to the Joint Lead Managers.

### 5E.2 Is the proposed offer to be underwritten?

☒ No

### 5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ Yes

### 5E.3a Will the handling fee or commission be Dollar based or Percentage based?

☒ Percentage based (%)

### 5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors

1.250000 %

### 5E.3c Please provide any other relevant information about the handling fee or commission method

The Joint Lead Managers may pay fees on behalf of NAB to financial services licensees and representatives ("Brokers") for procuring subscriptions of NAB Capital Notes 7 by their clients, among other things.

The amount of the fee payable to a Broker by a Joint Lead Manager may not exceed the amount of the Selling Fee, unless that Broker is an affiliate of the Joint Lead Manager or a Broker approved by NAB, in which case the amount of the fee payable to that Broker by a Joint Lead Manager may not exceed the aggregate of the amount of the Selling Fee and the Joint Lead Manager Fee (described above) received by the Joint Lead Manager from NAB.

Brokers may in turn rebate fees to other Brokers for procuring applications for NAB Capital Notes 7 by their clients, among other things. The amount of the fee paid to a Broker by another Broker may not exceed the amount of the Selling Fee.

### 5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

For more information on the interests of NAB's advisers in connection with the Offer, refer to Section 8.1.2 of the Prospectus.

## Part 5F - Further Information

### 5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The issue of NAB Capital Notes 7 forms part of NAB's capital management strategy, with the NAB Capital Notes 7 proceeds being used for general corporate purposes.

### 5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No



**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

NAB retains discretion to issue more than 10,000,000 NAB Capital Notes 7.

Details on the allocation policy in respect of the NAB Capital Notes 7 are set out in Section 3.4 of the NAB Capital Notes 7 Prospectus dated 21 August 2023.

Capitalised terms used in this Appendix 3B have the meaning given to them in that Prospectus.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

[nab.com.au/nabcapitalnotes7](https://nab.com.au/nabcapitalnotes7)

**5F.4 Any other information the entity wishes to provide about the proposed offer**