



**Notice of meeting**

# Annual General Meeting **2024**

The Annual General Meeting (AGM) of National Australia Bank Limited (NAB) will commence at 9:30am (AEDT) on Wednesday, 18 December 2024 at:

- Melbourne Convention and Exhibition Centre, 1 Convention Centre Pl, South Wharf, Melbourne (Plenary Room 2)
- Online at **<http://meetnow.global/NAB2024>** using the platform provided by our Share Registry, Computershare Investor Services Pty Limited.

Shareholders should visit **[nab.com.au/agm](http://nab.com.au/agm)** for all information about our AGM.

Please take the time to read this Notice of Meeting ahead of the AGM to ensure a smooth experience if you wish to participate.

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# Chair's message



## Dear Shareholder

It is my pleasure to invite you to attend National Australia Bank Limited's (NAB's) 2024 Annual General Meeting (AGM). This year's AGM will be conducted as a hybrid meeting. The Notice of Meeting together with the Online Meeting Guide provide all the important information you need to know about attending our AGM and are available at [nab.com.au/agm](https://nab.com.au/agm). The Items of Business at the AGM are outlined on pages 13 to 14 and should be read together with the explanatory notes on pages 17 to 31.

## A new chapter

NAB has continued to benefit from strong and stable leadership focused on consistent and disciplined execution of the bank's strategy during the past four and a half years. As a result, strength, stability and momentum are features of NAB today.

These attributes allow us to support our customers and the economy through cycles, including during periods of high inflation and the impact of higher cost of living.

We are providing better banking experiences for our customers and remain the Australian market leader in lending to businesses.

In February, Ross McEwan announced his retirement from NAB after a successful four and a half years as Chief Executive Officer and Managing Director. Shareholders should be very pleased with Ross' leadership. NAB is now recognised as a good bank that consistently does the basics well for customers.

The Board appointed Andrew Irvine as our new CEO to build on the work already underway and to address the opportunities and challenges of the future. It was pleasing to have managed an internal leadership succession, the process highlighting the depth of talent within NAB.

Culture, governance and accountability continue to be core to NAB. The Australian Prudential Regulation Authority removed our \$500m operational risk capital add-on in March, stating it was satisfied that NAB had adequately addressed the issues raised in its risk governance self-assessment and completed its related remediation program.

NAB continues to make progress on the implementation of our Enforceable Undertaking with AUSTRAC and we are investing heavily to help keep Australia's financial system safe.

## Financially secure bank

Focused execution of strategy and a more stable operating environment in the second half benefitted NAB's performance. The Board has determined dividends for the year of 169 cents per share, returning \$5.2 billion in total to shareholders.

We are taking a disciplined approach to reducing our share count to support shareholder returns and have continued our on-market share buy-back, while maintaining our strong capital position.

Over the three years to September 2024, our total shareholder return was 51.1%, against an average return of 24.6% for NAB's major bank peers.

Executive and employee remuneration outcomes are determined by the Board based on the bank's performance against the targets set by the Board at the start of the year. These targets are aligned with shareholder outcomes and include financial performance, market share growth, customer outcomes and colleague engagement.

This year's outcomes reflect continued strategic progress in a difficult operating environment and the Board's focus on maintaining responsible remuneration levels.

## Board renewal

The Board is focused on creating value for our shareholders and customers. We have invested time in educating the Board on risks and opportunities for the bank including climate transition, technology, and digital innovation.

Doug McKay stood down from the Board of NAB's New Zealand subsidiary, Bank of New Zealand, in May after serving nine years as Chair and 11 years as a Director. He will retire from the NAB Board at the conclusion of the AGM in December, having served almost nine years as a NAB Director. Anne Loveridge will also retire from the NAB Board at the conclusion of the AGM having served nine years.

On behalf of all shareholders, I thank both Doug and Anne for their significant and valued contributions. In line with our Board renewal strategy, we were pleased to announce the appointment of Warwick Hunt to the NAB Board, to be considered for election by NAB's shareholders at our AGM.

## Looking forward

Maintaining a long-term view and adjusting accordingly is critical for building sustainable value for shareholders, customers and communities.

Underlying growth in the Australian and major global economies underpins our optimism for the future although the global geopolitical landscape remains increasingly concerning.

# Chair's message

We recognise technology is a critical enabler and continue to modernise and invest in digital, data and analytics, and artificial intelligence to support our bankers and our customers.

Climate transition remains a societal issue of global scale and complexity. NAB is supporting our customers to make investments to reduce emissions, to adapt and build resilience.

During the year we set a further five 2030 decarbonisation targets across two emissions-intensive priority sectors: real estate (with targets set for commercial (office and retail) and residential); and transport (with targets set for road and shipping).

Our progress is in line with the requirements of the Net Zero Banking Alliance and our ambition to achieve net zero across our financed emissions and operations by 2050. Our work to support NAB's agriculture customers to decarbonise is ongoing, and transition planning for this critical industry will be guided in part by Federal Government settings and the availability of commercially viable and scalable decarbonisation solutions.

NAB's continued support for indigenous communities is reflected in our 2024 -2027 Reconciliation Action Plan, as well as our target to lend \$1 billion to First Nations businesses by the end of 2026.

On behalf of the Board, thank you to NAB's shareholders for your continued backing and your loyalty. I would also like to recognise our team of more than 38,000 colleagues who serve our customers every day.

NAB is in good shape with good momentum and there is more we want to do to fulfil the ambition we hold for this organisation.

If you have not done so already, I encourage you to make the switch to paperless communications. It enables us to provide you with information more efficiently, sustainably and at a lower cost. To make the switch, please contact NAB Share Registry on 1300 367 647 (within Australia) or (+61 3) 9415 4299 (outside Australia).

My fellow Directors and I look forward to welcoming you to our AGM.

Yours sincerely



**Philip Chronican**  
Chair

# How to participate in NAB's 2024 AGM

**NAB will hold its 2024 AGM on Wednesday, 18 December 2024, beginning at 9.30am (AEDT). The meeting will be held as a hybrid meeting, which means shareholders and proxyholders may attend in person or online.**

If you are unable to attend, a recording of the webcast will be available shortly after the meeting has concluded at [nab.com.au/agm](https://nab.com.au/agm).

## Registration

Registration will commence from 8.30am (AEDT) on the day of the AGM for those attending in person and online.

## Attending in person

The meeting will be held in Plenary Room 2 at the Melbourne Convention and Exhibition Centre (MCEC), 1 Convention Centre Pl, South Wharf, Melbourne.

This is a meeting for shareholders. All attendees, including visitors, will be required to register to gain entry to the venue.

We ask that all attendees are courteous and respectful to others attending the AGM. This includes being respectful of the privacy of others and not taking photographs or audio or video recordings of the proceedings.

Security measures will be in place for the safety of shareholders, proxyholders and NAB colleagues. We ask that all attendees respect these security measures and allow time for queuing. All attendees will be required to present any bags for a security search. Larger bags will not be permitted into the meeting for security reasons and will need to be stored in the venue's cloakrooms.

## Attending online

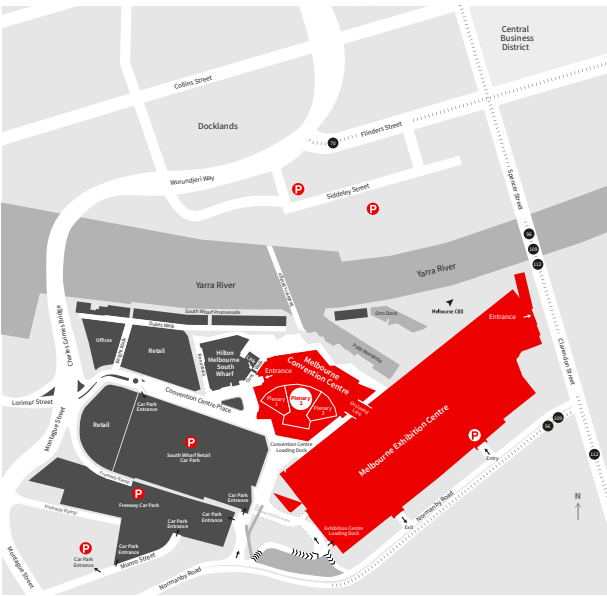
Shareholders and proxyholders can watch, vote and ask questions online during the AGM by visiting our online AGM platform <https://meetnow.global/NAB2024> or by visiting [nab.com.au/agm](https://nab.com.au/agm) and clicking 'Attend the AGM'.

Please ensure you have your **SRN/HIN** (shareholding number) and the postcode or country of residence for your shareholding available when you log in as you will not be able to vote and ask a question without them. If you are unable to locate your SRN/HIN, please contact NAB's Share Registry prior to the AGM. Please refer to the Online Meeting Guide for more detailed instructions.

Proxyholders will need to contact NAB's Share Registry on +61 3 9415 4024 prior to the AGM to obtain their login details.

To view the AGM online as a **guest**, visit [nab.com.au/agm](https://nab.com.au/agm), click 'join the meeting' and select the option to 'Register as a guest'.

# How to participate in NAB's 2024 AGM



## How to get to the venue

### By car

MCEC offers secure onsite parking through Wilson Parking. Parking rates are variable and parking can be booked in advance directly with Wilson Parking. Additional parking is available at South Wharf Retail car park, Siddeley Street car park, Freeway car park or Montague Street car park.

### By train, tram or on foot

MCEC is centrally located in Melbourne and is well serviced by trains and trams. It is approximately 10 minutes' walk from Southern Cross Station or a short tram ride via various routes. For more detailed information on getting to MCEC, you can visit the MCEC website.

## Voting

Shareholders can vote at the AGM if they are registered as the holder of ordinary shares as at 7.00pm (AEDT) on Monday, 16 December 2024.

Shareholders may vote before or at the AGM, or may appoint a proxy to vote on their behalf.

Shareholders unable to attend the AGM are encouraged to vote or appoint a proxy in advance of the AGM.

### Voting before the AGM

Shareholders may lodge their vote or appoint a proxy in the following ways:

- Online at [www.investorvote.com.au](http://www.investorvote.com.au). You will need your SRN/HIN and the postcode or country of residence for your shareholding to log in.
- By posting a completed voting form to Computershare Investor Services Pty Limited, Reply Paid 2333, Melbourne Victoria 3001.
- By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Votes and proxy appointments must be received by no later than **9.30am (AEDT) on Monday, 16 December 2024.**

### Voting during the AGM

Shareholders and proxyholders may vote during the AGM by attending in person or online via the online platform.

# How to participate in NAB's 2024 AGM

## Asking questions

The AGM is intended to give shareholders the opportunity to hear the Chair and the Group Chief Executive Officer (CEO) talk about the year in review and provide insights into NAB's prospects for the year ahead. It is also an opportunity for shareholders to ask questions of the Board and management.

### Before the AGM

Shareholders who are unable to attend the AGM or prefer to register a question in advance may submit questions by **Tuesday, 10 December 2024** online at [www.investorvote.com.au](http://www.investorvote.com.au) or via email to [nab2024agm@computershare.com.au](mailto:nab2024agm@computershare.com.au). During the meeting, the Chair will address key themes from shareholders' questions received in advance of the AGM.

Shareholders may also submit written questions to NAB's auditor, EY, in advance of the AGM if the questions are relevant to the content of EY's Auditor's Report or the conduct of its audit of the financial statements to be considered at the AGM. EY will also attend the AGM and there will be an opportunity for shareholders and proxyholders to ask questions relevant to the audit during the AGM.

### During the AGM

The Chair will invite shareholders and proxyholders attending the AGM in person to move to a microphone to ask their question at the appropriate time.

Shareholders and proxyholders attending the AGM online may either:

- Submit a question by following the prompts on the online platform; or
- Ask a question via telephone. To use the telephone line, you will need to call NAB's Share Registry on 1300 367 647 (inside Australia) or +61 3 9415 4299 (outside Australia) **by 9.30am (AEDT) on Monday, 16 December 2024** to register your participation.

Further information is also provided in our Online Meeting Guide, which can be found at [www.nab.com.au/agm](http://www.nab.com.au/agm).

## Conduct

To help ensure that as many shareholders and proxyholders as possible have the opportunity to ask questions at the AGM, we ask shareholders to:

- Keep questions to a reasonable length. Generally, we ask that shareholders keep their oral questions on an Item of Business to a maximum of two minutes.
- Confine questions to the Items of Business or matters that are relevant to shareholders as a whole. If questions appear to be more relevant to a shareholder's own circumstances rather than to shareholders as a whole, the question will be referred to customer service attendants and will be addressed outside of the AGM proceedings.

## Moderation of questions by the Chair

Questions submitted online during the AGM will be read out to the AGM by a moderator.

It is not uncommon for several shareholders to ask the same or very similar questions. To facilitate the orderly conduct of the AGM and ensure that shareholders who attend the AGM have a reasonable opportunity to participate, a limit on the number of questions each shareholder may ask on an Item of Business may be adopted. Questions submitted online may also be moderated or amalgamated if there are multiple questions addressing the same matter.

Given the large number of shareholders and questions expected, it is possible that not all questions will be answered. The Chair will aim to address questions from a broad range of topics.

## Technical difficulties during the AGM

The Chair has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. As the Chair could (in certain circumstances) elect to continue with the AGM even if a technical difficulty arises, shareholders are encouraged to vote or appoint a proxy ahead of the AGM if they plan to attend the AGM online.

# Important information for shareholders

## What if your shares are held jointly?

If you hold your shares jointly, you and the other holders may attend the AGM. However, only one holder can vote. The holder that can vote is the holder named first on the register.

A corporate holder may appoint one or more persons to act as its representative. However, only one representative can vote at any one time.

Information on proxy appointments:

- If you are entitled to attend and cast two or more votes, you may appoint up to two proxies.
- A proxy may be an individual or a body corporate and does not need to hold securities in NAB.
- Each proxy will have the right to vote and speak at the meeting.
- Where two proxies are appointed, you may specify the proportion or number of votes that each proxy may exercise.
- If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half your votes. Fractions of votes are disregarded.
- If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct a proxy on how to vote on an Item of Business or should any resolution other than those specified in this Notice of Meeting be proposed at the meeting, your proxy may vote or abstain from voting on that resolution as they see fit (subject to any applicable voting exclusions).
- If you submit your proxy form with a direction on how to vote but do not nominate the identity of your proxy, then NAB will deem the Chair of the meeting as your proxy to vote on your behalf.
- If you submit your proxy form with a direction on how to vote and your nominated proxy does not participate in the meeting or does not vote on the resolution in accordance with your directions, the Chair will act in place of your nominated proxy and vote in accordance with your instructions.

## How does someone holding a power of attorney from a shareholder vote?

An original or certified copy of the power of attorney under which you are authorised to attend and vote at the meeting must be provided to NAB's Share Registry prior to the AGM.

## How can corporate shareholders participate and vote?

A body corporate that is a shareholder may, by resolution of its directors or other governing body or by an instrument of proxy, appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment, including any authority under which it has been signed must be provided to NAB's Share Registry prior to the AGM.

# Notice of annual general meeting

## Items of Business

### 1. Election of a Director

To elect Mr Warwick Hunt as a director in accordance with the Company's Constitution.

The Board recommends that shareholders vote for Item 1.

### 2. Remuneration Report

To adopt the Company's Remuneration Report for the financial year ended 30 September 2024.

The Board recommends that shareholders vote for Item 2.

### 3. Deferred Rights and Performance Rights – Group CEO

- (a) To approve the grant of deferred rights to the Group Chief Executive Officer, Mr Andrew Irvine, under the Company's Annual Variable Reward Plan, as described in the Explanatory Notes.
- (b) To approve the grant of performance rights to the Group Chief Executive Officer, Mr Andrew Irvine, under the Company's Long-Term Incentive Plan, as described in the Explanatory Notes.

The Board recommends that shareholders vote for Items 3(a) and 3(b).

(Continued on the following page.)

# Notice of annual general meeting

## 4. Consideration of Financial Report, Directors' Report and Auditor's Report

To consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 September 2024.

## 5. Resolutions requisitioned by a group of shareholders

The following resolutions were requisitioned by a group of shareholders. These resolutions are not supported by the Board. The resolution in Item 5(a) is a special resolution. The resolution in Item 5(b) is contingent on Item 5(a) being passed and is an ordinary resolution. A special resolution requires approval by at least 75% of eligible votes cast on the resolution.

- (a) To consider the following resolution as a special resolution:

### Amendment to the Constitution

To amend the Constitution to insert beneath Clause 8 'General meetings' the following new sub-clause: "The Company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised. Such a resolution must relate to a material risk identified by the Directors or the Company and cannot advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the Directors or the Company".

- (b) To consider the following resolution as an ordinary resolution:

### Transition Plan Assessments

Shareholders recognise the substantial transitional and physical risks of climate change and their potential financial impacts on our company. Noting there remain critical gaps in our company's current disclosures regarding Customer Transition Plans, shareholders request further disclosure addressing:

- Whether a customer will be eligible for 'new financing'<sup>1</sup> from our company if its Customer Transition Plan is not credibly aligned with the 1.5°C goal of the Paris Agreement; and
- Whether our company's Customer Transition Plan requirements will extend to all 'fossil fuel companies' as defined by the Science-Based Targets Initiative<sup>2</sup>.

(Refer to page 36 for footnotes.)

The Board recommends that shareholders vote against Items 5(a) and 5(b).

The resolution for each Item of Business (except Items 4 and 5(a)) is an ordinary resolution and to be passed requires approval by at least 50% of eligible votes cast on the resolution. Item 4 does not require a resolution to be put to the Meeting. Item 5(a) is a special resolution.

## By order of the Board

Louise Thomson  
Group Company Secretary

7 November 2024

## Voting to be conducted by a poll

Each resolution considered at the AGM will be conducted by a poll.

## Voting restrictions

### Item 2 (Remuneration Report)

The Company will disregard any votes cast on Item 2:

- by or on behalf of any member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report (or their closely related parties) in any capacity; and
- by any member of the Company's KMP as at the date of the AGM (and their closely related parties) as proxy for another shareholder.

A vote will not be disregarded if it is cast as a proxy for a person entitled to vote on Item 2:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair, as the Chair has received express authority from that person to exercise undirected proxies on Item 2 even though that Item is connected with the remuneration of the Company's KMP.

### Items 3(a) and 3(b) (Deferred Rights and Performance Rights – Group CEO)

The Company will disregard any vote cast:

- in favour of Item 3(a) or 3(b) by or on behalf of the Group CEO and any of his associates in any capacity; and
- on Item 3(a) or 3(b) as a proxy by a member of the Company's KMP as at the date of the AGM or their closely related parties.

A vote will not be disregarded if it is cast as proxy for a person entitled to vote on Item 3(a) or 3(b):

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair, as the Chair has received express authority from that person to exercise undirected proxies on Item 3(a) or 3(b) even though those Items are connected with the remuneration of the Company's KMP.



# Notice of annual general meeting

Further, a vote will not be disregarded if it is cast in favour of Item 3(a) or 3(b) by a holder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on those Items, in accordance with a direction as to how to vote provided by that person, provided that person gives written confirmation to the holder that they are not excluded from voting on those Items.

## Express authority of the Chair

If a shareholder appoints the Chair as their proxy (or the Chair is appointed as the shareholder's proxy by default) and the shareholder does not direct the Chair how to vote on Items 2, 3(a) and 3(b), the shareholder expressly authorises the Chair to exercise the proxy in respect of the relevant Item (even though those Items are connected with the remuneration of one or more of the Company's KMP).

## Chair's voting intentions

The Chair intends to vote all available proxies:

- in favour of Items 1, 2, 3(a), 3(b); and
- against Items 5(a) and 5(b).

# Explanatory notes

These explanatory notes form part of the Notice of Meeting and should be read carefully by all shareholders and proxyholders.

## Item 1: Election of a Director

On 25 October 2024, NAB announced the appointment of Mr Warwick Hunt to the Board with effect from 2 December 2024.

The Board, with the assistance of the Nomination & Governance Committee, has:

- assessed the skills and experience of Mr Hunt against the Board's skills matrix;
- considered whether Mr Hunt is independent and has sufficient capacity to undertake the duties expected of a director of the Company; and
- undertaken a comprehensive check into Mr Hunt's background and experience.

Having been appointed as a director since the last AGM, Mr Hunt will retire at the AGM in accordance with Article 10.3 of the Company's Constitution and, being eligible, presents himself for election.

The Board has concluded that Mr Hunt is independent and has sufficient capability and capacity to undertake the duties expected of a director of the Company.

(Continued on the following page.)

# Explanatory notes

**Mr Warwick Hunt MNZM**

BAcc (Hons), FCA (Australia and NZ), ACA (England and Wales)

Appointed as a non-executive director, effective 2 December 2024.

Member of the Board’s Audit and Risk & Compliance Committees. Chair and independent non-executive director of Bank of New Zealand (BNZ), a significant subsidiary of NAB.

**Industry experience:** Mr Hunt has more than 25 years of leadership, governance, commercial and strategic business experience, having led and advised major organisations. He was at the forefront of innovation and change in professional services, having been Managing Partner of PwC United Kingdom and Europe, Middle East and Africa until 2022, leading through a period of substantial growth and transformation for the firm and network. This included a focus on digital transformation. Mr Hunt also made a material contribution to the leadership of the firm and network through Brexit and the COVID-19 pandemic. Prior to that, he led PwC New Zealand and PwC Middle East.

**Other business and market experience:** Mr Hunt has provided audit and advisory services to market- leading organisations in the United Kingdom, Europe, Middle East, Africa, and Australasia, in sectors including banking, aviation, oil and gas, sovereign wealth and agribusiness.

Mr Hunt is an Honorary Fellow of Kings College London and a Chartered Accountant.

**Directorships of other listed entities:** Genesis Energy (since September 2022) (dual-listed on the New Zealand and Australian stock exchanges).

**Other relevant interests:** Mr Hunt’s other interests include BNZ (Chair); and Hargreaves Trust (Trustee).



**Item 2: Remuneration Report**

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The vote on Item 2 is advisory only and does not bind the directors or the Company.

Shareholders will be given the opportunity at the AGM to comment on and ask questions about the Company’s Remuneration Report for the financial year ended 30 September 2024 (**2024 Remuneration Report**).

The 2024 Remuneration Report is contained in the 2024 Annual Report and sets out the Company’s policy for assessing the performance and determining the remuneration of the Company’s KMP (being the Board, the Group CEO and members of the Executive Leadership Team) during the financial year ended 30 September 2024.

You can get a copy of the 2024 Remuneration Report using one of the methods described in the Explanatory Notes to Item 4.

As foreshadowed in the 2023 Remuneration Report, our new executive remuneration framework came into effect on 1 October 2023. The new framework complies with APRA Prudential Standard CPS 511 Remuneration (**CPS 511**) while maintaining a strong focus on individual performance, the management of financial and non-financial risks and driving short and long-term performance and sustainable growth in customer and shareholder outcomes.

The 2024 Remuneration Report provides information on the new executive remuneration framework and important context on the deferred rights and performance rights for the Group CEO addressed at Items 3(a) and 3(b).

**RECOMMENDATION**

The Board recommends that shareholders vote in favour of Item 2.

**RECOMMENDATION**

The Board (other than Mr Hunt who will be appointed to the Board on 2 December 2024) recommends that shareholders vote in favour of Mr Hunt’s election.

# Explanatory notes

## Item 3: Deferred Rights and Performance Rights – Group CEO

Items 3(a) and 3(b) seek approval for grants of deferred rights and performance rights to the Group CEO, Mr Irvine, under the Company's Annual Variable Reward (**Annual VR**) plan and Long Term Incentive (**LTI**) plan.

### Mr Irvine's remuneration package

Mr Irvine's remuneration package is based on the Company's performance and remuneration frameworks. These frameworks seek to provide appropriate rewards (balancing fixed and 'at risk' remuneration) to attract and retain talent.

In 2023, the Board changed the executive remuneration framework to ensure it complies with the new requirements in CPS 511.

Effective from 2 April 2024, the date of Mr Irvine's appointment as Group CEO and Managing Director, his remuneration package is comprised of three components:

- Annual fixed remuneration of \$2,500,000;
- Annual VR opportunity where the target is 75% of annual fixed remuneration (\$1,875,000) and the maximum is 100% of annual fixed remuneration (\$2,500,000); and
- LTI opportunity of 140% of annual fixed remuneration (\$3,500,000).

The Annual VR opportunity and LTI opportunity are both 'at risk' components of Mr Irvine's remuneration package and are subject to deferral requirements. Further details on Mr Irvine's remuneration package for 2024 and the Company's performance and remuneration frameworks are provided in the 2024 Remuneration Report, as well as in following sections.

Prior to this appointment as Group CEO, Mr Irvine was the Group Executive, Business and Private Banking. As a result, Mr Irvine's remuneration in 2024 was in respect of two roles.

The Non-Executive Directors consider that Mr Irvine's remuneration package (including the proposed grants of deferred rights and performance rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Irvine's duties and responsibilities.

Mr Irvine's remuneration will remain unchanged in 2025.

### Annual VR and LTI arrangements for Mr Irvine

The Non-Executive Directors have reviewed the performance of Mr Irvine during 2024 under the Company's performance and remuneration frameworks and have determined to grant Mr Irvine deferred rights under the Company's Annual VR plan for 2024 and performance rights under the Company's LTI plan for 2025, subject to shareholder approval. The deferred rights and performance rights are equity securities for the purposes of the ASX Listing Rules.

As Mr Irvine is a director of the Company, under the ASX Listing Rules shareholder approval is required to issue the deferred rights and performance rights to him. If shareholders do not approve the grant of the deferred rights or performance rights, it is intended that all of his Annual VR or LTI award (as applicable) will be provided in cash, subject to the performance, service and other conditions outlined below.

### Annual VR award – deferred rights

The Annual VR plan aims to reward Group Executives for the delivery of annual goals that drive long-term sustainable performance. The Annual VR forms part of Mr Irvine's 'at risk' remuneration.

The Board has determined an Annual VR of \$1,263,412 (which equates to 90% of his target Annual VR opportunity, and 68% of his maximum Annual VR opportunity under the executive remuneration framework) be awarded to Mr Irvine in respect of his performance in 2024, pro-rated for the two roles he performed during the year. Under the executive remuneration framework, 60% of that award is to be provided in cash and 40% in deferred rights. This ensures the value Mr Irvine receives from the deferred portion of his Annual VR award is tied to the Company's share price at the relevant Restriction End Dates (defined below). Mr Irvine does not receive any dividend-related payments in connection with the award unless and until the deferred rights vest. See below for further details on the Dividend Equivalent Payment.

The deferred rights will be granted in two equal tranches and will be subject to lapse conditions until the relevant Restriction End Date, being 15 November 2025 for the deferred rights in tranche one, and 15 November 2026 for the deferred rights in tranche two.

# Explanatory notes

**How many deferred rights are proposed to be granted to Mr Irvine and at what price?**

It is proposed that Mr Irvine be granted 13,260 deferred rights.

The number of deferred rights was determined by dividing 40% of Mr Irvine’s Annual VR award for 2024 (that is, \$505,365, being the face value attributed to the deferred rights by the Company) by the weighted average price at which the Company’s ordinary shares were traded on the Australian Securities Exchange (**ASX**) in the five trading days from 23 September 2024 to 27 September 2024 inclusive, which was \$38.11.

The deferred rights cannot be transferred and are subject to lapse conditions until they vest. Each tranche of deferred rights will be eligible to vest shortly after the relevant Restriction End Date, and on vesting will be automatically exercised and entitle Mr Irvine to receive one share for each deferred right. Clawback applies to shares acquired after vesting.

No price is payable by Mr Irvine for the grant or exercise of the deferred rights.

No value will be received by Mr Irvine if the deferred rights lapse.

The deferred rights do not carry any voting rights.

Mr Irvine will receive a cash amount (**Deferred Right Dividend Equivalent Payment**) when a deferred right vests. That Deferred Right Dividend Equivalent Payment will be equal to the value of any dividends paid by the Company during the period between the date the deferred right was granted and the date it is exercised (including the value of any imputation credits which applied to the dividends).

**LTI award – performance rights**

Under the executive remuneration framework, Mr Irvine’s 2025 LTI award will be comprised of two elements: the Long-Term Equity Award (**LTEA**) and the Long-Term Variable Reward (**LTVR**). Details on the LTEA and LTVR are outlined below. The LTI award forms part of Mr Irvine’s ‘at risk’ remuneration.

Terms of award	LTEA	LTVR
<b>Proposed number of rights to be granted</b>	45,919 performance rights.	45,919 performance rights.
<b>How was that number determined?</b>	By dividing Mr Irvine's maximum LTI opportunity for 2025 of \$3,500,000 (being the face value attributed to the performance rights) by the weighted average price at which the Company's shares were traded on the ASX in the five trading days from 23 September 2024 to 27 September 2024 inclusive, which was \$38.11.  50% of the performance rights are proposed to be awarded in respect of the LTEA and 50% of are proposed to be awarded in respect of the LTVR.  Each performance right that vests and is exercised will entitle Mr Irvine to receive one share.	
<b>Price payable for rights granted</b>	No price is payable by Mr Irvine for the grant or exercise of the performance rights.	
<b>Performance Period</b>	From 15 November 2024 to 15 November 2028.	

# Explanatory notes

Terms of award	LTEA	LTVR
<b>Performance measure</b>	<p>The number of performance rights that vest will depend on:</p> <ul style="list-style-type: none"><li>the Company's risk performance against the Company's risk expectations; and</li><li>whether the Company has maintained an acceptable level of risk exposure within the Company's agreed risk appetite levels for risks specific to the Group.</li></ul> <p>Performance against this measure will be assessed by the Board at the end of each year within the Performance Period and following the end of the Performance Period.</p> <p>The percentage of performance rights that vest following the final assessment of the performance measure will be determined by the Board having regard to achievement against the performance measure over the Performance Period and may range from 0% to 100% of the performance rights vesting.</p> <p>The performance measure is tested once at the end of the Performance Period.</p>	<p>The number of performance rights that vest will depend on the Company's Total Shareholder Return (<b>TSR</b>) performance over the Performance Period relative to a peer group comprising a selection of top financial services companies in the S&amp;P/ASX 200 approved by the Board (<b>Peer Group</b>).</p> <p>The number of performance rights that vest will be determined on a straight-line scale from 50% of the performance rights vesting where the Company's TSR performance ranks at the 50th percentile of the Peer Group, up to 100% of the performance rights vesting where the Company's TSR ranks at the 75th percentile of the Peer Group or above. All performance rights will lapse where the Company's TSR performance ranks below the 50th percentile of the Peer Group.</p> <p>The performance measure is tested once at the end of the Performance Period.</p>
<b>Pre-vesting assessment</b>	<p>If performance rights remain eligible to vest following testing of the relevant performance measure, the vesting of those rights will also be subject to a pre-vesting assessment of Mr Irvine's performance, risk and conduct and Board discretion.</p>	

Terms of award	LTEA	LTVR
<b>Exercise</b>	<p>One third of the performance rights that vest will be automatically exercised on each of the First Retention Period End Date (15 November 2028), the Second Retention Period End Date (15 November 2029) and the Third Retention Period End Date (15 November 2030) unless they lapse earlier.</p>	
<b>Lapse conditions</b>	<p>Unvested and vested rights can lapse up until the relevant Retention Period End Date. The circumstances in which unvested and vested rights can lapse are detailed below.</p>	
<b>Board discretion</b>	<p>The Board will retain discretion in relation to the final outcome of the relevant performance measure and vesting and exercise generally, including absolute discretion to adjust the number of performance rights that vest or are exercised down, or to zero, where appropriate.</p>	
<b>Dividend Equivalent Payment</b>	<p>If performance rights vest and are exercised, Mr Irvine will receive a cash amount equal to the value of any dividends paid by the Company during the period between the date the performance right vests to the date it is exercised (including the value of any imputation credits which applied to the dividends).</p>	

# Explanatory notes

## Terms that apply to deferred rights and performance rights

### Lapse conditions

Until the relevant Restriction End Date or relevant Retention Period End Date, a deferred right or a performance right (as applicable) will lapse in certain circumstances, including if:

- Mr Irvine does not meet threshold measures of performance and conduct as set by the Company;
- Mr Irvine resigns from the Company;
- the Board determines that some or all of the deferred rights or performance rights were granted in error;
- the Board determines in its absolute discretion that some or all of the deferred rights or performance rights will lapse, including as a result of:
  - the Board's ongoing monitoring and review of Mr Irvine's performance and the performance of the NAB Group up to the relevant Restriction End Date or the relevant Retention Period End Date, taking into account various factors such as Mr Irvine's or the NAB Group's under-performance or failings in matters relating to risk, conduct, values or sustainability measures; or
  - the Board determining that a 'Malus Event' (including where Mr Irvine has failed to comply with his accountability obligations has occurred; or
  - any other circumstances contemplated by the NAB Group Remuneration Policy.

In the event that Mr Irvine ceases employment with the Company for any reason (other than resignation but including retirement or retrenchment) before the relevant Restriction End Date or the relevant Retention Period End Date, Mr Irvine will retain his deferred rights or performance rights (as applicable) unless the Board determines that some or all of the deferred rights or performance rights will lapse.

Any deferred rights or performance rights that do not lapse following any of the events listed above, will continue to be held by Mr Irvine on the same terms (unless the Board determines otherwise).

The Board will retain discretion in relation to the final vesting outcome, including absolute discretion to adjust the number of deferred rights or performance rights that vest down, or to zero, where appropriate.

The Board may extend each Restriction End Date or Retention Period End Date at any time. This includes if the Board has reason to believe that Mr Irvine is likely to fail to meet threshold measures of conduct or comply with his accountability obligations.

### Clawback

The Board has absolute discretion to claw back shares allocated to Mr Irvine after exercise of the deferred rights or performance rights including if Mr Irvine has not complied with his accountability obligations. If that occurs, Mr Irvine will be required to repay to the Company an amount determined by the Board and/or Mr Irvine will be required to transfer some or all of those shares allocated to him back to the Company.

### Grant date

Subject to shareholder approval, the deferred rights and performance rights will be granted following the AGM and, in any event, within 12 months of the AGM.

Details of the deferred rights and performance rights granted to Mr Irvine will be published in the Company's 2025 Annual Report, along with a statement that shareholder approval for that grant was obtained.

No future grant of deferred rights or performance rights requiring shareholder approval will be made until that approval is obtained.

### Voting

The deferred rights and performance rights do not carry any voting rights. Any Shares allocated to Mr Irvine in respect of vested deferred rights or performance rights, will provide the same rights (including with respect to voting) as other Shares.

### Other information

Mr Irvine is the only director who is eligible to participate in the Annual VR and LTI awards. The Company's Non-Executive Directors do not receive performance-based remuneration and have never received any securities under the Annual VR or LTI award.

Since commencing employment with the Company and up until his appointment as Group CEO and Managing Director, Mr Irvine has been granted 364,855 deferred rights and performance rights under NAB's executive remuneration framework, for which no price was payable.

No loan has been (or will be) provided to Mr Irvine by the Company in respect of the deferred rights or performance rights.

Voting restrictions apply in relation to Items 3(a) and 3(b) and are described in the Items of Business on page 15 to 16.

### RECOMMENDATION

The Board (other than Mr Irvine who has a personal interest in the subject of this resolution) recommends that shareholders vote in favour of Items 3(a) and 3(b).

# Explanatory notes

## Item 4: Consideration of Financial Report, Directors' Report and Auditor's Report

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 September 2024 will be put before the AGM. Each of these reports is contained in the Company's Annual Report for the financial year ended 30 September 2024 (2024 Annual Report).

You can get a copy of the 2024 Annual Report either:

- electronically from our website [www.nab.com.au/annualreports](http://www.nab.com.au/annualreports); or
- from NAB's Share Registry, which you can request by emailing [nabservices@computershare.com.au](mailto:nabservices@computershare.com.au) or by calling **1300 367 647** (within Australia) or **+61 3 9415 4299** (outside Australia).

While this Item does not require a formal resolution to be put to the AGM, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the 2024 Annual Report. Shareholders will also be able to ask questions of the Company's auditor, EY, who will attend the AGM.

## Item 5: Resolutions requisitioned by a group of shareholders

A group of shareholders has:

- proposed the resolutions for Items 5(a) and 5(b) pursuant to section 249N of the Corporations Act; and
- requested that the supporting statements set out in Appendix 1 and Appendix 2 be provided to shareholders pursuant to section 249P of the Corporations Act.

The resolutions for Items 5(a) and 5(b) are not supported by the Board. The Board considers that the resolutions for Items 5(a) and 5(b) are not in the best interests of the Company and shareholders as a whole and recommends that shareholders vote against Items 5(a) and 5(b).

### (a) Amendment to the Constitution – the Board's response

The proposed resolution in Item 5(a) seeks to amend the Company's Constitution to include a new provision that would enable shareholders, by ordinary resolution, to express an opinion or request information about the way in which a power of the Company vested in the Board has been or should be exercised. The proposed amendment expressly provides that any shareholder resolution made pursuant to the proposed constitutional amendment would be advisory only and would not bind the directors or the Company.

The Board respects the rights of shareholders to requisition a resolution to amend the Company's Constitution. However, the Board believes that the proposed resolution is not in the best interests of the Company and shareholders as a whole and recommends that shareholders vote against it for the reasons that follow.

Under the Company's Constitution, the power to manage the business of the Company is vested in the directors who are required to make decisions and manage risks in the best interests of the Company and shareholders as a whole. In order to discharge that duty, the Board must consider a range of issues, having regard to the nature and complexity of NAB's business and its operations in a global environment. Resolutions that are advisory could confuse the role of the Board and shareholders and impact on the Board's ability to effectively make decisions in the interests of shareholders as a whole.

The Board considers that a constitutional right to propose resolutions to express non-binding opinions is likely to disproportionately favour activist shareholders who have a practice of requisitioning special interest resolutions. As a consequence, it could result in future AGMs being dominated by non-binding special interest resolutions that could be time-consuming (in terms of Board and management time and AGM length) and may not necessarily be aligned with the broader shareholder base.

The Company encourages transparency and appropriate shareholder discussion and provides shareholders with a number of avenues to raise issues or concerns. The Company has a comprehensive investor relations engagement program, which aims to facilitate regular and extensive engagement between the Board and senior management and investors. In addition, at each AGM, the Chair encourages shareholders to ask questions about the Company that are relevant to shareholders as a whole. Shareholders are also invited to submit questions before the AGM, which assists the Company to understand shareholder concerns and address key areas of shareholder feedback at the AGM.

Sustainability considerations (including climate risk) regularly form a significant part of investor and shareholder engagement and the Company's progress on such matters is reported through its annual reporting suite of documents including the 2024 Annual Report, 2024 Climate Report, Investor Presentation and Sustainability Data Pack.

### RECOMMENDATION

Having regard to these reasons, the Board considers that the proposed amendment to the Company's Constitution is not in the best interests of the Company and shareholders as a whole and recommends shareholders vote against the proposed resolution.

# Explanatory notes

## (b) Transition Plan Assessments – the Board’s response

Item 5(b) is an advisory resolution and may be properly considered at the AGM only if Item 5(a) is passed by special resolution. If Item 5(a) is not passed, then this Item will not be put to the AGM. Consistent with the Company’s approach to welcoming shareholder feedback, the Company intends to allow reasonable opportunity at the AGM for shareholders to ask questions on the subject matter of this Item at the appropriate time in the agenda irrespective of the outcome of Item 5(a).

The advisory resolution relates to the customer transition plan assessment framework (CTP Assessment Framework) disclosed in the Company’s 2024 Climate Report, which will apply from 1 October 2025, to support the Company’s review of customer transition plans and its engagement with customers on their actions and progress under those plans.

The advisory resolution in Item 5(b) proposes that the Company provide further disclosure addressing two aspects:

*1. Whether a customer of the Company will be eligible for new financing from the Company if the customer’s transition plan is not credibly aligned with the 1.5°C goal of the Paris Agreement.*

While an in-scope customer does not have a customer transition plan in place, or is unable to demonstrate progress beyond an overall rating of “Limited”, the Company will not provide new or renewed corporate, project, or trade finance facilities or facilitate capital markets activities.<sup>3</sup>

Consideration of elements of a customer’s transition plan against a science-based, Paris aligned pathway is one aspect of the CTP Assessment Framework that contributes to a customer’s rating under the framework’s four-tier rating system but will not solely determine whether a customer is eligible for new financing.

*2. Whether the Company’s customer transition plan requirements will be extended to all ‘fossil fuel companies’ as defined by the Science-Based Targets Initiative (SBTI).*

The CTP Assessment Framework will initially apply to Corporate & Institutional Banking customers in the following sectors: power generation (where at the time of lending, 25% or more of the electricity generated by the customer is from thermal coal), oil and gas, and metallurgical coal.<sup>4</sup> The Company has defined those sectors by reference to UNEP FI Guidelines referred to in the Net Zero Banking Alliance (NZBA) Commitment Statement, not by reference to the SBTi, because the Company is a member of the NZBA but not the SBTi.

Recognising that expectations in relation to customer transition plan assessments are evolving rapidly, the Company will continue to mature its approach in relation to its CTP Assessment Framework for Corporate & Institutional Banking customers, including considering whether it is appropriate to expand the framework to select parts of the fossil fuel value chain.

Customer-related ESG risk policies and appetite settings (**ESG risk settings**) also apply to new (and renewed) lending. As part of its annual review process, NAB is updating its coal, oil and gas ESG risk settings. These updates include that the Company will not directly finance new:

- Floating Production Storage and Offloading infrastructure;
- LNG liquefaction assets; or
- transmission pipelines,

where these assets are dedicated solely to greenfield oil and gas extraction projects, unless they play a role in underpinning national energy security.

Additionally, the Company will not provide new project finance for greenfield infrastructure connected to greenfield thermal coal mining projects.

The Company’s ESG risk settings are described in more detail in the *ESG risk-related policy and appetite settings* section of the 2024 Climate Report. Ultimately, the Company considers exposure to risk, including ESG risk, at a lending portfolio and individual customer level. Where ESG risk is high, which includes the fossil fuel value chain, ESG matters are escalated as appropriate. Lending approval is only given where risk (including ESG risk) has been effectively evaluated, appropriately mitigated and accepted.

The 2024 Climate Report can be accessed electronically from the Company’s website [www.nab.com.au/annualreports](http://www.nab.com.au/annualreports).

### RECOMMENDATION

The Board considers that the information provided in the 2024 Climate Report addresses the disclosure requests raised in Item 5(b) and therefore recommends that shareholders vote against the proposed resolution.



# Appendices

The comments in Appendix 1 and 2 were provided by a group of shareholders and are not endorsed by the Board. The Company is legally required to circulate these statements to shareholders. However, neither the Board nor the Company make any representations as to the accuracy of the comments provided by the group of shareholders. The Board and the Company disclaim any liability for factual inaccuracies or misleading statements contained in those comments.

## Appendix 1 – Supporting Statement to Resolution 5(a)

*Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions other than Australia. For example, in the UK shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada shareholders can consider resolutions seeking to advise their board as to how it should act. As a matter of practice, typically, unless the board permits it, Australian shareholders cannot follow the example of their UK, US, New Zealand or Canadian counterparts in this respect.*

*A board of directors is a steward for shareholders and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.*

*In some situations, the appropriate course of action for shareholders dissatisfied with the conduct or performance of the board is to seek to remove directors individually. However, in many situations a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings to alert board members that the shareholders seek more information or favour a particular approach to corporate policy.*

*The constitution of NAB is not conducive to the rights of shareholders to place resolutions on the agenda of a shareholder meeting. This is contrary to the long-term interests of NAB, its board and shareholders.*

*Passage of this resolution – to amend the NAB constitution – will simply put the company in a similar position in regard to shareholder resolutions as any listed company in the UK, US, Canada or New Zealand.*

*We encourage shareholders to vote in favour of this resolution.*

## Appendix 2 – Supporting Statement to Resolution 5(b)

*Last year, 28.3% of shareholders voted in favour of a resolution similarly requesting information about NAB's Customer Transition Plan assessments.<sup>5</sup> Disclosures provided to date leave critical gaps, meaning shareholders cannot be assured NAB will stop financing companies whose plans undermine the climate goals the bank has committed to.*

*NAB's policy settings and fossil fuel finance activity have become increasingly out of step with international and domestic peers over the last year. For example, consistent with international best practice, Commonwealth Bank announced in August that it has already made the decision to no longer finance oil and gas, metallurgical coal mining, or coal-fired power generation customers that lack transition plans aligned with the Paris Agreement.<sup>6</sup> This has resulted in Commonwealth Bank's lending exposure to upstream oil and gas almost halving in the last two years.<sup>7</sup>*

*NAB has committed to the 1.5°C target of the Paris Agreement and net zero global emissions by 2050 but continues to undermine these goals by financing fossil fuel expansion, exposing our company to increased climate-related financial, legal, regulatory and reputational risks.*

*For NAB to adequately meet its climate commitments, and the expectations of regulators, investors and broader stakeholders, the bank must require all fossil fuel customers to produce credible transition plans before providing them with new finance.*

### Financing fossil fuel expansion

*The gaps in NAB's current policy have enabled our company to continue to provide billions to fossil fuel expansion, which undermines the Paris goals.*

*The Intergovernmental Panel on Climate Change has confirmed projected emissions from the planned lifetimes of existing fossil fuel infrastructure would significantly exceed the global carbon budget remaining to limit global warming to 1.5°C.<sup>8</sup>*

*The International Energy Agency concluded in 2021 that reaching net zero emissions by 2050 means no new or expanded coal mines and no new oil and gas fields should be approved,<sup>9</sup> largely reiterating this finding in 2022<sup>10</sup> and 2023.<sup>11</sup> NAB has relied on the IEA's Net Zero by 2050 scenario to develop some of its climate policies, yet has failed to align its financing decisions with this key conclusion.*

*The UN-convened Net Zero Banking Alliance, of which NAB is a member, has also categorically stated it "does not support the financing of fossil fuel expansion."<sup>12</sup>*

# Appendices

Yet NAB loaned \$859 million to companies involved in fossil fuel expansion in 2023, over four and a half times its peer, Commonwealth Bank.<sup>13</sup>

Between 1 January 2023 and 10 October 2024, NAB:

- Acted as a mandated lead arranger for a \$1.24 billion loan for Santos, a company targeting FID on three new oil and gas projects in the coming years.<sup>14</sup>
- Loaned \$50 million to APA Group, a pipeline company developing several new pipelines for the Beetaloo Sub-basin, a project estimated to result in 1.1 billion tonnes of CO<sub>2</sub>-equivalent over its lifetime.<sup>15</sup>
- Acted as a mandated lead arranger for a \$4.4 billion loan for GasLog, a “leading global provider of LNG shipping services”,<sup>16</sup> which has committed two of its LNG carriers to Woodside’s Scarborough gas expansion project.<sup>17</sup>

NAB’s financing continues to facilitate fossil fuel expansion that is incompatible with global climate goals the bank claims commitment to.

## Further disclosure required

This year, NAB released a Proposed Assessment Framework for assessing Customer Transition Plan (CTP) alignment with the Paris Agreement.<sup>18</sup> NAB’s proposed approach lacks important detail regarding implementation in two key areas: impact on financing decisions and scope of application.

NAB’s ‘expected approach’ to customers without Paris-aligned CTPs is to “consider contractual protections or reduction in exposure”. This is clearly insufficient to ensure NAB will not continue financing customers whose plans and activities are incompatible with the bank’s climate goals. Alignment with best practice and NAB’s Paris and net zero commitments would require NAB to rule out new finance for fossil fuel customers without credible Paris-aligned CTPs.

Additionally, the scope of customers required to produce a CTP by 1 October 2025 does not include all fossil fuel sub-sectors.<sup>19</sup> For example, APA Group and GasLog, noted above, would not be required to produce CTPs under NAB’s currently disclosed approach.

With no clear impact on new financing decisions and limited coverage of fossil fuel sub-sectors, NAB’s disclosures fail to ensure the bank’s future financing decisions will be made in accordance with its net zero and Paris commitments.

## Regulatory and legal risk

Australian misleading and deceptive conduct law requires companies to have a reasonable basis for making climate-related statements, including net zero commitments.<sup>20</sup> The misalignment between NAB’s climate commitments and its ongoing financing of fossil fuel expansion raises greenwashing risks. As stated by the chair of a UN High-Level Expert Group focused on corporate net zero claims: “Non-state actors cannot claim to be net zero while continuing to build or invest in new fossil fuel supply.”<sup>21</sup>

Regulators have begun taking enforcement action in this area, with some companies fined millions of dollars for misconduct.<sup>22</sup> ASIC’s Chair, Joe Longo, has stated one of the main types of misconduct identified by the regulator has been “net zero statements and targets, that were either made without a reasonable basis or that were factually incorrect”.<sup>23</sup>

The inconsistency between NAB’s climate commitments and fossil fuel finance activity could see NAB facing increased legal and regulatory scrutiny.

Without disclosing a comprehensive and credible approach to ensuring its fossil fuel customers are aligned with a 1.5°C warming pathway, NAB does not have a reasonable basis for its commitments to the Paris Agreement and net zero emissions by 2050, leaving the bank open to greenwashing challenges.

This resolution presents an opportunity for NAB to address these risks and meet the best practice standards set by international and domestic peers.

We urge shareholders to vote in favour of this resolution.

# Footnotes

- 1 Defined as: The provision of new corporate lending, project finance or trade finance to a customer, including the refinancing of existing facilities, and the arranging or underwriting of capital markets transactions to a customer.
- 2 As defined in Science-Based Targets Initiative Financial Institutions Near-Term Criteria Version 2.0 (<https://sciencebasedtargets.org/resources/files/Financial-Institutions-Near-Term-Criteria.pdf>)
- 3 Excludes transactional banking (including deposit services), risk management products and similar ancillary products and services. In the context of Customer Transition Plans, capital markets activities means all types of bonds, syndicated loans and US Private Placements. It excludes advice or services to a customer by JBWere.
- 4 Those sectors are consistent with sector definitions used for the Company's target setting emissions baseline, although metallurgical coal forms part of the iron and steel sector. Refer to Supporting information of the 2024 Climate Report for further details. The Company does not intend to apply the assessment framework to customers in the thermal coal sector. Refer to the 2024 Climate Report for further details on how the Company's ESG Risk settings and sector decarbonisation target for thermal coal are reducing exposure to this sector.
- 5 <https://www.listcorp.com/asx/nab/national-australia-bank-limited/news/2023-annual-general-meeting-results-2972697.html>
- 6 <https://www.commbank.com.au/content/dam/commbank-assets/investors/docs/results/fy24/CBA-2024-Climate-Report.pdf>
- 7 <https://www.marketforces.org.au/commbank-2024-climate-report/>
- 8 <https://www.ipcc.ch/report/sixth-assessment-report-working-group-3/>
- 9 <https://www.iea.org/reports/net-zero-by-2050>
- 10 <https://www.iea.org/reports/world-energy-outlook-2022>
- 11 <https://www.iea.org/reports/net-zero-roadmap-a-global-pathway-to-keep-the-15-0c-goal-in-reach>
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- 13 <https://www.marketforces.org.au/campaigns/banks/banking-climate-failure/>
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- 19 <https://sciencebasedtargets.org/resources/files/Financial-Institutions-Near-Term-Criteria.pdf>
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- 21 [https://www.un.org/sites/un2.un.org/files/high-level\\_expert\\_group\\_n7b.pdf](https://www.un.org/sites/un2.un.org/files/high-level_expert_group_n7b.pdf)
- 22 <https://asic.gov.au/about-asic/news-centre/find-a-media-release/2024-releases/24-213mr-asic-s-vanguard-greenwashing-action-results-in-record-12-9-million-penalty/>  
<https://asic.gov.au/about-asic/news-centre/find-a-media-release/2024-releases/24-173mr-asic-s-first-greenwashing-case-results-in-landmark-11-3-million-penalty-for-mercero/>
- 23 <https://asic.gov.au/about-asic/news-centre/speeches/greenwashing-a-view-from-the-regulator/>

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