



Thursday, 7 May 2015

**NATIONAL AUSTRALIA BANK
PRO RATA ACCELERATED RENOUNCEMENT ENTITLEMENT OFFER**

NOTICE UNDER SECTION 708AA(2)(f) CORPORATIONS ACT 2001 (CTH)

This notice is given by National Australia Bank Limited (ASX Code: NAB) ("**NAB**") under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ("**Act**") as modified by the Australian Securities and Investments Commission ("**ASIC**") Class Order 08/35 ("**Class Order**").

NAB has announced a pro rata accelerated renounceable entitlement offer (with retail rights trading) ("**Entitlement Offer**") of 2 fully paid ordinary shares in NAB ("**New Shares**") for every 25 NAB ordinary shares held as at 7.00pm (Melbourne time) on 12 May 2015 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which NAB decides to extend the Entitlement Offer.

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on 18 May 2015.

NAB confirms that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by the Class Order;
- (c) as at the date of this notice, NAB has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to NAB; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and
- (e) the potential effect the issue of New Shares will have on the control of NAB, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. Given:
 - (i) the Entitlement Offer is structured as a pro rata issue and is fully underwritten; and
 - (ii) the current level of holdings of other substantial holders (based on substantial holding notices that have been given to NAB and lodged with ASX on or prior to the date of this notice),

the issue of the New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of NAB.

All queries in relation to the above should be addressed to:

Company Secretary
National Australia Bank Limited
Level 1
800 Bourke Street
Docklands VIC 3008