

Louise Thomson
Group Company Secretary

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AUSTRALIA

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Wednesday, 18 December 2019

The Manager, Listings
ASX Limited
Company Announcements Office
Level 4 Exchange Centre, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

National Australia Bank Limited – Results of 2019 Annual General Meeting

In accordance with ASX Listing Rule 3.13.2, the results of the 2019 Annual General Meeting (AGM) of National Australia Bank Limited are set out below. All resolutions put to the AGM were decided by way of a poll.

Item	Resolution	Result
2	Adoption of the Remuneration Report for the year ended 30 September 2019	Passed
3	Conditional Spill Resolution	Resolution was not required
4(a)	Re-election of Director - Mr Philip Chronican	Passed as ordinary resolution
4(b)	Re-election of Director – Mr Douglas McKay	Passed as ordinary resolution
4(c)	Election of Director - Ms Kathryn Fagg	Passed as ordinary resolution
5(a)	Selective capital reduction under the CPS II Terms	Passed as special resolution
5(b)	Selective capital reduction outside the CPS II Terms	Passed as special resolution
6(a)	Requisitioned resolutions promoted by Market Forces - Amendment to the Constitution	Not passed
6(b)	Requisitioned resolutions promoted by Market Forces - Transition planning disclosure	Resolution was not required
7	Requisitioned resolution promoted by the Australasian Centre for Corporate Responsibility - Lobbying inconsistent with the goals of the Paris Agreement	Resolution was not required

We advise that 97.02% of the votes were cast in favour of adoption of the Remuneration Report and as a result, the Conditional Spill Resolution in Item 3 was not required. In addition, Item 6(a) Amendment to Constitution was not passed, and as a result, Item 6(b) and Item 7 were not required (as those items were conditional on Item 6(a) being passed).

In accordance with section 251AA of the *Corporations Act 2001 (Cth)*, details of the total number of proxies received and the total number of votes cast in respect of each resolution are set out in the attached proxy summary.

Yours sincerely

A handwritten signature in blue ink, appearing to read "Louise Thomson". The signature is fluid and cursive, with the first name "Louise" written in a larger, more prominent script than the last name "Thomson".

Louise Thomson
Group Company Secretary

NATIONAL AUSTRALIA BANK LIMITED
2019 Annual General Meeting
Wednesday, 18 December 2019
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
ITEM 2 Remuneration Report	Ordinary	1,310,377,113 95.46%	40,607,204 2.96%	21,673,178 1.58%	60,734,687	1,332,684,707 97.02%	40,869,185 2.98%	60,758,525	Carried
ITEM 3 - Spill Resolution (CONDITIONAL ITEM)	Ordinary	35,619,684 2.58%	1,322,328,868 95.78%	22,653,860 1.64%	52,767,891	The resolution was not put to the meeting as the requisite against vote on ITEM 2 was not received			N/A
ITEM 4(A) Re-election of Director - Mr Philip Chronican	Ordinary	1,347,084,697 97.31%	15,128,382 1.09%	22,056,088 1.60%	49,109,801	1,370,318,927 98.90%	15,217,827 1.10%	49,186,942	Carried
ITEM 4(B) Re-election of Director - Mr Douglas McKay	Ordinary	1,340,175,998 97.00%	19,405,840 1.40%	22,143,270 1.60%	51,655,061	1,363,443,515 98.59%	19,515,551 1.41%	51,749,337	Carried
ITEM 4(C) Election of Director - Ms Kathryn Fagg	Ordinary	1,329,682,223 96.09%	32,042,206 2.31%	22,152,357 1.60%	49,516,157	1,352,996,186 97.68%	32,109,544 2.32%	49,597,198	Carried
ITEM 5(A) Selective capital reduction under the CPS II Terms	Special	174,695,240 85.53%	6,787,283 3.32%	22,752,432 11.15%	52,172,201	197,302,904 96.64%	6,864,201 3.36%	52,229,513	Carried
ITEM 5(B) Selective capital reduction outside the CPS II Terms	Special	173,840,422 85.10%	7,456,681 3.66%	22,937,965 11.24%	52,610,784	196,622,003 96.32%	7,513,486 3.68%	52,664,281	Carried
ITEM 6(A) Requisitioned resolution promoted by Market Forces - Amendment to the Constitution	Special	75,601,266 5.84%	1,197,204,287 92.46%	21,980,900 1.70%	138,598,695	75,630,424 5.83%	1,220,583,185 94.17%	138,172,444	Not Carried
ITEM 6(B) - Requisitioned resolution promoted by Market Forces - Transition Planning Disclosure (CONDITIONAL ITEM)	Ordinary	173,443,784 12.89%	1,150,491,340 85.48%	22,011,501 1.63%	87,449,507	The resolution was not put to the meeting as ITEM 6(A) was not passed as a Special Resolution			N/A
ITEM 7 - Requisitioned resolution promoted by the Australasian Centre for Corporate Responsibility – Lobbying inconsistent with the goals of the Paris Agreement (CONDITIONAL ITEM)	Ordinary	208,135,111 15.07%	1,151,330,007 83.34%	21,994,464 1.59%	51,930,902	The resolution was not put to the meeting as ITEM 6(A) was not passed as a Special Resolution			N/A

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.