

Louise Thomson
Group Company Secretary

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Friday, 18 December 2020

Market Announcements Office
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

2020 Annual General Meeting Results

In accordance with the ASX Listing Rules, and section 251AA of the Corporations Act 2001 (Cth), the results of the 2020 Annual General Meeting of National Australia Bank (NAB) are attached.

All resolutions put to the AGM were decided by way of poll.

| Item | Resolution | Result |
|------|---|-------------------------------|
| 2(a) | Re-election of Director - Mr David Armstrong | Passed as ordinary resolution |
| 2(b) | Re-election of Director – Mr Peeyush Gupta | Passed as ordinary resolution |
| 2(c) | Re-election of Director - Ms Ann Sherry | Passed as ordinary resolution |
| 2(d) | Election of Director – Mr Simon McKeon | Passed as ordinary resolution |
| 3 | Adoption of the Remuneration Report for the year ended 30 September 2020 | Passed |
| 4 | Performance Rights – Group Chief Executive Officer | Passed as ordinary resolution |
| 5 | Selective buy-back of 20 million Preference Shares associated with the National Income Securities (NIS Buy-back Scheme) | 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 |

We advise that Item 6(a) Amendment to the Constitution was not passed, and as a result, Item 6(b) was not required as that item was conditional on Item 6(a) being passed.

A handwritten signature in blue ink, appearing to read "Louise Thomson".

Louise Thomson
Group Company Secretary

National Australia Bank Limited
2020 Annual General Meeting
Friday, 18 December 2020
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) | | | | Direct votes (as at close of direct voting) | | | Number of votes cast on the poll (where applicable) | | | Resolution Result |
|---|--------------------|--|---------------|-----------------------|-------------|--|------------|-----------|--|-------------------------|-------------|--------------------------|
| Resolution | Resolution Type | For | Against | Proxy's Discretion | Abstain | For | Against | Abstain | For | Against | Abstain* | Carried / Not Carried |
| Item 2(a) Re-election of Mr David Armstrong | Ordinary | 1,523,319,218 | 13,307,249 | 7,096,314 | 46,338,155 | 39,815,144 | 2,585,032 | 1,029,284 | 1,604,808,775 99.02% | 15,928,017 0.98% | 47,370,778 | Carried |
| Item 2(b) Re-election of Mr Peeyush Gupta | Ordinary | 1,519,666,394 | 16,945,319 | 7,107,026 | 46,342,197 | 39,129,510 | 3,284,326 | 1,015,624 | 1,600,509,332 98.75% | 20,256,264 1.25% | 47,366,870 | Carried |
| Item 2(c) Re-election of Ms Ann Sherry | Ordinary | 1,519,680,886 | 16,939,505 | 7,101,840 | 46,338,705 | 39,517,061 | 2,961,128 | 951,271 | 1,600,895,692 98.77% | 19,918,459 1.23% | 47,293,315 | Carried |
| Item 2(d) Election of Mr Simon McKeon | Ordinary | 1,528,901,213 | 2,426,485 | 7,099,539 | 51,633,699 | 39,834,333 | 2,474,395 | 1,120,732 | 1,610,198,213 99.69% | 4,985,227 0.31% | 52,924,026 | Carried |
| Item 3 Remuneration Report | Ordinary | 1,516,604,011 | 20,112,723 | 6,889,888 | 46,430,889 | 34,863,070 | 7,142,250 | 1,191,001 | 1,591,315,290 98.28% | 27,893,193 1.72% | 48,644,028 | Carried |
| Item 4 Performance Rights - Group Chief Executive Officer | Ordinary | 1,520,532,704 | 16,281,912 | 6,858,114 | 46,376,901 | 33,041,195 | 9,361,247 | 1,027,018 | 1,594,118,627 98.36% | 26,536,129 1.64% | 47,436,690 | Carried |
| Item 5 Selective buy-back of 20 million Preference Shares associated with the NIS (NIS Buy-back Scheme) | Special | 1,535,147,274 | 468,180 | 7,243,516 | 46,537,591 | 38,577,513 | 2,762,505 | 1,697,756 | 1,615,121,239 99.80% | 3,280,592 0.20% | 48,275,332 | Carried |
| Item 6(a) Amendment to the Constitution | Special | 101,429,104 | 1,359,895,977 | 7,129,453 | 121,606,402 | 4,446,095 | 37,475,052 | 1,508,313 | 106,815,963 6.92% | 1,437,547,310 93.08% | 123,727,906 | Not Carried |
| Item 6(b) Transition Planning Disclosure (conditional item) | Ordinary | 407,096,551 | 1,110,535,757 | 7,189,501 | 65,239,127 | 5,088,783 | 36,663,324 | 1,677,353 | Resolution was not put to the meeting | | | |

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

Resolution(s) proposed but not put to the meeting

| Resolution | Reason for not putting the resolution to the meeting |
|---|--|
| Item 6(b) Transition Planning Disclosure (conditional item) | Resolution was not put to the meeting as Resolution 6(a) was not carried |