

**Penny MacRae**  
Group Company Secretary

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AUSTRALIA

[www.nabgroup.com](http://www.nabgroup.com)



Wednesday, 19 December 2018

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

Dear Sir

### **National Australia Bank Limited – Results of 2018 Annual General Meeting**

In accordance with ASX Listing Rule 3.13.2, the results of the 2018 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.

<b>Item</b>	<b>Resolution</b>	<b>Result</b>
2	Adoption of the Remuneration Report for the year ended 30 September 2018	Not passed
3	Variable reward deferred shares – Group Chief Executive Officer	Not passed as ordinary resolution
4	Re-election of Director - Ms Anne Loveridge	Passed as ordinary resolution
5(a)	Selective capital reduction of Convertible Preference Shares (CPS) under the CPS Terms	Passed as special resolution
5(b)	Selective capital reduction of Convertible Preference Shares (CPS) outside the CPS Terms	Passed as special resolution

As more than 25% of the votes were cast against Resolution 2, this constitutes a first strike for the purposes of the *Corporations Act 2001 (Cth)*.

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 black ink, appearing to read "Penny MacRae", written over a horizontal line.

Penny MacRae  
Group Company Secretary

**National Australia Bank Limited  
Annual General Meeting  
Wednesday, 19 December 2018  
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

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
2 Adoption of the Remuneration Report	Ordinary	102,903,831 9.58%	947,097,537 88.11%	24,862,704 2.31%	184,844,791	125,239,025 11.57%	957,206,118 88.43%	184,893,662	Not Carried
3 Variable Reward Deferred Shares-Group CEO	Ordinary	413,616,371 34.32%	766,874,558 63.62%	24,924,591 2.06%	54,316,095	436,004,610 35.94%	776,989,603 64.06%	54,846,384	Not Carried
4 Re-election of Director-Ms Anne Loveridge	Ordinary	1,027,239,859 92.62%	56,034,266 5.06%	25,762,608 2.32%	150,666,594	1,060,829,106 94.95%	56,461,995 5.05%	150,830,291	Carried
5A Selective capital reduction of Convertible Preference Shares (CPS) under the CPS Terms	Special	155,791,846 81.64%	8,640,750 4.53%	26,390,627 13.83%	58,748,818	189,387,093 95.50%	8,923,989 4.50%	59,161,222	Carried
5B Selective capital reduction of Convertible Preference Shares (CPS) outside the CPS Terms	Special	152,731,492 79.86%	11,629,776 6.08%	26,868,709 14.06%	59,466,085	186,725,435 93.99%	11,939,682 6.01%	59,888,165	Carried

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