

**Louise Thomson**  
Group Company Secretary

800 Bourke Street  
Docklands VIC 3008  
AUSTRALIA  
[www.nabgroup.com](http://www.nabgroup.com)



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