

## HOUSE OF REPRESENTATIVES STANDING COMMITTEE ON ECONOMICS

### REVIEW OF THE FOUR MAJOR BANKS

#### NAB

**NAB68QW:** Of the shareholdings in your bank, at your five most recent Annual General Meetings, what is:

- (a) The total number of shares eligible to be exercised for voting?
- (b) The total number of shareholdings that have been exercised by:
  - (i) The Chair?
  - (ii) A proxy?
  - (iii) In total?
- (c) The total percentage of shareholdings that have been exercised by:
  - (i) The Chair?
  - (ii) A proxy?
  - (iv) The total percentage of all shareholdings exercised?

#### Answer

- (a) The total number of shares eligible to be exercised for voting?

Year	Total number of ordinary shares eligible to be exercised for voting
2020	3,296,687,077
2019	2,947,024,409
2018	2,777,473,484
2017	2,718,381,387
2016	2,670,195,980
2015	2,637,945,768

- (b) And (c): Please see the tables below.

**National Australia Bank Limited  
2015 Annual General Meeting  
Thursday, 17 December 2015  
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 Election of Director - Ms Anne Loveridge	Ordinary	1,157,882,575 97.32%	3,299,905 0.28%	28,560,648 2.40%	51,788,683	1,187,509,896 99.72%	3,333,705 0.28%	51,791,797	Carried
3 Remuneration Report	Ordinary	1,123,605,086 94.60%	36,559,736 3.08%	27,560,389 2.32%	53,806,475	1,151,605,184 96.91%	36,679,963 3.09%	53,843,626	Carried
4 Performance Rights - Group Chief Executive Officer	Ordinary	1,114,654,036 93.81%	45,980,498 3.87%	27,562,625 2.32%	53,328,682	1,143,066,955 96.13%	46,075,634 3.87%	53,363,886	Carried

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

**Additional information**

Chairman – Michael Chaney

Ordinary NAB shares                      30,643    (Checked to Appendix 3Z)

**National Australia Bank Limited**

**2016 Annual General Meeting**

**Friday, 16 December 2016**

**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
2A Re-election of Director-Mr Anthony Yuen	Ordinary	1,176,220,549 96.89%	10,775,373 0.89%	26,959,496 2.22%	49,359,952	1,204,445,750 99.11%	10,775,373 0.89%	49,367,479	Carried
2B Election of Director- Mr Philip Chronican	Ordinary	1,177,037,738 96.95%	9,924,096 0.82%	27,018,994 2.23%	49,342,508	1,205,325,136 99.18%	9,924,288 0.82%	49,347,144	Carried
2C Election of Director- Mr Douglas McKay	Ordinary	1,176,583,562 96.91%	10,352,375 0.86%	27,068,439 2.23%	49,294,845	1,204,900,731 99.15%	10,369,733 0.85%	49,301,989	Carried
3 Remuneration Report	Ordinary	1,103,904,174 91.01%	83,377,876 6.88%	25,504,378 2.11%	50,522,415	1,130,006,812 93.12%	83,521,491 6.88%	50,543,964	Carried
4 Performance Rights- Group Chief Executive Officer	Ordinary	1,102,232,837 90.83%	86,033,352 7.09%	25,258,284 2.08%	49,789,467	1,128,437,120 92.90%	86,179,484 7.10%	49,816,120	Carried

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

**Additional information**

Chairman - Ken Henry

Ordinary NAB shares

8,360 (Checked to Appendix 3Y)

**National Australia Bank Limited**  
**2017 Annual General Meeting**  
**Friday, 15 December 2017**  
**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
2A Re-election of Director- Dr Kenneth Henry	Ordinary	1,199,988,483 97.36%	6,092,510 0.49%	26,473,184 2.15%	45,169,304	1,227,783,332 99.51%	6,095,114 0.49%	45,169,304	Carried
2B Re-election of Director- Mr David Armstrong	Ordinary	1,193,271,069 96.83%	12,450,387 1.01%	26,555,071 2.16%	45,446,954	1,221,134,402 98.99%	12,463,916 1.01%	45,449,108	Carried
2C Re-election of Director- Mr Peeyush Gupta	Ordinary	1,192,304,046 96.76%	13,249,179 1.08%	26,585,355 2.16%	45,583,903	1,220,162,136 98.92%	13,268,273 1.08%	45,616,019	Carried
2D Re-election of Director- Ms Geraldine McBride	Ordinary	1,195,166,640 96.98%	10,510,075 0.85%	26,684,681 2.17%	45,360,784	1,223,139,351 99.15%	10,533,007 0.85%	45,374,091	Carried
2E Election of Director- Ms Ann Sherry	Ordinary	1,192,286,466 96.77%	13,074,828 1.06%	26,659,543 2.17%	45,699,185	1,220,253,176 98.94%	13,091,376 1.06%	45,699,739	Carried
3 Remuneration Report	Ordinary	1,164,361,952 94.78%	38,442,664 3.13%	25,659,754 2.09%	49,237,090	1,190,643,038 96.86%	38,590,500 3.14%	49,326,198	Carried
4 Performance Rights-Group Chief Executive Officer	Ordinary	1,160,087,949 94.26%	45,124,734 3.67%	25,445,109 2.07%	47,057,038	1,186,377,859 96.33%	45,252,365 3.67%	47,123,455	Carried

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

**Additional information**

Chairman - Ken Henry  
Ordinary NAB shares

10,360 (Checked to Appendix 3Y)

**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.

**Additional information**

Chairman - Ken Henry

Ordinary NAB shares 10,360 (Checked to Appendix 3Y)

(Also confirmed with Appendix 3Z in November 2019)

**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.

**Additional information**

Chairman - Philip Chronican

Ordinary NAB shares      40,000    (Checked to Appendix 3Y)

**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 98.68%	13,307,249 0.86%	7,096,314 0.46%	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 98.44%	16,945,319 1.10%	7,107,026 0.46%	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 98.44%	16,939,505 1.10%	7,101,840 0.46%	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 99.38%	2,426,485 0.16%	7,099,539 0.46%	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 98.25%	20,112,723 1.30%	6,889,888 0.45%	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 98.50%	16,281,912 1.05%	6,858,114 0.44%	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 99.50%	468,180 0.03%	7,243,516 0.47%	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 6.91%	1,359,895,977 92.61%	7,129,453 0.49%	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 26.70%	1,110,535,757 72.83%	7,189,501 0.47%	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

**Additional information**

Chairman - Philip Chronican  
Ordinary NAB shares

42,120 (Checked to Appendix 3Y)