





National Australia Bank Limited
ABN 12 004 044 937

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Share Registry
National Australia Bank Limited
Reply Paid 2333
Melbourne Victoria 3001
Australia



Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 367 647
(outside Australia) +61 3 9415 4299

Proxy Form

 Vote and view the annual report online Go to www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to vote.	
Your access information that you will need to vote: Control Number: SRN/HIN: PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.	

 **For your vote to be effective it must be received by 9:30am (Australian Eastern Daylight Time - Melbourne time) on Tuesday, 17 December 2013**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of National Australia Bank Limited (NAB) hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). If you insert "Chairman" you will be appointing the Chairman of the Meeting.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of NAB to be held at Plenary 2, Melbourne Convention & Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria on Thursday, 19 December 2013 at 9:30am (Australian Eastern Daylight Time) and at any adjournment or postponement of that Meeting.

Item 2: Subject to the terms of the ASX waiver described in the Notice of Meeting (ASX Waiver), if you participated in the issue of NAB Convertible Preference Shares, you are not entitled to vote on **Item 2** and any such vote will be disregarded in accordance with the voting restrictions for **Item 2** detailed in the Notice of Meeting. If you are a fiduciary, nominee or custodian who is subject to these voting restrictions, and you are directing your proxy to vote in relation to **Item 2**, then by signing and returning this form you are representing and confirming to NAB that you have complied with the conditions of the ASX Waiver.

Items 3 and 4: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 3 and 4** (except where I/we have indicated a different voting intention below) even though **Items 3 and 4** are connected directly or indirectly with the remuneration of members of key management personnel, which by definition includes the Chairman. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 3 and 4** by marking the appropriate box in Step 2 below.

Important Note: For **Item 4**, this express authority is also subject to you marking the box in the section immediately below.

NOTE IMPORTANT FOR ITEM 4

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on **Item 4** under Step 2 below, please place a mark in the box on the left. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of this Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on **Item 4** and your votes will not be counted in determining the required majority when a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies for **Item 4**.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain	
Item 2. Approval of Securities Issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Please read important information above.
Item 3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Item 4. Performance Rights - Group Chief Executive Officer, Mr Cameron Clyne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Item 5. Re-election and election of Directors				
(a) Mr Daniel Gilbert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(b) Ms Jillian Segal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
(c) Mr Anthony Yuen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Undirected proxies received by the Chairman will be voted against item 5(d).				
(d) Mr David Barrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Name _____ Telephone _____ Date ____/____/____