reRule 2.7, 3.10.3, 3.10.4, 3.10.5

## **Appendix 3B**

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Ν	lam	ne	of	entity	

### NATIONAL AUSTRALIA BANK LIMITED

#### ACN, ARBN or ARSN

ABN 12 004 044 937

We the (entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space)

- 1 Class of securities issued or to be issued
- Number of securities issued or to be Issued (if known) or maximum number which may be issued
- Principal terms of the \*securities (eg, if options, exercise price and expiry date; if partly paid \*securities, the amount outstanding and due dates for payment; if \*convertible securities, the conversion price and dates for conversion)

Ordinary shares,	fully paid
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24,078,955 Ordinary shares, fully paid to be issued

•	23,998,944	Issue of ordinary shares on conversion of the A\$300 million of Tier 1 Convertible Notes and A\$300 million of Tier 1 Stapled Securities (including the conversion into ordinary shares of preference shares forming part of the Tier 1 Stapled Securities)
•	22,118	Shares issued pursuant to the Executive Performance Rights Plan (Expiry Date: 07/08/2012)
•	6,621	Shares issued pursuant to the Executive Performance Rights Plan - UK (Expiry Date: 09/11/2012)
•	3,250	Shares issued pursuant to Executive Staff Share Scheme
•	48,022	Shares issued pursuant to the Executive Options Plan (Expiry Date:16/07/2014)
	24,078,955	

#### Total

4 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which the participate

All newly issued shares will rank pari passu with existing ordinary shares, fully paid.

Not applicable

	for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
5	Issue price or consideration		23,998,944	the Tier 2008 for	nary shares are issued on on the convertible Notes issued A\$300 million and of all of the issued on 24 September 1	on 24 September he Tier 1 Stapled
			22,118	N/A	Shares issued pursuant to the Executive Performance Rights Plan (Expiry Date: 07/08/2012)	NIL
			6,621	N/A	Shares issued pursuant to the Executive Performance Rights Plan - UK (Expiry Date: 09/11/2012)	NIL
			3,250	N/A	Shares issued pursuant to Executive Staff Share Scheme	NIL
			48,022	N/A	Shares issued pursuant to the Executive Options Plan T1(Expiry Date:16/07/2014)	NIL
	TOTAL		24,078,955			
6	Purpose of the issue	Ω	rdinary shares is	ssued are		
(if issued as consideration for the acquisition of assets, clearly identify those assets)		to give effect to the conversion of the A\$300 million of Tier 1 Convertible Notes and A\$300 million of Tier 1 Stapled Securities as announced to ASX on 15 August 2012				
		In	accordance wit	h the term	s and conditions of Nationa	ıl Australia Bank's:
		•		Staff Sha	ance Rights Plan are Scheme Plan	
7	Dates of entering securities into uncertificated holdings or despatch of certificates	Al	lotted progressi	vely from	17 July 2012 to 12 Septemb	per 2012 (inclusive).

8	Number and +class of all securities	Number	+Class
	quoted on ASX (including the securities in clause 2 if applicable)	2,297,237,138	Ordinary shares, fully paid
	Securites in clause 2 ii applicable)	20,000,000	National Income Securities (stapled debt/preference shares)
		11,725,140	NAB Subordinated Notes
	Niveshan and values of all accomition	Ni. and an	10lass
9	Number and +class of all securities not quoted on ASX (including the	Number	+Class
	securities in clause 2 if applicable)	105,174	Ordinary shares, partly paid and not quoted
		1,934,271	Un-exercised Options
		2,239,737	Un-exercised Performance Rights
		6,000	Denominations of US\$100,000 of Capital Notes
		1,000	2009 Stapled Securities
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable	
Part	2 – Bonus issue or pro rata issue	I	
	·		
11	Is security holder approval required?)	Not Applicable	
• •	io occurry ricides approval required.)	110t/ippiloable	
40		N A. P I.	
12	Is the issue renounceable or non-renounceable?	Not Applicable	
40	Datic in which the accomition will be	Not Applicable	
13	Ratio in which the securities will be Offered	Not Applicable	
4.4		Not Applicable	
14	Class of securities to which the offer Relates	Not Applicable	
4-	Beautiful to the	Not Apply 11	
15	Record dated to determine entitlements	Not Applicable	
16	Will holdings on different registers (or	Not Applicable	
	Subregisters) be aggregated for Calculating entitlements?		
	Calculating entitlements?		
17	Policy for deciding entitlements in relation to fractions	Not Applicable	
18	Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with.	Not Applicable	

19	Closing date for receipt of acceptances or Renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or Commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their Entitlements in full through a broker?	Not Applicable
31	How do security holders sell part of their Entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their Entitlements (except by sale through a broker)?	Not Applicable
33	Dispatch date	Not Applicable

		tation of securities ly complete this section if you a	re applying for quotation of securities			
34	Type o	f securities ne)				
(a)	~	Securities described in Part 1				
(b)		All other securities  Example: restricted securities at the end of the escrowed period, partly paid securities that become fully  Paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities.				
Entit	ties that l	have ticked box 34(a)				
		curities forming a new class of sonal securities do not form a new				
Tick	to indica	ate you are providing the informa	ation or documents			
35		and	olders of the additional securities, and the number			
		Percentage of additional +sec	urities held by those holders			
36		A distribution schedule of the a in the Categories 1 – 1,000 1,001 – 5,000 5,000 – 10,000 10,001 – 100,000 100,001 and over	additional securities setting out the number of holders			
35		A copy of any trust deed for th	e additional securities			
(nov	v go to 43	3)				
Entit	ties that l	have ticked box 34(b)				
38		er of securities for which on is sought	Not Applicable			
39		of securities for which on is sought	Not Applicable			
40	respec	securities rank equally in all ts from the date of allotment existing class of quoted ies?	Not Applicable			
	equally the the	dditional securities do not rank y, please state: e date from which they do extent to which they ticipate for the next dividend, the case of a trust, distribution)				

			N	lew issue announcemen	
	or interest payment  the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment				
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	Not Applicable			
42	Number and class of all securities quoted on ASX (including the securities in clause 38)	Number  Not Applicable	+Class		
Quo	otation agreement				
1	Quotation of our additional securities is quote the securities on any conditions		on. ASX may		
2	<ul> <li>We warrant the following to ASX</li> <li>the issue of the securities to be quoted complies with the law and is not for an illegal purpose.</li> <li>there is no reason why those securities should not be granted quotation.</li> <li>an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C of the Corporations Act.</li> <li>Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738, or 1016F of the</li> </ul>				

Corporations Act at the time that we require the securities to be quoted.

We will indemnify ASX to the fullest extent permitted by law in respect of any

claim, action or expense arising from or connected with any breach of the

We give ASX the information and documents required by this form. If any Information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information

and documents. We warrant that they are (will be) true and complete.

If confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request the securities

Date: 12/09/2012

Sign here:

3

**Company Secretary** 

Nathan Butler

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be quoted.

warranties in this agreement.