

# 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.

Name 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	Ordinary Shares fully paid
2	Number of securities issued or to be Issued (if known) or maximum number which may be issued	43,127,505 to be issued
3	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)	<ul style="list-style-type: none"> <li>2,921 Shares issued pursuant to NED Retirement Benefit Share Plan</li> <li>26,882,115 Shares issued pursuant to the Dividend Reinvestment Plan</li> <li>1,882,867 Shares issued pursuant to the Bonus Share Plan</li> <li>974,324 Shares issued pursuant to the Staff Share Allocation Plan</li> <li>191,209 Shares issued pursuant to the NZ Staff Share Allocation Plan</li> <li>212,296 Shares issued pursuant to the Staff Share Ownership Plan</li> <li>123,866 Shares issued pursuant to the Staff Share Ownership Plan</li> <li>12,397,603 Shares issued pursuant to the Staff Purchase Plan</li> <li>460,304 Shares issued pursuant to the UK Staff Share Incentive Plan</li> </ul>
	Total	43,127,505

4	<p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>the date from which they do</li><li>the extent to which the participate 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</li></ul>	<p>As from Allotment all shares will rank <i>pari passu</i> with existing shares.</p> <p>Not applicable</p>			
5	Issue price or consideration	2,921	\$19.28	Shares issued pursuant to NED Retirement Benefit Share Plan	\$56,316.88
		26,882,115	\$18.64	Shares issued pursuant to the Dividend Reinvestment Plan	\$501,082,623.60
		1,882,867	\$19.08	Shares issued pursuant to the Bonus Share Plan	\$35,925,102.36
		974,324	\$19.19	Shares issued pursuant to the Staff Share Allocation Plan	\$18,697,277.56
		191,209	\$19.19	Shares issued pursuant to the NZ Staff Share Allocation Plan	\$3,669,300.71
		212,296	\$19.29	Shares issued pursuant to the Staff Share Ownership Plan (Recognition)	\$4,095,189.84
		123,866	\$19.26	Shares issued pursuant to the Staff Share Ownership Plan (ESSP)	\$2,385,659.16
		12,397,603	\$19.97	Shares issued pursuant to the Share Purchase Plan	\$247,580,131.91
		460,304	\$19.19	Shares issued pursuant to the UK Staff Share Incentive Plan	\$8,833,233.76
	TOTAL	43,127,505			\$822,324,835.78

6 Purpose of the issue  
(if issued as consideration for the acquisition of assets, clearly identify those assets)

Issued in accordance with the terms and conditions of the National Australia Bank Limited:

- **NED Retirement Benefit Share Plan**
- **Dividend Reinvestment Plan**
- **Bonus Share Plan**
- **Staff Share Allocation Plan**
- **NZ Staff Share Allocation Plan**
- **Staff Share Ownership Plan**
- **Share Purchase Plan**
- **UK Staff Share Incentive Plan**

7 Dates of entering securities into uncertificated holdings or despatch of certificates

*Allotted and Dispatched progressively from 15 November 2008 to 31 December 2008 (inclusive)*

8 Number and +class of all securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
1,913,361,626	Ordinary shares fully paid
20,000,000	National Income Securities stapled debt/preference shares
1,425,000	Floating rate notes due 15 September 2009
400,000	Fixed rate notes due 15 September 2009

9 Number and +class of all securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
209,705	Ordinary shares partly paid and not quoted
54,056,521	Un-exercised options
9,924,841	Un-exercised Performance Rights
600	Stapled Securities
600	Convertible Notes

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

11	Is security holder approval required ?)	<i>Not Applicable</i>
12	Is the issue renounceable or non-renounceable?	<i>Not Applicable</i>
13	Ratio in which the securities will be Offered	<i>Not Applicable</i>
14	Class of securities to which the offer Relates	<i>Not Applicable</i>
15	Record dated to determine entitlements	<i>Not Applicable</i>
16	Will holdings on different registers (or Subregisters) be aggregated for Calculating entitlements?	<i>Not Applicable</i>
17	Policy for deciding entitlements in relation to fractions	<i>Not Applicable</i>
18	Names of countries in which the entity has security holders who will not be sent new issue documents  <i>Note: Security holders must be told how their entitlements are to be dealt with.</i>	<i>Not Applicable</i>
19	Closing date for receipt of acceptances or Renunciations	<i>Not Applicable</i>
20	Names of any underwriters	<i>Not Applicable</i>
21	Amount of any underwriting fee or Commission	<i>Not Applicable</i>
22	Names of any brokers to the issue	<i>Not Applicable</i>
23	Fee or commission payable to the broker to the issue	<i>Not Applicable</i>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<i>Not Applicable</i>
25	If the issue is contingent on security holders' approval, the date of the meeting	<i>Not Applicable</i>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<i>Not Applicable</i>
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	<i>Not Applicable</i>

28	Date rights trading will begin (if applicable)	<i>Not Applicable</i>
29	Date rights trading will end (if applicable)	<i>Not Applicable</i>
30	How do security holders sell their Entitlements <i>in full</i> through a broker?	<i>Not Applicable</i>
31	How do security holders sell <i>part</i> of their Entitlements through a broker and accept for the balance?	<i>Not Applicable</i>
32	How do security holders dispose of their Entitlements (except by sale through a broker)?	<i>Not Applicable</i>
33	Dispatch date	<i>Not Applicable</i>

## Part 3 – Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(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.

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

*Tick to indicate you are providing the information or documents*

35 ☐ The names of the 20 largest holders of the additional securities, and the number and Percentage of additional securities held by those holders

36 ☐ A distribution schedule of the additional securities setting out the number of holders in the Categories  
1 – 1,000  
1,001 – 5,000  
5,000 – 10,000  
10,001 – 100,000  
100,001 and over

35 ☐ A copy of any trust deed for the additional securities

(now go to 43)

### Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought Not Applicable

39 Class of securities for which quotation is sought Not Applicable

40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? Not Applicable

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

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

<p>41 Reason for request for quotation now <i>Example: In the case of restricted securities, end of restriction period</i></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p><i>Not Applicable</i></p>				
<p>42 Number and class of all securities quoted on ASX (<i>including the securities in clause 38</i>)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px 5px;">Number</td> <td style="width: 50%; padding: 2px 5px;">+Class</td> </tr> <tr> <td style="padding: 5px; text-align: center;"><i>Not Applicable</i></td> <td style="padding: 5px;"></td> </tr> </table>	Number	+Class	<i>Not Applicable</i>	
Number	+Class				
<i>Not Applicable</i>					

## Quotation agreement

- 1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
  
- 2 We warrant the following to ASX
  - the issue of the securities to be quoted complies with the law and is not for an illegal purpose.
  - there is no reason why those securities should not be granted quotation.
  - 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.
  - 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 Corporations Act at the time that we require the securities to be quoted.
  - 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 be quoted.
  
- 3 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 warranties in this agreement.
  
- 4 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.

Sign here: ..... Date: 31 December 2008

MJ HEALEY, Company Secretary