

Notice to company pursuant to ss 249N & P of the Corporations Act 2001 (CA)

I/we [name of 'shareholder']

of

..... [address]

identified by the Holder Identification Number (HIN) or Shareholder Reference Number (SRN) [HIN or SRN]

in respect of any holding of the shareholder's National Australia Bank Limited ('NAB' or 'the Company') ordinary fully paid shares;

hereby give notice to the company in accordance with sections 249N & P of the CA of: the following resolutions (1: Amendment to the Constitution, 2: Transition Planning Disclosure) the shareholder proposes to move at a general meeting of the company; and request in accordance with section 249P that the company give to all members each of the Supporting Statements following the resolutions.

SIGNED

..... (Signature of individual Shareholder [†] /company director) (Signature of second shareholder in a joint holding/for a company second director or company secretary)
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† Or sole company director and sole company secretary. JOINT HOLDING: For a holding in more than one name all shareholders must sign)

Resolution 1 – Amendment to the Constitution

Insert into the Constitution in clause 8 'General meetings' the following new sub-clause 8.3A 'Advisory resolutions': "The Company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised. Such a resolution must relate to a material risk identified by the Directors or the Company and cannot advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the Directors or the Company".

Resolution 2 – Transition Planning Disclosure

Shareholders request the Company disclose, in subsequent annual reporting, strategies and targets to reduce exposure to fossil fuel (oil, gas, coal) assets in line with the climate goals of the Paris Agreement, including the elimination of exposure to thermal coal in OECD countries by no later than 2030.

(National Australia Bank Limited's Notice of 2020 Annual General Meeting is to include Resolutions 1 and 2. Shareholders voting by proxy can vote on both resolutions.)

Supporting Statement 1

Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions other than Australia. For example, in the UK shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada shareholders can consider resolutions seeking to advise their board as to how it should act. As a matter of practice, typically, unless the board permits it, Australian shareholders cannot follow the example of their UK, US, New Zealand or Canadian cousins in this respect.

A board of Directors is a steward for shareholders and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.

In rare situations the appropriate course of action for shareholders dissatisfied with the conduct of board members is to seek to remove them. But in many situations such a personality-focused approach is unproductive and unwarranted. In those situations a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings such as the AGM to alert board members that the shareholders seek more information or favour a particular approach to corporate policy.

The Constitution of NAB is not conducive to the rights of shareholders to place resolutions on the agenda of a shareholder meeting.

In our view, this is contrary to the long-term interests of NAB, the NAB board and all NAB shareholders.

Passage of this resolution – to amend the NAB constitution – will simply put the company in a similar position in regard to shareholder resolutions as any listed company in the UK, US, Canada or New Zealand.

We encourage shareholders to vote in favour of this resolution.

Supporting Statement 2

Despite committing to support the climate goals of the Paris Agreement, NAB has failed to align its lending practices or policies with these goals.

NAB must disclose strategies and targets to reduce exposure to fossil fuels in line with the climate goals of the Paris Agreement, or risk exposing itself and shareholders to needless climate-related financial risk.

NAB being left behind

Signed by 197 nations, the Paris Agreement aims to limit “the increase in the global average temperature to well below 2°C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5°C”.¹

Major financial institutions have called for action to reduce emissions in line with the Paris climate goals. Signed by 631 investors representing over US\$37 trillion in assets, the Global Investor Statement to Governments on Climate Change requests governments “phase out thermal coal power worldwide by set deadlines”.² Its accompanying Briefing Paper clarifies

¹ https://unfccc.int/sites/default/files/english_paris_agreement.pdf, art 2(1)(a)

² <https://theinvestoragenda.org/focus-areas/policy-advocacy/>

these deadlines, including the elimination of coal power in OECD countries by no later than 2030.³

Commonwealth Bank has committed to “reduce our exposures to thermal coal mining and coal fired power generation, with the view to exiting the sector by 2030”.⁴ Regarding thermal coal, Westpac has also committed to “reduce [its] exposure to zero by 2030”.⁵ Similarly, Suncorp and QBE will no longer insure new thermal coal projects, and will phase out all exposure to thermal coal by 2025 and 2030.^{6,7}

A Paris-aligned energy transition also requires significant declines in oil and gas use. The IPCC’s Special Report on Global Warming of 1.5°C demonstrates that the role of gas for primary energy must decline globally by 25% by 2030 (from a 2010 baseline), with oil’s role in primary energy falling 37% over the same timeframe.⁸

Suncorp became the first insurer to rule out underwriting new oil and gas production assets in August 2020, committing to “not directly invest in, finance or underwrite...new oil and gas exploration or production” and will phase out underwriting for the sector by 2025 and direct investment by 2040.⁹

NAB’s fossil fuel exposure

Contrary to the Paris Agreement’s goals, NAB intends its thermal coal mining exposures to be “effectively” zero by 2035, five years later than:

- a) what is required to be consistent with the Paris Agreement,¹⁰ and
- b) two of its major competitors.

NAB’s net exposure at default (EAD) to gas-fired power increased 106% from \$570 million to \$1.17 billion in the year to March 2020, while EAD to oil and gas extraction increased 9.5% from \$3.78 billion to \$4.14 billion over the same timeframe.¹¹

³ <https://theinvestoragenda.org/wp-content/uploads/2019/06/GISGCC-briefing-paper-FINAL.pdf>

⁴

<https://www.commbank.com.au/content/dam/commbank/about-us/download-printed-forms/environment-and-social-framework.pdf>

⁵

<https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/sustainability/WBC-climate-change-position-statement-2023.pdf>

⁶

<https://www.suncorpgroup.com.au/corporate-responsibility/sustainable-growth/responsible-banking-in-surance-investing>

⁷ <http://qbe.com/media-centre/qbe-group-energy-policy>

⁸ <https://www.ipcc.ch/sr15/>

⁹

<https://www.suncorpgroup.com.au/corporate-responsibility/sustainable-growth/responsible-banking-in-surance-investing>

¹⁰ <https://climateanalytics.org/briefings/coal-phase-out/>

¹¹

<https://www.nab.com.au/content/dam/nabrwd/documents/reports/corporate/1h20-investor-presentation.pdf> (47)

According to 25 leading scientists at Australian universities, the Paris Agreement means “the time has passed for any new fossil fuel infrastructure”,¹² yet NAB continues to finance the expansion of the fossil fuel industry. In December 2018, NAB was part of a group that loaned \$600 million to New Hope Coal, which stated the debt was “sufficient for the Company to also fund its medium term growth projects including New Acland Stage 3”.^{13,14} This contravenes NAB’s commitment, announced in December 2017, to “no longer finance new thermal coal mining projects”.¹⁵

In April 2020, NAB loaned C\$117.5 million (A\$129 million) for development of the 670km Coastal GasLink Pipeline project in British Columbia, Canada.¹⁶ Market Forces estimates that, over its lifetime, the pipeline would transport at least enough gas to emit 610 million tonnes of CO₂ if combusted. That’s 114% of Australia’s national emissions for the calendar year 2019 (532.5 Mt CO₂-e).¹⁷ Unlike NAB, Commonwealth Bank refrained from participating in the deal, consistent with its commitment to “only [provide] Banking and Financing activity to New oil, gas or metallurgical coal projects...if in line with the goals of the Paris Agreement”.¹⁸

NAB also funds companies whose plans to significantly increase fossil fuel production are entirely inconsistent with the Paris climate goals, such as:

- Beach Energy, which plans to spend AU\$4 billion to increase production by around 50% over the next 5 years,¹⁹
- Oil Search, Origin Energy and BHP, whose capital expenditure plans have been found to be incompatible with a Paris-aligned warming outcome,²⁰ and
- Whitehaven Coal and New Hope, which justify their expansion plans with energy demand projections consistent with 4°C of warming.²¹

Financial risks and regulatory scrutiny

The TCFD recommends: “Banks should provide the metrics used to assess the impact of (transition and physical) climate-related risks on their lending and other financial intermediary business activities in the short, medium, and long term.”²²

¹²

<https://www.smh.com.au/environment/climate-change/australia-s-chief-scientist-is-wrong-on-gas-say-leading-experts-20200824-p55oty.html>

¹³ ‘(BFW) New Hope Gets A\$600m 5Y Loan for Bengalla From Five Lenders’, 15/01/2019, Bloomberg Professional

¹⁴ <https://www.asx.com.au/asxpdf/20181126/pdf/440mzhd3y4r3hg.pdf>

¹⁵ <https://news.nab.com.au/update-on-financing-of-new-thermal-coal-mining-projects/>

¹⁶ <https://ijglobal.com/data/transaction/32153>

¹⁷ <https://www.industry.gov.au/sites/default/files/2020-05/nggi-quarterly-update-dec-2019.pdf>

¹⁸

<https://www.commbank.com.au/content/dam/commbank/about-us/download-printed-forms/environment-and-social-framework.pdf>

¹⁹

<https://www.beachenergy.com.au/wp-content/uploads/2019/08/ASX-Release-27-Beach-Energy-FY19-Full-Year-Results-Presentation.pdf>, 6

²⁰ https://www.carbontracker.org/wp-content/uploads/2019/09/CTI_Breaking_the_Habit_Report_6.pdf

²¹

<https://whitehavencoal.com.au/wp-content/uploads/2019/09/Whitehaven-Coal-Annual-Financial-Report-2019.pdf>

²² Ibid.

The TCFD also states: "Organizations should describe their key climate-related targets... in line with anticipated regulatory requirements or market constraints or other goals".²³

NAB claims to publish climate risk information "in accordance with TCFD recommendations".²⁴ However, after more than three years, the bank has only disclosed thermal coal exposure reduction targets that are out of line with the Paris climate goals. NAB still has no targets to manage down the climate-related risk exposure presented by its lending to other fossil fuel sectors. NAB is falling behind competitors like Commonwealth Bank and Westpac, which have disclosed Paris-aligned thermal coal exit targets, and measures to restrict oil and gas exposures.

Investor support required

Despite its stated support for the Paris Agreement, NAB remains an active investor in an expanding fossil fuel sector, further exposing shareholders to financial risks associated with the economic transition required to meet the Paris climate goals.

We urge shareholders to vote in favour of this resolution, and expect the many institutional investors already outspoken on this issue to offer their support.

²³ <https://www.tcfhub.org/metrics-and-targets/>

²⁴

<https://www.nab.com.au/content/dam/nabrwd/documents/reports/corporate/2019-sustainability-report-pdf.pdf>