

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 note the Company’s stated support for the goal of achieving net-zero emissions globally by 2050 (including its commitment “to align its lending portfolio to net zero emissions by 2050”),¹ along with the publication of the International Energy Agency’s Net Zero by 2050 scenario.² Shareholders therefore request the Company disclose, in subsequent annual reporting, information demonstrating how the Company will manage its Fossil Fuel³ exposure in accordance with a scenario in which global emissions reach net-zero by 2050. This information should include:

- A commitment to no longer provide Banking and Financing⁴ where proceeds would be used for new Fossil Fuel projects; and
- Targets to reduce Fossil Fuel exposure consistent with net-zero by 2050.

(National Australia Bank Limited’s Notice of 2021 Annual General Meeting is to include Resolutions 1 and 2. Shareholders voting by proxy can vote on both resolutions.)

¹ Annual Financial Report 2020, National Australia Bank, p.42

² ‘Net Zero by 2050’, International Energy Agency, May 2021

³ Upstream, midstream and downstream oil and gas; coal mining and transport (including haulage and ports); coal, oil and gas power generation

⁴ Corporate lending, bonds, hybrids, syndicated loans, US private placements and securitisation, project finance, asset finance, acquisition and leveraged finance, export credit agency, debt capital markets and advisory, as listed by NAB:

<https://www.nab.com.au/corporate/specialist-solutions/financing-corporate-growth>;

<https://www.nab.com.au/corporate/specialist-solutions/specialised-financing-solutions>

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 the climate goals of the Paris Agreement and achieving net-zero emissions by 2050, NAB is aligning its investment practices and policies with the failure of these goals.

In May 2021, the International Energy Agency (IEA) released its ‘Net Zero by 2050’ roadmap (NZE2050), providing a “comprehensive study of how to transition to a net zero energy system by 2050 while ensuring stable and affordable energy supplies, providing universal energy access, and enabling robust economic growth”. The October 2021 IEA World Energy Outlook elaborates on the roadmap, providing sufficient detail to enable companies and investors to align their own strategies with this goal.

Net-zero: implications for fossil fuel finance

NZE2050 provides clear “red lines” to clarify fossil fuel developments no longer permissible if we are to achieve the goal of net-zero emissions by 2050, along with trajectories for the reduction of fossil fuels over time. Financial institutions committed to the goal of net-zero emissions by 2050 should therefore look towards NZE2050 as a key reference when developing their own strategies and targets. NZE2050 projects unabated coal demand falling by 98% by 2050, oil demand by 75% and gas demand by 55%, compared to 2020.⁵ The IEA

⁵ <https://www.iea.org/reports/net-zero-by-2050>

has confirmed having even a 50% chance of limiting global temperature rise to 1.5°C means no investment in new fossil fuel projects, beyond those already committed to as of 2021.

The gap between NAB’s actions and NZE2050

In July 2021, 115 investors with US\$4.2 trillion in assets under management and/or stewardship wrote to 63 global banks, calling on them to integrate the IEA’s Net Zero by 2050 findings into their climate strategies.⁶ NAB’s current policies and practices fall well short of this demand.

NZE2050 scenario conclusions	NAB practice
<p>Unabated coal demand falls by 98% by 2050, oil demand by 75% and gas demand by 55%, compared to 2020.</p>	<p>No targets to reduce exposure to oil and gas and insufficient target for thermal coal (see section below).</p> <p>Disclosure of fossil fuel exposure is far less transparent than major competitors, leaving investors without clear visibility over the size and direction of NAB’s fossil fuel exposure. NAB discloses only its exposure to oil and gas extraction, coal mining and power generation, while Commonwealth Bank⁷ and Westpac⁸ disclose exposure to a broader ‘energy value chain’, and ANZ⁹ discloses oil and gas exposure beyond extraction (capturing transport, refining and retail).</p>
<p>“No new coal mines or mine extensions are required.”</p> <p>“Beyond projects already committed as of 2021, there are no new oil and gas fields approved for development in our pathway.”</p> <p>“Also not needed are many of the liquefied natural gas (LNG) liquefaction facilities currently under construction or at the planning stage.”</p>	<p>Loaned at least \$1.1B for 15 projects that expand the fossil fuel industry since 2016, including lending in late 2020. These projects will enable the release of 3.6 billion tonnes of CO₂, equivalent to seven times Australia’s 2020 national emissions.¹⁰</p> <p>Since January 2019 NAB has loaned nearly \$800M to seven ASX300 companies with business plans consistent with the failure of the Paris Agreement, including AGL Energy,</p>

⁶ <https://shareaction.org/investors-call-on-banks-to-strengthen-climate-ambitions-before-cop26/>

⁷

https://www.commbank.com.au/content/dam/commbank-assets/about-us/2021-08/2021-annual-report_spreads.pdf (p.31)

⁸

https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/ic/Westpac_AU_2020_Annual_Report.pdf (p.51)

⁹

<https://www.anz.com.au/content/dam/anzcom/shareholder/ANZ-2020-Climate-related-Financial-Disclosures.pdf> (p.12)

¹⁰ <https://www.marketforces.org.au/campaigns/banks/bigfourscorecard/>

	Aurizon, BHP, Mineral Resources, Santos, Viva Energy and Whitehaven Coal. ¹¹
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NAB being left behind

NAB's failure to restrict finance to new or expanded oil and gas projects sits in stark contrast to other financial institutions domestically and abroad.

In 2020 Suncorp ruled out underwriting new oil and gas production assets, 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 2040.¹² Similarly, IAG “committed to ceasing underwriting entities predominantly in the business of extracting fossil fuels, and power generation using fossil fuels, by 2023”.¹³

UniSuper has recently reduced its look-through exposure to major Australian oil and gas producers Santos and Woodside by 80% and 88%, respectively.¹⁴ In May 2021, Vision Super added a significant number of undiversified oil and gas producers to its ‘Divestment List’, including Santos and Woodside.¹⁵ In March 2021, Danske Bank committed to immediately end direct finance for expansion of oil and gas exploration and production worldwide,¹⁶ while NedBank,¹⁷ SEB,¹⁸ and NatWest¹⁹ have made similar commitments.

NAB also remains a laggard regarding coal exposure. Signed by 587 investors representing over US\$46 trillion in assets, the Global Investor Statement to Governments on the Climate Crisis requests governments “phase out of thermal coal-based electricity generation by set deadlines”.²⁰ An associated Briefing Paper clarifies these deadlines, including the elimination of coal power in OECD countries by 2030.²¹ Despite this statement, and despite ANZ, Commonwealth Bank and Westpac having committed to exit thermal coal by 2030, NAB’s commitment remains at the non-Paris aligned date of 2035.

¹¹ <https://www.marketforces.org.au/campaigns/super/outofline/>

¹²

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

¹³

<https://www.iag.com.au/sites/default/files/Documents/Safer%20Communities/FY20-Climate-related-disclosure.pdf>

¹⁴ <https://unisuperdivest.org/unisupers-first-steps-on-oil-and-gas-divestment/>

¹⁵ <https://www.visionsuper.com.au/wp-content/uploads/2021/07/SecuritiesList-31May2021-v3.pdf>

¹⁶

<https://danskebank.com/-/media/danske-bank-com/file-cloud/2017/5/danske-bank-position-statement-fossil-fuels.pdf>

¹⁷

<https://www.nedbank.co.za/content/dam/nedbank/site-assets/AboutUs/Information%20Hub/Integrated%20Report/2021/Nedbank%20Group%20Energy%20Policy.pdf>

¹⁸

<https://webapp.sebgroup.com/mb/mblib.nsf/dld/80AF6A2E5F88CDC2C12586B1002E33C2?opendocument>

¹⁹ https://www.natwestgroup.com/content/dam/natwestgroup_com/natwestgroup/pdf/oil-and-gas.pdf

²⁰

<https://theinvestoragenda.org/wp-content/uploads/2021/09/2021-Global-Investor-Statement-to-Governments-on-the-Climate-Crisis.pdf>

²¹ <https://theinvestoragenda.org/wp-content/uploads/2019/06/GISGCC-briefing-paper-FINAL.pdf>

Financial and regulatory risks

In April 2021, the Australian Prudential Regulation Authority (APRA) published draft Prudential Practice Guide ‘CPG 229 Climate Change Financial Risks’, which states:²²

“Where an APRA-regulated institution has identified material climate risks, a prudent institution would establish and implement plans to mitigate these risks and manage its exposures, as well as regularly review and assess the effectiveness of those plans.”

To comply with APRA’s guidance, NAB should disclose targets to manage down exposure to gas, oil and coal sub-sectors, in line with the carbon constraints that can be anticipated as the global economy transitions to net-zero emissions by 2050.

Investor support required

Despite its stated support for the Paris Agreement, and net-zero emissions by 2050, NAB remains an active investor in fossil fuel expansion, further exposing shareholders to financial risks associated with the energy 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.

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<https://www.apra.gov.au/consultation-on-draft-prudential-practice-guide-on-climate-change-financial-risks>