



Prudential Standard CPS 511 *Remuneration* **Remuneration Disclosure**

For the year ended 30 September 2025

Contents

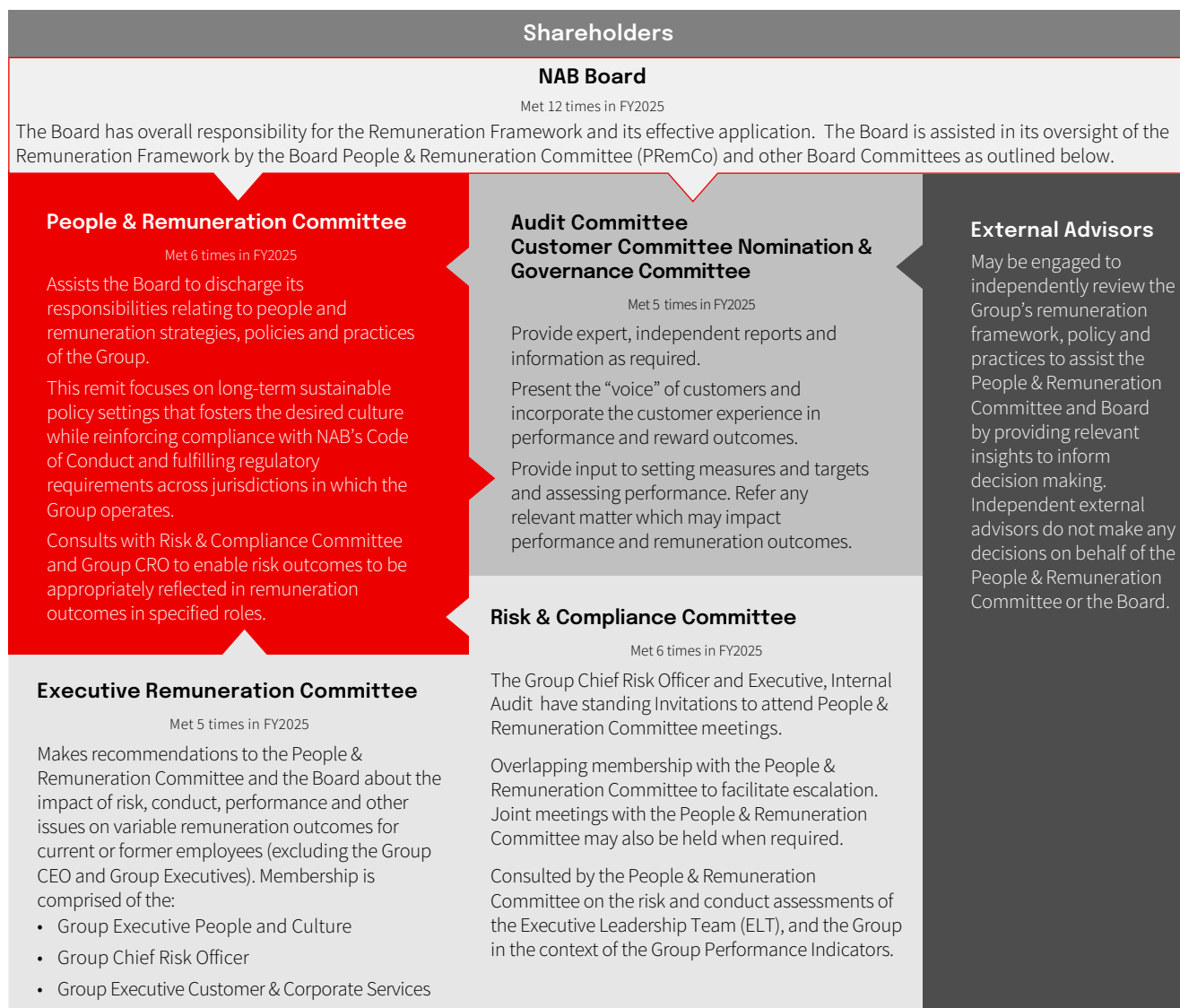
National Australia Bank Limited (NAB) is an Authorised Deposit-taking Institution (ADI) subject to regulation by the Australian Prudential Regulation Authority (APRA) under the authority of the Banking Act 1959 (Cth) (Banking Act). This document has been prepared in accordance with APRA Prudential Standard CPS 511 *Remuneration* (CPS 511). It provides an overview of the NAB Group’s remuneration framework, policies, practices and governance arrangements. The disclosures in this document supplement the Group’s 2025 Remuneration Report set out in the NAB Group 2025 Annual Report which is available at nab.com.au.

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Section A – Qualitative remuneration disclosures

1 Governance of the remuneration framework

The NAB Board, NAB Board Committees and certain Executive Committees each play a role in governing and overseeing remuneration within the Group. The roles and responsibilities of and relationship between, each of those bodies in respect of the governance and oversight of remuneration within the Group are presented below.



Board discretion in relation to remuneration

Under the Group's remuneration framework and policies, the NAB Board has broad discretion in relation to various remuneration related matters, including how poor performance, and risk and conduct issues impact remuneration and the determination of variable reward (VR) outcomes, the Group Performance Indicator (GPI), and awards under all incentive plans.

With regards to Rewards⁽¹⁾, the Board has absolute discretion to adjust the Rewards of any employee down, or to zero, where appropriate. The NAB Board will consider a range of factors, including but not limited to circumstances where Group or individual performance, risk or individual conduct outcomes have not met expectations since the Reward was provided, or for an act or omission that has impacted performance, risk or conduct outcomes. Adjustments include, but are not limited to:

- Determining the initial value of Rewards and varying their terms and conditions, including the performance measures.
- Determining that some, or all, of the unvested Rewards be forfeited or extending the deferral period at any time for any Rewards due to the conduct standards in NAB's Code of Conduct not being met or following the occurrence of a Malus Event (refer to Section 3.1 for further detail).
- Determining that some, or all, of the unvested Rewards held by the Group CEO, Group Executives and colleagues in Specified Roles⁽²⁾ be forfeited including due to performance, risk or conduct outcomes.
- Clawing back paid and vested Rewards (to the extent legally permissible).

(1) In this section, the term 'Rewards' refers to all forms of variable reward including cash provided under a VR plan, deferred VR (cash and equity) to be paid or granted, LTEA and LTVR performance rights and any VR granted in previous years.

(2) Colleagues in roles defined under CPS 511, Remuneration Part of the PRA Rulebook; SYSC 19D of the FCA Handbook; and Senior Managers and Certification Regime (UK) and Directive 2013/36/EU of the European Parliament.

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People & Remuneration Committee

The PRemCo's responsibilities include:

- Monitoring the effectiveness of the Colleague Strategy.
- Developing and maintaining an effective Remuneration Policy and ensuring governance in its application.
- Making recommendations to the Board in relation to the performance, risk, conduct and remuneration outcomes for the Group CEO, Group Executives, colleagues in Specified Roles and other persons determined by the Board and ensuring outcomes are responsible and consistent with the Group's strategy and risk appetite.
- Consideration of the findings of risk and conduct assessments for the Group CEO, Group Executives, colleagues in Specified Roles and other persons determined by the Board and determination of consequences.
- Oversight of the Group's people and remuneration strategies, frameworks, policies and practices to ensure compliance with legal and regulatory requirements (for example, CPS 511), market practice and trends and the expectations of customers and shareholders.

The members of the PRemCo are all independent non-executive directors. As at 30 September 2025, the PRemCo consisted of 4 members – Kathryn Fagg (Chair), Christine Fellowes, Simon McKeon and Ann Sherry.

Further detail about the PRemCo, the Risk and Compliance Committee, the Audit Committee, the Customer Committee and the Nomination and Governance Committee (including details on the responsibilities and membership of those committees) is provided in the NAB Group Annual Report and in their respective Charters which are available on nab.com.au.

Independent consultants, KPMG, were engaged to undertake the CPS 511 annual compliance and triennial effectiveness review. No remuneration advice was provided to the PRemCo or Board.

2 Remuneration framework

2.1 Overview

NAB’s remuneration framework is designed to support the Group’s ambition to be the most customer-centric company in Australia and New Zealand, through fostering performance consistent with the Group’s Who We Are behaviours that supports our growth areas and strategic deliverables, while preventing adverse risk outcomes through the making of prudent remuneration decisions.







The framework is designed to encourage behaviour that supports:

- The effective management of both financial and non-financial risks
- The Group’s long-term financial soundness
- The delivery of long-term sustainable performance and returns
- The Group’s risk management framework, which aids the prevention and mitigation of conduct risk

The framework complies with jurisdictional remuneration regulations applicable to the Group and the Group’s diversity, inclusion and pay equity (including gender pay equity) commitments; and is appropriate for changing market conditions.

The framework is underpinned by our six remuneration principles:

Our remuneration principles

					
Customers Reinforce our commitment to customers	Colleagues Fair and appropriate reward to attract and retain the best people	Shareholders Align reward with sustainable shareholder value	Transparent Simple and easy to understand	Safe Reflect risk, reputation, conduct and values outcomes	Long-term Drive delivery of long-term performance

The NAB Board has oversight of the framework, which outlines how remuneration is managed for all colleagues, the underpinning remuneration structures, performance, risk management, conduct management, reporting and disclosures.

As stipulated in the Board and Board Committee Charters and to comply with CPS 511, the Remuneration Policy and Framework are reviewed and approved annually to ensure continued regulatory compliance (including the Financial Accountability Regime (FAR) and other international jurisdictional requirements), appropriateness and relevance to evolving market practice.

In 2025, an independent party, KPMG, reviewed the framework and policy. This review adhered to the CPS 511 annual compliance and triennial effectiveness review requirements. KPMG assessed NAB’s framework and policy as compliant and effective. The review suggested minor administrative improvements, which management implemented to enhance clarity and strengthen internal processes and practices.

Section A – Qualitative remuneration disclosures

Remuneration Framework

The NAB Board, supported by the People and Remuneration Committee (PRemCo), has oversight of the Remuneration Framework. The Board approves remuneration related matters such as remuneration structures, remuneration policy, performance, risk, conduct, consequence recommendations from the PRemCo.

Remuneration Policy And Design

The Group Remuneration Policy (Policy) sets out the structure and terms of the Group's remuneration arrangements, including how performance is measured and how outcomes including consequence are determined. The Policy also aligns the remuneration of non-executive directors, third-party service providers and colleagues in international jurisdictions, with the relevant regulatory requirements. The Policy is underpinned by systems and processes which support the Remuneration Framework⁽¹⁾.

	Fixed Remuneration (FR)	Annual Variable Reward (VR) ⁽²⁾	Annual Equity Award (AEA)	Long Term Incentive (LTI)
WHO	Colleagues appointed to Group 1–7 roles ⁽³⁾	Colleagues appointed to Group 3–7 roles ⁽³⁾	Certain colleagues appointed to Group 5 and 6 roles ⁽³⁾	Colleagues appointed into ELT roles
WHAT	<ul style="list-style-type: none"> FR is comprised of base salary and superannuation Paid regularly throughout the financial year In addition to FR, a \$1,000 share or cash grant to eligible colleagues in Group 1 – 5 roles will be made after the end of the financial year 	<ul style="list-style-type: none"> For Group 3-7 roles, cash and restricted shares (where the Annual VR outcome meets the relevant deferral threshold)⁽⁴⁾ Cash component paid at the end of the financial year Restricted shares are allocated at the end of the financial year and vest over the deferral period applicable to the colleague's role Combination of business and individual measures Business measures comprise of materially weighted financial and non-financial measures Individual measures reflect the colleague's role, risk profile, conduct and / or leadership expectations All annual variable reward plans are governed in accordance with NAB's Risk Management Framework, with outcomes endorsed by the PRemCo for Board approval. Individual outcomes for colleagues in Specified Roles are endorsed by the PRemCo for Board approval and input is sought from the BRCC 	<ul style="list-style-type: none"> 100% restricted shares (1/3 scheduled to vest at the end of year 1, year 2 and year 3) Allocated at the end of the financial year based on a pre-grant assessment of individual performance and conduct during the year 	<ul style="list-style-type: none"> The LTI award (comprising the LTEA and LTVR components) 100% performance rights Subject to individual performance, risk management and conduct measured over a four-year performance period
WHY	<ul style="list-style-type: none"> Market competitive remuneration for role and experience to attract and retain high performing individuals Only component of remuneration for some colleagues, providing certainty and encouraging stronger focus on customers The \$1,000 share or cash grant recognises colleague contribution to Group performance in the year Reflects individual contribution through the annual performance and remuneration review process 	<ul style="list-style-type: none"> To reward contribution to delivery of annual goals that drive the Group's strategy, using mechanisms such as the Group Performance Indicator (GPI) Motivates performance and safe growth for colleagues who have increased accountability for and influence over the Group's annual performance 	<ul style="list-style-type: none"> To create shareholder alignment, drive continued sustainable performance and emphasise focus on risk management, good conduct and behaviour outcomes Ongoing wealth creation and shareholder alignment through annual grants Value driven by individual contribution determined through the annual performance and remuneration review process 	<ul style="list-style-type: none"> To encourage long-term decision making critical to creating long-term value for shareholders To focus executives on long-term financial performance, risk management and conduct, whilst aligning remuneration with long-term shareholder outcomes Ongoing wealth creation and shareholder alignment through annual grants Value driven by individual contribution determined through the annual pre-grant assessment and at the end of each four-year performance period at the pre-vest assessment

Board discretion applies for qualitative matters including risk, reputation, conduct and values to ensure sustainable performance (including for malus and clawback)

At Risk

Underpinned by Performance Management, Risk Management and Conduct Management Frameworks, including application of consequence adjustment tools

(1) The Policy applies to all NAB Group colleagues irrespective of their location. Specific plans may differ depending on where the colleague resides. For Daniel Huggins CEO and Managing Director, BNZ, all remuneration matters have been approved by the BNZ Board in line with its Conditions of Registration set by the Reserve Bank of New Zealand.

(2) NAB's Plans comprise the Group Variable Reward Plan (GVRP), of which the majority of eligible colleagues are participants, and 8 Specialist Incentive Plans. Employees generally participate in one plan. The content and design of each plan follow our remuneration principles and are subject to the terms of our Remuneration Policy.

(3) Roles are defined in the NAB Enterprise Agreement 2024. Group 1 - 6 roles are roles below the Group CEO and Group Executives. Group CEO and Group Executives are Group 7 roles.

(4) Deferral thresholds and deferral periods differ dependent on the incentive plan, seniority of the colleague and location where the colleague is based.

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2.2 Specified Roles

NAB defines Specified Roles using the CPS 511, CPS 520⁽¹⁾ and FAR categories⁽²⁾ outlined below.

Specified Role	Description	Number in 2025
Accountable Persons ⁽¹⁾	Accountable Persons are all persons registered as such with APRA and ASIC under FAR. Members of the ELT are included in the list of Accountable Persons.	16 ⁽²⁾
Executive Director	A director that is also an executive. NAB's Group CEO serves on the Board of Directors and is the only Executive Director.	1
Material Risk Takers & Highly Paid Material Risk Takers	Material Risk Takers are typically individuals who are direct reports to the ELT and no further than two levels down from the Group CEO. They are also responsible for at least 5% of the Group Risk Weight Assets (RWA), or their role and accountabilities significantly affect the performance and financial soundness of the Group. A Highly Paid Material Risk Taker is a Material Risk Taker who earned over \$1 million in the financial year, NAB had 34 Highly Paid Material Risk Takers in 2025.	51
Responsible Persons ⁽³⁾	Responsible Persons are those whose conduct has the potential to impact significantly on NAB's financial soundness and stability including a Director of NAB, Senior Manager, appointed auditor of NAB or a person who performs activities for a NAB subsidiary where those activities may materially affect the whole, or a substantial part, of the business of NAB or their financial standing, either directly or indirectly.	27 ⁽⁴⁾
Risk & Financial Control Personnel	Risk & Financial Control Personnel are individuals whose primary role is risk management, compliance, internal audit, financial control, or actuarial control.	27
Senior Managers	Senior Managers are individuals who make, or participate in making decisions that affect the whole, or a substantial part of the Group's business, have the capacity to significantly affect the Group's financial standing, Senior Managers may do this through their ability to enforce policies and implement strategies approved by the Board, or develop and implement systems to identify, assess, manage or monitor risks.	14

(1) The definition of 'Specified Role' under CPS 511 does not expressly include Accountable Persons, but Accountable Persons have been included in this table for completeness. APRA expects that all Accountable Persons will also be in Specified Roles (with the exception of Non-Executive Directors) and should satisfy both requirements of FAR and CPS 511.

(2) Number of Accountable Persons in 2025 excludes 10 Non-Executive Directors who are not covered by the remuneration framework.

(3) The definition of 'Specified Role' under CPS 511 does not expressly include Responsible Persons, but has been included for completeness. Responsible Persons are defined per CPS 520.25 *Fit & Proper* requirements.

(4) Number of Responsible Persons in 2025 excludes 10 Non-Executive Directors and the external auditor who are not covered by the remuneration framework.

The table below provides examples of the type of positions that are included in Specified Roles, noting that some positions fit multiple Specified Role categories. This is not an exhaustive list.

Specified Role	Example of Position Title
Accountable Persons	Group Chief Executive Officer Executive, Group Money Laundering Reporting Officer Group Chief Operating Officer Group Executive People and Culture
Executive Director	Group Chief Executive Officer
Material Risk Takers & Highly Paid Material Risk Takers	Chief Security Officer Chief Technology Officer Enterprise Technology Executive Markets Sales
Responsible Persons	Group Chief Executive Officer Executive Group Treasurer Executive Risk Performance Analytics Group Chief Risk Officer
Risk & Financial Control Personnel	Deputy Chief Financial Officer Executive Internal Audit Executive Investor Relations
Senior Managers	Group Chief Executive Officer Group Chief Operating Officer Group Executive Corporate and Institutional Banking Group Executive Personal Banking

(1) Prudential Standard CPS 520 Fit and Proper.

(2) There are overlaps between the different categories and an individual may be assigned to multiple categories e.g. the NAB Group CEO is an Accountable Person, Executive Director, Responsible Person and Senior Manager.

3 Aligning remuneration outcomes with performance

3.1 Overview

Performance is linked to remuneration through FR and VR.

FR is set with consideration to role complexity and responsibilities, the individual's capabilities, experience and knowledge, individual performance, internal and external market role relativities and pay equity considerations.

VR is determined based on a combination of individual performance and business performance. Performance measures are selected to reflect material risks and minimise actions that promote short-term results at the expense of longer-term business growth and success.

The main annual VR plan is the Group Variable Reward Plan (GVRP). The GVRP is based on Group performance measured through the GPI, which comprises a balanced scorecard of financial and non-financial measures. The GPI measures and associated weightings are set out below.

Goals	Measure	Weighting
Financial	Cash Earnings (expected loss basis) ⁽¹⁾	20%
	Return on Total Allocated Equity (expected loss basis) ⁽²⁾	20%
	Market Share	10%
	Total financial measures	50%
Non-financial	Customer – Strategic Net Promoter Score (NPS)	20%
	Customer – Main Financial Institution (MFI) Share	10%
	Colleague – Engagement	5%
	Colleague – Gender Equity at Groups 4-6	5%
	Safe Growth – Technology Modernisation Score	10%
	Total non-financial measures	50%
Total		100%

(1) Calculation on an expected loss basis provides a view that is reflective of long-term underlying business performance and is less volatile than the Credit Impairment Charge view which in individual years can be impacted by large movements in economic adjustments and forward-looking adjustments.

(2) Return on Total Allocated Equity on an expected loss basis remains sensitive to changes in the risk profile of the Group's portfolio.

Other annual incentive plans follow a similar concept of materially weighted financial and non-financial measures at a business level. These business measures will differ depending on the type of plan, area of the business the plan applies and objectives of the plan.

3.2 Adjusting for poor performance, conduct and risk outcomes

During a performance period, poor performance, conduct and/or risk outcomes at a business and individual level will be reflected in the individual's VR outcome through the current year and vesting of other VR awards from prior years. If performance, conduct and/or risk outcomes are below expectations, this may result in no or reduced VR being awarded for the performance year, forfeiture of prior year awards for malus and/or clawback of awards. In circumstances where a person is under investigation, VR will not vest until the investigation is closed. The Group applies its Colleague Conduct Framework (Conduct Framework) and Misconduct Procedure (along with relevant policies, procedures and processes) to govern employee conduct so matters of suspected and actual misconduct are managed fairly, proportionately and consistently. If a material risk is identified, the Board will manage an assessment with reference to input from the PRemCo and the BRCC.

The PRemCo consults with the BRCC and Group CRO to enable risk outcomes to be appropriately reflected in remuneration outcomes for persons in Specified Roles. The Group CRO has a standing invitation to attend PRemCo meetings and there are membership overlaps between the PRemCo and the BRCC to facilitate escalation to provide each respective PRemCo relevant context to ongoing matters relevant to executive remuneration.

In adopting a prudential approach to identifying and addressing poor performance, risk and/or conduct issues, and to provide the better oversight at a global level, a mid-year performance, risk and conduct assessment is completed in addition to end of year assessments. The PRemCo and Board receive updates on notable activities for colleagues in Specified Roles.

This process is also supported by committees at the business, enabling unit and enterprise levels. The Executive Remuneration Committee (ERemCo), a sub-committee of the People & Culture Executive Committee (PCEC), reviews and makes recommendations in relation to accountability and consequence to the PRemCo and the Board to ensure risk, performance and conduct matters are appropriately reflected in remuneration outcomes. Where required, the ERemCo provides malus and clawback recommendations, endorsed by the PCEC, to the PRemCo.

3.3 Risk management in remuneration

Risk and conduct are integrated in the remuneration frameworks. All colleagues, including the Group CEO and Group Executives are required to comply with NAB's Code of Conduct and the Group's Employee Conduct Management Framework. All colleagues have a mandatory risk goal in their annual performance scorecard. The Group CEO has a risk modifier applied to his annual variable reward outcome. The Group CEO and Group Executives have a long-term risk performance measure included in their Long Term Equity Award.

The Group's Risk, Conduct and Accountability Assessment Guide (Guide) provides steps and factors to be considered when assessing the nature and type of risk and conduct matter and where required, the adjustment criteria to be applied to variable

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remuneration. It promotes accountability and a culture of continuous learning through a streamlined process that aims to deliver a clear, consistent and fair assessment of consequence management.

The PRemCo regularly reviews Group and individual outcomes for risk, reputation, conduct and performance considerations. This includes oversight of the Group's Employee Conduct Management Framework (Framework) which supports an appropriate risk culture across the Group. The Board, Group CEO and Group Executives influence culture by focusing on leadership behaviour, systems and colleagues, reinforced through performance and remuneration outcomes.

Where a material risk or conduct event is identified, the ERemCo follows a structured process:

The Group CEO and Group Executives actively demonstrate strong risk management to set the "tone from the top" about expectations and behaviours. Risk issues that are identified are prioritised, clear accountability is defined, and an action plan is created to resolve the issue. This has resulted in an improvement in conduct risk, driven by the increased use of analytical monitoring tools and implementation of assurance capabilities. Enhancements in the use of risk monitoring tools and clear guidance about the identification and assessment of risk events have resulted in improved identification of risk events and an increase in the number of risk cases investigated.

1. **Event Trigger:** A material event is identified and added to the Watchlist⁽¹⁾ based on an assessment of materiality.
2. **Fact Find & Learning Review:** The ERemCo reviews and assesses each matter on the Watchlist and determines whether a Fact Find or Learning Review should be conducted. A Learning Review incorporates root cause analysis and action plans.
3. **Communicate Findings (Management & Board Consideration of Findings Report and Learning Review):** Chair of ERemCo will determine (after consulting with the PRemCo and, for Accountable Persons, also Chairs of the Board, BRCC and PRemCo) whether Consequences Investigation should commence. Any Learning Review required will be submitted to the Executive Risk & Compliance Committee (ERCC) who will support any Learning Review to the Board.
4. **Consequence Investigation:** ERemCo Chair recommends any formal Consequence Investigation into individual accountability.
5. **Consequence Outcome Recommendation & Consideration:** ERemCo (or Group CEO for Accountable Persons) recommends consequence outcome to the PRemCo. The PRemCo will consider and determine the appropriate consequence for Board consideration and approval. Board will determine the ultimate outcome.
6. **Consequence Outcome Communication:** Notification to affected colleagues.
7. **Notification to Regulators:** Disclosure to relevant authorities.

Further detail on NAB's conduct, risk and consequence management approach is outlined in the NAB Group 2025 Annual Report available on [NAB's website](#).

(1) The Watchlist is a record of material events which are subject to active review, determination and action by NAB under this process.

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How conduct and risk are integrated in our remuneration framework

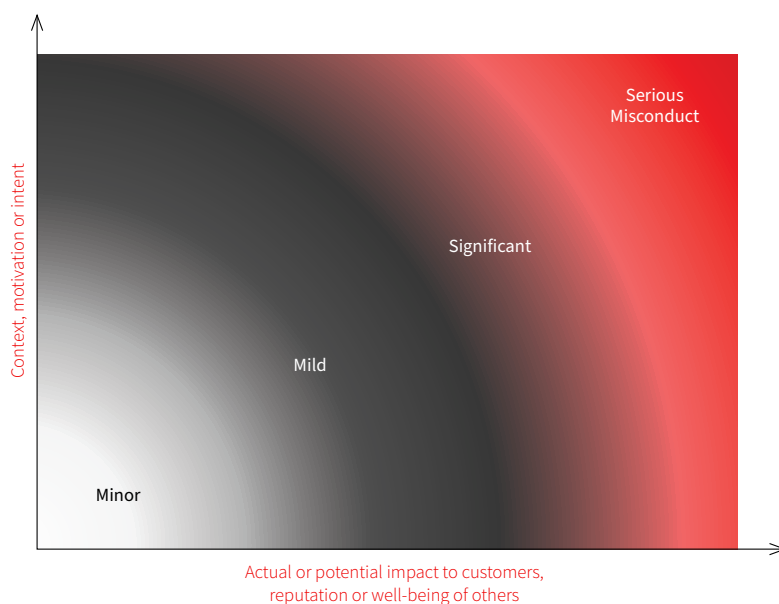
	Conduct management	Risk assessment
Scope	<ul style="list-style-type: none"> Applies to all colleagues including the Group CEO and Group Executives Colleagues are required to comply with the Code and Framework 	<ul style="list-style-type: none"> Applies to all colleagues including the Group CEO and Group Executives All colleagues (excluding the Group CEO) have a mandatory risk goal in their annual performance scorecard. The Group CEO has a risk modifier applied to his annual VR outcome
Individual assessment	<ul style="list-style-type: none"> Throughout the year: Leaders assess the severity of any employee conduct and risk matters and determine the appropriate consequence depending on the severity of the matter Consequences may include any combination of coaching, counselling, formal warnings, termination of employment, impacts to in-year performance assessment, reduction to variable reward outcomes and the application of malus or clawback Quarterly: Risk goals are discussed during quarterly performance check-ins. Conduct matters and risk issues are discussed as appropriate At year end: Leaders undertake a holistic conduct history review and evaluate achievement of the risk goal. These are translated into the colleague's performance rating. Remuneration decisions are informed by the performance rating 	
Executive and Board oversight	<ul style="list-style-type: none"> In assessing conduct and consequence, each business and enabling unit maintains a Professional Standards Forum which makes recommendations to the Executive Remuneration Committee (members include the Group Executive People and Culture, Group Chief Risk Officer and the Group Executive Legal and Commercial Services) The Executive Remuneration Committee oversees the effectiveness of the Framework, reviews material events, accountability and the application of suitable consequences The People & Remuneration Committee and the Board oversee variable remuneration adjustments for the Group CEO and Group Executives, as well as certain colleagues in designated roles as required by CPS 511 	<ul style="list-style-type: none"> Divisional Chief Risk Officers provide oversight, challenge and independent input into the performance review process The Group Chief Risk Officer prepares a detailed assessment of the risk outcomes for the Group CEO and each of the Group Executives The Risk & Compliance Committee reviews and challenges the Group Chief Risk Officer's risk management performance assessments. These assessments and the Risk & Compliance Committee's views are considered by the Board in determining individual variable reward outcomes for the Group CEO and Group Executives The variable reward for Group CEO, Group Executives and employees variable reward will be reduced and other consequences may be applied if risk is not appropriately managed
Potential impacts on remuneration	<ul style="list-style-type: none"> Risk adjustment: On recommendation from the People & Remuneration Committee, the Board may adjust the "in-year" funding level of VR outcomes. The Board may also reduce VR for individuals to align with employee conduct or risk outcomes Malus: Grant and vesting of all VR is subject to the employee meeting the conduct standards outlined in the Code and risk expectations. The Board may determine that unvested awards should be adjusted or forfeited (including to zero) in circumstances where these conduct standards or risk expectations are not met Clawback: Clawback may be applied to paid and vested VR provided to any colleague including the Group CEO and Group Executives 	

The Consequence Severity Matrix provides guidance to determine the severity of risk and conduct events. Based on the severity of the risk or conduct event, a fair and proportionate consequence outcome will be applied. Determination of the appropriate consequence is guided by an assessment of the quantitative and qualitative impacts of the event including financial impacts, physical, informational or reputational damage to the organisation and harm to colleagues or customers.

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Consequence Severity Matrix

Intent	Behaviour
Intentional Wilful, deliberate, deceitful, fraudulent	Dishonest Covers up, blames others, does not take accountability
Error in Judgement Negligent	Repeated behaviour Doesn't learn from mistakes or persists with misconduct despite warnings
Unintentional Mistake, factors out of their control, took reasonable preventative steps	Growth Mindset Speaks up, shares learning, seeks to fix to prevent self or others making the same error



Nature	Non-adherence to standard practices	Breach of policy, procedures, guidelines or employment contract	Regulatory breach or breaking the law
Impact	No/Low impact	Moderate impact	Significant and material impact
Gain	Personal Loss	No personal gain	Self-serving profited

The Group CEO and Group Executives are expected to actively demonstrate strong risk management to set the "tone from the top" on expectations and behaviours. Risk issues that are identified are prioritised, clear accountability is defined, and an action plan is created to resolve the issue. This has resulted in an improvement in conduct risk, driven by the increased use of analytical monitoring tools and implementation of assurance capabilities. Enhancements in the use of risk monitoring tools and clear guidance about the identification and assessment of risk events have resulted in improved identification of risk events and an increase in the number of risk cases investigated.

NAB recognises colleagues that positively contribute towards NAB's risk culture. Conversely, where colleagues do not meet expected risk nor demonstrate behaviours aligned with our Who We Are values, NAB will apply appropriate consequences. NAB aims to enforce an accountability and learning culture, where risk and conduct expectations are clearly communicated and demonstrated.

Forfeiture (forfeiture or lapsing of unvested VR)

Unvested amounts of VR (including commencement, retention and recognition awards) will generally be forfeited or lapsed prior to the vesting (or milestone) date in accordance with the relevant VR plan rules at the Board's absolute discretion:

- If the employee resigns.
- if the Board determines that some or all of the unvested VR should be forfeited or lapsed as a result of:
 - Cessation of employment with the Group (other than due to resignation, retirement or retrenchment).
 - Failure to meet the relevant milestone conditions (if any).
 - Following cessation of employment with the Group where there is a change in the individual's circumstances that means it is no longer appropriate for the individual to retain the deferred VR (for example where the individual purported to retire and subsequently recommenced employment).
 - Failure to meet Employee Conduct Standards⁽¹⁾, or where a former colleague engaged in conduct that would have failed to meet the Employee Conduct Standards if they were still employed by the Group.
 - The VR being provided in error or the circumstances giving rise to the allocation of the deferred VR having changed (for example, the performance outcome has changed) and the colleague has been provided too much VR.
 - The occurrence of a Malus Event (see below).

(1) The required standards of conduct for colleagues of the Group set by the Board from time to time, including under NAB's Code or any regional equivalent.

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- The Board's ongoing monitoring and review of Performance Assurance Matters over the restriction period, including individual and Group performance taking into account various factors such as, the individual's or Group's under-performance or failings in matters relating to risk, conduct, values or sustainability measures.
- Any other circumstances contemplated by the Group Remuneration Policy or Guidelines occurring.

Malus event (forfeiture or lapsing of unvested VR)

A malus event will occur in respect of an individual if the individual is deregistered by APRA from being or acting as an Accountable Person for the purposes of the *Banking Act* or the Board determines that:

- The individual has engaged in fraud, dishonesty, gross misconduct or misconduct that leads to significant adverse outcomes for the Group.
- The individual has engaged in behaviour that may negatively impact the Group's long-term financial soundness, prudential standing or prudential reputation.
- The financial results that led to the deferred VR being awarded are subsequently shown to be materially misstated.
- There was a significant error in the decision that led to the deferred VR being awarded, or there was a significant misstatement of the criteria used in making that decision.
- The individual materially breached a representation, warranty, undertaking or any other obligations to any member of the Group.
- There is a significant and unintended deterioration in the financial performance of the Group or any member of the Group resulting directly or indirectly from an act or omission of the individual.
- The individual has behaved in a manner which brings the Group or any member of the Group into disrepute or which results in significant adverse outcomes for the Group's customers, beneficiaries or counterparties.
- The individual has not complied with his or her accountability, fitness and propriety or compliance obligations, including under the Banking Act or any other analogous or similar legislation or regulation applicable in the participant's jurisdiction.
- There is a significant failure of financial or non-financial risk management resulting directly or indirectly from an act or omission of the individual.

Clawback (recovery of paid and vested VR)

Paid and vested VR, including retention rewards, is subject to clawback. The NAB Board may apply clawback to colleagues in Specified Roles and other colleagues in certain circumstances depending on their individual employment arrangements and the terms and conditions of the GVRP.

Commencement, retention and guaranteed awards

Commencement awards are used to compensate a new colleague's equity or other benefits forgone with a previous employer. The amount and timing of any commencement award is based on evidence provided by the new colleague of the benefit offered by their previous employer. Commencement awards are provided in the form of NAB equity or cash, subject to restrictions and certain forfeiture conditions, including forfeiture on resignation.

The Group provides retention awards for key individuals in roles where retention is critical over a medium-term timeframe (generally two to three years). These may be delivered in the form of NAB equity or cash, and are subject to performance, conduct, forfeiture conditions and clawback as appropriate.

Guaranteed VR awards (not subject to performance conditions) do not support the Group's performance focus and are not consistent with sound risk management. There may be circumstances where, in order to attract and retain key talent, a colleague may be awarded VR or a bonus, without explicit performance conditions, using tenure-based requirements. Awards of this nature are rare and are generally provided only as part of a commencement award.

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4 Variable reward plans

Colleagues in Specified Roles may participate in the GVRP, Financial Markets Specialist Incentive Plan (FMSIP), Annual Equity Award (AEA), Long-Term Incentive (LTI) and Year End Share Offer.

4.1 Group Variable Reward Plan (GVRP)

The GVRP rewards eligible colleagues for delivery of annual goals that drive long-term sustainable performance. It provides an appropriate level of remuneration that varies based on the Board's determination of Group and individual performance over the financial year measured against agreed targets for financial and for non-financial measures that are set to drive delivery of the Group's strategy. The plan is not wholly formulaic. Judgement is applied through qualitative assessment as determined by the Board.

Feature	Description
Forms of remuneration offered	Delivered in cash or a combination of cash and equity (deferred shares or deferred rights) where the award outcome is above a certain threshold (generally AU\$100,000 or more), dependent on role, jurisdiction and regulatory context. Cash components are paid following the performance year to which they relate. Equity components of annual VR vest over a defined vesting period.
Eligibility	Group full-time and part-time permanent colleagues where it is specifically provided in their contract of employment.
Opportunity	Expressed as a percentage of FR and is set having regard to a range of factors including the participant's role scope and accountabilities and market competitiveness. An eligible participant's actual VR outcome can be higher or lower than their target VR opportunity, and will: <ul style="list-style-type: none">• not exceed their maximum VR opportunity• depend on the participant's individual score and the Group's performance for the financial year.
Pool determination	Determination of the Plan Pool is based on the outcome of financial and non-financial measures, based on the NAB Group Scorecard. Refer to the NAB Group 2025 Annual Report for further detail on the 2025 GPI.
Financial measures	Incentive awards provided under the Plan are based on the level of achieved performance of the Group and individual objectives. Group financial measures for GVRP consists of Cash Earnings, Return on Total Allocated Equity on an expected loss basis and Market Share.
Non-financial measures	Incentive awards provided under the Plan are based on the level of achieved performance of the Group and individual objectives. Group non financial measures for GVRP consists of Customer (NPS and MFI), Colleagues (Engagement and Gender Equity at Groups 4-6) and Safe Growth (Technology Modernisation Score).
Weighting of measures	Group performance is assessed using the GPI comprising of 50% financial and 50% non-financial goals, linked to the Group's key strategic priorities. Refer to <i>Aligning remuneration outcomes with performance</i> in Section 3.
Individual outcome determination	Individual performance is assessed against a scorecard comprised of key financial and non-financial goals and an assessment of Who We Are behaviours and conduct. The measures and weighting of each measure reflect the responsibilities for each individual's role.
Deferral and vesting schedule	Generally 40% of VR is deferred and vests in equal amounts over 4 years in years 2, 3 and 4. Deferral differs for Senior Managers.

4.2 Financial Markets Specialist Incentive Plan (FMSIP)

The purpose is to reward certain colleagues in the Markets and Corporate Finance businesses for delivery of annual goals that drive long-term sustainable performance and provide market-competitive remuneration for colleagues in specialist roles.

Feature	Description
Forms of remuneration offered	Delivered in cash or a combination of cash and equity (shares or deferred rights) where the award outcome is above a certain threshold (generally AU\$100,000 or more), dependent on role, jurisdiction and regulatory context. Cash components are paid following the performance year to which they relate. Equity components of annual VR vest over a defined vesting period.
Eligibility	Group full-time and part-time permanent colleagues from Corporate and Institutional Banking in Australia, France, Hong Kong, Singapore, Japan, United States and United Kingdom and where it is specifically provided in their contract of employment. The Plan excludes colleagues participating in any other Incentive Plan.
Pool determination	Based on the level of achievement of the Return on Allocated Equity (ROAE) hurdle. A minimum threshold must be met for the incentive to generate a pool.
Weighting of measures	Discretionary
Financial Measures	The financial measures consists of ROAE Threshold, ROAE Target and the Grossed-up Cash Earnings.
Non-financial measures	In determining the final FMSIP funding, the Group Executive, C&IB will make a determination as to the customer and risk performance overlay, to ensure non-financial measures are reflected in funding.
Individual outcome determination	Individual performance is assessed against a scorecard comprised of key financial and non-financial goals and an assessment of Who We Are behaviours and conduct. The measures and weighting of each measure reflect the responsibilities for each individual's role.
Deferral and vesting schedules	50% of VR is deferred and vests in equal amounts over 4 years in years 2, 3 and 4. For Group 6 colleagues, 50% of VR is deferred over 4 years, vesting at end of year 4.

4.3 Annual Equity Award (AEA)

The purpose is to reward and recognise colleagues for their individual performance through the year. With a strong focus on risk and conduct.

Feature	Description
Forms of remuneration offered	Delivered in shares
Eligibility	Group full-time and part-time permanent select group 5 and 6 colleagues (in eligible locations) where it is specifically provided in their contract of employment.
Opportunity	Expressed as a percentage of FR and is set having regard to a range of factors including the participant's role scope and accountabilities and market competitiveness. An eligible participant's actual AEA outcome cannot exceed the target, but may be reduced or may not be awarded, where individual performance, risk and conduct outcomes are below expectations.
Weighting of measures	100% individual performance
Non-financial measures	100% risk and conduct measure
Individual outcome determination	Individual performance is assessed against annual risk and conduct goals.
Deferral and vesting schedules	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4

4.4 Long Term Incentive (LTI)

Feature	Description
Purpose	The LTI award (comprising the LTEA and LTVR components) is granted by the Board to encourage long-term decision making critical to creating long-term value for shareholders. The LTI is determined and awarded independently from Annual VR decisions.
Participants	Group CEO and Group Executives as determined by the Board.
Award value	The maximum face value of the LTI award granted is 140% of FR for the Group CEO and Group Executives, with the LTEA and LTVR components being weighted equally (i.e., each 70% of FR). The actual value of the LTI award granted to the participant is determined by the Board based on the pre-grant assessment.
Instrument	The LTI award (comprising the LTEA and LTVR components) is provided as performance rights. Each vested performance right entitles its holder to receive one NAB share upon exercise.
Pre-grant assessment	At the end of the preceding performance year, an individual assessment of each participant is undertaken to determine the value of performance rights to be awarded to the participant. The Board assesses each participant based on individual performance in the preceding performance year, and risk and conduct considerations as detailed in our risk management and conduct framework in Section 5.3 of the Annual Report.
Allocation approach	The number of performance rights granted was calculated by dividing the LTEA and LTVR award face value by NAB's weighted average share price over the last five trading days of the preceding financial year. The weighted average share price used for the 2026 awards, which were allocated on 16 December 2025 was \$43.52.
Performance period	Four years from 15 November 2025 to 15 November 2029.
Group Performance Measures	LTEA non-financial measures: NAB Group meets or exceeds risk expectations and maintains an acceptable level of risk exposure within the agreed appetite levels for risks specific to NAB Group. LTVR Financial measure: Total Shareholder Return (TSR) relative to a peer group of comparator companies.
Individual performance overlay	Over the performance period, the ELT members are assessed individually on their performance and risk and conduct outcomes. The Board will consider the ELT members individual annual outcomes against the scorecards, and annual risk outcomes as presented in the risk reports produced by the Group CRO. Using this information, the Board will determine whether discretion should be applied to adjust downwards an ELT member's LTI outcome, potentially down to zero if required. The Board will consider the severity of any events and its impact to the organisation.
Pre-vest assessment	Performance rights will vest at the end of the performance period subject to continued service and pre-vest individual performance, risk and conduct assessment. The Board assesses each participant based on individual performance over the performance period, and risk and conduct considerations as detailed in our risk management and conduct framework in Section 5.3 of the Annual Report. The Board has extensive discretion to downward adjust the number of performance rights vesting for each participant, including to zero. Any performance rights that do not vest following testing will lapse.
Exercise of vested Performance Rights	The vested performance rights will be exercised and converted into shares: <ul style="list-style-type: none"> For the CEO, in three equal annual tranches commencing at the end of the performance period (i.e., 33%, 33% and 34% each year). For the ELT, in two equal annual tranches commencing at the end of the performance period (i.e., 50% per year). Prior to the performance rights being exercised, the Board assesses each participant based on individual performance over the performance period, and risk and conduct considerations as detailed in our risk management and conduct framework in Section 5.3 of the Annual Report.

Section A – Qualitative remuneration disclosures

	The number of vested performance rights that can be exercised may be modified by the Board where an event or matter justifies the adjustment.
Value of final outcome	<p>The final value delivered to each participant is determined by the number of performance rights that ultimately vest following testing, the number of vested performance rights which are exercised subject to individual performance, risk and conduct assessment, and NAB's share price at the time of exercise.</p> <p>The final value may be zero if performance measures are not achieved, or if the Board exercises its discretion to adjust any outcomes to zero.</p>
Dividends	No dividends are paid throughout the performance period. A dividend equivalent payment is paid for any vested performance rights for the period between vesting and exercise.
Separation	<p>The treatment of performance rights will depend on the reason for separation:</p> <ul style="list-style-type: none"> • Resignation: performance rights will be forfeited in full • All other circumstances including retrenchment and retirement: the performance rights will be retained in full unless otherwise determined by the Board in its absolute discretion⁽¹⁾ <p>Any performance rights a participant continues to hold will remain subject to the relevant performance measure, with the measure being tested in accordance with the normal timetable.</p>
Board discretion	The Board has extensive discretion in respect of the LTEA and LTVR, including the initial value granted, the number of performance rights that vest, and any forfeiture or clawback applied. Further detail is provided in Section 5.2 of the Annual Report.

(1) For example, if a participant retires prior to the end of the financial year in which the performance rights are granted, generally the Board will exercise its discretion to allow the participant to retain a pro-rata portion of the performance rights reflecting the proportion of the LTI performance period served when the retirement occurs.

4.5 Year End Share Offer (YESO)

The Year End Share Offer is an annual award provided to the majority of colleagues. The purpose of the plan is to build alignment with shareholder experience and recognise the role colleagues play in growing the business over the longer term.

Feature	Description
Award value	<p>For 2025, a \$1,000 grant of NAB shares was made to each colleague who:</p> <ul style="list-style-type: none"> • Was a permanent employee of the Group with at least 12 months' continuous service as at 30 September 2025 and reside in Australia (excluding casual, fixed term and temporary employees and employees on career break) • Was still a permanent employee of the Group on the allocation date (28 November 2025) • Was not an Accountable Person or a senior executive (Group 6 and 7 colleagues) • Did not receive a serious or significant conduct issue for the performance year ended 30 September 2025. <p>Eligible colleagues who do not meet the Australian residency requirement, including those who work in NAB international offices, may receive a cash equivalent payment in their local currency instead of the share grant.</p>
Restriction period	The award is restricted for three years. Dividends are payable on the award (where it is delivered in the form of equity) during the restriction period. The cash award is equivalent to AU\$1,000, converted to relevant local currencies using the November monthly average exchange rate.
Separation	In circumstances where a participant leaves the Group before the end of the restriction period, the retained shares will be released on cessation of employment.

5 Deferral arrangements

Long-term performance is embedded in the design of NAB's incentive plans through performance metrics that promote decision making aligned with sustainable value creation for shareholders. A portion of incentives is deferred, enabling post-assessment adjustments and encouraging executives to factor in longer-term risks when making decisions.

The quantum and period of deferral is commensurate with the level of risk within a role and the ability to reliably measure business outcomes. This allows time to confirm that the initial individual performance and business performance outcomes are realised and if not, for the deferred VR to be adjusted downwards. A summary of deferral arrangements applicable to the NAB incentive plans is provided below.

The Board has absolute discretion to extend the deferral period for any reason, including if the Board has reason to believe an individual is likely to have failed to meet threshold measures of conduct or comply with their accountability obligations.

Deferred awards are subject to malus and clawback (refer to Section 3.3 for more information).

Unvested awards may be retained on separation in other circumstances, such as retrenchment or retirement. Where unvested awards do not lapse on cessation of employment, they will continue to be held by the individual subject to the terms and conditions of the offer.

Specified Roles ⁽¹⁾	Plan	Deferral
Accountable Persons	GVRP	40% of VR is deferred over 4 years, vesting at end of year 4 ⁽²⁾
	AEA	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4 ⁽³⁾
	LTI	100% of VR vests after 4 years, with 50% restricted for a further 12 months
Group CEO	GVRP	40% of VR is deferred over 3 years, vesting in equal amounts in years 2 and 3
	LTI	100% of VR vests after 4 years, with 33% restricted for a further 12 months and 33% restricted for a further 24 months
Highly-Paid Material Risk Takers	GVRP	40% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
	FMSIP	50% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4 For Group 6 Colleagues, 50% of VR is deferred over 4 years, vesting at end of year 4
	AEA	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
Material Risk Takers	GVRP	40% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
	FMSIP	50% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4 For Group 6 Colleagues, 50% of VR is deferred over 4 years, vesting at end of year 4
	AEA	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
Responsible Persons	GVRP	40% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4 ⁽⁴⁾
	AEA	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
	LTI	100% of VR vests after 4 years, with 50% restricted for a further 12 months
Risk & Financial Control Personnel	GVRP	40% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
	AEA	100% of VR is deferred over 4 years, vesting in equal amounts in years 2, 3 and 4
Senior Managers	Annual Incentive	40% of VR is deferred over 3 years, vesting in equal amounts in years 2 and 3
	LTI	100% of VR vests after 4 years, with 50% restricted for a further 12 months

(1) Colleagues in multiple categories have the deferral applied of the category with the highest deferral requirements.

(2) FAR specifies the deferral period for Accountable Persons as 4 years. However, if an individual occupies another Specified Role (which commonly occurs for ELT), then the deferral period will be adjusted to meet the highest deferral requirement.

(3) The vesting profile may be adjusted to ensure 40% of an individual's total incentive is deferred for a minimum of 4 years to meet FAR requirements.

(4) For Responsible Persons who are ELT members, 40% deferred rights vesting equally at the end of year 1 and 2.

6 Remuneration of risk and financial control colleagues

Risk and financial control colleagues are critical to the effective operation of the Group. Independence from the business for these colleagues is supported through the following:

- Setting the remuneration mix so their VR opportunity does not encourage inappropriate risk taking, while remaining market competitive. Risk and financial control colleagues generally receive a higher proportion of FR versus VR compared to colleagues in other roles.
- Their individual performance measures are highly weighted to non-financial measures and aligned to Group and individual objectives that are specific to them, and not linked to the performance of the business the role supports.
- To avoid potential conflicts of interest, VR for risk and financial control colleagues is not determined by managers of the business areas they are responsible for overseeing and challenging.
- Other than the Year End Share Offer, Group 1 to 5 Internal Audit colleagues do not participate in VR arrangements.

Section A - Qualitative remuneration disclosures

Risk and financial control personnel VR outcomes

VR Outcomes		Risk Adjustments		Special Payments		
Number of Risk & Financial Control Personnel	VR Outcomes as % of Fixed Remuneration	Number of Adjustments to Reflect Risk Performance	Value of Adjustments to reflect Risk Performance	Value of Guaranteed Bonuses	Value of Sign-on Awards	Value of Severance Payments
27	23% - 103%	-	\$ -	\$ -	\$ -	\$ 971,740

Following PRemCo review, the NAB Board will approve the remuneration structures for these colleagues and oversee the annual performance and remuneration outcomes for colleagues in these roles.

Section B – Quantitative remuneration disclosures

The following quantitative disclosures have been prepared in accordance with CPS 511 for the financial year ended 30 September 2025.

1. Remuneration outcomes for the financial year

A\$m	CEO	Other senior managers	Highly paid material risk-takers ⁽¹⁾	Other material risk-takers
Fixed remuneration				
1 Number of employees paid fixed remuneration	1	13	34	17
2 Total fixed remuneration	2.50	11.76	22.76	5.09
3 of which: cash-based	2.50	11.76	22.76	5.09
4 of which: share-based awards	-	-	-	-
5 of which: other	-	-	-	-
6 Average percentage increase in total fixed remuneration (row 2) on previous financial year	0%	-7%	8%	34%
Variable remuneration				
7 Number of employees eligible for variable remuneration	1	13	34	17
8 Number of employees that received variable remuneration	1	12	34	11
9 Total variable remuneration	5.23	23.52	28.78	2.18
10 of which: cash-based	1.04	4.38	11.89	0.93
11 of which: share-based awards	4.19	19.14	16.89	1.25
12 of which: other	-	-	-	-
13 Total variable remuneration (row 9) that has been deferred	4.19	19.14	16.89	1.25
14 of which: cash-based	-	-	-	-
15 of which: share-based awards	4.19	19.14	16.89	1.25
16 of which: other	-	-	-	-
17 Average percentage increase in total variable remuneration (row 9) on previous financial year	1%	-19%	10%	5%
18 Total remuneration (sum of rows 2 + 9)	7.73	35.28	51.54	7.27

(1) Michael Saadie has been counted as both a Senior Manager and a Highly Paid Material Risk Taker as he was appointed as Acting Group Executive, Business and Private Banking from 18 March to 15 June 2025, before returning to his ongoing role of Executive, Private Wealth.

2. Special payments

A\$m	CEO	Other senior managers	Highly paid material risk-takers	Other material risk-takers
Number of employees paid a guaranteed bonus	-	-	-	-
Total guaranteed bonuses	-	-	-	-
Number of employees paid a sign-on award	-	1	-	-
Total sign-on awards	-	1.83	-	-
Number of employees paid a severance payment	-	1	-	5
Total severance payments	-	0.03	-	2.58

3. Deferred and adjusted variable remuneration

		A	B	C
		Total amount of outstanding deferred variable remuneration post adjustments	Total amount of variable remuneration not deferred post adjustments	Total amount of downward adjustments to variable remuneration reported in columns A and B ⁽¹⁾
A\$m				
CEO				
1	Total CEO	15.44	5.07	-
2	of which: cash	-	1.04	-
3	of which: share-based awards	15.44	4.03	-
4	of which: other	-	-	-
Other senior managers				
5	Total other senior managers	95.11	29.67	0.46
6	of which: cash	-	4.28	-
7	of which: share-based awards	95.11	25.39	0.46
8	of which: other	-	-	-
Highly paid material-risk takers				
9	Total highly paid material risk-takers	48.59	31.00	-
10	of which: cash	0.69	12.51	-
11	of which: share-based awards	47.90	18.49	-
12	of which: other	-	-	-
Other material risk-takers				
13	Total other material risk-takers	11.94	6.82	-
14	of which: cash	0.17	0.93	-
15	of which: share-based awards	11.77	5.89	-
16	of which: other	-	-	-
17	Total (sum of rows 1 + 5 + 9 + 13)	171.08	72.56	0.46

(1) Upon Rachel Slade's mutual separation on 1 July 2025, 25% of both the 2025 Long Term Variable Reward Rights and the 2025 Long Term Equity Award Rights granted to her on 19 December 2024 lapsed as she ceased employment. No other downward adjustment was made in FY25.

Consequence application

The Board has applied consequence in response to three risk matters considered during the year that relate to matters that arose in prior performance periods. Adjustments were made to deferred VR due to vest in November 2025. All outcomes were determined with reference to the accountability for, severity, and impact of the relevant matter. Consequence outcomes were finalised after 30 September 2025 and will be disclosed in FY26.

Glossary

Accountable Person

An accountable person for the purposes of the Banking Act 1959 (Cth). Members of the Executive Leadership Team are included in the list of Accountable Persons for NAB.

Annual Equity Award (AEA)

The variable reward plan that certain senior colleagues below Group Executive level participate in. Each participant receives an award of shares vesting over a three year period.

APRA

Australian Prudential Regulation Authority.

APS

Prudential Standards issued by APRA applicable to ADIs.

BRCC

Board Risk & Compliance Committee.

Cash Earnings

Cash earnings is a non-IFRS key performance measure used by the Group and the investment community. Cash earnings is defined as net profit attributable to owners of the Company from continuing operations adjusted for non-cash items, including items such as hedging and fair value volatility, the amortisation of acquired intangible assets and gains or losses and certain other items associated with the acquisition, integration, disposal or closure of Group businesses.

Code of Conduct

NAB's Code of Conduct is available in the Corporate Governance section at nab.com.au/about-us/corporate-governance.

Colleague Strategy

The NAB Colleague Strategy underpins NAB Group's Ambition. It is supported by three pillars of talent, culture and leaders that will help us achieve our desire of customers who trust us and choose us to be their bank and colleagues who are proud to work at NAB.

CPS

Prudential Standards issued by APRA applicable to regulated entities, including ADIs.

Executive Leadership Team (ELT)

Executive Leadership Team means the Group CEO and the Group Executives.

Executive Remuneration Committee (ERemCo)

The Executive Remuneration Committee, a sub-committee of the PCEC which reviews and makes recommendations in relation to accountability and consequence to the People & Remuneration Committee and the Board on the impact of risk, reputation, conduct, values and performance issues on remuneration outcomes.

FAR

Financial Accountability Regime.

Financial Markets Specialist Incentive Plan (FMSIP)

The annual variable reward plan that certain colleagues working in the Markets and Corporate Finance businesses participate in.

Fixed Remuneration (FR)

Base salary and superannuation paid regularly during the year.

Group

NAB and its controlled entities.

Group Performance Indicators (GPI)

A scorecard of financial and non-financial performance measures linked to the Group's key strategic priorities, overlaid by a qualitative assessment. The GPI is used to assess the Group's performance for the purpose of the Annual VR Plan.

Group Variable Reward Plan (GVRP)

The annual variable reward plan that the majority of colleagues across the Group participate in.

Highly Paid Material Risk Taker

A material risk taker whose total fixed remuneration (including salary, superannuation, allowances and benefits) plus actual variable remuneration is equal to or greater than A\$1 million in a financial year, as defined in CPS 511.

Long-Term Equity Award (LTEA)

The long-term equity award that the ELT participate in, where each participant receives a long-term performance-based reward, vesting after a four-year performance period subject to the applicable non-financial performance measure. From 1 October 2023, the LTEA forms one of two components of LTI.

Long-Term Incentive Award (LTI)

The long-term incentive plan that the ELT participate in from 1 October 2023. The LTI is comprised of two equally weighted components being the Long Term Equity Award component (which is subject to a non-financial measure) and the Long Term Variable Reward component (which is subject to a financial measure).

Long-Term Variable Reward (LTVR)

An 'at risk' opportunity for the ELT to receive a long-term performance-based reward, vesting after a four-year performance period subject to the applicable performance hurdle. The actual LTVR that an individual will receive on vesting will reflect achievement of the performance hurdle.

NAB

National Australia Bank Limited ABN 12 004 044 937.

NAB Board or Board

The Board of the NAB Group.

People & Culture Executive Committee (PCEC)

The People and Culture Executive Committee, which maintains the Remuneration Policy, making recommendations to PRemCo on Performance Assurance Matters, and performance and remuneration outcomes for colleagues in Specified Roles (outside of the ELT and Accountable Persons).

Performance Assurance Matters

Individual and Group performance taking into account various factors such as individual or Group under-performance or failings in matters relating to risk, conduct, values or sustainability measures.

Responsible Person

A person as defined in paragraph 20 of APRA Prudential Standard CPS 520 'Fit and Proper'.

Return on Allocated Equity (ROAE)

A function of cash earnings, risk-weighted assets, regulatory capital deductions and target capital ratios.

Rewards

Refers to all forms of variable reward including cash provided under a VR plan, deferred VR (cash and equity) to be paid or granted, LTEA and LTVR performance rights and any VR granted in previous years.

Specified Roles

Roles which are regulated under requirements such as the Corporations Act 2001 (Cth), APRA Prudential Standard CPS 520 Fit and Proper and APRA Prudential Standard CPS 511 Remuneration for Australia, SMCR and PRA Rulebook in the UK, and the European Banking Authority Directive 2013/36/EU for France.

The People & Remuneration Committee (PRemCo)

The People & Remuneration Committee, a sub-committee of the NAB Board.

Total Shareholder Return (TSR)

The return that a shareholder receives through dividends (and any other distributions) together with capital gains over a specific period.

Variable Reward (VR)

The variable reward component(s) of a colleague's total reward.

Who We Are

Who We Are are NAB's five new organisational behaviours effective 23 October 2024. They are: We are customer obsessed, We keep it simple, We move with speed, We own it, and We win together.