



Annual Remuneration Disclosures

London Branch

30 September 2025

Incorporating the requirements under Annex XXXIV and the tables as presented in Annex XXXIII of the PRA Rulebook, Disclosure (CRR) Part in application of Article 450 UK CRR

Table of Contents

Section 1 - Qualitative remuneration disclosures	2
Section 2 - Quantitative remuneration disclosures	14
Glossary	15

Section 1 – Qualitative remuneration disclosures










1.1 Introduction

These disclosures have been prepared in accordance with the instructions set out in Annex XXXIV and the templates in Annex XXXIII of the Prudential Regulation Authority (PRA) Rulebook, Disclosure (CRR) Part, pursuant to Article 450 of the United Kingdom Capital Requirements Regulation (UK CRR). They cover the London Branch of National Australia Bank Limited (NAB), a branch of NAB operating in the United Kingdom, and colleagues in scope of the United Kingdom Senior Managers and Certification Regime (SM&CR).

The disclosures provide qualitative information on the remuneration frameworks and policies of the NAB Group and the London Branch, including how risk management is incorporated into NAB's remuneration practices. This information is relevant to all colleagues in scope, including senior managers, material risk takers and risk managers.

Colleagues in scope for the year ended 30 September 2025 (hereafter 2025) have been identified in line with the definitions provided in the Disclosure (CRR) Part and Remuneration Part⁽¹⁾ of the PRA Rulebook. The graphic below illustrates the characteristics of the identified population of the London Branch.

Overview of Senior Managers, Material Risk Takers and Risk Managers

Senior Managers		Material Risk Takers		Risk Managers	
					
Definition Includes senior management of the London Branch operations and Group senior management who have significant management accountability for the London Branch.		Definition Includes colleagues performing significant influence functions, colleagues who have responsibility and accountability for activities that could have a material impact on the London Branch's risk profile, and colleagues in independent risk management, compliance or internal audit function roles.		Definition Includes managers of credit and/or market risk.	
2025	2024	2025	2024	2025	2024
 13 Senior Managers	 12 Senior Managers	 18 Other Material Risk Takers	 28 Other Material Risk Takers	 12 Risk Managers	 10 Risk Managers

Senior managers, material risk takers and risk managers of the London Branch are collectively referred to as Material Risk Takers throughout the remainder of this document.

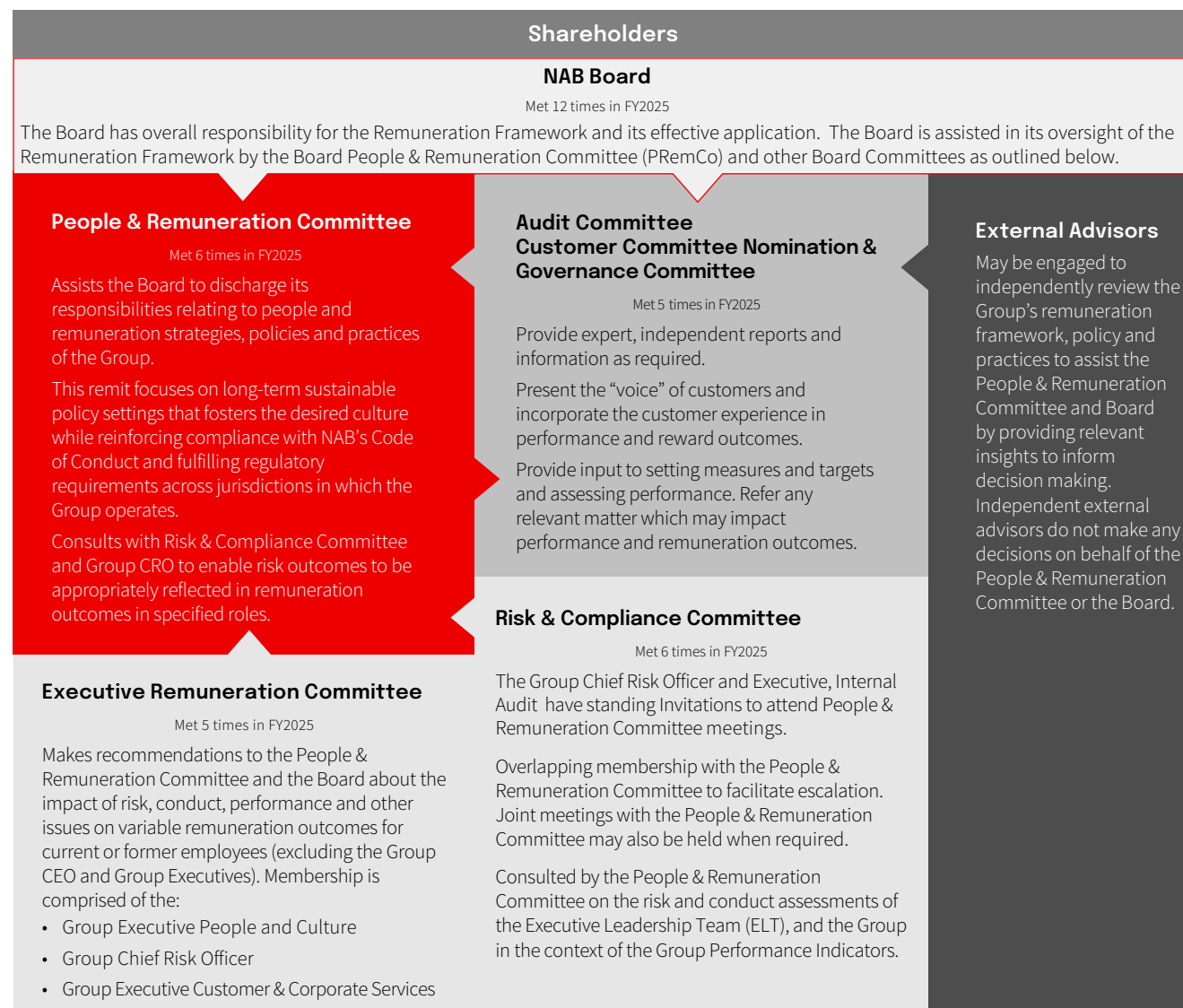
(1) Remuneration Rule 3.1 (1), 3.2A and 3.3A.

Section 1 – Qualitative remuneration disclosures

1.2 Remuneration governance

The NAB Board, NAB Board Committees and certain Executive Committees each play a role in governing and overseeing remuneration within the Group. The NAB Board is responsible for reviewing and approving remuneration related recommendations from the Board People & Remuneration Committee (Committee), including for colleagues in the London Branch⁽¹⁾, which operates as part of the broader NAB 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.

Remuneration governance and Board oversight



(1) NAB London operates as a branch of the NAB Group, and as such, the NAB Group Board has full responsibility for all remuneration matters relating to colleagues based in the London Branch. In contrast, colleagues employed under the NAB Europe legal entity fall under the jurisdiction of the NAB Europe Board who are responsible for all aspects of NAB Europe colleagues' remuneration.

Section 1 - Qualitative remuneration disclosures

Summary of the Committee's responsibilities

The Committee has been established by the Board to undertake activities that support the execution of the Group's strategy, including the Colleague Strategy, and in support of the Group's purpose, values and risk appetite. The Committee's responsibilities, set out in its Charter, emphasise the Committee's focus on long-term sustainable policy settings that foster desired culture while reinforcing compliance with NAB's Code of Conduct (Code) and fulfilling regulatory requirements across jurisdictions in which the Group operates.

The NAB London Branch management team applies the NAB Remuneration Policy. On an annual basis, the NAB London management team reviews the performance, risk, conduct and remuneration for Material Risk Takers, providing recommendations to the Committee for their review and endorsement to Board for approval.

Annual Committee membership fee

	2025	2024
Committee Chair	\$70,000	\$65,000
Committee members	\$35,000	\$32,500

The Committee may engage external remuneration consultants to independently review the Group's remuneration frameworks, policy and practices and provide relevant insights to inform Board and Committee decision making. The Committee did not engage external remuneration consultants in 2025.

The Committee's Charter sets out its scope, authority, duties and responsibilities. The full Charter is available online at nab.com.au.

1.3 Remuneration framework

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
--	---	---	--	---	--

Section 1 - Qualitative remuneration disclosures

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.

Remuneration Framework		
The NAB Board, supported by the People and Remuneration Committee (Committee), has oversight of the Remuneration Framework. The Board approves remuneration related matters such as remuneration structures, remuneration policy, performance, risk, conduct, and consequence recommendations from the Committee.		
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 consequences 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⁾
WHO	Colleagues appointed to Group 1-7 roles ⁽³⁾	Colleagues appointed to Group 3-7 roles ⁽³⁾
WHAT	<ul style="list-style-type: none">FR is comprised of base salary and superannuationPaid regularly throughout the financial yearIn 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 yearRestricted shares are allocated at the end of the financial year and vest over the deferral period applicable to the colleague's roleCombination of business and individual measuresBusiness measures comprise financial and non-financial measuresIndividual measures reflect the colleague's role, risk profile, conduct and / or leadership expectationsAll annual variable reward plans are governed in accordance with NAB's Risk Management Framework, with outcomes endorsed by the Committee for Board approval. Individual outcomes for colleagues in Specified Roles are endorsed by the Committee for Board approval and input is sought from the BRCC
WHY	<ul style="list-style-type: none">Market competitive remuneration for role and experience to attract and retain high performing individualsOnly component of remuneration for some colleagues, providing certainty and encouraging stronger focus on customersThe \$1,000 share or cash grant recognises colleague contribution to Group performance in the year	<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
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.

Section 1 – Qualitative remuneration disclosures

1.4 Aligning remuneration outcomes with performance

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.

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.

1.5 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 Committee and the BRCC.

The Committee 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 Committee meetings and there are membership overlaps between the Committee and the BRCC to facilitate escalation to provide each respective Committee 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 Committee 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 Committee 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 Committee.

1.6 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 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 Committee 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:

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 Committee and, for Accountable Persons, also Chairs of the Board, BRCC and Committee) 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 Committee. The Committee 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.

Section 1 – Qualitative remuneration disclosures

How conduct and risk are integrated in our remuneration framework

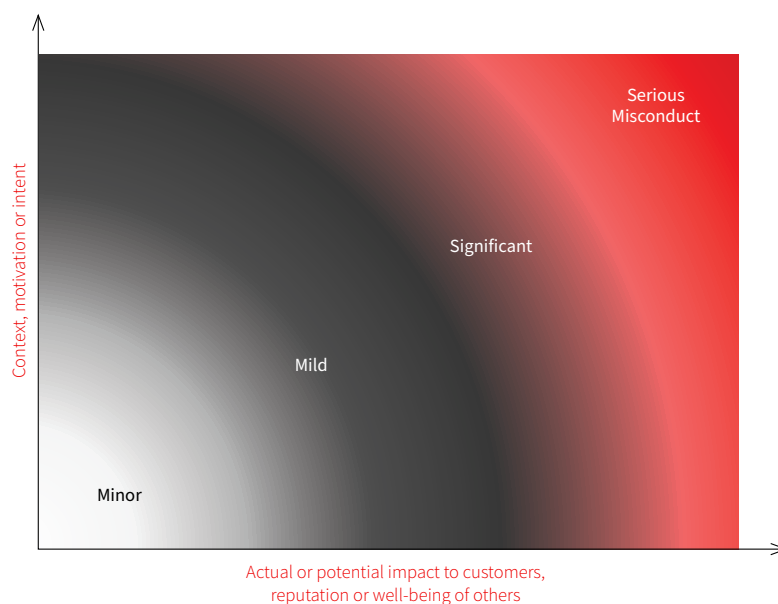
	Conduct management	Risk assessment
Scope	<ul style="list-style-type: none"> Applies to all colleagues including the Group CEO and Group Executives Colleagues are required to comply with the Code and Framework 	<ul style="list-style-type: none"> Applies to all colleagues including the Group CEO and Group 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.

Section 1 - Qualitative remuneration disclosures

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.

Section 1 – Qualitative remuneration disclosures

- 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.

Section 1 – Qualitative remuneration disclosures

1.7 Variable reward

Colleagues in the London Branch may participate in the Group Variable Reward Plan, Financial Markets Specialist Incentive Plan and Year End Cash Offer.

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 exceeds a defined 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 vest over a defined vesting period.
Eligibility	Group full-time and part-time permanent colleagues where provided for in their employment contract.
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 consist 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 Customers (NPS and MFI), Colleagues (Engagement and Gender Equality at Groups 4-6) and Strategic Priorities (Technology Modernisation Score).
Weighting of measures	Group performance is assessed using the GPI comprising 50% financial and 50% non-financial goals, linked to the Group's key strategic priorities.
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	Generally 40% of VR is deferred and vests in equal amounts over years 2, 3 and 4 unless a colleague has held a Specified Role which require different deferral arrangements.

Financial Markets Specialist Incentive Plan (FMSIP)

The FMSIP is designed 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 (deferred shares or deferred rights) where the award outcome exceeds a defined 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 vest over a defined vesting period.
Eligibility	Group full-time and part-time permanent colleagues from Corporate and Institutional Banking (C&IB) in Australia, France, Hong Kong, Singapore, Japan, United States and United Kingdom and where provided for in their employment contract. 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 years 2, 3 and 4. For Group 6 colleagues, 50% of VR is deferred over four years, vesting at end of year 4.

Section 1 – Qualitative remuneration disclosures

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 AU\$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. The cash award is equivalent to AU\$1,000, converted to the local currency.</p>
Restriction period	The award is restricted for three years. Dividends are payable on the award (where it is delivered in the form of shares) during the restriction period.
Separation	In circumstances where a participant leaves the Group before the end of the restriction period, the restricted shares will be released on cessation of employment.

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 Risk management in remuneration in Section 1.6 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 Role	Incentives	Deferral arrangement
Senior managers ⁽¹⁾⁽²⁾	GVRP	<i>Higher paid material risk taker⁽³⁾</i> 40% of VR is deferred over 7 years, vesting no earlier than 3 years on a pro-rata basis <i>Non-higher paid material risk taker</i> 40% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis
	FMSIP	<i>Higher paid material risk taker⁽³⁾</i> 50% of VR is deferred over 7 years, vesting no earlier than 3 years on a pro-rata basis <i>Non-higher paid material risk taker</i> 50% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis
	GVRP	<i>Higher paid material risk taker⁽³⁾</i> 40% of VR is deferred over 5 years, vesting no earlier than 1 year on a pro-rata basis <i>Non-higher paid material risk taker</i> 40% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis
	FMSIP	<i>Higher paid material risk taker⁽³⁾</i> 50% of VR is deferred over 5 years, vesting no earlier than 1 year on a pro-rata basis <i>Non-higher paid material risk taker</i> 50% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis
Other material risk takers ⁽¹⁾⁽²⁾	GVRP	40% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis
	FMSIP	50% of VR is deferred over 4 years, vesting no earlier than 1 year on a pro-rata basis

(1) Deferral does not apply if the colleague meets the de minimis condition where total incentive is less than or equal to £44,000 and less than or equal to one third of their total remuneration.

(2) If incentive exceeds £500,000, 60% of the incentive must be deferred.

(3) An individual is a Higher Paid Material Risk Taker if their total remuneration exceeds £500,000, or if their incentive exceeds 33% of their total remuneration.

Deferred VR is generally provided in the form of shares or rights. For senior managers, material risk takers and risk managers subject to deferral:

- Upfront VR: 50% is provided as cash and 50% in equity. All upfront VR in equity is subject to a one-year retention period for all material risk takers who do not meet the de minimis conditions.

Section 1 – Qualitative remuneration disclosures

- Deferred VR: Vests after the VR performance conditions have been satisfied and is subject to a retention period – six months for higher paid risk managers and 12 months for all other material risk takers. During the retention period, equity cannot be sold, transferred or exercised. No further performance conditions apply to retained equity.

Forms of VR

The Group provides VR in the following forms:

Form	When used
Cash	<ul style="list-style-type: none">• Commencement awards• Recognition awards• Retention awards• Year End Share Offers
Shares/Rights	<ul style="list-style-type: none">• Deferred VR (includes VR which is retained by the Group for certain colleagues in the UK)• Commencement awards• Recognition awards• Retention awards

All permanent colleagues (except certain colleagues in Internal Audit and most Group 1 and 2 colleagues) are eligible to participate in a VR plan. VR will generally be provided in a combination of cash (including employer superannuation if required) and equity.

Commencement, recognition and retention awards are provided to a colleague depending on circumstances. The quantum and form will vary depending on the specific circumstances at the time of the award.

1.8 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 2 – Quantitative remuneration disclosures

The following quantitative disclosures relate to senior managers, material risk takers and risk managers of the London Branch. Amounts in this section are presented in British pounds unless otherwise stated and have been rounded to the nearest thousand pounds (£'000).

Table 2A: Total value of remuneration awards

During the year ended 30 Sep 25			
	Senior managers	Risk managers & other material risk takers	Total
Number of material risk takers	13	30	43
	Senior managers	Risk managers & other material risk takers	Total
	£'000	£'000	£'000
Fixed remuneration	5,261	7,617	12,878
Variable remuneration (cash)	444	831	1,275
Variable remuneration (retained shares)	202	407	609
Deferred remuneration (equity) ⁽¹⁾	369	793	1,162
Deferred remuneration (cash) ⁽¹⁾	0	3	3
Total variable remuneration	1,015	2,034	3,049
Total remuneration	6,276	9,651	15,927

(1) The Group provides all deferred remuneration in NAB equity or cash.

Table 2B: Deferred remuneration

	Senior managers	Risk managers & other material risk takers	Total
	£'000	£'000	£'000
Outstanding - vested as at 30 Sep 2025	145	317	462
Outstanding - unvested as at 30 Sep 2025	1,219	1,152	2,371
Awarded during 2025	657	979	1,636
Vested during 2025	817	980	1,797
Reductions during 2025 through performance adjustments	-	-	-

Table 2C: Other remuneration

During the year ended 30 Sep 25			
	Senior managers	Risk managers & other material risk takers	Total
Commencement payments (£'000)	-	-	-
Number of beneficiaries	-	-	-
Highest award to a single beneficiary (£'000)	-	-	-
Retention payments (£'000)	-	-	-
Number of beneficiaries	-	-	-
Highest award to a single beneficiary (£'000)	-	-	-
Termination payments (£'000)	-	365	365
Number of beneficiaries	-	2	2
Highest award to a single beneficiary (£'000)	-	281	281

Other remuneration information

In 2025 one senior manager was remunerated more than £1 million but less than £1.5 million. All other senior managers, material risk takers and risk managers were remunerated less than £1 million. Total remuneration includes FR, allowances and VR.

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.

APRA

Australian Prudential Regulation Authority.

BNZ

Bank of New Zealand, a subsidiary in the NAB Group.

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.

Committee

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

CPS 511

Australian Prudential Regulatory Authority Standard on Remuneration applicable to APRA regulated entities.

CRR

Capital Requirements Regulation – Rules for capital, liquidity, and risk management, including remuneration disclosure requirements for certain financial institutions.

Executive Leadership Team (ELT)

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

Executive Remuneration Committee (ERemCo)

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.

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.

NAB

National Australia Bank Limited ABN 12 004 044 937.

NAB 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.

Prudential Regulation Authority (PRA) Rulebook

A rulebook outlining rules made and enforced by the United Kingdom's Prudential Regulation Authority. The rulebook applies to all PRA-regulated firms.

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.

Senior Managers and Certification Regime (SM&CR)

A regime in the UK which aims to reduce harm to consumers and strengthen market integrity by making individuals more accountable for their conduct and competence. This regime applies to Financial Conduct Authority solo regulated firms.

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.

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.

