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## Start of Transcript

[Video plays]

Louise Thomson: Good morning and welcome to National Australia Bank Limited's Hybrid Annual General Meeting in Melbourne and online. I'm Louise Thomson, Group Company Security. Before commencing this meeting, I would like to invite Colin Hunter Jnr Jnr, a proud Wurundjeri Woi Wurrung man, to welcome us to Country.

Colin Hunter the Fourth: Thank you very much. Good morning and welcome. It is my honour and privilege to be here today. My name is Colin Hunter the Fourth. I would like to start off by acknowledging that this morning we are on Wurundjeri Country, home of my ancestors, and also home to everybody here today. I wish to pay my respects to both Elders past, present, and emerging, Elders from all nations, especially all Aboriginal and Torres Strait Islander community members joining us here today.

Wurundjeri is a part of the Kulin Nation and of the Woi Wurrung language group. Wurundjeri Country extends from the inner city of Melbourne across to the Great Dividing Range, west to the Werribee River, south to the Mordialloc Creek, and east to Mount Baw Baw. A big thank you to everybody who has helped make this event possible this morning. Wominjeka, welcome, and I hope everybody has a fantastic afternoon ahead and all the best for the up-and-coming new year. Thank you very much and enjoy.

Louise Thomson: Thank you, Colin. This is a shareholders meeting. Please be courteous and respectful. Silence your phones and avoid taking photos or recording unless you are accredited media. Disruptions won't be tolerated and the Chair may ask anyone causing a disturbance to leave. These things will help us conduct the meeting smoothly. Your safety is important. In case of an emergency, follow the wardens' instructions for evacuation.

Many shareholders and proxyholders have already voted and submitted questions. Thank you. All voting today will be by poll. You can submit your votes any time from when the Chair opens the poll until 10 minutes after the meeting ends. Christina Piccolo from

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Computershare will act as the returning officer and the meeting results will be announced later today on the ASX platform.

Now for today's procedures. If you're here in person, you will have received a white or green card if you're a shareholder or proxyholder, and a yellow card if you're a visitor. Use the white card for voting. Scan the QR code with your mobile phone or fill out the card and drop it in the ballot box. We have four microphone points for questions from white or green cardholders. Move to the nearest one when invited or if your mobility is restricted, raise your hand for a roving microphone.

Visitors with yellow cards can't vote or ask questions but are welcome to listen. For online shareholders and proxyholders, use the vote and Q&A buttons on your screen. You can change your vote until the Chair closes the meeting. If you need help, access our online meeting guide via documents on your screen, visit our website, or call the number on your screen.

You may submit written questions now. We'll read them out during the meeting and the Chair will respond. No shareholders preregistered for the phoneline so there won't be any questions from the phone. The Chair will take questions from those in the room first and then online. To give all shareholders a reasonable opportunity to participate, keep your questions to two per item of business and ensure they are relevant to all shareholders and also concise.

Questions in the room should be under two minutes and online questions under 1,000 characters; that's about four or five sentences. For efficiency, the Chair will group resolutions and questions on related items of business. Nature, climate, and sustainability related questions will be taken together at Item 5A. Online questions on the same topic may be summarised or combined to avoid repetition.

The Chair will aim to address a broad range of topics but it is possible not all questions will be answered. If we experience technical difficulties, the Chair may pause, adjourn, or continue the meeting. Any adjournment will be announced on the ASX platform. I would now like to introduce our Chair, Mr Philip Chronican.

Philip Chronican: Thank you, Louise. Good morning and welcome to this meeting. It is just after 9:30am. This is a properly constituted meeting and a quorum is present. I therefore declare the Annual General Meeting of National Australia Bank Ltd open and welcome shareholders, proxyholders, and guests.

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It's a pleasure to chair this meeting in Melbourne and it's terrific to see those of you who are here in the room. Welcome also to those joining us online. I'd like to thank Colin for the warm welcome and I too would like to acknowledge the Wurundjeri people of the Kulin Nation as Traditional Owners of the lands we're meeting on today and pay my respects to their Elders past and present. I'd also like to acknowledge First Nations people here with us today.

Before delivering my address, I will make some introductions. On stage with me today are our Group Chief Executive Officer and Managing Director, Andrew Irvine; our Group Chief Financial Officer, Shaun Dooley; my fellow non-Executive Directors, Kathryn Fagg, Alison Kitchen, and Simon McKeon, Carolyn Kay, Warwick Hunt, and Christine Fellowes. On my right is our Group Company Security, Louise Thomson. Unfortunately, Ann Sherry is unable to join us in person today as she's unwell but Ann has joined us by phone. Hello, Ann.

Ann Sherry: Good morning, and good morning, shareholders.

Philip Chronican: Also present with us today is Tim Dring, who's the Lead Engagement Partner of our auditor, Ernst & Young, to answer questions related to the audit report. NAB's senior leadership team is also present in the room and I'd like to welcome our new executive leadership team members and look forward to the contribution that you'll make to NAB and to our customers.

I also want to acknowledge Sharon Cook's retirement. Sharon is our Group Executive Customer and Corporate Services and Group General Counsel, has made a substantial contribution to NAB, and on behalf of the Board and shareholders, I'd like to thank you, Sharon, for your leadership and service. Assisting us today is Rebecca Sullivan, a senior member of the NAB team who will be reading out the online questions.

As Louise said, all resolutions to be considered at this meeting will be decided on a poll, so I now declare the poll open on all resolutions until 10 minutes after the end of the meeting. The shareholder requisition resolution referred to in our Notice of Meeting as Item 5D was withdrawn after we published the Notice of Meeting so we will not be voting on that resolution today.

Thank you again to those shareholders who submitted questions in advance of today's meeting. We received 33 questions, all of which I have personally read, and the common themes will be covered in the formal address which I will now turn to.

This year has been the first full year for NAB putting its refreshed strategy into action and the Board is pleased to see the progress being made for our customers and shareholders.

Our Group Chief Executive Officer, Andrew Irvine, and his team are managing the business well. The Board has worked closely with Andrew to shape the leadership team, making sure we have the right people in place to lead NAB into the future.

I'm pleased to share that colleague engagement remained in the top quartile in 2025. This tells us that our people are aligned and focused on our ambition to be Australia's most customer-centric organisation. Building a simpler, more modern bank is a key focus and we want our bank to be fit for the long-term and capable of delivering for customers in a rapidly changing world.

NAB is a materially better bank today than it was five years ago. We've made significant progress in strengthening our controls and risk management but we know that there is always more to do. Culture, governance, and accountability remain fundamental to how NAB is run.

This year, we finalised our Enforceable Undertaking with AUSTRAC and we remain vigilant in the face of ongoing challenges that financial crime presents to our customers and to society. Maintaining constructive and respectful relationships with all key regulators and identifying and addressing problems as they arise underpins our efforts.

Unfortunately, more payroll issues were uncovered this year and in response, NAB launched a broader review into payroll related benefits under current and historical agreements. Management is working hard to resolve and remediate these payroll issues as quickly as possible for our colleagues.

Our 2025 financial results reflect good performance from each of NAB's divisions. We maintain prudent balance sheet settings and a capital surplus to the Group's Common Equity Tier 1 target ratio of above 11.25% as at 30 September 2025. The Board declared dividends for the year of \$0.170 per share, in line with our target payout ratio, and returned \$5.2 billion to shareholders. We retain a bias towards reducing the share count over time which helps drive sustainable returns for shareholders.

Since August 2021, we've completed \$8 billion in on-market buybacks and continue to neutralise NAB's dividend reinvestment plan. Over the past five years to 30 September 2025, our total shareholder return reached 190%. That's higher than the average of 168% for NAB's major bank competitors. Executive and employee renumeration outcomes this year reflect the Bank's performance and our commitment to aligning reward with long-term value creation.

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Shaping NAB's board for the future is a constant focus. This includes targeted director development and renewal to ensure that we possess the right mix of skills, leadership, and experience to guide the Bank through a complex and everchanging environment. During the past year, we've invested time increasing directors' knowledge of technology, risk management, including cyber risk and artificial intelligence, climate reporting, and regulatory change. The Board has also spent valuable time with NAB colleagues, customers, and external stakeholders, making sure that we stay firmly connected to the people and the communities that we serve.

As per the Notice of Meeting, I am standing to be re-elected to the Board for a fourth term, consistent with NAB policy as it relates to the chair. Given this will be my last term if re-elected, the Board has initiated a chair succession planning process to be overseen by Kathryn Fagg with the Board's nomination and governance committee. The timing of chair succession will be appropriately separated from our CEO appointment of April last year. Kathryn is also standing for re-election at this year's Annual General Meeting with the full support of the Board.

As we look ahead, our ability to be better for our customers, both today and into the future, will underpin shareholder returns. This year, we've seen significant shifts in the global economy, potentially signalling the beginning of a new economic era. While more recently there's been some easing in US trade tariff volatility, uncertainty remains and broader geopolitical instability continues to present risks.

We are alert to the potential impacts of global developments and in this context, Australia and New Zealand remain attractive markets. The economic backdrop in Australia is good. Growth has picked up, the labour market remains healthy, and business and consumer confidence are gradually improving. Last month's inflation data was a little higher than the Reserve Bank would like and so it will be important to watch how this indicator behaves in the next few months.

But Australia's starting point is strong as we head into 2026. NAB supports customers through all stages of the economic cycle, whether that's funding growth and ambition, helping households and businesses navigate cost of living pressures, or responding to the impacts of natural disasters.

Technology is central to our ability to meet our customers' needs and adapt to the external environment. Having the right technology in place is essential to being a bank that's fit for the future. We also recognise the critical role NAB plays in Australia's national payments

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infrastructure and we're working closely with other banks and government agencies to keep our systems resilient and our customers well protected.

This year, the Board endorsed NAB's sustainability strategy, focusing on three key areas: climate transition and resilience, housing affordability, and First Nations economic development. These are areas where NAB can make a meaningful difference and we are getting on and doing the things we said we would do.

An issue that is a growing concern to some stakeholders, as demonstrated by the shareholder resolution today, is that of deforestation, and NAB is committed to managing its nature related risks, including deforestation, recognising the impact that they can have on sustainable agriculture, biodiversity, and climate. NAB is engaged on this topic with customers, industry associations, governments, and the broader community, and it's clear that there are some differing views on how to address this issue.

It is complex and a complex and evolving matter and it requires coordinated societal action beyond what we can do as a bank alone. We'll continue to enhance our approach to how we measure and manage this risk. We're pleased that the shareholder requisition resolution regarding NAB's customer transition plan approach and climate commitments was withdrawn after the release of our updated disclosures in our 2025 climate report. While the Notice of Meeting you have been sent still lists this resolution, we will not be voting on this resolution in the meeting today.

In closing, I want to thank you, our shareholders, for your ongoing support and trust in NAB. I'd like to recognise the dedication of our colleagues across the Bank whose commitment underpins everything we achieve. NAB is a strong bank with momentum, I'm pleased with how far we've come, and clear that there is more to do to fulfil our ambition for this organisation. I'm now pleased to welcome our Chief Executive Officer, Andrew Irvine, to the microphone. Thank you. Andrew, would you like to address the meeting now?

Andrew Irvine: Thank you, Chair. Good morning, everyone, and welcome to our shareholders in the room and online. I am delighted that you could join us today. Thank you also to Colin Hunter for the welcome to Country and I'd like to add my own acknowledgement of Country.

This is my second annual general meeting as your CEO and the first full year since we refreshed NAB's strategy. As the Chair noted, we are making progress towards NAB's

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ambition to be a more customer centric and a simpler, safer, and faster bank. This is driven by our key goal of delivering stronger returns to you, our shareholders.

We have maintained our disciplined approach to executing our strategy focused on three key priorities: growing our business bank, driving deposit growth, and strengthening proprietary home lending. Customer advocacy is showing signs of improvement. We are listening to more feedback from customers and making changes more quickly and at scale. There is more to do but we are on the right path.

Our leading business in private bank continues to grow and our new business lending platform is delivering better banking experiences and better customer experiences. During the year, we strengthened our executive leadership team with high quality appointments. Andrew Auerbach joined us as Group Executive Business and Private Banking in June. Pete Steel joined us as Group Executive Digital, Data and Artificial Intelligence in November. Shane Conway was promoted earlier this month to Group Executive Transformation. Finally, Inder Singh will join us as Group Chief Financial Officer and Group Executive Strategy in March of 2026. To serve our customers better, we are thinking strategically and investing in our workforce.

Turning to our performance, NAB's full year 2025 results reflected momentum across our businesses. Higher underlying earnings were supported by strong lending and revenue growth, particularly in the second half.

Australian business lending balances grew by 5.8% in that six month period, the strongest half yearly growth in three and a half years. Looking across the year, Australian business lending balances rose by 9% and total customer deposits grew by 7%.

NAB improved market share in both total business lending and total business deposits. Competition in business banking continues to increase and NAB competes from a position of strength. We know this market well. We have a leading position and we intend to extend our position, not just defend it.

Personal banking also performed strongly in the year, with cash earnings up almost 10%. Our focus on strengthening our proprietary home lending is working. In financial year 2025, the proportion of new home loans written through our own bankers improved to 41%.

This reflects investments to improve banker capability and productivity, including the addition of new bankers, along with enhanced tools and solutions that deliver simpler and faster outcomes for customers.

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Importantly, strong operational discipline on risk and cost management are always in focus. This includes improving and investing in our colleague systems and processes. Making sure we're paying our colleagues correctly is an absolute priority, and we are working hard to ensure that we get this right into the future.

Looking more broadly, while global headwinds persist, Australia's economy continues to show resilience, and there are good reasons for confidence. Economic growth has accelerated, with private sector activity improving over the course of the year.

Unemployment has stayed low, and while the recent inflation data presents some challenges, inflation is much closer to target than it was two years ago. GDP is forecast to be around 2% over 2025, accelerating to 2.3% over 2026, and close to its trend rate of growth.

Businesses are telling us they are feeling more confident than they were a year ago. Household incomes are benefiting from the cash rate cuts we saw in February, in May, and in August of this year.

Most of our mortgage customers have kept their repayments at higher levels so they can pay their loans down faster. I am more cautious, however, about the longer term. Key to Australia's long-term prospects is ensuring we have an economic and policy environment that encourages more dynamism, more investment, and more entrepreneurship.

Together, this will create an Australia that is more productive and globally competitive, which in turn, will lead to better jobs and higher living standards. NAB sees four areas to lift productivity, and I am acutely aware of the positive role that banks such as NAB can play in each of these.

Initiatives in housing, in regulatory simplification and artificial intelligence, in technology innovation, and lastly, reliable, affordable, and sustainable domestic energy offer the potential for significant productivity gains.

NAB looks forward to working with governments, with regulators, industry groups, and our customers on each of these issues so we can increase and continue Australia's track record of growth, of prosperity, and being a great place to both live and to work.

Keeping our customers safe from scams and fraud also remains a top priority. We work relentlessly to protect our customers and our bank from criminals. In 2025, we introduced initiatives such as facial biometrics and confirmation of paid technology for digital

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payments and prevented or recovered more than \$385 million in scam and fraud losses for our customers.

This is where technology, including AI, is helping us strengthen protections and improve service for customers. Today at NAB, AI is supporting fraud detection, improving cybersecurity, streamlining home loan application processes, and reducing low-value work for our NAB colleagues.

We are pursuing a range of use cases for generative and agentic AI, as well as assisting colleagues to develop the AI skills of the future. AI needs to be managed carefully, and it needs to be managed securely. It is, however, freeing up our bankers to spend more time with our customers and to deliver better outcomes.

On housing, as I've said before, this is Australia's single biggest societal and policy challenge, and a key opportunity to unlock productivity growth. In 2025, we set the ambition to provide at least \$60 billion of financing in support of housing affordability by 2030.

We are also thinking about branches differently as they continue to play an important role in supporting customers and our communities. While activity in our branches continues to change, their role in building relationships and trust with our customers remains vital.

This year we invested more than \$53 million in upgrading 141 branches across Australia, and we've expanded Saturday trading to 32 locations, which has been extremely well supported by our customers.

NAB is working with customers and community on climate transition, and we are focused on achieving our cumulative finance ambition of \$80 billion by 2030. Through NAB Ready Together and the NAB Foundation, we help Australians prepare for and recover from natural disasters. We also support First Nations businesses, progressing towards our \$1 billion lending target by the end of 2026.

In closing, I want to thank you, our shareholders, for your continued support. Thank you to our more than 41,000 colleagues for your dedication and care for customers every day. Thank you to our customers for your trust and for your loyalty. You are at the centre of everything we do.

We go into financial year '26 with momentum. Our direction is clear on our path to become the most customer-centric company in Australia and in New Zealand, and our progress is promising.

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We have a consistent strategy, clear priorities, and an experienced leadership team focused on execution. I am optimistic for NAB and for Australia and excited about what we can achieve. I'll now hand back to our Chair.

Philip Chronican: Thank you, Andrew. I'll now proceed with the formal business of the meeting. The notice of meeting was made available to shareholders on 6 November and I propose that it be taken as read.

As I said earlier, item 5D in the notice, which related to NAB's customer transition plan approach and climate commitments was withdrawn following the release of NAB's 2025 climate report and will not be considered at today's meeting. The voting forms and online voting platforms have been updated to reflect this.

Voting restrictions were set out in the notice of meeting. Where the Chair of the meeting has been nominated as a shareholder's proxy, all open and available proxies have been voted against items 5A, 5B and 5C, and in favour of all other items.

So that shareholders can see the full picture of direct and proxy votes received in advance of the meeting, they are now shown on the screen. As you can see, item 5A has failed. Because items 5B and 5C were conditional on that item passing, we will not be voting on those items today either.

We are, nonetheless, showing the direct and proxy votes for transparency. Further detail was included in our ASX announcement released prior to the start of the meeting. If you are joining us online and haven't already done so, I would encourage you to submit questions now.

As Louise said, for the orderly conduct of the meeting, I ask that you hold any questions that relate to nature, climate or sustainability more broadly until item 5A so that we can keep related topics together.

So I now turn to the first item of business, re-election of Directors. In accordance with the Company's constitution, two Board-endorsed Directors will retire at this meeting and offer themselves for re-election. They are Kathryn Fagg and me.

If re-elected, I'll be serving my fourth term and Kathryn will be starting her third term. The Board has undertaken an evaluation of the independence, capacity and capability of both Kathryn and me as we stand for re-election to ensure that we can continue to fulfil the duties expected of a Director of this Company.

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Having considered these factors, along with the combined skills of the Board, the Board fully supports each re-election. As this concerns my own re-election, I will now ask Alison Kitchen to chair this meeting for this item after I give a short address about my nomination.

I have now been a NAB Director for around nine and a half years and today I am standing for re-election for what will be my fourth and final term. For the last six of these years, I have been the Chairman. Much has been achieved over this time.

NAB has worked its way through the issues that it faced at the end of the Financial Services Royal Commission, including major customer remediations, a number of ASIC actions against the bank, an overhaul of our risk management processes overseen by APRA and an enforceable undertaking with AUSTRAC.

NAB has also changed culturally. The leadership group has been through successive changes and a new generation of leadership is coming through to take the bank confidently into the future.

No large organisation is perfect and we remain alert for issues that are likely to hold us back or where we fall short of the community's and our customers' expectations. Since Andrew took over as our Chief Executive nearly two years ago, he has articulated a strategy based around being customer obsessed.

This has been highly motivating for our 40,000 colleagues who turn up each day wanting to do their best for our customers. In this mission, Andrew has the full support of the Board as through a genuine commitment to looking after our customers that we can avoid falling back into the ways of the past.

The bank has a number of challenges still ahead. Simplifying our products and processes to make it easier for our customers to do business with us, refreshing our technology so that we can stay abreast of new opportunities and capabilities, embedding a culture of disciplined execution where risk mastery is core to how we operate.

In my remaining time as Chair, I will seek to help guide the Board and the leadership team to make NAB a leader in our market so that we can deliver great outcomes for our customers and great opportunities for our colleagues and great results for you, our shareholders. I'll now ask Alison Kitchen to chair this part of the meeting.

Alison Kitchen: Good morning, shareholders, and thank you, Phil. I invite questions on the re-election of Phil Chronican as a Director. If you're in the room and wish to ask a question

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and are eligible to do so, please move to the microphone point nearest to you now.

Microphone attendants are there. Are there any questions of shareholders on the re-election of Philip? Thank you. I have a question at microphone one.

Moderator: Chair, I would like to introduce Michael Sanderson.

Alison Kitchen: Thank you. Good morning, Michael.

Michael Sanderson: (Shareholder) Good morning. Good morning, Board. Mr Chronican.

We're asked to re-elect Mr Chronican on the basis of his climate leadership and his claim that Directors have been educated on climate reporting.

Yet at the House economics' committee in November, Mr Irvine told Parliament there has been a vilification of gas, and that moving from coal to gas is more significant than decarbonising than moving from gas to renewables, and that there is no transition without gas, while NAB pushes for more domestic gas projects.

These views are at odds with the contemporary climate science on methane, lifetime emissions. How can shareholders credibly support Mr Chronican's re-election as Chair until the Board corrects the public record and upgrades its climate education with science rather than gas industry talking points?

Alison Kitchen: Can I say thank you for your question, but as the Chairman foreshadowed at the start of the meeting, we are going to have a broad range of opportunities to discuss climate matters when we get to that part. I'm going to defer that question until that time if you don't mind.

Michael Sanderson: (Shareholder) Just a bit of housekeeping. 250S of the *Corporations Act* requires the Chair of the AGM to allow reasonable questions and comments, and it's an offence of strict liability under Section 6.1 of the Criminal Code not to do so.

To restrict two items per business, I believe, would be considered to be unreasonable. Bendigo Bank tried to pull exactly the same stunt, so I don't know whether you blokes are talking to each other. I have one question for each item, but I have four for the general business.

Alison Kitchen: Okay. Well, can I assure you we'll give you the opportunity to ask your question about climate when we get to the climate section of the meeting. I don't wish to prevent you in any way from asking reasonable questions, but we are focused on the election of the Chair, and we have set aside significant time for discussion of climate.

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Michael Sanderson: (Shareholder) Well, I still think the question is relevant because - anyway, I'll leave it at that. I'm not going to push my luck.

Alison Kitchen: Thank you very much. Attendants, are there any other questions in the room? All right, I'm not seeing any other questions in the room, so can I now move to Rebecca and ask Rebecca, do we have any questions online?

Moderator: Chair, we have a question from Mr Stephen Mayne.

Alison Kitchen: Thank you.

Moderator: Westpac gloated at its AGM yesterday that it had the most banking experience on its Board of any Australian bank. What does Phil Chircan think about this claim and does he agree that his successor should be a career banker? Also, does Phil believe the next Chair is currently on the Board?

Alison Kitchen: Phil, I think Mr Mayne is asking me to hand those questions back to you.

Philip Chircan: Thank you. Thanks, Stephen, for the question, and I'm going to answer it exactly the way that I've been answering that question. In fact, Kathryn Fagg and I have answered that question in our meetings with large shareholders coming into the meeting.

We believe it's important to have banking experience on the Board. I don't think it is an absolute requirement that the Chair is the person who holds that experience, and I've worked with a large number of bank chairman over the last, gee, 30 years. I would say that the best of those have had both banking experience but also those who haven't.

So I think you can have either model at work, but I do think it is important to have significant banking experience on the Board, and we have benefited from not only having my lifetime career in banking but my fellow directors, Ann Sherry, who was an old colleague of mine from Westpac days, but also Kathryn, who in her varied career also included some direct banking experience, as well as those who had investment banking.

So I do think it's important to have deep banking experience available, but it isn't a prerequisite that that be in the Chair alone.

Alison Kitchen: Thank you, Phil. Rebecca, are there any other questions online.

Moderator: Chair, we have no further questions.

Alison Kitchen: Thank you. All right. Shareholders, in that case, I now formally put to you item 1A as set out in the notice of meeting regarding the re-election of Phil Chircan as a

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Director. Please record your vote now if you've not already voted. With that, I'll now hand the meeting back to Phil.

Philip Chronican: Thank you, Alison, and thank you, shareholders, for your ongoing support. Moving to Kathryn's re-election as a Director, I'll now invite her to speak to you about what she brings to the Board, and then we will take questions before voting.

Kathryn Fagg: Thank you, Phil, and good morning, ladies and gentlemen, and fellow shareholders. I am pleased to put myself before you today, seeking re-election to the Board. I joined the NAB Board in December 2019 and then stood for re-election three years ago in 2022.

At that time, I commented that the breadth of my career in executive and non-executive roles in banking, financial services, industrials and government organisations had given me a robust set of skills and experiences which are very relevant to the issues discussed at the NAB Board table.

That continues to be the case. During my second term on the NAB Board, I have sought to continue to build the wisdom I bring to discussions through deepening my knowledge, sharpening my judgment and honing my influencing skills.

Of note, chairing CSIRO, Australia's national science agency, from late 2021 until earlier this year meant that I have been at the forefront of major economic and social trends, including digitalisation and decarbonisation.

To strengthen my knowledge in the digital space, I attended an MIT program for directors earlier this year, a different experience for me, for someone who started their professional life as an engineer.

During this term, I also became Chair of the people and remuneration committee, a role I relish, given that people underpin the success of every organisation. I have brought a particular focus to ensuring that accountabilities, especially for the executive team, are clear, which draws on my experience of years of experience both as a Board Director and as an executive, as well as my educational background, which includes a Master's in Organisational Behaviour.

I'm also a member of the Board's risk and compliance committee. Banks, by their nature, are in the business of taking risk. The perspectives I bring to that committee are around prudent risk taking and that the organisation is learning from things that don't go well and, of course, things that do go well.

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As Phil has said, I will be running the Board's chair succession process, working with the nomination and governance committee. I will take this role very seriously. Being on a major bank Board is demanding. Knowing from experience what is needed, I am confident that I have the time to devote to the requirements of being a member of the NAB Board and its committees. Thank you for your support.

Philip Chronican: Thank you, Kathryn. I'll now invite questions on item 1B, the re-election of Kathryn Fagg as a Director. If you're in the room and wish to ask a question and are eligible to do so, please move to the microphone point nearest to you now. Microphone attendants, are there any questions on Kathryn's re-election?

Moderator: Chair, I would like to introduce Michael Sanderson.

Michael Sanderson: (Shareholder) I hope you don't bounce me on this, but this is relevant to Kathryn Fagg's previous, but it has got some climate change connotations. I'm not a greenie, by the way.

Chair, the Board is asking us to re-elect Miss Kathryn Fagg as an independent Director and Chair of the people and renumeration committee. DeSmog and 350.org note she began her career as a petroleum engineer with Exxon Mobil and has held senior roles in high carbon industries.

Market Forces now brands NAB as Australia's most aggressive bank on climate. It cites a \$5.4 billion in corporate finance to companies expanding coal, gas and oil since Paris. At the CSIRO, where Miss Fagg was Chair, *The Saturday Paper* reported she was deliberately kept in the dark on major decisions while the agency deepened gas partnerships.

Given this record, what evidence can you offer that Miss Fagg is generally independent of the fossil fuel lobby and is willing to challenge management on climate risk? Why shouldn't shareholders vote against her re-election and ask for a director without these conflicts?

Philip Chronican: Thank you. I will answer that on Kathryn's behalf. Kathryn has consistently demonstrated independence of thought and deep knowledge of the issues that you're referring to when being considered at the Board. We consider her a valuable addition to the Board in this, as well as a number of other fields. So thank you for your question.

Michael Sanderson: (Shareholder) Thank you very much.

Philip Chronican: Are there any more questions in the room on Kathryn's re-election?

There being none, I'll now take questions from shareholders online on Kathryn's re-election. Rebecca, do we have any questions online?

Moderator: Chair, there are no further questions.

Philip Chronican: Thank you. Shareholders, I'll now formally put to you item 1B as set out on the notice of meeting on the re-election of Kathryn Fagg as a Director. Please record your vote now if you have not already voted.

We will now turn to remuneration related matters. Item 2 is the remuneration report. The remuneration report is in the 2025 annual report. Items 3A and 3B relate to deferred rights and performance rights to be granted to the Group Chief Executive as part of his remuneration package.

The explanatory notes in the notice of meeting describe this in detail. Before turning to the resolutions, I will now invite questions on all of the remuneration related items, being the remuneration report, the deferred rights and the performance rights for the Group Chief Executive.

If you are in the room and wish to ask a question and are eligible to do so, please move to the microphone point nearest to you now.

Microphone attendants, do we have any questions on remuneration related items?

Microphone one.

Moderator: Chair, I would like to introduce Howard Pascoe.

Philip Chronican: Thank you.

Howard Pascoe: (Shareholder) Good morning, all, and congratulations, Chairman Phil, and the Board for an excellent year. It was 12 months ago that I made the challenge to you all that the best performance indicator for the Board and the bank is to get your share price up.

Now, last year it was languishing around \$30, Commonwealth Bank was skyrocketing towards \$200. I asked you all to do what you can to get it to \$50. Chairman Phil, you said I'd love to see it at \$50. Congratulations, you got it to about \$45. At the moment, it's just hovering between \$40 and \$41. Great effort by the Board, so congratulations.

Now, what's the challenge for the next 12 months? Your bank manager at Carlton branch in Victoria, she said, Howard, you at the AGM, tell them the challenge for this financial year is have your share price at \$60 by June 30 2026.

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Finally, the remuneration, I've been to many annual general meetings over the years and it's very hard to understand remuneration. I've noticed that it's hiding in your annual report, it's between pages 98 and 140. It's about 42 pages. A lot of it is gobble gook. I see Kathryn nodding her head here.

I think to myself, what is a better way of indicating the performance of the Board? I give a challenge to all faculties of economics and commerce of all our tertiary institutions in Australia to develop a ranking system of all our company directors of our top 100 companies.

In other words, there is probably 1,000 of them and rank them like we do with the Australian Open in tennis, where we know who the world number 1 tennis player is. We know who is ranked 150 or 200 or 575th best player in the world.

When we had the Australian Golf Open, recently hosted by the Royal Melbourne Golf Course, we had all those players ranked. I give a challenge. I'd like to see a ranking. So Kathryn's ranked at number 56 of all our company directors in Australia, Alison is ranked at number 42. I see a ranking system.

Now, you may be laughing, but there's a ranking system for CEOs. Now, Andrew, I'd like to see you ranked in the top 200 CEOs of the world by Wall Street. There is a ranking system with CEOs. There's only one CEO that I'm aware of, of all our company directors in Australia, that's ranked in the top 100.

I'm not mentioning the company, but another one that's likely to be in that ranking is Matt Comyn, the CEO of the Commonwealth Bank. So I'd love to see the ranking. It makes it easy for us all, and that's a challenge I'll give to our financial institutions - our education institutions. Don't need to comment.

Philip Chronican: Thank you. Thanks for the comments. I'm not sure how I feel about a public ranking of company directors, but we'll see. Thank you very much for your comments and for your support. Are there any further questions? Microphone number two.

Moderator: Chair, I would like to introduce Christine Hayden.

Philip Chronican: Hello, Christine.

Christine Hayden: (Shareholder) Good morning, Chair, good morning, Board, and good morning, fellow shareholders. I'm a volunteer monitor for Australian Shareholders' Association, and I'm hoping you'll take this question now, Chair.

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It's really about the gender pay gap. I know we talked about it, but I think it would be really great for everyone to hear about it. It was reduced by 0.02% to 14.9%. At this reduction rate, it'll be many years before the gender pay gap is equal. So I know there's an explanation behind that. Would you mind sharing that with us? Thank you.

Philip Chronican: Sure. Thank you, Christine, for the question. So the gender pay gap, just to make sure everyone in the room understands how this is calculated. We pay men and women the same rate for the same job and we're very diligent at ensuring that is done.

However, when we report this through the Workplace Gender Equality Agency, they take just simply the total amount that we pay women, the amount we pay men, and divide it. On average, it turns out we pay men about 14.9% more. The reason for that is that we have more men in senior roles and more women in junior roles and therefore calling it a pay gap is a little misleading. It's really what we call a representation gap.

So the way in which we can get this down over time is by having more senior women and perversely having some more men in junior roles. Where we have a large number of our frontline junior roles are held by women today. So as you work through that, you realise that actually getting that pay gap closed is not something that's going to happen very quickly, as long as we have a large number of women in the frontline service roles, which tend to be lower in the pay spectrum.

But we are doing what we can, and the 14.9% gap that we declared during the year is one of the lowest – in fact, it's the lowest of the big four Australian banks. So we're certainly doing what we can, but it is something which we need to be realistic about how far we're going to be able to get that down while we have a workforce made up the way we do today.

But thank you for the question, Christine. Are there any further questions in the room on remuneration-related issues?

Moderator: Chair, I would like to introduce Michael Sanderson.

Michael Sanderson: (Shareholder) I've got one for the CEO and one for remuneration. The CEO one relates mainly to comments that the CEO made at the House Economics' Committee, and it relates to gas, so I might leave that until the climate one.

Philip Chronican: Yes, I think that would be helpful if we could, Michael. Thank you.

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Michael Sanderson: (Shareholder) Okay. Remuneration report. Chair, your remuneration report claims the executive pay framework reinforces our commitment to customers, and that variable reward will reduce where risk, conduct or values fall short.

Yet in 2024, NAB recorded 8,362 code of conduct breaches with formal consequences and over 8,000 staff receiving coaching or warnings. There were no breaches by the CEO or Group executives that reduced their variable pay.

The CEO has a maximum package of \$8.5 million in a year when statutory profit and cash earnings both fell. In a cost of living, climate, and trust crisis, why should shareholders endorse this remuneration report? Instead, should it be viewed as one standard for the top and another for everyone else?

Philip Chronican: Thank you. We believe that shareholders should support the remuneration report, and we are very careful at ensuring that we pay people at rates that are commensurate with the external market, so that we are not at a disadvantage when we are recruiting people. That we reward people for managing their part of the business in a way which supports long-term shareholder value creation.

Within the constraints that APRA sets on its remuneration standard and the constraints that the shareholders impose on us, as many of the large shareholders have very clear policies in this regard, we work to make sure that we have a remuneration system that rewards the right activities.

Where activities fall short of our expectations, we reduce people's remuneration accordingly. You may have seen some newspaper coverage two or three weeks ago which highlighted that NAB has been seen at the forefront of doing that through some of what we call consequence management adjustments where people have had deferred remuneration laps because of things that have gone wrong on their watch.

So actually, the Board feels very confident that we have got a very sound setting for our remuneration. Thank you.

Michael Sanderson: (Shareholder) Okay, and the fact that the lower downs got penalised and the people up the top didn't?

Philip Chronican: No, some of the adjustments that were made were for the people in the senior executive but not on code of conduct issues because there hadn't been any. But there were some other consequence management adjustments that were made for the senior people.

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Michael Sanderson: (Shareholder) Okay. Thank you.

Philip Chronican: Thank you. No more questions in the room. Rebecca, do we have a question from shareholders online on the remuneration related items?

Moderator: Chair, we have a question from Ms Natalie Comino. NAB underpaid all part-time employees from 2004 to 2020, most of whom were women. As someone affected, I repeatedly raised concerns about being underpaid and was told the system was correct.

In 2018, when NAB acknowledged this issue, the bank chose to only backpay entitlements to 2012, citing the six year statutory limit and its principle to remediate quickly. How does limiting back pay to less than what employees were actually entitled to with NAB's own code of conduct and its social obligations to pay staff fairly, particularly the principle to do what's right even when it's hard?

In light of the well-documented fact that women retire with 25% less superannuation than men, can the Chair explain to shareholders how refusing to pay employees their full entitlements is consistent with NAB's code of conduct and its stated social responsibilities?

Philip Chronican: Thank you for the question, Natalie. It has been an extraordinarily confronting issue for the Board to realise that we have been underpaying people in a range of circumstances, many of which I have to say are quite complex situations where different public holidays in different states and shifts that start on one day and finish on a different day.

It was clear that our payroll system was inadequate at dealing with those, and we've been fixing them. As I said, in our process, have then discovered some more issues and we're proceeding to fix those as well.

It was a difficult decision to set how far back in time we can go. There is a statute of limitations, although we have gone a little bit beyond that, because we felt it was appropriate to do so.

But there are simply limitations on what data we can even find going back in time, and we had to come to a reasonable cut-off as to from what period we would remediate. I am sorry that we have not been able to do that back for over 20 years, as you've requested.

But it is something that was a very careful, thought-through decision and I'm sorry that you're disappointed with the landing we've come to. Are there any further questions online on remuneration related items, Rebecca?

Moderator: Chair, we have a further question from Mr Stephen Mayne.

Philip Chronican: Thank you.

Moderator: The Westpac AGM was a shemozzle yesterday because they didn't disclose the proxies early, as you have done today, and they didn't follow the agenda. So we had one single three hour debate, which was all over the place with no focus. Thank you for the following agenda to keep some focus on the discussion.

When disclosing the outcome of the voting today, including on this REM report item, will you disclose the headcount data revealing how many shareholders voted for and against? Also, well done for getting such a strong support on the REM report today.

Philip Chronican: Thank you, Stephen. I didn't watch our competitor's AGM, so I can't comment on anything that happened there. Louise, the number of shareholders, we have that data?

Louise Thomson: Thank you, Chair, and thank you, Stephen. In our ASX announcement after the AGM closes, we will show the number of votes for each item of business, not only the percentage, which was on the slide that we saw earlier. We will show the number of votes cast. We don't show the number of shareholders who own those votes though.

Philip Chronican: We can take that offline because I'm sure the data exists. Let us take that one on notice, Stephen, and we'll see what we can do about it. There's certainly no reason if we have it that we shouldn't. Are there any further questions online on the remuneration-related items, Rebecca?

Moderator: Chair, there are no further items.

Philip Chronican: Thank you. Shareholders, I'll now formally put to you items of business 2, 3A - I'm sorry, have we got a question?

Moderator: Chair, we do have a further question from the room.

Philip Chronican: Okay, thank you.

Moderator: [Unidentifiable], may I introduce.

(Shareholder) Just in relation to the last online question regarding remuneration. 2015, I finished up my service with the National Bank. Shortly after, I was advised that there was a payroll problem. It's continued.

Given your answer to the part-time remuneration not going back far enough, surely that you have now identified this year you've got another problem, there is an issue in the payroll, yes, then fix up the part-timers, work out what is a reasonable back pay and give

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them an ex-gratia payment. Do not give them the excuse, we can't go back far enough. That's not their fault. It's your fault as a Board. So, make a payment to them and get them back on side.

Philip Chronican: Thank you. Shareholders, I'll now formally put to you items of business 2, 3A and 3B, as set out in the notice of meeting. Please record your vote on these items now if you have not already voted.

I now turn to the next item of business, Item 4, which is consideration of the financial report, the Directors' report and the auditor's report. The *Corporations Act* requires the Directors to put the financial report, the Directors' report and the auditor's report for the last financial year before shareholders.

This is the appropriate time for you to ask any general questions about the bank's performance. If you are in the room and wish to ask a question and are eligible to do so, please move to the microphone point nearest to you now. Microphone attendants, are there any questions on the financial report, the Directors' report or the auditor's report? Microphone two.

Moderator: Chair, I would like to introduce Christine Hayden.

Christine Hayden: (Australian Shareholders' Association, Representative) Chair, Australian Shareholders' Association. We would just like to ask a question on the working from home situation that we find ourselves in in Victoria. I think you've got 40,000 colleagues. Our Victorian government is proposing to change or to make some legislation to suggest that everyone have the opportunity to work from home. Could you please give us some sort of thoughts that NAB might have? I know you have lots of people that are perfectly happy to work at home but other jobs just don't quite work out that way.

Philip Chronican: I'll make a couple of brief comments but I'll ask Andrew to provide you an update on how we think about it. Can I just say that we are a relationship-based bank and we think that teamwork and collaboration are really important, and therefore we do like to have at least some face-to-face contact with the people that work with us. I think that's important from a whole range of issues. But, Andrew, do you want to add anything there?

Andrew Irvine: Thank you for the question. Our view is that we encourage hybrid working for those colleagues that are able to, and it's true that there are many colleagues who can't. If you're a business banker or work in one of our branches, those jobs require full-time office-based presence. Where we can accommodate flexible and hybrid working, we

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seek to do that, but at the same time, we believe strongly that some presence in the office is very important for training and development, for culture and for collaboration purposes.

Regarding the question around legislating to work from home, our view very clearly is that should be a matter for employer and employee to decide upon based on the specific circumstances there. It's not really something we think government should get involved in.

Christine Hayden: (Australian Shareholders' Association, Representative) Thank you, Andrew. Banking is very much a personal relationship, so I'm sure that the majority of people in the room would agree with you on that one.

Andrew Irvine: Thank you.

Philip Chronican: Thank you. Microphone three.

Moderator: Chair, I would like to introduce Kyle Robertson.

Kyle Robertson: (Shareholder) Good afternoon, Mr Chronican.

Philip Chronican: Good afternoon.

Kyle Robertson: (Shareholder) Or morning, sorry, I should say. Before I get into the question, I just want to ask if this is the appropriate time to ask about NAB's fossil fuel finance policy, noting that the item at number five now is a distinct issue and the previous resolution has been withdrawn?

Philip Chronican: I was going to handle it all as part of five anyway.

Kyle Robertson: (Shareholder) Okay.

Philip Chronican: It just makes it easier. We can keep the flow of the meeting going. If you don't mind, we can just do it then.

Kyle Robertson: (Shareholder) Easy.

Philip Chronican: Given we're getting through pretty quickly, I don't think we'll be forever. Perhaps we can go to Microphone one.

Moderator: Chair, I would like to introduce Brendan Wilkinson.

Brendan Wilkinson: (Shareholder) Thank you, Board. I've got a question - you talked about NAB wanting to be a customer-centric bank, and you've mentioned you're in the top quartile from, am I right, an employee survey?

Philip Chronican: Yes.

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Brendan Wilkinson: (Shareholder) How do you measure that with respect to customers? In other words, if you're going to be a customer-centric bank, obviously some sort of a customer metric would be ideal. The second question is, how do you measure the performance of your auditors, and how often do they get turned over, you might say?

Philip Chronican: I'll answer the second question and then I'll ask Andrew to talk about our customer measures. We've had Ernst & Young, EY, as our auditors now for approximately 20 years, and every five years, there's a required rotation of the senior signing partner so that there's fresh eyes being brought to bear. It is quite a big deal to change auditors, and you'll know that most companies do that relatively infrequently, but nonetheless, it's important that it happens from time to time, but it is a disruptive activity to go through.

I've been through one myself in my career and I have a fairly good appreciation of what's involved. We evaluate the auditors. We have an internal survey, so all of the members of the Board, the members of the Senior Leadership team, the key people, particularly in the finance areas, provide direct feedback on how the auditors have performed and, of course, if there are any audit issues or failings that arise, they become self-evident in the public eye. So, there is a rigorous internal process for measuring auditor performance and we've, I think, generally have been very well served by EY over the last 20 or so years.

Andrew, do you want to talk about how we look at measuring customer measures, because we do have a customer measure in our scorecard.

Andrew Irvine: Thank you for the question. We use a metric called net promoter score, which essentially asks customers, would they advocate and recommend the bank to friends and family. It's a 10-point scale. We use it all over the Company for things like, after every interaction, after every episode, and also how they think about the bank more broadly. The key for us is not just the score that we are seeing but the feedback that we garner from those interactions to make us a better bank, and that's what we're focused on.

Brendan Wilkinson: (Shareholder) Thank you very much.

Philip Chronican: Thank you. Microphone two?

Moderator: Chair, I would like to introduce Justine Sherwood.

Justine Sherwood: (Finance Sector Union, Representative) Chair, thank you for the opportunity to speak today. My name is Justine and I'm a NAB employee and an FSU workplace rep, and I'm here on behalf of our members.

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The union welcomes the recent constructive engagement with NAB on achieving a just transition for employees as the bank navigates significant organisational change. This commitment to genuine dialogue is important and it's appreciated.

Over the past year, employees have become increasingly anxious as NAB accelerates its global workforce strategy initiatives, expands its use of AI and automation and maintains its decision not to extend the moratorium on regional branch closures. These developments are creating real uncertainty for frontline and back-office colleagues who are committed to NAB's success.

NAB has made clear a strategic commitment to be the most customer-centric company in Australia and New Zealand, and this is a goal our members share. They care deeply about delivering for customers every day. However, when colleagues are uncertain about their job security, that uncertainty becomes a significant distraction, affecting their wellbeing, leading to higher turnover and ultimately the customer experience.

My question is, what commitments will NAB give to colleagues to assure them the roles they hold today will be protected as the bank evolves? Will NAB commit to continue working collaboratively with Finance Sector Union to ensure that our members who have jobs today will continue to have secure, meaningful jobs tomorrow and into the future?

Philip Chronican: Thank you, Justine, and thank you for your commitment as a member of the NAB team. We absolutely recognise that our success with customers is wholly dependent on the people that work with our customers day to day and appreciate the dedication that our people have in that regard.

I can tell you that it would be the intention of the bank to continue to work collaboratively with the FSU. We think that being on good relations with our employees is an important part of the culture of the organisation.

Workplaces do change. I can't change that, in a sense. We're driven by bigger forces than us alone. But what we seek to do is to make sure that we invest in our people so that they can adapt to change, and we would like to think that even though there are times when some areas shrink and other areas grow, that we're able to have people given career development opportunities to move into those other areas.

Despite all the work that's gone on over the last decade in terms of automation, moving people to offshore, it just transpires we've got more people working in Australia today than we had six years ago, so I wouldn't get too concerned about jobs disappearing overnight, because that has not actually been our lived experience. We have been able to maintain a

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large number of roles in Australia and, of course, our customer-facing roles are likely to stay there for as long as we can see.

I wouldn't be overly concerned. Yes, there will be changes. I have been in the industry now for, dare I say it, over 40 years and changes have been quite significant in that time and yet here we are still significant employers in this market and very much dependent on our people. But thank you.

Justine Sherwood: (Finance Sector Union, Representative) Thank you, Chair.

Philip Chronican: Microphone three.

Moderator: Chair, I would like to introduce Rodney Hamilton.

Rodney Hamilton: (Shareholder) Good morning. Lately, NAB have been offering refunds to customers on accounts which have been incorrect. My questions are, how many of these accounts are there, what is the cost to the bank and how long will it take to process these errors?

Philip Chronican: In the wake of the Royal Commission, where we had significant customer remediation, mainly related to financial advice, we also commenced work to check that all of our products were working in accordance with their terms and conditions.

As we have done that, we have found a range of issues that have come up over the years. It's not just one single issue. What I can assure you is the issues we are finding today are smaller in number and smaller in impact than the ones we started off with.

But over time, there were some periodic payment fees that were inappropriate and they got refunded. We had some issues with mortgage offset accounts not working properly. We've remediated in that regard. There have been a number of other, when we've checked the terms and conditions against the way the system actually operates, we've found some additional items.

So, there's no one single answer I can give you, other than to say that we will continue to look at every item that we have where we have a fee being charged to a customer or interest rates being charged to make sure that they're done properly and in accordance with the terms and conditions.

Thank you. Microphone one.

Moderator: Chair, I would like to introduce David Brown.

Philip Chronican: Thank you.

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David Brown: (Shareholder) David Brown from Perth, Mr Chairman. Firstly, congratulations on your museum in Bourke Street. I passed there the other day to fix up my Flexi card and I was advised that the museum was there and I really appreciated looking at it because my father used to work for the National Bank and was a World War II veteran. Remember the name of John Winter, who was a bank officer who won a gold medal.

I question you in relation to the \$54 million that you spent on bank renovations in the past year, and I think \$54 million was the figure that you quoted. How much of that has gone into the branches that you've now made Expert Centres? What is the ratio now of Expert Centres to actual trading branches where you can go in and get your cash? Because I think there's been quite a number of locations that have been closed. How is this affecting the customers right throughout Australia?

Philip Chronican: I was just checking if we had the number. The number of Expert Centres that don't carry cash is actually very small and I'm not sure that it's going to be a large part of our future strategy. Obviously, we've had a moratorium on branch closures in place for regional areas for the last over a year now. We haven't been closing - but I think we only had one close, which was for unavoidable reasons, if I can put it that way. It was in an extraordinarily remote location.

So, it's not our intention that we would have branches closing at the rate they were closing in the past. The reason we've spent money on renovations is that we want our branches to be fit for what they need to be in the future.

Where we've got - often, branches will be in older locations, which are actually just too big, with a lot of wasted space. We're able to do a renovation, use a more appropriate-sized footprint, make it look a bit more modern and professional, and I think it makes our branches look good. I certainly, I appreciate the street appeal of our branches. I think they look pretty good on the whole. But we haven't finished renovating all of the ones that we want to yet.

David Brown: (Shareholder) You can really say that there's not going to be too many more of these expert branches?

Philip Chronican: There will be some, because there are some locations where that's the primary need. The cash handling is primarily to support our small business customers, and some of the Expert Centres tend to be in areas where it's more targeted at some of the individuals for home loans, credit cards, that type of thing, account opening. But obviously,

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cash handling is important for a large number of business customers. We need to be able to support that.

David Brown: (Shareholder) Thank you.

Philip Chronican: Thank you. Are there any further questions in the room? Microphone two.

Moderator: Chair, I would like to introduce Malcolm Kater.

Malcolm Kater: (Shareholder) Malcolm Kater, sir. Thank you and the Board for chairing the shareholders meeting. I come from Warren. I'm not too happy with your last comment to that gentleman, because I go an hour and a half to Warren, to Dubbo, you get there at 10:00, you want some cash, you're there until 10:30.

You even had a pregnant woman nearly had her baby there because she had to wait that long to get to the queue. It's just not on. It's hurting business. Where I come from, our electorate is Parkes electorate, and it's 51% of the state producing about 40% of the money. Nyngan has a bank that opens sometimes, but it's really very hard.

I have a note I left for Mr Irvine this morning with a girl out the front. Can NAB outline how it intends to support rural Australia in agriculture through this next decade of structural change? In particular, with AI implications, labour shortages, successional planning changes such as capital gains tax and increasing compliance burdens, costs, so that family farms remain competitive, viable and bank secure.

The next generation, it's very hard to breed farmers. We run 20 jackaroos and managers, 35,000 merino ewes on a 50,000-hectare estate in Warren Family Farm since 1879. From a CBC old customer, we've had a bit of connection within that, and I think you - and I'm sorry I didn't get to Mr Irvine's meeting in Dubbo. I've seen him in a photo there this morning in the local paper and it looked all very good.

But as a local member out there, as a farming generation family, we've got less staff, we've got three children, two sons and a daughter came home to farm, they're worn out, and it's a problem of handing on to the next generation of farmers.

All these shareholders here end up in IGA or Coles or Woolies and buy their tucker. You'll be buying it from overseas shortly because we won't be out there to do it. I think that this Board should be very competitive in working out capital gains tax. I own a company [with successional planning first, but the] next generation to do it, to buy shareholders out and keep an Australian heritage stud alive, will not be there in the future.

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You've got a \$2 million sellable property, which is a little farm down here, about two acres for that, and you can go and buy another farm. But if you're over that \$2 million rate and you get into a half semi-corporate, you're just feeding this government [unclear]. It's not very good with a country that's been renowned for farmers.

Successional planning, yes, cost, staff, thank you, and I think that all people in the cities, we don't have a vote anymore. We've still got the same population, but from 1971 when we had 20 million people, we've now got 26 million people, and they all live inside this curtain - like the bloke sat up here introducing us said they live inside the curtain, the sandstone curtain.

So, please take it to heart to do some actual thinking about how you're going to keep farmers safe on their land, because big corporates really only just play money games with you fellas. They aren't great for our agricultural industry, except buying up land and putting it into AFFs or where our neighbours or any other superannuation setup that is existing. It's great. That's what banking is about, I understand, but as a true fair dinkum farmer, you're not going to - you will be buying your tucker from overseas. Thank you.

Philip Chronican: Thank you, and thank you for coming all the way to be with us today. I know Andrew and I have both been out in western New South Wales at various times in the last year or two. The one thing I can assure you is National Australia Bank, more so than any other Australian bank, has a very strong representation in regional and rural Australia.

I think we bank something like 30-something per cent of all of the farms across the country, and we have more regional branches than any of our competitors, albeit fewer than we had 10 years ago but still the highest representation of any of the major banks.

We are committed to supporting agriculture where we can. We think it's one of our important growth sectors, and very much appreciate the work that you and your fellow farmers do.

Malcolm Kater: (Shareholder) Can I say, I really appreciate your agri-business team. They are fantastic. [inaudible – off-mic].

Philip Chronican: Thank you. No, I appreciate there are bigger forces at work and we all have to work within that. Thank you. Question at Microphone one.

Moderator: Chair, I would like to introduce Michael Sanderson.

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Michael Sanderson: (Shareholder) Just to comment on the last gentleman's question. Jimmy Chalmers is trying to ringfence cash by making service stations and supermarkets compulsory hold it, except it doesn't make it compulsory that the money shops hold cash, the banks. I find that peculiar, that the banks are withdrawing from cash. Anyway, just a comment.

On the reports. Chair, your annual report tells us NAB is focused on reporting that is credible and transparent, while EY, Ernst & Young, again issues an unmodified opinion on the financial report and limited assurance over selected climate and sustainability metrics.

Only weeks before releasing the 2025 accounts, you had to issue an ASX announcement restating comparative information and reclassifying losses on bond sales, even as you continue to emphasise non-statutory cash earnings instead of statutory profit when describing performance.

At the same time, the most detailed discussion on climate conduct and remediation sits outside the audited financial statements in a separate climate and sustainability report. How can shareholders have confidence that these accounts give a genuinely true and fair view of NAB's financial position and risks? Rather than a cosmetically tidy one, will you direct management and EY to elevate climate and conduct risks to core audited key audit matters next year?

Philip Chronican: Thank you. There are changes happening in climate disclosures over the next couple of years. From our next year annual report, we'll be subject to the mandatory climate disclosure regime which is coming in, and that will bring within the audit review, initially with limited assurance but heading down to audited numbers for certain measures relating to the climate.

Not every measure that we have in our climate report is able to be audited. In many cases, we are relying on numbers that are provided to us by third parties or expert estimates that are made, and therefore it is limited in the ability of an audit firm to be able to do a traditional complete audit of those.

So, you will see changes, because we will be in a different reporting regime next year, but some data simply doesn't lend itself to an audit, a full audit process, because the data doesn't exist on our systems, we don't create that data, whereas with our financial information, because we create the data, enter it into the systems, it's able to be audited back to its underlying source. But you will see a change in the way audit coverage works on climate.

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Michael Sanderson: (Shareholder) Okay, thank you very much.

Philip Chronican: Are there any further questions in the room?

Moderator: Chair, I would like to introduce Russell Boyle.

Russell Boyle: (Shareholder) Mr Chairman, Andrew quite correctly mentioned the possible concerns about agentic AI for us in the future, as well as the many benefits. A very quick short story, sir. I'm at the bottom of an escalator heading up towards a supermarket, about a couple of months ago, and a lady coming down the other escalator said, don't bother, the internet's down, you can't buy anything. I smiled and said thank you, knowing that I had cash in my wallet.

I was the only person in the supermarket who could actually make a purchase. So, sir, may I leave you with three words, cash is key.

Philip Chronican: Thank you. It's about six and a half years ago I was with my stepson at his local school rugby match one Saturday morning. It was the NAB EFTPOS system went down and I was the only person able to buy the coffee at the local café because I'm still old-fashioned enough to carry cash around myself. So there you go.

Are there any further questions in the room? If not, perhaps we'll take online questions.

Rebecca, do we have a question online?

Moderator: Chair, we have a question from Ms Natasha Lee. The external auditor's remuneration for the Australian component increased significantly to \$14.5 million from \$13.5 million for the audit service, and an increase of \$2 million in total services to \$21.5 million. Could you justify this increase in fees?

Philip Chronican: Thank you. Thanks, Natasha, for your question. The auditor's remuneration is gone through in some detail with the Chief Financial Officer and the audit committee, review the components.

Each year there are changes in the scope of work that's required. If you've looked at what's happened to NAB over the last five or six years, you'd be familiar with the fact that we, for example, sold the MLC business, so there was separation there.

We have acquired some business from Citigroup, the credit card business and some domestic banking businesses. We have closed one or two of our offshore branches. So when you go through the costing of the audit, all of the coverage of those items gets added on or taken off.

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I can imagine that the acquisition of Citi would have been one of the drivers of the increase of the Australian component in the last year. But also, harking back to an earlier question, the changes in the work that EY do on our climate reporting would also be one of the factors that drives changes in the fee.

So this has been reviewed in detail and we felt it was fully justified. Thanks for the question, Natasha. Rebecca, are there any further questions online?

Moderator: Chair, we have a further question from Ms Natasha Lee. There is a considerable investment in technology, particularly AI, with \$1.6 billion spent last year and \$1.4 billion spent the year before. What is the proposed technology spend this year and going forward?

While some \$420 million in productivity benefits were seen last year, are these one-off savings or ongoing? A number of legacy technology assets have been retired in this process. Have other legacy technologies been identified for future retirement.

Philip Chronican: Thank you. Yes, there is quite a lot of investment in technology, and we expect that to continue for a number of years yet. It's spent on a whole range of different things.

We've been upgrading, for example, trying to get our home loan origination process streamlined so that instead of having multiple platforms, we narrow it down to one. We've put in place some new tools for our business bankers to make it easier for them to originate business lending.

We've done work, as you would have heard, we've been doing work on our payroll systems. We're doing a complete overhaul of our payroll and human resource information systems as well.

So each year we're moving on through that. We've recently put in place a whole new unsecured lending credit card system as part of the Citibank acquisition. In the future we're doing some work on other older systems, one of which is underway at the moment is the payment switch, so how money gets moved around between the various channels into people's accounts and vice versa.

At some stage in the next five or 10 years, there'll be some of our older core banking platforms that will need to retire as well. So we have an ongoing program of looking at which systems are reaching end of life, what needs to be replaced, and as a general rule

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we're seeking to simplify the IT architecture going forward so that we have less complexity and it makes change easier.

But it's an ongoing program. So the answer to your question is yes, we will continue. There are legacy technologies that we want to get out of. In terms of the productivity benefits, generally speaking, where we identify productivity benefits, it is thought to be an ongoing recurring item.

Every year we pay our people a little bit more. I think on average around 3%, 3.5% uplifts in our salaries and wages bills, and we look for ways of improving productivity so that we can manage that and manage the technology spend while keeping overall expenses at a reasonable level. So thank you for the question. Are there any further online questions, Rebecca.

Moderator: Chair, we have a question from Mr Eric Kenny. What steps were undertaken to ensure that all revenues and expenses were recorded in the one financial year, and all assets and liabilities were recorded precisely at balance sheet date? It is really a question of timing issues.

Philip Chronican: Yes, I'm not quite sure. We have - obviously the whole point of having a financial control framework is to ensure we do exactly what the questioner is asking. So mostly our income is an automated system, so our loan systems, deposit systems, and therefore there are automated routines for matching revenue recognition with the timing, expenses through the general ledger.

Similarly, there's always some year-end adjustments that occur. I'm an old CFO myself, so I'm familiar with that process. But we do that and it's a fundamental part of the financial control regime, which is then overseen by the external auditors to make sure that we comply with the accounting standards and appropriately attribute income and expenses to the year in which it applies to.

I think we do that pretty well to be honest. Rebecca, are there any further questions on the item?

Moderator: Chair, we have a further question from Mr Stephen Mayne. After 18 months in the top job, could CEO Andrew Irvine please summarise the extent and breadth of engagement he has with analysts, brokers, fund managers and institutional investors after each six monthly result release to the ASX?

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How does that compare with the time and effort put into engaging with NAB's loyal and sticky retail shareholders? Are NAB's retail shareholders getting a fair share of the attention?

For instance, retail shareholder voting participation has crashed to below 3% since the move away from paper after COVID. How hard did we try to get retail shareholders to attend and vote at today's AGM? Finally, thank you for offering live online voting today, another fail that Westpac didn't do yesterday.

Philip Chronican: Thank you, thank you, Stephen. So, look, Andrew, why don't you summarise the way in which you and Shaun engaged with shareholders after the releases?

Andrew Irvine: So following both our half year and full year results, we have a very significant engagement process with the market. We would meet with both large onshore and offshore investors, analysts to tell the story of what happened and answer their questions.

Throughout the year, I would also make myself available, as well as the executive team, to meet with shareholders and answer their questions on how we're going, what we're seeing in the competitive environment, and also the domestic economy.

We also engage with our retail shareholders, both at the half year and full year. I would send a message to all of our shareholders, and frankly, I'm always open to meet with shareholders either at the AGM or if they were to send me an e-mail, I will respond. So very much an open-door policy with our shareholders.

Philip Chronican: Thanks, Andrew. I think, obviously, it's hard to reach out to all of our shareholders around the country and around the world. But there are some other devices. I think over the years, there are a couple of times when we have gone and done sessions with some of the retail brokerage firms, for example, and had some engagement then with retail shareholders.

But we very much appreciate the support that our retail shareholders provide. We try to have our meetings in the cities where most of our shareholders reside. For us, typically Melbourne, sometimes Sydney. Very occasionally have gone on the road in the past out to other centres, although the number of shareholders, once you get outside Sydney and Melbourne, to a less extent Brisbane, the numbers fall away very quickly.

So we're probably going to continue to focus our annual general meetings on the major cities. Rebecca, are there any further questions?

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Moderator: Chair, we have a question from Rita Mazalevskis of Denmark Dream Proprietary Limited. Has NAB, through the New South Wales and Queensland governments, made claims through drought relief authorities where NAB obtains drought relief interest subsidy payments based on the strength of assets and their viability? Does NAB do this in other states, particularly Western Australia?

Philip Chronican: I'm not sure I know the answer to that question.

Andrew Irvine: I don't believe we seek relief from authorities. I do know that we do offer our customers relief if they are affected by natural disasters. We're very proud of the programs that we have in place to provide customers with support and help to get back on their feet when they have been impacted by natural disasters.

Philip Chronican: Rebecca, any further questions?

Moderator: Chair, we have a further question from Rita Mazalevskis. The annual report, page 18, under financial crime, states building new customer behavioural analytics models to move NAB towards a more customer-centric approach to risk management and perpetual know your customer. Could you please explain the process for perpetual know your customer and what it means?

Philip Chronican: A fantastic term, isn't it? KYC, know your customer, is a piece of banking jargon that's been around for a long time. Essentially, in order to control for financial crime the principles are that we should know, as in be able to identify in some detail who we're dealing with.

Depending on the customer, we may have what's called enhanced customer due diligence, where we need to know a lot more about you. That might be true, for example, for people who have criminal histories, for people who might be in what's called politically exposed positions, that is, people susceptible to corruption or other forms of improper. These are requirements put on us by the authorities.

So when we use a term like perpetual know your customer, what that means is that we would like to be able to continually update the information that we hold about our customers to make sure that we stay in tune with them their circumstances change through time.

Rather than, as we and a number of other banks had over the last few years, having to go back and re-identify customers because we had inadequately captured their information in

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the first place. So it's about maintaining that consistently through time. Rebecca, are there any further questions?

Moderator: Chair, we have a question from Patrick Gleeson. May I ask if any scrutiny is made of the First Nations corporations, charities, boards, et cetera, that guarantee that the money actually gets paid to the people in remote communities, not management in cities?

Philip Chronican: Sure. So where we've engaged with businesses, and the particular focus we have is supporting Indigenous businesses. We absolutely identify the organisations we're dealing with, and largely what we're doing is providing lending to actual operating businesses throughout Australia, so typically the money is not paid into city-based administration, it's very much regional-based businesses. Thank you for the question.

Rebecca, do we have any more questions online?

Moderator: Chair, we have a question from Mr Craig Caulfield. I wish to express appreciation to Jocelyn Turner who reached out to my colleagues at Bank Warriors to address a range of issues we had. Thank you, Jocelyn.

One of the topics we discussed was introducing national farm debt mediation. Given NAB is the leader in agricultural loans and servicing farmers across Australia, how does NAB reconcile one-off the most important recommendations from Commissioner Hayne that has still not been adopted seven years after the Banking Royal Commission, a Royal Commission that the four major banks called for?

Philip Chronican: Thank you and thanks for engaging with Jocelyn and her team. I appreciate that, Craig.

Obviously it's not in our hands to implement a National Farm Debt Mediation Scheme, but we would certainly have no problem with that. We understood at the time of the Royal Commission and we have accepted all of the recommendations that were applicable to us and for those that were within our control we have gone ahead and executed them. So, thank you for that and I'm sure Andrew Auerbach, who now runs our business in private banking, which incorporates our agribusiness, will look into that for us. So, thank you.

Rebecca, do we have another question?

Moderator: Chair, there are no further questions on this item.

Philip Chronican: Okay. There being no further questions, I declare that the financial report, the directors report – sorry?

[Inaudible]

Philip Chronican: I'm sorry. You're behind my screen. I'm sorry I missed you. Question microphone one.

Moderator: That's [unclear]. Chair, I would like to introduce Michael Sanderson.

Philip Chronican: Thank you.

Michael Sanderson: Sorry, I was a bit confused. I thought this was the reports and I just clarified with your man here that this is for general as well.

Philip Chronican: Yes.

Michael Sanderson: Okay. Just a comment. I'd like to further reinforce comments of Mr Caulfield. I'd like to thank Jocelyn Turner and Sally Mihell for her meeting with Selwyn Krepp and me to discuss the Financial Services and Law Force concept and AFCA merits review pathway. I will take advantage of the offer for further discussions in the new year.

In that meeting, NAB accepted that large organisations will, like NAB, enjoy a structural advantage in court over individual customers and that while AFCA works well for small, straightforward matters, it is less certain with complex or high value disputes.

I agree with both points and appreciate the candour as well as Jocelyn's commitment to review NAB's internal processes and customer experience and her constructive feedback on my explainer video.

My concern is that despite these acknowledgements, NAB is not yet prepared to support practical mechanisms that would actually level the playing field when a bank sues its own customer. Unless equality of arms is accepted, it follows that many customers cannot realistically obtain a fair trial and fair hearing. In my view, that makes some form of funded defence at the point of bank-initiated litigation essential if NAB's fairness commitments are to be meaningful. That's a comment.

Philip Chronican: Thank you for that.

Michael Sanderson: This is sort of a housekeeping question. Whilst doing some research, I discovered that NAB has removed all past AGM webcasts. NAB provides no transcripts or online access to minutes effectively erasing the record of questions and answers and comments at those meetings. What is NAB trying to hide?

The excuse I have been given is that webcasts are very large files and there is a restriction on file sizes on nab.com.au. That is not credible, notwithstanding NAB runs a YouTube channel with no such restrictions. Under the Corporations Act, NAB must keep accurate AGM minutes as part of its books for at least seven years and make them accessible to

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shareholders. What better minutes than the webcasts themselves. Will the Board therefore commit as a matter of urgency to reinstate all past AGM webcasts and adopt a standing policy to retain and publish future AGM webcasts and transcripts for at least seven years?

Philip Chronican: Thank you. I'm advised that the transcripts have been restored onto the website, so that should be – but I'm not sure about maintaining the webcasts, but I'm sure if somebody has the ability to figure that out, but there's no attempt to hide anything here. Our meetings are extraordinarily open.

Michael Sanderson: Give them to me and I'll put them on the Bank Warriors site.

Philip Chronican: That's fine, actually, it's not a bad idea.

Michael Sanderson: This relates to the Financial Services Law Force which is a passion of mine. The Australian Attorney General said that a fair hearing requires equality of arms, where each party has a reasonable chance of presenting its case. Yet, as Senator Paul McLean showed in Bankers and Bastards, justice against the Bank is often virtually unattainable because rights become assets bought at a price. My aim is not to attack NAB, but to help you live up to your commitments to fairness, to vulnerable small business and farming customers. Once NAB decides to sue, the support is over at that point. Only a quality of arms mechanism, like a financial services law force, can make those commitments real rather than tokenistic. Will the Board support the establishment of a financial services law force? If not, why not?

Philip Chronican: Thank you. I don't have an answer to that question, but I will give it consideration, so thank you.

Michael Sanderson: Okay. I do have a long one, but I'll leave it, I think.

Philip Chronican: No, I don't think so.

Michael Sanderson: Unless the – if the room is going to whinge, I'll do it.

Philip Chronican: I think there are other people at the meeting who would like an opportunity to speak. Do we have a question at number three?

Male 1: Chair, I'd like to introduce Lynton Freeman.

Lynton Freeman: The question brought up from Western Australia dealing with interest subsidies and interests that are given to farmers is a very important question. We're dry in North Queensland or at least in parts and there's an opportunity coming up when this may just happen again.

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We're at the same financial position as we were in the last major drought, so if we get back to that position, we will see interest being pushed out to create productivity increases.

So, the situation is simple. The last time interest subsidies were given, there was a viability policy brought out by the Bank. The Bank continued that viability policy, but it wasn't properly provided. A lot of it was haphazard. By the time we got to 2007, there was a court case, *McDonald v Holden*, which was about viability, and it came out that if a bank, if a plumber had a value of his property larger than his debt, then he remained viable for the purpose of government subsidies.

I think that's a really important question because your people took a lot of people out between 2000 and 2007 based on the simple fact that all they had was a deficit in their income and the government was providing a subsidy for that deficit and the Bank was stopping the subsidy coming into people's accounts. I think it's something you have to consider very seriously in the future because I don't think now, they didn't have it in 2000 to 2007, a viability reduced by the courts. They only had one that was just a bank accepted one. Thank you.

Philip Chronican: Thank you. I don't know a lot about the detail of those schemes, but the one thing I do know is our approach to managing our farmers, clients who get into financial difficulty, is fundamentally different today than it's been in the past. We are a Relationship Bank and we seek to support customers where we can. There are occasions when something does become non-viable, but it's not our preferred path to go down that route. I believe we have another question online, Rebecca.

Moderator: Chair, we have just received a further question. The question is from Mr Craig Caulfield. ANZ Bank has now received \$3 million penalties from APRA. I am aware that NAB published the original 2019 APRA report, contrasting with ANZ, who continue to conceal their catalogue of misdemeanours. I applaud NAB for this transparency. Has NAB removed all capital penalties from NAB?

Philip Chronican: Thank you, I was just confirming. We had all of the capital overlays imposed on NAB lifted, I think in the first half of 2024, so they are well behind us. We did complete the remediation of our risk processes as required by APRA.

I think you are right to draw attention to the fact that we published our self-assessment at the end of 2018, because I think that was a very important step culturally in NAB of facing

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up to the fact that we knew we had shortcomings. I think it has put us in a good stead since then. So thank you for the question, Craig.

Question number one, microphone number one.

Male 1: Chair, I would like to introduce Howard Pascoe.

Philip Chronican: Thank you.

Howard Pascoe: Mr Chairman, fellow Board members, I used to work for the Department of Agriculture in Victoria for nearly 40 years, and my experience dealing with farmers in the agricultural sector is this. Consider you're a young person wanting a home loan, you think 20, 30 years to pay the bank back. If you're a small town and you want to build a sewerage scheme in your small community, to pay for the sewerage scheme, you think 30, 40 years to pay the money back.

Now, with agriculture, I make the recommendation to all the financial institutions to consider farming over a 10-year cycle, so it's not just droughts, it's not floods, it's not fires, it's over 10 years.

Now on average, no matter what the agricultural sector, you're going to have two fantastic years. They are going to be boom years. You're going to have two terrible years. They're a disaster. You're going to have two average years, and then you're going to have one or two just below or above average. So you manage your finances, you manage your farm to consider that cycle.

So my challenge to the financial institutions is to keep the long-term business – long-term in business, very, very important how they handle the boom years, how they invest their excess funds to droughtproof, fireproof, floodproof their business when there's adversity. That is my advice and I'd love to see the whole community address what we do during boom years to protect the business.

Philip Chronican: I wholeheartedly endorse what you've just said. I'm the son of a regional accountant and all my father's farmer clients had exactly that advice from my father in those days as well, so I understand that well. Thank you. Okay, no further questions. I now declare the financial report, the director's report, and auditor's report have been received and considered at the meeting.

We'll now move on to Items 5A, 5B, and 5C, which were requisitioned by a group of shareholders. These resolutions relate to a proposed amendment to the Company's

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constitution and a disclosure of financed deforestation exposure and a strategy to eliminate finance deforestation.

Item 5A is a special resolution requiring approval by at least 75% of eligible votes cast on the resolution. Items 5B and C are conditional upon Item 5A being approved. These resolutions are not endorsed by the Board and I'll explain the Board's position on these resolutions before inviting questions from shareholders on these items and on NAB's nature related policies or disclosures more broadly.

The Board respects the right of shareholders to requisition a resolution to amend the Company's constitution. However, the Board believes that Item 5A is not in the best interests of the Company and shareholders as a whole and recommends that shareholders vote against it for the reasons outlined in the Notice of Meeting. Under the Company's constitution, the power to manage the business of the company is vested in the directors who are required to make decisions and manage risks in the best interests of the company and shareholders as a whole.

The Board discharges that duty by considering a range of issues, having regard to the nature and complexity of NAB's business, and its operations in a global environment. The Board considers the constitutional right to propose resolutions, to express non-binding opinions, is likely to disproportionately favour activist shareholders who have a practice of requisitioning special interest resolutions.

This could result in future AGMs being dominated by non-binding special interest resolutions and that would be time consuming in terms of Board and management time and AGM length and may not necessarily be aligned with the broader shareholder base. NAB encourages transparency and appropriate shareholder discussion and we provide shareholders with several avenues to raise issues, as described in our Notice of Meeting.

Items 5B and 5C relate to the disclosure of NAB's exposure to deforestation, so there's a provision of finance to the agricultural sector, as well as the strategy to eliminate financed deforestation. As I mentioned in my opening comments, deforestation is an issue of growing concern for many stakeholders. NAB recognises Australia's economic reliance on nature and that deforestation may present commercial and environmental risks to its customers.

As Australia's leading agribusiness lender, NAB acknowledges the role it can play in supporting customers and supply chains to understand and adapt to evolving climate and biodiversity risks and we support the sustainability of their businesses. NAB's committed to

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managing nature related risk, including deforestation, recognising the impact that they can have on biodiversity and climate.

In 2025, NAB enhanced its approach to investigating alleged or suspected illegal land clearing by our business and private banking customers, which includes our regional and agri customers. Actions and response may include close monitoring of support for existing customers, undertaking rehabilitation activities. NAB may also elect to impose limits on additional lending, seek contractual protections, or reduce existing exposure.

In addition, we're a bank who identifies potential land clearing activities. NAB's business and private banking customers, both new and existing ones, are subject to enhanced credit risk assessments when seeking changes to their existing finance, new finance, or during annual reviews.

NAB is further maturing its approach through targeted training for bankers and the use of publicly available vegetation and habitat coverage tools. Additionally, NAB has purchased vegetation coverage databases to use in a trial to integrate geospatial analytics into its climate risk tools to improve the consideration of vegetation and land use data in decision making.

Deforestation is a complex issue that requires collaboration between banks, governments, industry, landholders, non-government organisations, and external experts to develop solutions. Significant barriers exist to managing land use change and associated risks. These include data limitations, definitional uncertainty, and a complex state and federal regulatory landscape.

NAB actively engages with stakeholders to build a shared understanding of these issues and to support coordinated action. The Board supports NAB's actions and approach to managing deforestation. While NAB is committed to ongoing improvement, NAB's approach is designed to drive meaningful progress while ensuring that actions are practical and support the long-term sustainability of Australia's agricultural sector and its customers.

NAB will continue to disclose its actions through the annual report and the sustainability data pack and through its routine engagement with customers, investors, and other relevant stakeholders. Accordingly, the Board recommends that shareholders vote against the proposed resolutions for Items 5B and C.

Having put forward the Board's position, I will now invite Jolene George to briefly address the meeting on these items. Jolene is a representative from the Australian Conservation

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Foundation and has been nominated to speak on behalf of the group of shareholders who raised these matters. Thank you.

Jolene George: Good morning. Good morning, Mr Chronican and Mr Irvine, members of the Board, and those in the room. Thank you for the opportunity to speak to the resolutions on behalf of the shareholders who are co-filers of the resolutions. I'll keep my comments brief.

Nature, or natural capital underpins all economic activity. Research from the World Economic Forum shows that all GDP is in some way dependant on nature. Biodiversity, which is the variety of plant and animal life on our planet, is fundamental to economic resilience. On these points, I believe we agree, as we just heard from Mr Chronican.

NAB in fact has been an early leader among the Big Four banks in recognising our economy's dependence on nature and the risks posed by biodiversity decline and ecosystem degradation. I'd also like to take this opportunity to acknowledge the excellent work of the Bank's natural capital, ESG risk, and agribusiness teams in building the internal knowledge and capabilities within the Bank to understand and begin to address this issue.

NAB has acknowledged that deforestation and land clearing are key threats to biodiversity and sources of both short and long-term risks for the Bank. Forests provide critical ecosystem services on which we and our economy rely. Their destruction increases the likelihood of flooding, drought, soil erosion, impacts upon threatened species, and contribute significantly to greenhouse gas emissions. These consequences are already impacting the productivity of agricultural land and the ability of the Bank's customers in the sector to service their loans.

We're right with you on this and the need to support landowners and farmers, like the gentleman we heard from on the last item. Some of these risks are here today; others will manifest over time. The disclosures requested by the resolutions before shareholders are therefore about managing risks that are here today while also ensuring the bank can anticipate and mitigate longer term risks that may erode shareholder value if left unaddressed.

Speaking directly to the resolutions 5B and 5C. Resolution 5B simply asks the Bank to assess and disclose within a reasonable timeframe and admitting proprietary information the Bank's exposure to deforestation through financing to the agricultural sector. Without

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knowledge of this exposure to deforestation, shareholders lack assurance about how the bank is managing this risk.

NAB's annual report shows that it already uses geospatial tools capable of identifying where deforestation may occur. Resolution 5B does not require the Bank to do anything more than to disclose this information in a form and timeframe determined by management. Importantly, nearly all of the risks arising from deforestation, with the exception of compliance risk, exist whether the clearing is legal or illegal. As such, we feel the Bank has not given sufficient rationale in its response for limiting its approach only to illegal deforestation.

Finally, resolution 5C asks the bank to disclose a strategy to eliminate finance deforestation in line with a credible framework and market expectations. It is not prescriptive but rather a request for disclosure of strategy. Global momentum is quickly shifting towards markets, consumers, and governments rejecting commodities linked to deforestation. This resolution seeks clarity on how the bank is preparing for these shifts and managing the resulting risks.

We believe these resolutions are in NAB's best interest and those of the shareholders and we're pleased to see strong support for the resolutions today, and for those who haven't voted, ask for your support. I believe others will ask questions so I'd like to cede the microphone. Thank you for the opportunity.

Philip Chronican: Thank you and thank you for your contribution to the debate. We are at risk of being in heated agreement here because we do understand the need for sustainable land use, natural capital preservation. We feel that we're very much at the early stages here of understanding how we can codify and standardise data and reporting.

So we're not ready for these resolutions as they're written but it won't stop us focusing our work on understanding the way in which land use is evolving and changes in land use evolve. It was several years ago, I was on a farm in Western Victoria where the farmer was explaining to me how he wanted to take some of his land out of production to regrow on the riverbanks because it was going to improve his soil water retention and he thought it would make it more resilient through periods of lean rainfall.

In many of the better-quality farmers we work with, they're thinking themselves around how to protect their soil from erosion, how to improve moisture retention, and with that, of course, comes storing of greater carbon. So I think the – what I would say is the best

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quality of our farmers understand that their own sustainable land use is dependent on preventing excessive deforestation.

Can I ask if there are any more questions from the room on this or any other climate related issues? I'm appreciative of the fact that one of our questioners from earlier on had a question in this area. I'll go to microphone three first, if I can.

Moderator: Chair, I would like to introduce Kyle Robertson.

Philip Chronican: Great, thank you.

Kyle Robertson: Good morning again. Still 11:30?

Philip Chronican: Yes.

Kyle Robertson: Before I get into my question, I do just want to commend NAB for the progress that it has made on its fossil fuel finance policy, both this year and last year, particularly on its approach to its customers' client transition plans. It's been encouraging to see NAB disclose an approach which is more closely aligned with its Paris commitments than some of its Big Four peers.

But I do want to ask a question about how NAB intends to address the current gaps in its approach to fossil fuel clients transition plans. Specifically, a customer currently exempt from this requirement is APA Group, Australia's largest gas and infrastructure company. APA Group is partnering with Beetaloo Energy and Tamboran Resources on two large-scale pipelines for one of Australia's largest proposed gas fracking developments, the Beetaloo Sub-basin.

The pipelines, one to Darwin and one to the East Coast, could be a combined length of over 2,000 kilometres long and are estimated to cost between \$6 to \$10 billion in total. APA is likely to require significant amounts of debt to finance the construction of these pipelines.

Given under NAB's current policy settings it could not provide project finance for the upstream Beetaloo development or the pipelines in question and it could not provide corporate finance to an upstream oil and gas company pursuing a massive new gas development like the Beetaloo Basin, does NAB have the intention to extend its requirement for climate transition plans to include fossil fuel infrastructure companies such as APA to prevent the Bank's money being used for projects which are wildly out of line with its Paris commitments?

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Philip Chronican: Thank you. The short answer to your question is we're not planning to extend the formal customer transition plan assessment framework to midstream and upstream providers, but they are captured within our overall financed emission strategy and therefore we will be reporting on and managing down our exposures consistent with our 2050 net zero commitment.

Kyle Robertson: I'll just leave it on a point there which was something that was mentioned in NAB's Notice of Meeting this year in response to the resolution which has since been withdrawn which was that the customer transition plan policy exists to complement the financed emissions targets, to manage risk at a customer level. I really want to emphasise that that management of risk at the customer level is as pertinent for infrastructure companies such as APA as it is for the upstream companies.

Philip Chronican: Thank you and I certainly note your point. Thank you.

Kyle Robertson: Thanks.

Philip Chronican: Microphone number one.

Moderator: Chair, I would like to introduce Phoebe Rountree.

Philip Chronican: Thank you.

Phoebe Rountree: Good morning all and thank you for the opportunity to speak. My name's Phoebe. I'm from SIX, one of the co-filers of the resolutions that have been put forward, and I just have some brief additions to the comments that have been made earlier.

In the Board's rationale for voting against Item 5B, it was suggested that the disclosure of deforestation exposure wasn't possible due to the complexity of nature risks as well as a lack of quality data and internal capability to use it, and those reflections have been involved in the Chair's comments there too.

These reflections did come as a bit of a surprise to us. Our co-filer, Australian Conservation Foundation, their engagement with the Bank has led us to understand that NAB's process to assess and respond to illegal deforestation involves high quality data, is used successfully by bankers and staff, and other teams that review cases up the chain, and by definition has cut through the complexity to focus on individual nature risk.

Both in the Notice of Meeting and in the Chair's comments today, we have heard the reflections that Australia's economic reliance on nature and deforestation may present commercial and environmental risks to its customers. I note the Chair's comments that

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NAB is not ready for the resolutions put forward today. We have put them forward in the firm belief that you are. Nature and climate are inherently linked, we have heard that reflected in comments today, and nature is a climate solution.

So to come to my question for the Board today, given the force of nature of the Bank's reporting on physical climate risk, which is a blueprint that could be followed for deforestation risk, could you expand on any other barriers that you see for NAB not being able to disclose its exposure to deforestation risk, and quick follow up, how do you think recognising the journey that this is the Bank could overcome these barriers? Thank you.

Philip Chronican: Thank you. I'm not going to add a lot to what I've said already. As we're seeking to better understand, we are building up our tools, we have a tool we call internally Farm ID which enables us to track our customers engaged in farming and understand where their land is.

We need this for a variety of purposes because under our climate vulnerability assessments, we also require to understand which of our farmer clients are in flood prone or cyclone prone areas or drought prone areas, so a lot of the tools are in evolution. I take some comfort from the fact that according to the most recent State of the Forests Report that we've been observing progressive reforestation in many parts of Australia and I think as a result of that, increasing carbon storage through that land mass.

But the question that you may recall earlier on, people were asking about whether or not we have all of our climate disclosures audited and to have data of an auditable quality requires much more consistency and better data definitions than we're currently working with. But this will be an area of ongoing progress and I don't think you'll be disappointed.

Phoebe Rountree: Great to hear. Thank you.

Philip Chronican: Can we go to microphone number two, please?

Moderator: Chair, I'd like to introduce Malcolm Kater.

Philip Chronican: Thank you.

Malcomb Kater: My goodness, I didn't think I'd be in this. This is a bank. You're dealing money. How do you amend your Company's constitution if you want to sink an oilwell and everyone who is wearing polyesters in this room [took them off]? I was at the tennis once and they were up the cotton industry. I'm a wool grower, but I'm a fibre grower.

So it can happen to me if you're going to amend the constitution for people who want to deforest, take Tumut, who's a town in New South Wales who relies on forestry. Most of it's

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growing anyway so how do you differentiate? There are more trees coming down from where I came from yesterday on the highway that are suckers or little ones that were here when we first came here.

My ancestor was Blaxland, came over the mountains. He got over there pretty easy without the trees, even drove stock across it. But you can't even drive an ant across there now. So you cannot change the Company for every dime that someone wants to do it. It's great that they want to do it and I think B and C are probably good to be dealt with, but you can't go changing the constitution of a bank because we might want sailing ships again or something. I don't know. Thank you.

Philip Chronican: That's all right. No, thank you. Thank you for that. Microphone number three.

Moderator: Chair, I'd like to introduce Claire Priestley.

Claire Priestley: Can you hear me?

Philip Chronican: I'm sure if you talk, we will. The microphone operators have a way of turning it on.

Claire Priestley: Okay, so I'm Claire Priestley from - was a third-generation farmer until the NAB decimated my family. Yes, I did have a cotton, cattle and wheat property between Brewarrina and Walgett, but you were hell-bent on removing my family.

And what I really want to know - it's kind of laughable, all of a sudden, you're worried about the climate, okay? So, you're marketing yourself that you're all for the Murray-Darling Basin and doing all sorts of initiatives. Our experience is that you removed a farming family business, we were dedicated to respecting the land and the water of the Murray-Darling Basin.

You went and ended our connection to country and our livelihood. You physically removed us, like just completely made us homeless. Then you go and sell us out to a large corporate operator who takes it over, okay? He was then later found guilty of serious water offences.

Now, isn't that a little bit contradictory and potentially greenwashing for the NAB? You're promoting yourselves as these environmental leaders in the Murray-Darling Basin. What I want to know, and you're probably not going to tell me, are you backing people with criminal convictions for water theft and illegal land clearing, or do you just help them [out rehabilitate]?

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Philip Chronican: Well, as a general rule, we seek not to deal with people who engage in criminal activity, when we're aware of it.

Claire Priestley: Interesting. So you don't lend to any people that are currently being very, very well covered in the media, since the *Pumped* thing, the Four Corners *Pumped* report?

Philip Chronican: So we sometimes find our customers have engaged in that and that leads to a review of our relationship with them...

Claire Priestley: Right.

Philip Chronican: ...but I'm not going to go into detail of any individual customer because that's inappropriate.

Claire Priestley: Right. So you're pretty committed to withdrawing finance for people with criminal convictions for water theft?

Philip Chronican: I haven't become aware of any, but I'm sure if we found out, that we would take the appropriate action, just as we have done on those that have been accused of – have been found guilty of illegal land clearing.

Claire Priestley: Right, okay. So yes, you might all want to just review - all of you up there, review the *Pumped* program on the ABC and the other one's called *Battle for the Bush* that Lateline did and you'll see the land at Carinda on the Lower Macquarie, you'll just see what happened to it and how it was decimated.

Philip Chronican: Thank you.

Claire Priestley: Thank you.

Philip Chronican: Microphone number four.

Moderator: Chair, I'd like to introduce Simon Livesey.

Simon Livesey: Good afternoon. I think it's after lunch now.

Philip Chronican: No.

Simon Livesey: You need, you need, girls like that. You probably can't see it, but there's a girl there and she says, the meeting is this way, with a big round thing on a stick and on her t-shirt, she says, ask me if you've got a question. Now we came in from Spencer Street or Clarendon Street, whatever it is, and there's nobody there to tell you where to go to and this place is freezing. There are people out there standing in the sun trying to warm up. Why can't you get a place that puts on a bit of heat?

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Philip Chronican: We sat in the preparation meeting yesterday afternoon and we were told that it was going to be 33 degrees today and that people would be coming in for the air conditioning, so you have somewhat provided the counter views of that, so thank you.

Simon Livesey: Yeah, yeah. Next time, fix the problem. And actually, somewhere that's easier to get to than here. This is a nightmare to get to this place. We had to fight our way through all those [deleted] down there in the exercise machines, whatever.

Philip Chronican: Thank you. Thank you very much. Microphone number one.

Moderator: Chair, I would like to introduce Michael Sanderson.

Michael Sanderson: My last one. This is an extension on the first one I asked. I'm agnostic as far as energy systems go, but I do look at fact.

This question is prompted by Mr Irvine's testimony at the HEC Committee in Parliament recently. At the recent House Economics Committee, Mr Irvine told Parliament there is, I quote, no transition without gas, that gas is, quote again, an essential fuel for transition, and that moving from coal to gas, quote, as or more significant than moving from gas to renewables and called for more gas projects to be approved as far better than coal.

Now, I supplied NAB some peer-review research - 170 scientists sent a letter to Joe Biden last year. You know, they're not loonies, they were - and the peer-review document I sent you was the basis of that letter. It shows that gas can have between 24% and 275% higher life cycle emissions than coal.

Why should shareholders trust the CEO's grasp on climate science and transition risk? Will you withhold the equity grant to Mr Irvine until he corrects the parliamentary record on gas and commits that NAB will not finance gas expansion and commits that NAB will not finance gas expansion, including new terminals, trains, and pipelines?

Will NAB acknowledge the peer-review findings that gas can have between 24% and 275% higher life cycle emissions than coal? Will NAB correct the record and state, we don't need more gas, we need less exports? That's it.

Philip Chronican: Thank you. I'll just make one small point, which is that we set out our oil and gas lending policies several years ago, which would have it capped at around current, what were then projected levels of 2025 and then declining over time, and we're currently lending even less into the gas sector than we said we would under our limits. But Andrew, do you want to make any additional comments about your House of Economics Committee?

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Andrew Irvine: I mean, the question that I was asked in Parliament was around reconciling both Australia's commitment to net zero and a requirement to produce sustainable and affordable energy. Today, the grid is, you know, about 50% coal, and we are seeking to decarbonise the grid. As we're doing that, we're looking at increasing energy demand driven by all sorts of things, including expansion in data centres.

It is my strong view and the Bank's view that as we look to decarbonise the grid and have more renewable energy, which is essential to our net zero ambitions and also to cheap and affordable energy, that we also need gas to provide both firming and peaking power when the sun isn't shining and the wind isn't blowing.

I think most seasoned observers would recognise the fact that gas is going to be a very important transition fuel as the world decarbonises. So, that was what I shared with parliament.

Philip Chronican: Thank you. Thanks, Andrew.

Michael Sanderson: I was there in Parliament, you had the blue team and the red team trying to pull and it just didn't apply to you, it applied to the other three as well. They were looking for political brownie points. But notwithstanding, based on that evidence, peer-review evidence, we'd be better off sticking with coal than going to gas, and again, why do we need new gas fields? We've got gas being exported to Japan and they're on selling it, which sort of makes us look like mug punters. You know, if the [Japanese] can make money on gas that we're shipping over there, the sector's not real smart.

Philip Chronican: Thanks. Thanks, Michael.

Michael Sanderson: Thank you.

Philip Chronican: Rebecca, do we have any questions online?

Moderator: Chair, we have a question from Mr Eric Kenny.

Philip Chronican: Thank you.

Moderator: Some people say that carbon dioxide is not a greenhouse gas. Some say that it is. How does the Board resolve this?

Philip Chronican: It's pretty easy for the Board. We don't have our own opinions on what a greenhouse gas is or isn't. Thankfully the government has set up a legislative framework for that, which defines what gases are greenhouse gases and then a methodology for converting that into millions of tonnes of CO<sub>2</sub> equivalent, and you'll see that CO<sub>2</sub> equivalent, which covers a number of so-called greenhouse gases, which include methane

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from gas, of course. So it's not up to the Board to resolve it. We use official definitions of these, so thank you.

Rebecca, are there any further questions online?

Moderator: Chair, there are no further questions online.

Philip Chronican: Great, thank you. All right, well I now - Shareholders, I now want to formally put to you items of business 5(a) as set out in the Notice of Meeting, so please record your vote now if you have not already voted.

Based on the results of the proxy and direct votes, we're able to determine that this resolution has failed. As item 5(a) was not successful, items 5(b) and 5(c) will not be put to a vote. That now covers all of the formal business of the AGM.

Just excuse me. I am sorry, I believe we have got one further online question before I close the meeting, so perhaps, Rebecca, we can go there.

Moderator: Chair, we have just received a further online question from Mr Stephen Mayne.

In May 2020, NAB panicked as COVID hit and did an excessively large \$3 billion fixed price placement at 14.15 for big end-of-town investors, followed by an unfairly capped \$500 million share purchase plan for its nearly 500,000 retail shareholders.

In the end, 155,000 shareholders applied for \$2.9 billion worth of stock and the Board lifted the SPP cap to \$1.25 billion and refunded \$1.65 billion.

The treatment was even worse in 2009 when NAB stuck to its \$750 million SPP cap after receiving \$2.6 billion in applications. Is Chair Phil Chronican proud of the fact NAB holds the record for the two biggest SPP refunds in Australian history?

Why does our Bank find it so difficult to accept cash from its retail shareholders, handing back an incredible \$3.5 billion across these two SPPs?

Doesn't this confirm how biased Australian capital raising is against retail shareholders and don't you owe your retail shareholders a make-good SPP?

Philip Chronican: Thanks for the question, Stephen. I don't think I would say I was proud of the fact that NAB had to do two SPPs over the course of, what was that, 13 or 14 years, although one of them predated me. The trade-off in raising capital, I am sure you understand, is between speed and fairness. It was unfortunate the way that when COVID came, speed won over fairness.

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Since then I have tried to make sure that we have a capital management strategy that is very fair to shareholders. That's one of the reasons why you've seen that we seek to neutralise the dividend reinvestment plan, for example. To make sure that we don't have dilution by stealth, with more and more shares being issued each year.

So we'll continue to manage capital soundly, and the best of all world outcomes would be that we don't have to do a share placement of that nature again, and that we find ways of being able to treat our shareholders fairly.

But sometimes we have to operate in the best interests of the corporation at the time and take the consequences of that. But thank you for the question. There are no further questions - I'm sorry, there is a further question from Mr Stephen Mayne. Rebecca.

Moderator: Chair, yes, we do have a further question from Mr Stephen Mayne. In Scandinavia, any shareholder who owns more than 5% of a public company is entitled to be appointed to the nomination committee.

As the Director running the Chair succession process, how is Kathryn going to handle shareholder input and suggestions? Also, are we using a recruitment firm and is the search looking outside the current group of Directors, which is what happened at Westpac when Steven Gregg was appointed chair from outside?

Philip Chronican: Thank you. I hope you don't think me presumptuous, but I am going to answer on Kathryn's behalf, because I heard her answer to this question 24 times in our pre-meetings with large investors.

So NAB has retained a search firm for Director recruitment generally, and we've been using the same firm now for two or three years. We will look both at existing Directors and potential new Directors when we look at the Chair replacement.

I know Kathryn is very much open to input if any shareholders have views on this, and we have certainly - not that our shareholders have been giving us names, but shareholders have certainly given some opinions on what they like in Chairs and what they don't. We've been getting that from our large shareholders when we've had these conversations with them.

But that's pretty much the process, so we're very much open on that question. Thank you. Are there any more questions, Rebecca?

Moderator: Chair, we have a question from Mrs Patricia Vorchheimer. Surely the way to reach net zero is nuclear and removing the moratorium?

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Philip Chronican: Nuclear has been proposed by various people over the time. I know that at the moment the economics of that don't seem to work very well, in that renewables are significantly cheaper than nuclear. But I know there are other parts of the world where nuclear is used, but that's not up to us. So thank you. Are there any further questions, Rebecca?

Moderator: Chair, there are no further questions.

Philip Chronican: Thank you. Well, that now covers all of the formal business of the AGM. On behalf of the Board, I'd like to thank you for joining us today. I'd also like to thank our customers and shareholders for their continued support of National Australia Bank. Thank you to my fellow Directors, the executive team, and all the NAB people for your hard work and commitment in 2025.

Again, to Sharon Cook, thank you for the service to the Company over the last eight years. We wish you well for the future. I now formally declare the annual general meeting closed and confirm that voting will remain open for a further 10 minutes to allow ample time for shareholders and proxy holders to submit any final votes.

Shareholders, with us in the room, if you have written on your voting cards, please place them in the poll boxes being circulated by the attendants. Voting results will be released to the ASX and will be available on the AGM page of our website.

I now welcome shareholders here with us to share some refreshments and invite you to visit the desks in the foyer for customer and shareholder enquiries and information on cyber security, scams, retail and digital adoption and NAB Trade. Thank you.

**End of Transcript**