



National Australia Bank Limited

GROUP SECURITIES TRADING POLICY

1. Purpose and Scope

- 1.1 This document sets out NAB’s policy regarding NAB People engaging in:
 - (a) trading in NAB Group Securities; or
 - (b) insider trading.
- 1.2 The objective of this Policy is to ensure that NAB and its representatives not only comply with the law, but are beyond reproach in their dealings in the Securities and Inside Information of the NAB Group and other entities with which NAB deals. The requirements of this Policy are separate from, and may apply in addition to, the laws and regulations in relation to insider trading. Each jurisdiction in which NAB Group operates may have specific legal requirements. For the avoidance of doubt, NAB People must always comply with all jurisdictional legal requirements when Trading or Procuring a Trade in NAB Group Securities and other securities covered by this Policy, and if particular jurisdictional requirements impose a higher standard than is described in this Policy, NAB People must comply with the higher standard.
- 1.3 Every NAB Person has an individual responsibility to ensure that they comply with the law relating to insider trading and this Policy. This Policy applies to each NAB Person in both their personal capacity (i.e. when they are acting for themselves) and in their capacity as a NAB Person (i.e. when they are acting for or on behalf of a NAB Group entity).
- 1.4 This Policy also extends (in certain respects) to the Immediate Family Members of NAB People, and to companies, trusts and entities controlled by them. NAB People must take all reasonable steps to ensure that those people, companies, trusts and entities comply with this Policy.
- 1.5 Guidance on the application of this Policy is set out in the Group Securities Trading Policy Guidance Note. Further guidance can also be obtained from Corporate Advisory Legal, the Chief Legal and Commercial Counsel or the Group Company Secretary.
- 1.6 Unless otherwise indicated, all defined terms used in this Policy have the meaning given in Appendix 1.

2. Policy Principles

- 2.1 NAB expects all NAB People to understand and comply with the law relating to insider trading. This Policy prohibits insider trading.
- 2.2 NAB and NAB People must be beyond reproach when dealing in the Securities and Inside Information of the NAB Group and other entities with which NAB deals. This includes being open and honest when notifying NAB of relevant transactions, and showing prudence when dealing with Inside Information.
- 2.3 NAB People have personal responsibility for their trading decisions. Compliance with the Policy does not impose any responsibility on NAB for those decisions.

3. Roles and Responsibilities

Function	Roles & Internal Allocation of Responsibilities
Performance / Business Units	Ensure all NAB People are made aware of this Policy Develop appropriate controls to assure compliance Monitor compliance with this Policy Deliver appropriate training, education and communication Report and escalate any breaches or matters requiring disclosure
Divisional CRO teams	Perform an oversight function in terms of the second line of assurance Provide operational risk and compliance advice

	<p>Follow up with the Performance / Business Units on actions taken to communicate awareness of this Policy</p> <p>Review any regional insider trading policies to ensure alignment with the requirements of this Policy and applicable regional obligations</p> <p>Monitor and conduct a review of compliance with this Policy</p> <p>Report and escalate any breaches. Follow up and monitor progress of corrective actions and regulatory reporting obligations</p> <p>Analyse events to identify trends and systemic risks</p> <p>Consider changes to policy in line with changes in Regulatory requirements</p>
--	--

4. Policy Requirements

4.1 Prohibition Against Insider Trading

General Prohibition

4.1.1 A NAB Person who possesses Inside Information in relation to the Securities of the NAB Group or any other entity must not do any of the following things:

- (a) apply for, acquire or dispose of those Securities or agree to do so, either on their own behalf or on behalf of someone else (**Trade**);
- (b) procure, encourage, incite or induce any other person to Trade (**Procure a Trade**); or
- (c) directly or indirectly communicate the Inside Information, or cause the Inside Information to be communicated, to any other person who would be likely to Trade or Procure a Trade.

4.1.2 Doing these things is not only a breach of this Policy, but also a breach of the prohibition against insider trading in the Corporations Act 2001 (Cth) (**Corporations Act**).

Relevant Definitions

4.1.3 **Inside Information** is information that is:

- (a) not Generally Available; and
- (b) if it were Generally Available, a reasonable person would expect it to have a Material Effect on the price or value of the relevant Securities.

4.1.4 Information is **Generally Available** if:

- it consists of readily observable matter;
- it has been made known in a manner likely to bring the information to the attention of people who commonly invest in Securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed (for example where the information has been brought to the attention of investors by an ASX announcement and a period of at least 24 hours has elapsed since that announcement);
- it is derived from information which has been made public; or
- it consists of observations, deductions, conclusions or inferences made or drawn from other Generally Available information.

4.1.5 Information is likely to have a **Material Effect** on the price or value of the relevant securities if the information would, or would be likely to, influence persons who commonly acquire Securities in deciding whether or not to acquire or dispose of Securities.

Examples of information that might have a Material Effect on price or value include information relating to:

- financial performance (including the reaching or failure to reach consensus or stated forecast earnings targets);
- a major acquisition or sale of assets;

- an actual or proposed takeover or merger;
- an actual or proposed change to capital structure;
- entering into or terminating a material contract; or
- a material claim or other unexpected liability.

More examples of what information might be price sensitive, and therefore Inside Information, are provided in the Group Disclosure & External Communications Policy Guidance Notes.

Trading in Securities of Other Entities

4.1.6 The prohibited conduct under the Corporations Act includes Trading not only in Securities of the NAB Group but also the Securities of other entities (including NAB's customers, contractors, suppliers or business partners) with whom the NAB Group may be dealing, where a NAB Person possesses Inside Information in relation to that entity.

Some examples of where a NAB Person may have Inside Information about a non-NAB Group entity include:

- where another company with whom the NAB Group is dealing provides Inside Information about itself or a third party to a NAB Person; or
- where a NAB Person has information concerning the NAB Group or actions which may be taken by the NAB Group (for example, a planned transaction, strategic change or new supplier arrangement) which could have a Material Effect on the price or value of Securities of a third party company.

4.1.7 A NAB Person must not Trade in Securities of an entity whilst in possession of Inside Information in respect of those Securities.

4.1.8 Even if a NAB Person does not possess Inside Information relating to the Securities of a non-NAB Group entity, in certain circumstances, the NAB Person may still need to obtain prior approval under the NAB Conflicts Of Interest Standard Operating Procedures in order to Trade, or Procure a Trade, in the Securities of that entity. Whether pre-approval is required will depend upon the position held by the NAB Person. For further details, please see the "personal account dealing" section of the Conflicts Of Interest Standard Operating Procedures.

4.2 Prohibition against Short-term or Speculative Trading

4.2.1 A NAB Person must not deal in NAB Group Securities for short-term gain.

4.2.2 Speculating in short-term fluctuations in NAB Group Securities does not promote shareholder and market confidence in the integrity of NAB or NAB People. For this reason:

- a NAB Person must not enter into any arrangements for short selling or stock lending in relation to NAB Group Securities; and
- any acquisition of NAB Group Securities by a NAB Person triggers a 30 day period where that type of NAB Group Securities cannot be sold.

4.2.3 The prohibition in this clause 4.2 does not restrict the vesting or exercise of NAB performance rights, and the sale of underlying NAB Group Securities to which the NAB Person has become entitled within the 30 day period. This also does not restrict the sale of NAB Group Securities following expiry of the 30 day restriction period. However, it does restrict the sale of the NAB Group Securities during a 30 day period after NAB Group Securities have been purchased.

4.3 Prohibition against Trading During Black-out Periods

4.3.1 In addition to the general prohibition against insider trading set out in section 4.1, there are certain times during the year that, given proximity to the release of NAB Group's financial results, no NAB Person should Trade in NAB Group Securities. These periods, called "Black-out Periods", differ depending upon the seniority and role of a NAB person within the organisation.

Black-out Period for NAB Directors and Designated NAB Employees

4.3.2 For NAB Directors and Designated NAB Employees, the bi-annual Black-out Periods are:

- from 12.01a.m. AEDT on March 16 to 10.00a.m AEST on the ASX trading day after the day on which NAB's half-year results are released to the ASX; and
 - from 12.01a.m. AEST on September 16 to 10.00a.m AEST on the ASX trading day after the day on which NAB's full-year results are released.
- 4.3.3 NAB Directors, Designated NAB Employees their Immediate Family Members, and companies, trusts and entities controlled by those NAB People, must not Trade in NAB Group Securities during these Black-out Periods.
- 4.3.4 It is the individual's responsibility to confirm whether or not he or she is a Designated NAB Employee.

Black-out Period for All Other NAB People

- 4.3.5 For all other NAB People, the bi-annual Black-out Periods are:
- from 12.01a.m. AEDT on March 31 to 10.00a.m AEST on the ASX trading day after the day on which NAB's half-year results are released to the ASX; and
 - from 12.01a.m. AEST on September 30 to 10.00a.m AEDT on the ASX trading day after the day on which NAB's full-year results are released.
- 4.3.6 NAB People, their Immediate Family Members, and companies, trusts and entities controlled by those NAB People, must not Trade in NAB Group Securities during these Black-out Periods.
- 4.3.7 In addition, NAB may impose ad hoc restrictions on the Trading of NAB Group Securities from time to time when there is a heightened risk of NAB People having Inside Information (for example, as a result of a planned transaction, strategic change or new supplier arrangement). Any such ad hoc restrictions could be imposed on all NAB People or individually identified employees, depending on the nature of the matter.

Effect on share and performance rights plans

- 4.3.8 The Black-out Periods do not restrict participation in NAB Group share and performance rights plans but do apply in respect of any subsequent Trading in NAB Group Securities to which NAB People become entitled under those plans.
- 4.3.9 Performance rights should only be exercised outside the Black-out Periods.

4.4 Compliance Certificates

When a Compliance Certificate is Required

- 4.4.1 NAB Directors and Designated NAB Employees must complete a Compliance Certificate before they:
- Trade in NAB Group Securities;
 - elect to participate in, or vary or withdraw their participation in, the Dividend Reinvestment Plan or NAB's Share Purchase Plans (see further details in section 4.4.5); or
 - enter into Derivative transactions involving NAB Group Securities (see further details in section 4.5).
- 4.4.2 In addition, NAB Directors and Executive Leadership Team members (but not other Designated NAB Employees) must submit a Compliance Certificate before they enter into a Margin Loan or agree to provide additional NAB Group Securities as security for an existing Margin Loan.
- 4.4.3 NAB Directors and Designated NAB Employees must also submit a Compliance Certificate if they are aware that an Immediate Family Member, or a company, trust or entity controlled by the NAB Director or the Designated NAB Employee, proposes to Trade in NAB Group Securities. They should take all reasonable steps to prevent the Trade occurring unless the Compliance Certificate has been acknowledged by NAB.
- 4.4.4 For the avoidance of doubt, NAB People are not required to complete Compliance Certificates for non-NAB Group Securities. However, as referred to in section 4.1.8, in certain circumstances NAB People may still require pre-approval under the Conflicts Of Interest Standard Operating Procedures in order to Trade, or Procure a Trade, in non-NAB Group Securities.

Directors' Elections

- 4.4.5 Directors should give a standing election with respect to the extent, if any, of their participation in NAB's Share Purchase Plans. The election should only be given while a Director does not possess any NAB Inside Information. Directors should not vary any such election while in possession of NAB Inside Information.

How to Submit a Compliance Certificate

- 4.4.6 The form of Compliance Certificate is available from the Forms Catalogue & Group Policy Central pages on NAB's intranet, from Computershare or from Group Governance. The Compliance Certificate is a confirmation from that person that he or she does not possess any Inside Information.

- 4.4.7 All Compliance Certificates should be submitted to the following individuals:

Person Trading	Submit Compliance Certificate to:
Designated NAB Employee	Direct manager for acknowledgement, then the Group Company Secretary or delegate
Director (including the Group Chief Executive Officer)	Chairman for acknowledgement, then the Group Company Secretary or delegate
Chairman	Group Company Secretary or delegate

- 4.4.8 Acknowledgment of the Compliance Certificate by NAB is intended as a compliance monitoring function only, and is not an endorsement of the proposed transaction. Individuals remain responsible for their own investment decisions and their compliance with the law.

Time Limit for Trading

- 4.4.9 If a Trade is to occur, the Trade must occur within 5 business days of NAB's acknowledgement of the Compliance Certificate.

Exemptions

- 4.4.10 The Chief Legal and Commercial Counsel or delegate may grant an exemption to the requirement to submit a Compliance Certificate in appropriate circumstances, including where a NAB Person wishes to acquire NAB Group Securities under a pro-rata issue. Any exemption granted under this section will not affect the application of the remainder of this Policy to the relevant NAB Person or Trade, or the NAB Person's individual responsibility to comply with the law.

Related notification obligations

- 4.4.11 In addition to the compliance certification requirement set out above, Directors and NAB have an obligation at law to notify the market of any Trading in relation to their Notifiable Interests in NAB. To enable NAB, as agent for the Director, to notify the ASX (in accordance with ASX Listing Rule 3.19A) and other relevant exchanges, Directors must notify the Group Company Secretary immediately (and in any event not more than 1 business day after a Trade occurs) of sufficient details of any Trading in relation to their Notifiable Interests in NAB (e.g. upon the Director entering into an agreement to acquire NAB Group Securities).
- 4.4.12 Executive Leadership Team members and directors and executives of certain NAB Group subsidiaries may also have notification requirements in other jurisdictions for Trading involving NAB Group Securities. Details of any such requirements will be communicated to the relevant individuals.
- 4.4.13 In certain circumstances (set out in the Group Disclosure and External Communications Policy) NAB Directors and members of the Executive Leadership Team are required to inform the Group Company Secretary where a financier demands payment under a Margin Loan and there is a risk that the demand will not be able to be satisfied without the disposal of NAB Group Securities. That information will be subject to the internal disclosure decision making process outlined in the Group Disclosure and External Communications Policy.

4.5 Derivatives and Hedging

Prohibition Against Derivatives Over Unvested NAB Group Securities

- 4.5.1 NAB Group share and performance rights are granted to certain NAB People as part of their remuneration. These grants are subject to the satisfaction of various time and/or performance hurdles to ensure alignment of employee rewards with NAB Group objectives and performance.
- 4.5.2 The use of Derivatives over unvested NAB Group Securities could distort the proper functioning of these hurdles and reduce the intended alignment between management and shareholder interests.
- 4.5.3 It is also against the law for members of Key Management Personnel to enter into Hedging Arrangements in relation to unvested elements of their remuneration.
- 4.5.4 Accordingly, all NAB People are prohibited from using Derivatives or otherwise entering into Hedging Arrangements in relation to any unvested NAB Group Securities.
- 4.5.5 In addition, Key Management Personnel and their Closely Related Parties must not use Derivatives or otherwise enter into Hedging Arrangements in relation to elements of their remuneration that are unvested or which have vested but remain subject to forfeiture conditions.

Use of Derivatives Over Vested NAB Group Securities

- 4.5.6 For the purposes of this Policy, NAB Group Securities are considered vested once the NAB-imposed time and performance hurdles have been satisfied, irrespective of whether a NAB Person has opted for a longer period of restriction in addition to the NAB-imposed time and/or performance hurdles.
- 4.5.7 If the NAB-imposed time and performance hurdles applicable to NAB Group Securities have been satisfied in accordance with the terms of the relevant employee plan, then the appropriate use of Derivatives can encourage longer term holding of NAB Group Securities by NAB People. Accordingly, once NAB Group Securities have vested (as described above), Derivatives may be used by NAB People in relation to those vested securities in the following circumstances:
- to protect the value of an asset supporting a loan taken out for the exercise price of options granted by NAB;
 - to protect the value of the NAB Group Security where the employee has paid or is required to pay a tax liability at the tax cessation time; or
 - on a case-by-case basis with approval from either the Chairman in relation to Directors, the Group Company Secretary in relation to the Chairman or the Group Chief Executive or delegate in relation to Executive Leadership Team members and all other NAB People.
- 4.5.8 Further, any use of Derivatives over vested NAB Group Securities by NAB People must meet each of the following criteria:
- the Derivative must have a maturity date that falls within the eight-week period that immediately follows the date on which either NAB's half-year or full-year financial results are released to the ASX; and
 - neither NAB nor any member of the NAB Group can be a counterparty to the Derivative.
- 4.5.9 The use of Derivatives over vested NAB Group Securities by NAB Directors and Designated NAB Employees, like any other Trading in NAB Group Securities, must comply with the law and with the Compliance Certificate process described in section 4.4 above.

Disclosure

- 4.5.10 NAB will publicly disclose all Derivative positions over NAB Group Securities taken out by a NAB Director or by Key Management Personnel of the NAB Group. Disclosure will be made within any relevant prescribed period after the time of the Director or Key Management Personnel entering the transaction, and in NAB's Annual Financial Report following the transaction.
- 4.5.11 These disclosures will be made irrespective of whether or not the particular form of Derivative technically falls within the disclosure requirements of the ASX Listing Rules or the Corporations Act.

5. Policy Exemptions

- 5.1 In Exceptional Circumstances, and subject always to compliance with the law, written exemptions from the operation of this Policy may be granted by:
- Chairman of the Board of Directors of NAB;
 - Group CEO or delegate;
 - Group CFO or delegate;
 - Chief Legal and Commercial Counsel or delegate; or
 - Group Company Secretary or delegate.
- 5.2 An exemption from the operation of this Policy is valid for 5 business days from the date it is given and is subject to both the NAB Person complying with section 4.4 of this Policy (i.e. the obligation to submit a Compliance Certificate) and the NAB Person's individual responsibility to comply with the law. An exemption must be in writing and may be given via email.

6. Policy Breaches

A breach of the law relating to insider trading can have serious consequences, including individual criminal and civil liability. A breach of this Policy will be treated by NAB as serious misconduct, and may lead to disciplinary action, including termination of employment with NAB.

7. Related Documents

Securities Trading Compliance Certificate – Director

Securities Trading Compliance Certificate – Designated NAB Employee

Group Disclosure & External Communications Policy

Conflicts Of Interest Policy - Standard Operating Procedures

Appendix 1 – Defined Terms

Term	Definition
AEDT	Australian Eastern Daylight Time
AEST	Australian Eastern Standard Time
ASX	Australian Securities Exchange
Black-out Period	Has the meaning given in section 4.3
BNZ	Bank of New Zealand
Closely Related Party	Has the meaning given in section 9 of the Corporations Act 2001 (Cth)
Derivatives	Has the meaning given in s761D of the Corporations Act 2001 (Cth) and includes options, forward contracts, futures, warrants, swaps, caps and collars
Designated NAB Employees	<p>The Designated NAB Employees are:</p> <ul style="list-style-type: none"> • Office of the Group Chief Executive Officer; • Executive Leadership Team members and their direct reports; • Directors of BNZ and NULIS; • Members of the executive leadership team of BNZ; • Company Secretaries/General Counsels of BNZ and NULIS; • Chief Audit Officer and direct reports; • Members of the Disclosure Committee; • all NAB People employed or engaged in external reporting within NAB Group & Regional Finance & Enterprise Risk function; • all NAB People employed or engaged in capital, funding or balance sheet management within Group Treasury; • all NAB People employed or engaged in the following business units: <ul style="list-style-type: none"> ○ Group Regulatory Strategy & Affairs ○ Group Operational Risk & Compliance ○ Group Economics ○ Group Investor Relations ○ Corporate Communications (external communications only) ○ Group Development ○ Corporate Advisory Legal ○ Group Governance • any other NAB Person or NAB People designated by the NAB Group Company Secretary from time to time for the purposes of this Policy.
Director	A director of National Australia Bank Limited
Exceptional Circumstances	<p>(a) severe financial hardship such as a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Securities; or</p> <p>(b) a court order, court enforceable undertaking, or other legal or regulatory requirement requiring a sale of Securities.</p>
Executive Leadership Team	The senior executives of NAB who report directly to the NAB Group Chief Executive Officer.
Generally Available	Has the meaning given in section 4.1.4
Hedging Arrangement	An arrangement that would have the effect of limiting exposure to risk and includes, but is not limited to, arrangements referred to in Corporations Regulation 2D.7.01(1). Arrangements referred to in Corporations Regulation 2D.7.01(2) are excluded.

Immediate Family Member	A family member of a NAB Person who may be expected to influence, or be influenced by, the NAB Person in his or her dealings with Securities. Immediate Family Member may include: (a) the NAB Person's partner and children; (b) children of the NAB Person's partner; and (c) dependants of the NAB Person or the NAB Person's partner.
Inside Information	Has the meaning given in section 4.1.3
Key Management Personnel	Has the the meaning given in the applicable Australian Accounting Standards. At the current time, this is interpreted to include Directors and the Executive Leadership Team.
Margin Loan	A loan arrangement whereby NAB Group Securities are mortgaged, provided as security, lent, or charged to a financier.
Material Effect	Has the meaning given in section 4.1.5
NAB	National Australia Bank Limited
NAB Group	NAB and its controlled entities
NAB Person	Each director, officer, employee, secondee and contract-hire of NAB or of a member of NAB Group and NAB People has a corresponding meaning
Notifiable Interest	Has the meaning given in rule 19.12 of the ASX Listing Rules (this definition is equivalent to section 205G(1) of the Corporations Act 2001 (Cth))
NULIS	NULIS Nominees (Australia) Limited
Procure a Trade	Has the meaning given in section 4.1.1(b)
Securities	Include shares, options, rights, debentures, interests in a managed investment scheme, Derivatives and other financial products covered by s1042A of the Corporations Act 2001 (Cth)
Trade	Has the meaning given in section 4.1.1(a)