

FINAL TERMS

20 February 2015

National Australia Bank Limited
(ABN 12 004 044 937)

Issue of NZ\$100,000,000 4.250 per cent. Notes due 25 February 2020
under the U.S.\$100,000,000,000
Global Medium Term Note Programme

PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 15 December 2014 and the supplement to it dated 6 February 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. A summary of the Notes (which comprises the summary in the Offering Circular to reflect the provisions of these Final Terms) is annexed to these Final Terms. Pursuant to Article 14(2) of the Prospectus Directive, the Offering Circular is available, free of charge, at the registered office of the Issuer and on the website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained, free of charge, from the registered office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB.

1. (a) Series Number: 847
(b) Tranche Number: 1
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
2. Specified Currency or Currencies: New Zealand Dollars (NZ\$)
3. Aggregate Nominal Amount:
 - (a) Series: NZ\$100,000,000
 - (b) Tranche: NZ\$100,000,000
4. Issue Price: 100.583 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denominations: NZ\$5,000 and integral multiples of NZ\$1,000 in excess thereof
(b) Calculation Amount: NZ\$1,000
6. (a) Issue Date: 25 February 2015
(b) Interest Commencement Date: Issue Date

- | | | |
|-----|---|--|
| 7. | Maturity Date: | 25 February 2020 |
| 8. | Interest Basis: | 4.250 per cent. per annum Fixed Rate
(further particulars specified below) |
| 9. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 10. | Change of Interest Basis: | Not Applicable |
| 11. | Put/Call Options: | Not Applicable |
| 12. | Date Board approval for issuance of Notes obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|----------------------------------|---|
| 13. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate(s) of Interest: | 4.250 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 25 February in each year, commencing on 25 February 2016, up to (and including) the Maturity Date |
| | (c) Fixed Coupon Amount(s): | NZ\$42.50 per Calculation Amount |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) Business Day Convention: | Following Business Day Convention |
| | • Adjusted: | Not Applicable |
| | • Non-Adjusted: | Applicable |
| | (g) Additional Business Centres: | New York, Sydney, Wellington |
| | (h) Determination Date(s): | 25 February in each year |
| 14. | Floating Rate Note Provisions: | Not Applicable |
| 15. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|-----------------------------------|--|
| 16. | Notice periods for Condition 7.2: | Minimum period: 30 days

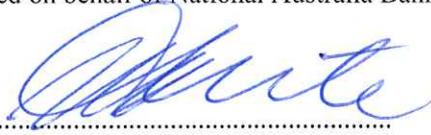
Maximum period: 60 days |
| 17. | Issuer Call: | Not Applicable |

18. Investor Put: Not Applicable
19. Final Redemption Amount: NZ\$1,000 per Calculation Amount
20. Early Redemption Amount payable on redemption for taxation reasons or on event of default: NZ\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. (a) Form of Notes: Bearer Notes:
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event.
- (b) New Global Note: No
22. Additional Financial Centre(s): London, New York and Sydney
23. Talons for future Coupons to be attached to Definitive Bearer Notes: No

Signed on behalf of National Australia Bank Limited:

By: 

Duly authorised

PART B—OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange and listed on the official list of the Luxembourg Stock Exchange with effect from 25 February 2015.

2. RATINGS

Ratings: The Notes to be issued are expected to be rated Aa2 by Moody's Investors Service Pty Limited and AA- by Standard & Poor's (Australia) Pty Ltd.

3. TERMS AND CONDITIONS OF THE OFFER

- (i) Non-exempt Offer: Applicable
- (ii) Non-exempt Offer Jurisdictions: Luxembourg, Austria, Belgium, France, Germany, Ireland, The Netherlands and The United Kingdom

Offer Period: 20 February 2015 until the Issue Date

Financial intermediaries granted specific consent to use the Offering Circular in accordance with the Conditions in it: Not Applicable

General Consent: Applicable

Other Authorised Offeror terms: The Issuer's consent will not be valid (i) in Austria until the day following the banking day in Austria on which the OeKB, as registration office (*Meldestelle*), has been notified of the intended offer of the Notes and (ii) in France until the business day following the filing of these Final Terms with the Autorité des marchés financiers.

(iii) Offer Price: The Offer Price shall, on the Issue Date, be equal to the Issue Price. The offer price of the Notes thereafter will, for subsequent re-offers of the Notes, be determined by the seller and purchaser of such Notes in accordance with market conditions then prevailing, including supply and demand for the Notes and other similar securities (and within a range of 90 per cent. to 110 per cent. of the principal amount of the Notes).

(iv) Conditions to which the offer is subject: Offers of the Notes are conditional on their issue. As between the Authorised Offerors and their customers, offers of the Notes are further subject to conditions as may be agreed between them and/or as specified in the arrangements in place between them.

(v) The time period, including any A prospective Noteholder should contact the applicable

- possible amendments, during which the offer will be open and description of the application process:
- Authorised Offeror in the applicable Public Offer Jurisdiction prior to the end of the Offer Period. A prospective Noteholder will subscribe for the Notes in accordance with the arrangements existing between such Authorised Offeror and its customers relating to the subscription of securities generally. Noteholders will not be required to enter into any contractual arrangements directly with NAB in connection with the subscription of the Notes.
- (vi) Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offerors will adopt allotment criteria in accordance with customary market practices and applicable laws and regulations.
- (vii) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable. The terms of the offers of the Notes do not provide for any reductions of subscriptions
- (viii) Details of the method and time limits for paying up and delivering the Notes: Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof. The Notes will be issued on the Issue Date against payment to NAB of the net subscription moneys.
- (ix) Manner and date in which results of the offer are to be made public: Investors will be notified by the applicable Authorised Offeror of their allocations of Notes and the settlement procedures in respect thereof.
- (x) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable. The terms of the offers of the Notes do not provide for a procedure for the exercise of any right of pre-emption or negotiability of subscription rights.
- (xi) Whether tranche(s) have been reserved for certain countries: Not Applicable
- (xii) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: A prospective Noteholder will receive 100 per cent. of the amount of the Notes allocated to it during the Offer Period. Prospective Noteholders will be notified by the applicable Authorised Offeror in accordance with the arrangements in place between such Authorised Offeror and the prospective Noteholders. No dealings in the Notes on a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC may take place prior to the Issue Date.
- (xiii) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable. The terms of the offers of the Notes do not provide for any expenses and/or taxes to be charged to any subscriber and/or purchaser of the Notes.

- (xiv) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. None

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: As described in the Offering Circular under “Use of Proceeds”
- (ii) Estimated net proceeds: NZ\$98,708,000
- (iii) Estimated total expenses: The estimated total expenses of the offer are broken down as follows:
- (a) Total Commission: NZ\$1,875,000
 - (b) Admissions to Trading: EUR2,675
 - (c) Legal Fees: NZ\$35,000

6. **YIELD**

Indication of yield: 4.119 per cent. per annum

7. **OPERATIONAL INFORMATION**

- (i) ISIN: XS1191027827
- (ii) Common Code: 119102782
- (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and DTC and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Name(s) and address(es) of additional Paying Agent(s) (if any): Not Applicable
- (vi) Deemed delivery of clearing system notices for the purposes: Any notice delivered to Noteholders through Euroclear and/or Clearstream, Luxembourg and/or DTC will be

of Condition 14:

deemed to have been given on the day after the day on which it was given to Euroclear and Clearstream, Luxembourg or DTC, as applicable.

(vii) Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

8. DISTRIBUTION

(i) Name(s) and address(es) of Manager(s) / relevant Dealer and underwriting commitment(s):

National Australia Bank Limited NZ\$50,000,000
(ABN 12 004 044 937)
88 Wood Street
London EC2V 7QQ
United Kingdom

RBC Europe Limited NZ\$50,000,000
Riverbank House
2 Swan Lane
London EC4R 3BF
United Kingdom

(ii) Date of Subscription Agreement: 20 February 2015

(iii) Total commission and concession: 1.875 per cent. of the Aggregate Nominal Amount

(iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

ANNEX 1

SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary with the mention of “not applicable”.

Section A – Introduction and warnings

Element		
A.1	<ul style="list-style-type: none"> • This summary should be read as an introduction to the prospectus. • Any decision to invest in the securities should be based on a consideration of the prospectus as a whole by the investor. • Where a claim relating to information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated. • Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities. 	
A.2	<p>Consent by the Issuer to the use of the Offering Circular for subsequent resale or final placement by financial intermediaries, during the offer period indicated and the conditions attached to such consent.</p>	<p><i>Consent:</i> Subject to the conditions set out below, the Issuer consents, within any Offer Period (as defined below) occurring within 12 months from the date of the Offering Circular, to the use of this Offering Circular in connection with an offer of Notes where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a Non-exempt Offer) by the Managers and any financial intermediary which is authorised to make such offers under applicable legislation implementing Directive 2004/39/EC (the Markets in Financial Instruments Directive) and publishes on its website the following statement (with the information in square brackets being completed with the relevant information):</p> <p><i>"We, [insert legal name of financial intermediary], refer to the offer of NZ\$100,000,000 4.250 per cent. Notes due 25 February 2020 (the Notes) described in the Final Terms dated 20 February 2015 (the Final Terms) published by</i></p>

Element		
	<p>Notice to investors that information on the terms and conditions of the offer by any financial intermediary is to be provided at the time of the offer by the financial intermediary.</p>	<p><i>National Australia Bank Limited (the Issuer). In consideration of the Issuer offering to grant its consent to our use of the Offering Circular (as defined in the Final Terms) in connection with the offer of the Notes in Luxembourg, Austria, Belgium, France, Germany, Ireland, The Netherlands and The United Kingdom during the Offer Period and subject to the other conditions to such consent, each as specified in the Offering Circular, we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Offering Circular) and confirm that we are using the Offering Circular accordingly."</i></p> <p><i>Offer period:</i> The Issuer's consent referred to above is given for Non-exempt Offers of Notes during the period from 20 February 2015 until the Issue Date (the Offer Period).</p> <p><i>Conditions to consent:</i> The conditions to the Issuer's consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of this Offering Circular to make Non-exempt Offers of the relevant Tranche of Notes in Luxembourg, Austria, Belgium, France, Germany, Ireland, The Netherlands and The United Kingdom (the Public Offer Jurisdictions), (c) will not be valid in Austria until the day following the banking day in Austria on which the OeKB, as registration office (<i>Meldestelle</i>), has been notified of the intended Non-exempt Offer and (d) will not be valid in France until the business day following the filing of the Final Terms with the Autorité des marchés financiers.</p> <p>INFORMATION ON THE TERMS AND CONDITIONS OF THE OFFER BY ANY FINANCIAL INTERMEDIARY IS TO BE PROVIDED AT THE TIME OF THE OFFER BY THE FINANCIAL INTERMEDIARY</p>

Section B – The Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	The legal name of the Issuer is National Australia Bank Limited and the Issuer trades commercially as "National Australia Bank" and, particularly within Australia, as "NAB".
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer is incorporated in Australia as a public limited company and registered in the State of Victoria and has its registered office at Level 1, 800 Bourke Street, Docklands, Victoria 3008, Australia. The Issuer operates under

Element	Title																						
		Australian legislation including the Corporations Act 2001 and the Banking Act 1959 of Australia (the Banking Act).																					
B.4b	Trends affecting the Issuer and the industries in which it operates	There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year, other than contingent liabilities relating to certain litigation, conduct and regulatory matters within the Issuer and its controlled entities (the NAB Group), for which provisions have been made where appropriate.																					
B.5	Description of the group and the Issuer's position within the group	<p>The NAB Group is an international financial services group providing a comprehensive and integrated range of financial products and services. The NAB Group's major financial services franchises are in Australia but it also operates businesses in New Zealand, Asia, the United Kingdom and the United States.</p> <p>The Issuer is the holding company and main operating company for the NAB Group.</p>																					
B.9	Profit forecast or estimate	<p>Not Applicable.</p> <p>No profit forecast or estimate has been made in the Offering Circular.</p>																					
B.10	Audit report qualifications	<p>Not Applicable.</p> <p>There are no qualifications in the audit report on historical financial information.</p>																					
B.12	Selected historical key financial information regarding the Issuer	<p><i>Income Statement</i></p> <p>The table below sets out summary information extracted from the Issuer's audited consolidated income statement for each of the two years ended 30 September 2014 and 30 September 2013:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">30 September</th> </tr> <tr> <th></th> <th style="text-align: center;">2013*</th> <th style="text-align: center;">2014</th> </tr> <tr> <th></th> <th style="text-align: center;">A\$(m)</th> <th style="text-align: center;">A\$(m)</th> </tr> </thead> <tbody> <tr> <td>Profit before income tax expense</td> <td style="text-align: center;">8,088</td> <td style="text-align: center;">7,955</td> </tr> <tr> <td>Net profit for the year/period</td> <td style="text-align: center;">5,363</td> <td style="text-align: center;">5,298</td> </tr> <tr> <td>Basic earnings per share (cents)</td> <td style="text-align: center;">225.9</td> <td style="text-align: center;">222.1</td> </tr> <tr> <td>Diluted earnings per share (cents)</td> <td style="text-align: center;">224.0</td> <td style="text-align: center;">218.3</td> </tr> </tbody> </table>		30 September			2013*	2014		A\$(m)	A\$(m)	Profit before income tax expense	8,088	7,955	Net profit for the year/period	5,363	5,298	Basic earnings per share (cents)	225.9	222.1	Diluted earnings per share (cents)	224.0	218.3
	30 September																						
	2013*	2014																					
	A\$(m)	A\$(m)																					
Profit before income tax expense	8,088	7,955																					
Net profit for the year/period	5,363	5,298																					
Basic earnings per share (cents)	225.9	222.1																					
Diluted earnings per share (cents)	224.0	218.3																					

Element	Title																									
		<p>*restated</p> <p>Balance Sheet</p> <p>The table below sets out summary information extracted from the Issuer's audited consolidated balance sheet as at 30 September 2013 and 30 September 2014:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">30 September</th> </tr> <tr> <th></th> <th>2013*</th> <th>2014</th> </tr> <tr> <th></th> <th>A\$(m)</th> <th>A\$(m)</th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td>809,870</td> <td>883,301</td> </tr> <tr> <td>Total liabilities</td> <td>763,494</td> <td>835,393</td> </tr> <tr> <td>Net assets</td> <td>46,376</td> <td>47,908</td> </tr> <tr> <td>Total equity (parent entity interest)</td> <td>46,317</td> <td>47,891</td> </tr> <tr> <td>Total equity</td> <td>46,376</td> <td>47,908</td> </tr> </tbody> </table> <p>*restated</p> <p>Significant changes in the financial or trading position of the Issuer / Material adverse change in the prospects of the Issuer</p> <p>There has been no significant change in the financial or trading position of the NAB Group since 30 September 2014 and there has been no material adverse change in the prospects of the NAB Group since 30 September 2014.</p>		30 September			2013*	2014		A\$(m)	A\$(m)	Total assets	809,870	883,301	Total liabilities	763,494	835,393	Net assets	46,376	47,908	Total equity (parent entity interest)	46,317	47,891	Total equity	46,376	47,908
	30 September																									
	2013*	2014																								
	A\$(m)	A\$(m)																								
Total assets	809,870	883,301																								
Total liabilities	763,494	835,393																								
Net assets	46,376	47,908																								
Total equity (parent entity interest)	46,317	47,891																								
Total equity	46,376	47,908																								
B.13	Events impacting the Issuer's solvency	<p>Not Applicable.</p> <p>There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.</p>																								
B.14	Dependence upon other group entities	<p>Not Applicable.</p> <p>The Issuer is not dependent on other NAB Group entities.</p> <p>See Element B.5 for information on the Issuer's position in the NAB Group.</p>																								
B.15	A description of the Issuer's principal activities	<p>The principal activities of the NAB Group are banking services, credit and access card facilities, leasing, housing and general finance, international banking, investment banking, wealth management, funds management, life insurance, and custodian, trustee and nominee services.</p>																								
B.16	Controlling shareholders	<p>Not Applicable.</p>																								

Element	Title	
		The Issuer is not directly or indirectly owned or controlled.
B.17	Solicited credit ratings	The Notes are expected to be rated Aa2 by Moody's Investors Service Pty. Limited and AA- by Standard & Poor's (Australia) Pty Ltd.

Section C – Securities

Element	Title	
C.1	Description of Notes/ISIN	<p>The Notes are NZ\$100,000,000 4.250 per cent. Notes due 25 February 2020.</p> <p>International Securities Identification Number (ISIN): XS1191027827</p>
C.2	Currency of the securities issue	The currency of this Series of Notes is New Zealand Dollars (NZ\$).
C.5	A description of any restrictions on the free transferability of the securities	Not Applicable – There are no restrictions on the free transferability of the Notes.
C.8	Rights attaching to the notes, ranking and limitations to those rights	<p><i>Status</i></p> <p>The Notes and any Coupons are unsubordinated, direct and unsecured obligations of the Issuer and rank <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer (other than any obligation preferred by mandatory provisions of applicable law including but not limited to those referred to in Division 2 of Part II of the Banking Act and section 86 of the Reserve Bank Act 1959 of Australia). The Notes do not constitute deposit liabilities of the Issuer, are not protected accounts for the purposes of the Banking Act and are not guaranteed or insured by any government, government agency or compensation scheme of Australia or of any other jurisdiction or by any other party.</p> <p><i>Taxation</i></p> <p>All payments of principal and interest in respect of the Notes and any Coupons by the Issuer will be made without withholding or deduction for or on account of any present or future taxes, assessments, other governmental charges or duties of whatever nature imposed or levied by or on behalf of Australia (and, in the case of Notes issued by a borrowing office of the Issuer located outside Australia, the</p>

Element	Title	
		<p>jurisdiction in which such borrowing office is located), unless such withholding or deduction is required by law. In such event, the Issuer will, subject to certain exceptions described herein, pay such additional amounts as shall be necessary in order that the amounts received by the holders of the Notes or Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes or Coupons, as the case may be, in the absence of such withholding or deduction. Any amounts to be paid on the Notes will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the Internal Revenue Code (the Code), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code, and no additional amounts will be required to be paid on account of any such deduction or withholding.</p> <p><i>Negative pledge</i></p> <p>The terms of the Notes do not contain a negative pledge provision.</p> <p><i>Events of default</i></p> <p>The terms of the Notes contain, amongst others, the following events of default (the Events of Default) (the events described in paragraphs (c), (d), (e), (f), (h) or (i) inclusive below, are subject to the Trustee having certified in writing to the Issuer that such event is, in its opinion materially prejudicial to the interests of the Noteholders):</p> <ul style="list-style-type: none"> (a) default by the Issuer in any payment when due of principal on the Notes or any of them and the default continues for a period of seven days; (b) default by the Issuer in payment when due of any instalment of interest on the Notes or any of them and the default continues for a period of 30 days; (c) a failure by the Issuer to perform or observe any of its other obligations under the Conditions or the Trust Deed and the failure continues for the period of 30 days; (d) a distress or execution or other legal process is levied or enforced upon or sued out or put in force against any part of the property, assets or revenues

Element	Title	
		<p>of the Issuer and such distress or execution or other legal process, as the case may be, is not discharged or stayed within 14 days of having been so levied, enforced or sued out;</p> <p>(e) an encumbrancer takes possession or a receiver or administrator is appointed of the whole or any part of the undertaking, property, assets or revenues of the Issuer (other than in respect of monies borrowed or raised on a non-recourse basis);</p> <p>(f) the Issuer (i) becomes insolvent or is unable to pay its debts as they mature; or (ii) applies for or consents to or suffers the appointment of a liquidator or receiver or administrator of the Issuer or of the whole or any part of the undertaking, property, assets or revenues of the Issuer (other than in respect of monies borrowed or raised on a non-recourse basis); or (iii) takes any proceeding under any law for a readjustment or deferment of its obligations or any part thereof or makes or enters into a general assignment or any arrangement or composition with or for the benefit of creditors;</p> <p>(g) an order is made or an effective resolution passed for a Winding Up (as defined in Condition 3.2) of the Issuer other than under or in connection with a scheme of amalgamation or reconstruction not involving a bankruptcy or insolvency;</p> <p>(h) a moratorium shall be agreed or declared in respect of any indebtedness of the Issuer or any governmental authority or agency shall have condemned, seized or compulsorily purchased or expropriated all or a substantial part of the assets of or capital of the Issuer; or</p> <p>(i) the Issuer (i) ceases to carry on a banking business in Australia, or the Issuer's authority under the Banking Act or any amendment or re-enactment thereof to carry on banking business in Australia is revoked; or (ii) enters into an arrangement or agreement for any sale or disposal of the whole of its business by amalgamation or otherwise other than, in the case of (ii) only, (a) under or in connection with a scheme of amalgamation or reconstruction not involving a bankruptcy or insolvency which results in a substitution of the principal debtor under the Notes and Coupons; or (b) with the consent of the Noteholders by Extraordinary Resolution.</p>

Element	Title	
		<p>No Event of Default (other than (g) above) in respect of the Notes shall occur solely on account of any failure by the Issuer to perform or observe any of its obligations in relation to, or the agreement or declaration of any moratorium with respect to, or the taking of any proceeding in respect of, any share, note or other security or instrument constituting Tier 1 Capital or Tier 2 Capital (as defined by the Australian Prudential Regulation Authority from time to time).</p> <p><i>Meetings</i></p> <p>The conditions of the Notes contain provisions for calling meetings of holders of the Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p><i>Governing law</i></p> <p>English law.</p>
C.9	<p>Interest: The interest rate and the due dates for interest</p> <p>Redemption: The maturity date, amortisation and repayment procedures</p> <p>Representative of the debt security holders</p>	<p><i>Interest</i></p> <p>The Notes bear interest from their date of issue at the fixed rate of 4.250 per cent. per annum. The yield of the Notes is 4.119 per cent. Interest will be paid annually in arrear on 25 February in each year.</p> <p><i>Redemption</i></p> <p>Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on 25 February 2020 at 100 per cent. of their nominal amount. The Notes may be redeemed early for tax reasons or on an event of default at 100 per cent. of their nominal amount .</p> <p><i>Representative of holders</i></p> <p>Deutsche Trustee Company Limited will act as trustee for the holders of the Notes (the Trustee). The Trustee may agree, without the consent of the Noteholders or Couponholders, to any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes or the Trust Deed, or determine, without any such consent as aforesaid, that any Event of Default or potential Event of Default shall not be treated as such, where, in any such case, it is not, in the opinion of the</p>

Element	Title	
		Trustee, materially prejudicial to the interests of the Noteholders so to do or may agree, without any such consent as aforesaid, to any modification which is of a formal, minor or technical nature or to correct a manifest error or an error which in the opinion of the Trustee is proven. Any such modification, waiver, authorisation or determination shall be binding on the Noteholders and the Couponholders.
C.10	If the security has a derivative component, an explanation of how the value of the investment is affected by the value of the underlying instrument	<p>Not Applicable.</p> <p>The Notes do not have a derivative component in the interest payment.</p> <p>See Element C.9 for information on the interest payable in respect of the Notes.</p>
C.11	Application for admission to trading with a view to their distribution in a regulated market	<p><i>Admission to Trading</i></p> <p>The Notes have been admitted to trading on the Luxembourg Stock Exchange.</p> <p><i>Distribution</i></p> <p>The Notes may be offered to the public in the Public Offer Jurisdictions during the Offer Period and, outside of the Offer Period, pursuant to an exemption from the requirement to publish a prospectus pursuant to the Prospectus Directive. See Element A.2 for further information relating to the distribution of the Notes.</p>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer	<p>In purchasing the Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together may result in the Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control.</p> <p>Set out below is a summary of the principal risks and uncertainties associated with the Issuer's business and its ability to make payments due under the Notes (not listed in order of significance). These risks may adversely impact the Issuer's financial performance, financial position,</p>

Element	Title	
		<p>operations, and / or its reputation.</p> <p>The following risks are specific to the banking and financial services industry:</p> <ul style="list-style-type: none"> • The Issuer may be impacted by macroeconomic risks and changes to the financial market conditions in which it operates, which may adversely impact its financial performance and position • The Issuer is subject to extensive regulation. Regulatory changes may have an adverse impact on its operations, structure, compliance costs and/or capital requirements • The Issuer faces intense competition across the markets in which it operates, from established financial services providers and new market entrants, which may adversely impact its financial performance and position <p>The following risks are specific to the Issuer as a direct result of its operations as a major participant in the banking and financial services industry and its organisational structure:</p> <ul style="list-style-type: none"> • The Issuer is exposed to credit risk, in particular from the lending activities of the NAB Group, which may adversely impact its financial performance and position • The Issuer is exposed to operational risks resulting from inadequate internal processes and controls, people and systems or from external events, which may adversely impact its financial performance and position • The Issuer may be exposed to risk arising from non-compliance with laws or standards, licence conditions, codes and internal policies, which may adversely impact its reputation, financial performance and position • The Issuer may be subject to disruption of its technology systems or breaches of data security, which may adversely impact its operations, reputation and financial position • Transformation and change programs across the NAB Group may not be completed within expected timeframes or budgets and may not deliver some or all of their anticipated benefits, which may

Element	Title	
		<p>adversely impact the Issuer's operations, reputation and financial position</p> <ul style="list-style-type: none"> • The Issuer may be exposed to losses if critical accounting judgements and estimates are subsequently found to be incorrect, which may adversely impact the Issuer's reputation, results of operations, financial condition or prospects • The Issuer may be subject to litigation and contingent liabilities arising from its business conduct, which may adversely impact its reputation, financial performance and position • The Issuer may have insufficient capital and reserves to meet prudential standard requirements, achieve strategic plans and objectives, cover exposure to risks to which it is exposed, and protect against unexpected losses, which may adversely impact the Issuer's operations, financial performance and position • The Issuer's funding and liquidity position may be adversely impacted by dislocation in global capital markets • The Issuer may be subject to a significant downgrade in its credit ratings, which may adversely impact its borrowing costs, market access and competitive position • The Issuer may be subject to changes in interest rates, which may impact its financial performance and position • The Issuer is exposed to defined benefit pension fund risk, which may adversely impact its financial performance and position • Certain strategic decisions, including acquisitions or divestments, may adversely impact the Issuer's financial performance and position. <p>The operations of the NAB Group are also exposed to a variety of other risks which include, but are not limited to, the failure, in whole or in part, of the NAB Group's risk management framework, reputation risk, foreign exchange and translation risk, risk related to reductions in the fair value of equity investments, risk arising from the Issuer's exposure to traded market activities, risk related to unforeseen increases in liabilities of the NAB Group's life insurance business, and underwriting risk. If any of these</p>

Element	Title	
		risks are realised, they may have an adverse impact on the financial performance and position of the NAB Group.
D.3	Key risks regarding the Notes	<p>There are also risks associated with the Notes, including a range of market risks, as follows:</p> <ul style="list-style-type: none"> • there may be no, or only a limited, secondary market in the Notes and this would adversely affect the value at which an investor could sell their Notes; • any credit rating assigned to the Notes may not adequately reflect all the risks associated with an investment in the Notes; • the conditions of the Notes may be modified without the consent of the holder in certain circumstances; • the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law; • investors are exposed to the risk of changes in law or regulation affecting the value of the Notes; and • an investor's investment may be adversely affected by exchange rate movements. <p>In addition, there are also a range of risks which may apply, depending on the particular structure of the Notes to be issued, including that a holder of Fixed Rate Notes is exposed to the risk that the price of such Notes falls as a result of changes in the market interest rate.</p>

Section E – Offer

Element	Title	
E.2b	Reasons for the offer and the use of proceeds when different from making profit and/or hedging risk	The net proceeds from the issue of the Notes will be used for the general purposes of the Issuer (which include making a profit) and its subsidiaries.

Element	Title	
E.3	Terms and conditions of the offer	<p>An Investor intending to acquire or acquiring any Notes from an Authorised Offeror other than the Issuer will do so, and offers and sales of Notes to an Investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocations and settlement arrangements.</p> <p>Offer Period: The period from 20 February 2015 until the Issue Date.</p> <p>Offer Price: The Offer Price shall, on the Issue Date, be equal to the Issue Price. The offer price of the Notes thereafter will, for subsequent re-offers of the Notes, be determined by the seller and purchaser of such Notes in accordance with market conditions then prevailing, including supply and demand for the Notes and other similar securities (and within a range of 90 per cent. to 110 per cent. of the principal amount of the Notes).</p> <p>Conditions to which the offer is subject: Offers of the Notes are conditional on their issue. As between the Authorised Offerors and their customers, offers of the Notes are further subject to conditions as may be agreed between them and/or as specified in the arrangements in place between them.</p> <p>The time period, including any possible amendments, during which the offer will be open and description of the application process: A prospective Noteholder should contact the applicable Authorised Offeror in the applicable Public Offer Jurisdiction prior to the end of the Offer Period. A prospective Noteholder will subscribe for the Notes in accordance with the arrangements existing between such Authorised Offeror and its customers relating to the subscription of securities generally. Noteholders will not be required to enter into any contractual arrangements directly with the Issuer in connection with the subscription of the Notes.</p> <p>Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Authorised Offerors will adopt allotment criteria in accordance with customary market practices and applicable laws and regulations.</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable. The terms of the offers of the Notes do not provide for any reductions of subscriptions.</p>

Element	Title	
		<p><i>Details of the method and time limits for paying up and delivering the Notes:</i> Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof. The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.</p> <p><i>Manner in and date on which results of the offer are to be made public:</i> Investors will be notified by the applicable Authorised Offeror of their allocations of Notes and the settlement procedures in respect thereof.</p> <p><i>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</i> Not Applicable. The terms of the offers of the Notes do not provide for a procedure for the exercise of any right of pre-emption or negotiability of subscription rights.</p> <p><i>Categories of potential Investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:</i> Offers may be made by the Authorised Offerors in each of the Public Offer Jurisdictions to any person during the Offer Period. In other EEA countries and in all jurisdictions (including the Public Offer Jurisdictions) outside of the Offer Period, offers will only be made by the Managers pursuant to an exemption under the Prospectus Directive, as implemented in such countries. All offers of the Notes by the Authorised Offerors will be made in compliance with all applicable laws and regulations.</p> <p><i>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</i> A prospective Noteholder will receive 100 per cent. of the amount of the Notes allocated to it during the Offer Period. Prospective Noteholders will be notified by the applicable Authorised Offeror in accordance with the arrangements in place between such Authorised Offeror and the prospective Noteholders. No dealings in the Notes on a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC may take place prior to the Issue Date.</p> <p><i>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</i> Not Applicable. The terms of the offers of the Notes do not provide for any expenses and/or taxes to be charged to any subscriber and/or purchaser of the Notes.</p> <p><i>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the</i></p>

Element	Title	
		<i>offer takes place:</i> None
E.4	Interest of natural and legal persons involved in the issue/offer	The Managers will be paid aggregate commissions equal to 1.875 per cent. of the nominal amount of the Notes. Any Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.
E.7	Expenses charged to the Investor by the Issuer	Not Applicable – No expenses will be charged to Investors by the Issuer.