

National Australia Bank Limited (“NAB Ltd”)

Public Section of 2025 §165(d) Resolution Plan

Public Section of 2025 §165(d) Resolution Plan

1.1 Introduction

To promote financial stability, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and the related rule (the “Rule”) require each nonbank financial company supervised by the Board of Governors of the Federal Reserve System (the “FRB”) and each bank holding company with total consolidated assets of \$50 billion or more (each a “Covered Company”) to periodically submit to the FRB a plan for such company’s rapid and orderly resolution in the event of material financial distress or failure. Included in Covered Companies are foreign-based covered companies, which are defined in the Rule as “any covered company that is not incorporated or organized under the laws of the United States.” National Australia Bank Ltd (“NAB Ltd”) is considered a “Covered Company” under the Rule and must file this Resolution Plan with the FRB.

Under the requirements of the Rule, Covered Companies are required to assess their U.S. banking operations for the presence of Material Entities, Critical Operations, and Core Business Lines. NAB Ltd assessed its U.S. operations and determined there are no Material Entities, Critical Operations, or Core Business Lines as defined in the Rule. Therefore, the focus of this Resolution Plan is the orderly resolution of NAB Ltd’s New York Branch, which conducts the vast majority of the Covered Company’s U.S. operations.

1.2 Background

NAB Ltd, an Australian company that is incorporated under the Corporations Act (Australia), is a global financial services organization with approximately \$747 billion (USD equivalent) in assets as of September 30, 2024. While the vast majority of its operations are in Australia, NAB Ltd and its subsidiaries (collectively, “NAB Group”) also operate in New Zealand, Asia, the United Kingdom and the United States. NAB Ltd is an international financial services organization with more than 38,000 colleagues, over 547,000 shareholders and serving more than eight and a half million customers. NAB Ltd is a foreign-based Covered Company under the Rule and is required to submit a resolution plan under the Dodd-Frank Act and the Rule. NAB has developed a Resolution Plan (“Plan”) that sets forth a detailed analysis of how NAB’s U.S. operations could be resolved in a rapid and orderly manner without creating adverse effects on the financial stability of the United States. In the United States, NAB Ltd operates primarily through its federally licensed New York Branch.

NAB’s brands share a commitment to provide customers with quality products and services. NAB’s relationships are based on the principles of help, guidance and advice to achieve better financial outcomes for its customers. In the September 2024 full year, the NAB Group operated the following divisions:

- **Business and Private Banking** focuses on NAB's priority small and medium enterprise (SME) customer segments. This includes diversified businesses, as well as specialised Agriculture, Health, Professional Services, Franchisees, Government, Education and Community service segments along with Private Banking and JBWere.
- **Personal Banking** provides banking products and services to customers including securing a home loan and managing personal finances through deposits, credit card or personal loan facilities. Customers are supported through a network of branches and ATMs, call centres, digital capabilities as well as through proprietary lenders and mortgage brokers.

- **Corporate and Institutional Banking** partners with customers globally to meet their most complex financial needs, through a range of products and services including client coverage, corporate finance, markets, transactional banking, enterprise payments and asset servicing (which is being wound down over approximately three years from November 2022). Corporate and Institutional Banking serves its customers across Australia, US, Europe and Asia with specialised industry relationships and product teams. Corporate and Institutional Banking included the Bank of New Zealand's Markets Trading operations up to 30 September 2023. From 1 October 2023, these operations are reported within New Zealand Banking.
- **New Zealand Banking** serves customers across New Zealand with personal and business banking services, through a nationwide network of customer centres, digital and assisted channels. From 1 October 2023, the Bank of New Zealand's Markets Trading operations and enabling units are reported within New Zealand Banking. Previously the Bank of New Zealand's Markets Trading operations were reported in Corporate and Institutional Banking and the enabling units within Corporate Functions and Other.
- **Corporate Functions and Other** includes ubank and enabling units that support all businesses including Treasury, Technology and Enterprise Operations, Data, Digital and Analytics, Support Units and eliminations. Corporate Functions and Other included the enabling units of the Bank of New Zealand up to 30 September 2023. From 1 October 2023, these enabling units are reported within New Zealand Banking.

1.3 Material Entities

As it was determined that NAB Ltd does not have any Core Business Lines or Critical Operations as defined by the Rule, there are no Material Entities. NAB Ltd has however, as an extension of the Covered Company and the entity through which the majorities of U.S. operations are carried out, analyzed the NY Branch and provided a strategy for winding down its affairs in an orderly fashion.

1.4 Core Business Lines

All of NAB Ltd's U.S. business lines are viewed by management as providing ongoing strategic value to the bank. Management performed qualitative and quantitative assessments and determined that the cessation of any one of its U.S. business lines would not result in a material loss of revenue, profit, or franchise value relative to NAB Ltd's global operations. Thus, as defined by the Rule, NAB Ltd does not have any Core Business Lines.

1.5 Consolidated Financial Information

The following is NAB Group and NAB Ltd's balance sheet¹ as of the end of its 2024 fiscal year.

As at 30 September	Note	Group		Company	
		2024 \$m	2023 \$m	2024 \$m	2023 \$m
Assets					
Cash and liquid assets ⁽¹⁾	8	2,499	24,699	2,318	23,959
Due from other banks	8	110,438	117,306	105,061	106,955
Collateral placed		9,633	11,286	8,929	10,214
Trading assets	9	133,606	101,168	120,517	90,417
Derivative assets	18	28,766	34,269	28,458	33,784
Debt instruments	10	41,999	46,357	41,983	46,336
Other financial assets	11	769	1,430	769	1,708
Loans and advances	12	732,692	702,702	634,346	607,684
Current tax assets		25	20	25	19
Due from controlled entities		-	-	51,039	43,577
Deferred tax assets	6	3,181	3,499	2,802	3,059
Property, plant and equipment		2,865	3,016	2,220	1,935
Investments in controlled entities		-	-	11,076	10,025
Goodwill and other intangible assets	22	5,224	4,952	2,661	2,392
Other assets	23	8,551	8,379	6,884	7,717
Total assets		1,080,248	1,059,083	1,019,088	989,781
Liabilities					
Due to other banks ⁽¹⁾	8	12,328	39,516	7,909	33,965
Collateral received		5,151	10,672	4,180	9,281
Other financial liabilities	16	70,272	66,352	62,836	51,745
Deposits and other borrowings	13	712,566	682,120	636,565	608,641
Derivative liabilities	18	32,576	35,633	33,013	36,110
Current tax liabilities		1,042	1,012	864	978
Provisions	24	1,804	1,852	1,466	1,651
Due to controlled entities		-	-	51,830	44,059
Bonds, notes and subordinated debt	14	156,294	135,645	140,556	124,329
Debt issues	15	9,560	8,561	9,560	8,561
Other liabilities	25	16,442	16,217	12,984	13,938
Total liabilities		1,018,035	997,580	961,763	933,258
Net assets		62,213	61,503	57,325	56,523
Equity					
Contributed equity	27	36,581	38,546	35,795	37,760
Reserves	29	(362)	(1,192)	(434)	(1,565)
Retained profits		25,236	23,800	21,964	20,328
Total equity (attributable to owners of the Company)		61,455	61,154	57,325	56,523
Non-controlling interests	28	758	349	-	-
Total equity		62,213	61,503	57,325	56,523

(1) During the 2023 financial year, the Group and the Company established new portfolios of reverse repurchase and repurchase agreements which are held for trading. New transactions under these agreements are measured at fair value through profit or loss and are included in Note 9 Trading assets and Note 16 Other financial liabilities.

¹ All figures are in Australian dollars unless otherwise noted.

1.6 Derivative and Hedging Activities

Hedging strategy

The Group's hedging strategy is to manage its exposure to interest rate risk on a net variable basis in Australian dollars. For Australian denominated exposures this requires the Group to enter into interest rate swaps where the exposure is to a fixed interest rate. In some instances, cash flow hedges of interest rate risk are also used to arrive at a net variable rate position. Foreign currency exposures are swapped to Australian dollars using cross-currency interest rate swaps. These may be float-to-float or fixed-to-float cross currency swaps depending on whether the underlying interest rate exposure is floating or fixed, respectively.

Not all exposures are automatically managed under the above strategy. Where a risk is within acceptable limits the Group may decide not to apply hedge accounting to that risk. Instead, the Group will manage its exposure under broader risk management processes.

Hedging instruments

The table below² sets out hedging derivative assets and liabilities by the hedged risk and type of hedge relationship in which they are designated. The Group may designate separate derivatives to hedge different risk components of one hedged item. In such scenario the notional amount of hedging derivatives will, in sum, exceed the notional amount of the hedged item. In the case of cross-currency swaps the Group will often designate a single instrument to hedge both interest rate risk in a fair value hedge and currency risk in a cash flow hedge.

Hedging instrument	Risk	Group				Company			
		2024		2023		2024		2023	
		Carrying amount \$m	Notional \$m	Carrying amount \$m	Notional \$m	Carrying amount \$m	Notional \$m	Carrying amount \$m	Notional \$m
Derivative assets									
Cash flow hedges	Interest rate swaps	-	264,288	-	177,400	-	252,314	-	159,050
Cash flow hedges	Cross-currency swaps	1,894	55,741	3,370	90,389	1,223	32,809	2,576	70,629
Cash flow hedges	Foreign exchange contracts	1	226	98	7,908	1	226	98	7,908
Fair value hedges	Interest rate swaps	102	87,680	28	67,540	63	72,387	28	65,635
Fair value and cash flow hedges	Cross-currency swaps	10	598	1	21	10	598	1	21
Cash flow hedges	Futures ⁽¹⁾	-	66	2	1,866	-	66	2	1,866
Total derivative assets		2,007	408,599	3,499	345,124	1,297	358,400	2,705	305,109
Derivative liabilities									
Cash flow hedges	Interest rate swaps	3	218,005	3	165,627	3	199,437	3	152,929
Cash flow hedges	Cross-currency swaps	4,598	132,755	2,580	94,734	3,036	90,308	1,844	56,839
Cash flow hedges	Foreign exchange contracts	146	3,930	151	15,864	146	3,930	151	15,864
Fair value hedges	Interest rate swaps	106	79,733	425	108,249	78	63,348	290	81,548
Fair value and cash flow hedges	Cross-currency swaps	697	5,378	1,352	6,773	72	931	235	1,934
Cash flow hedges	Futures ⁽¹⁾	-	1,153	-	465	-	1,153	-	465
Total derivative liabilities		5,550	440,954	4,511	391,712	3,335	359,107	2,523	309,579

(1) Futures notional amounts are netted for presentation purposes.

² All figures are in Australian dollars unless otherwise noted.

1.7 Payment, Clearing, and Settlement Systems

The following is a table outlining the payment, clearing, and settlement systems used in conjunction with NAB Ltd's U.S. operations.

System Name	System Type
Bank of NY/Inform	Settlement
Bank of NY/BDC	Settlement
DTC/FICC/GSD	Settlement
Citibank	Clearing
CITI Securities CDS	Settlement
Fedwire Funds	Payment
Fedwire Securities	Settlement
GMM	Payment
SWIFT	Payment

1.8 Description of Foreign Operations

The Group has operations in Australia (the Company's country of domicile), Europe, New Zealand, the United States and Asia. The allocation of income and non-current assets³ is based on the geographical location in which transactions are booked.

	Group			
	Income		Non-current assets ⁽¹⁾	
	2024	2023	2024	2023
	\$m	\$m	\$m	\$m
Australia	16,255	16,674	6,891	7,115
New Zealand	3,339	3,218	1,612	1,275
Other International	1,374	1,051	152	118
Total before inter-geographic eliminations	20,968	20,943	8,655	8,508
Elimination of inter-geographic items	(322)	(295)	-	-
Total	20,646	20,648	8,655	8,508

(1) Non-current assets include goodwill and other intangible assets, property, plant and equipment and investments in joint ventures and associates.

³ All figures are in Australian dollars unless otherwise noted.

1.9 Material Supervisory Authorities

In Australia, the lead authority responsible for safety and soundness of authorized deposit-taking institutions like NAB Ltd is the Australian Prudential Regulatory Authority (“APRA”). In the United States, the New York Branch is primarily regulated by its licensing authority, the Office of the Comptroller of the Currency (“OCC”), and the Federal Reserve Bank of New York.

1.10 Identities of Principal Officers

The following people are the members of National Australia Bank’s Executive Leadership Team as of June 2025.

Name	Role/Title
Andrew Irvine	Group Chief Executive Officer
Ana Marinkovic	Group Executive, Personal Banking
Michael Saadie	Acting Group Executive, Business and Private Banking
Cathryn Carver	Group Executive, Corporate and Institutional Banking
Dan Huggins	Managing Director & CEO - Bank of New Zealand
Les Matheson	Group Executive, Digital, Data and Chief Operating Office
Shaun Dooley	Acting Chief Financial Officer
Patrick Wright	Group Executive, Technology and Enterprise Operations
Sarah White	Group Executive, People & Culture
Peter Whitelaw	Acting Chief Risk Officer
Sharon Cook	Group Executive, Customer and Corporate Services

1.11 Corporate Governance Structure and Processes Related to Resolution Planning

NAB Ltd has developed and implemented comprehensive processes, including robust internal controls, and incorporated Resolution Planning into its Global Risk Management Framework. Regular updates on the development of the Resolution Plans are provided to the Risk Management Committee and Group Chief Risk Officer by the Chief Risk Officer of the New York Branch.

1.12 Description of Material Management Information Systems

NAB Ltd's management information systems ("MIS") are applications that aggregate, analyze, and report financial data necessary for prudent decision making and risk management. The applications consist of third-party and in-house platform technologies and user interfaces that staff use to generate reports on both a periodic and ad-hoc basis. The key MIS at NAB Ltd generate numerous reports used in the normal course of business to monitor the financial health, risks, and operations of NAB Ltd.

The ability of NAB Ltd's MIS to aggregate and analyze data locally and globally is robust. Additionally, NAB Ltd maintains detailed business continuity plans with respect to all technology platforms, including its MIS.

1.13 High level Description of the Resolution Strategy for the Covered Company

The New York Branch will be resolved by the OCC through a receivership pursuant to the governing provisions of the International Banking Act of 1978 and the National Banking Act. The receivership will include liquidation of NAB Ltd's U.S. assets to satisfy the claims of New York Branch creditors to the fullest extent possible. Pursuant to this strategy, the plan outlines the asset sales that could occur during the resolution process. These plans include assessments as to the marketability and liquidity of the various classes of New York Branch assets.

1.10 Identities of Principal Officers

The following people are the members of National Australia Bank's Executive Leadership Team.

Name	Role/Title
Andrew Irvine	Group Chief Executive Officer
Ana Marinkovic	Group Executive, Personal Banking
Michael Saadie	Acting Group Executive, Business and Private Banking
Cathryn Carver	Group Executive, Corporate and Institutional Banking
Dan Huggins	Managing Director & CEO - Bank of New Zealand
Les Matheson	Group Executive, Digital, Data and Chief Operating Office
Shaun Dooley	Acting Chief Financial Officer
Patrick Wright	Group Executive, Technology and Enterprise Operations
Sarah White	Group Executive, People & Culture
Peter Whitelaw	Acting Chief Risk Officer
Sharon Cook	Group Executive, Customer and Corporate Services

1.5 Consolidated Financial Information

The following is NAB Group and NAB Ltd's balance sheet as of the end of its 2024 fiscal year.

As at 30 September, 2024	Group		Company	
	2024 \$m	2023 \$m	2024 \$m	2023 \$m
Assets				
Cash and liquid assets	2,499	24,699	2,318	23,959
Due from other banks	110,438	117,306	105,061	106,955
Collateral placed	9,633	11,286	8,929	10,214
Trading securities	133,606	101,168	120,517	90,417
Debt instruments	28,766	34,269	28,458	33,784
Other financial assets	41,999	46,357	41,983	46,336
Derivative assets	769	1,430	769	1,708
Loans and advances	732,692	702,702	634,346	607,684
Current tax assets	25	20	25	19
Due from controlled entities	-	-	51,039	43,577
Deferred tax assets	3181	3499	2802	3059
Property, plant and equipment	2865	3016	2220	1935
Investments in controlled entities	-	-	11,076	10,025
Goodwill and other intangible assets	5,224	4,952	2,661	2,392
Other assets	8,551	8,379	6,884	7,717
Total assets	1,080,248	1,059,083	1,019,088	989,781
Liabilities				
Due to other banks (1)	122,328	39,516	7,909	33,965
Collateral received	5,151	10,672	4,180	9,281
Other financial liabilities	70,272	66,352	62,836	51,745
Derivative liabilities	712,566	682,120	636,565	608,641
Deposits and other borrowings	32,576	35,633	33,013	36,110
Current tax liabilities	1,042	1,012	864	978
Provisions	1,804	1,852	1,466	1,651
Due to controlled entities	-	-	51,830	44,059
Bonds, notes and subordinated debt	156,294	135,645	140,556	124,329
Debt issues	9,560	8,561	9,560	8,561
Other liabilities	16,442	16,217	12,984	13,938
Total liabilities	1,018,035	997,580	961,763	933,258
Net assets	62,213	61,503	57,325	56,523
Equity				
Contributed equity	36,581	38,546	35,795	37,760
Reserves	(362)	(1192)	(434)	(1565)
Retained profits	25,236	23,800	21,964	20,328
Total equity (parent entity interest)	61,455	61,154	57,325	56,523
Non-controlling interest in controlled entities	758	349	-	-
Total equity	62,213	61,503	57,325	56,523

(1) During the 2023 financial year, the Group and the Company established new portfolios of reverse repurchase and repurchase agreements which are held for trading. New transactions under these agreements are measured at fair value through profit or loss and are included in Note 9 Trading assets and Note 16 Other financial liabilities.

All figures are in Australian dollars unless otherwise noted.

Hedging derivative financial instruments

	Hedging Instrument	Risk	Group				Company			
			Carrying Amount 2024 \$m	Notional 2024 \$m	Carrying Amount 2023 \$m	Notional 2023 \$m	Carrying Amount 2024 \$m	Notional 2024 \$m	Carrying Amount 2023 \$m	Notional 2023 \$m
Derivative assets										
Cash flow hedges	Interest rate swaps	Interest	-	264,288	-	177,440	-	252,314	-	159,050
Cash flow hedges	Cross-currency swaps	Currency	1,894	55,741	3,370	90,389	1,223	32,809	2,576	70,629
Cash flow hedges	Foreign exchange contracts	Currency	1	226	98	7,908	1	226	98	7,908
Fair value hedges	Interest rate swaps	Interest	102	87,680	28	67,540	63	72,387	28	65,635
Fair value and cash flow hedges	Cross-currency swaps	Interest and currency	10	598	1	21	10	598	1	21
Cash flow hedges	Futures(1)	Interest	-	66	2	1,866	-	66	2	1,866
Total derivative assets			2,007	108,599	3,499	345,124	1,297	358,400	2,705	305,109
Derivative liabilities										
Cash flow hedges	Interest rate swaps	Interest	3	218,005	3	165,627	3	199,437	3	152,929
Cash flow hedges	Cross-currency swaps	Currency	4,598	132,755	2,580	94,734	3,036	90,308	1,844	56,839
Cash flow hedges	Foreign exchange contracts	Currency	146	3,930	151	15,864	146	3,930	151	15,864
Fair value hedges	Interest rate swaps	Interest	106	79,733	425	108,249	78	63,348	290	81,548
Fair value and cash flow hedges	Cross-currency swaps	Interest and currency	697	5,378	1,352	6,773	72	931	235	1,934
Cash flow hedges	Futures	Interest	-	1,153	-	465	-	1,153	-	465
Total derivative liabilities			5,550	440,954	4,511	391,712	3,335	359,107	2,523	309,579

(1) Futures notional amounts are netted for presentation purposes.

All figures are in Australian dollars unless otherwise noted.

1.7 Payment, Clearing, and Settlement Systems

The following is a table outlining the payment, clearing, and settlement systems used in conjunction with NAB Ltd's U.S. operations.

System Name	System Type
Bank of NY	Settlement
DTC	Settlement
Citibank	Payment
Markets/GSD	Settlement
Fedwire Securities Service	Payment
Fedwire Funds Service	Payment
GMM	Payment
SWIFT	Payment

Description of Foreign Operations

The Group has operations in Australia (the Company's country of domicile), New Zealand, Europe, the United Kingdom, the United States and Asia. The allocation of income and non-current assets is based on the geographical location in which transactions are booked.

	Group			
	Income	Non-current assets(1)		
	2024 \$m	2023 \$m	2024 \$m	2023 \$m
Australia	16,255	16,674	6,891	7,115
New Zealand	3,339	3,218	1612	1275
Other International	1,374	1,051	152	118
Total before inter-geographic eliminations	20,968	20,943	8,655	8,508
Elimination of inter-geographic items	(322)	(295)	-	-
Total	20,646	20,648	8,655	8,508

(1) Non-current assets include goodwill and other intangible assets, property, plant and equipment and investments in joint ventures and associates.

*All figures are in Australian dollars unless otherwise noted.