

FINAL TERMS

3 June 2011

National Australia Bank Limited
(ABN 12 004 044 937)

Issue of €750,000,000 3.75 per cent. Notes due January 2017

under the U.S.\$100,000,000,000
Global Medium Term Note Programme

The Offering Circular referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (b) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (a) in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (b) in those Public Offer Jurisdictions mentioned in Paragraph 36 of Part A below, provided such person is one of the persons mentioned in Paragraph 36 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

For the avoidance of doubt, and in compliance with the selling restrictions entitled "Republic of Italy" in the Offering Circular, the Issuer and each of the Managers only authorise offers or sales of Notes in Italy (i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the Financial Services Act) and Article 34-ter, first paragraph, letter (b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time (Regulation No. 11971); or (ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-ter of Regulation No. 11971. Please also note that in accordance with Article 100-bis of the Financial Services Act, where no exemption from the rules on public offerings applies under paragraph (a) above, the subsequent distribution of the Notes on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Financial Services Act and Regulation No. 11971. Failure to comply with such rules may result in the sale of such Notes being declared null and void and in the liability of the intermediary transferring the financial instruments for any damages suffered by the investors.

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 16 December 2010, together with the supplements thereto dated 9 February 2011, 18 February 2011, 6 May 2011 and 20 May 2011, respectively (together, the **Offering Circular**), which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). 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. 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. Issuer:	National Australia Bank Limited
2. (a) Series Number:	557
(b) Tranche Number:	1
3. Specified Currency or Currencies:	Euro (€)
4. Aggregate Nominal Amount:	
(a) Series:	€750,000,000
(b) Tranche:	€750,000,000
5. Issue Price:	99.828 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations:	€1,000
(b) Calculation Amount:	€1,000
7. (a) Issue Date:	6 June 2011
(b) Interest Commencement Date:	6 June 2011
8. Maturity Date:	6 January 2017
9. Interest Basis:	3.75 per cent. per annum Fixed Rate (further particulars specified below)
10. Redemption/Payment Basis:	Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. Status of the Notes:	Senior
14. Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions:	Applicable
(a) Rate(s) of Interest:	3.75 per cent. per annum payable annually in arrear
(b) Interest Payment Date(s):	6 January in each year from (and including) 6 January 2012 up to (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out below.
	The interest amount payable in respect of the Notes on the first Interest Payment Date will be for the period from (and including) the Issue Date to (but excluding) 6 January 2012
(c) Fixed Coupon Amount(s):	€37.50 per Calculation Amount, subject to the Broken Amount prescribed in respect of the period

from (and including) the Issue Date to (but excluding) 6 January 2012

- (d) Broken Amount(s): €21.99 per Calculation Amount
- (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 and Sydney

For the avoidance of doubt, in accordance with the Conditions these Additional Business Centres are in addition to a day on which the TARGET2 System is open and London

- (h) Determination Date(s): 6 January in each year
- (i) Other terms relating to the method of calculating interest for Fixed Rate Notes: None

16. Floating Rate Note Provisions: Not Applicable
17. Zero Coupon Note Provisions: Not Applicable
18. Index Linked Interest Note Provisions: Not Applicable
19. Dual Currency Interest Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Issuer Call: Not Applicable
21. Investor Put: Not Applicable
22. Final Redemption Amount: €1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8.5): €1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Any applicable Tax Jurisdiction: Not Applicable
25. (a) Form of Notes: Bearer Notes:
- Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.

The Notes shall not be physically delivered in

Belgium, except to a clearing system, a depositary or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005.

- (b) New Global Note: No
26. Additional Financial Centre(s) or other special provisions relating to Payment Days: New York and Sydney
For the avoidance of doubt, in accordance with the Conditions these Additional Financial Centres are in addition to a day on which the TARGET2 system is open
27. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes: No
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
29. Details relating to Instalment Notes: Not Applicable
30. Redenomination applicable: Redenomination not applicable
31. Other final terms: Not Applicable

DISTRIBUTION

32. (a) If syndicated, names and addresses of Managers and underwriting commitments: The names, addresses and underwriting commitments of the Managers are listed in Part B hereof
- (b) Date of Subscription Agreement: 3 June 2011
- (c) Stabilising Manager (if any): BNP Paribas
33. If non-syndicated, name and address of relevant Dealer: Not Applicable
34. Total commission and concession: 0.20 per cent. of the Aggregate Nominal Amount
35. TEFRA rules: TEFRA D
36. Non-Exempt Offer: An offer of the Notes may be made by the Managers and other parties authorised thereby (together with the Managers, the **Financial Intermediaries**) other than pursuant to Article 3(2) of the Prospectus Directive in Austria, Belgium, Germany, France, Ireland, The Netherlands and the United Kingdom (the **Public Offer Jurisdictions**) during the period from 3 June 2011 until 7 June 2011 (the **Offer Period**) provided, in particular, that the Offer Period will not commence 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 public offer.

See further Paragraph 3 of Part B below.

37. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and, in the Public Offer Jurisdictions, public offer of the Notes and admission to trading of the Notes on the Regulated Market of the Luxembourg Stock Exchange and listing of the Notes on the official list of the Luxembourg Stock Exchange, in each case, pursuant to the U.S.\$100,000,000,000 Global Medium Term Note Programme of National Australia Bank Limited and others.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the National Australia Bank Limited:

By: 

Michael White
Snr Manager, Group Funding

Duly authorised

National Australia Bank Limited does not have authorisation of De Nederlandsche Bank N.V. to pursue the business of a credit institution (*kredietinstelling*) in the Netherlands and is not registered pursuant to section 1:107 of the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*). National Australia Bank Limited has authorisation of the Australian Prudential Regulation Authority to pursue the business of a credit institution. In addition, the National Australia Bank Limited's London Branch is authorised and regulated by the Financial Services Authority, has permission to carry on the regulated activity of (amongst other things) accepting deposits, and is an authorised person for the purposes of the Financial Services and Markets Act 2000.

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 to be listed on the official list of the Luxembourg Stock Exchange with effect from 6 June 2011.

2. RATINGS

Ratings:

The Issuer's Senior Notes with a maturity of more than one year are rated:

S&P: AA

Moody's: Aa2

The Issuer's Senior Notes under the Programme generally have been rated by Standard & Poor's (Australia) Pty Ltd and Moody's Investors Services Pty Limited. Neither is registered in the European Union nor has applied for registration under Regulation (EU) No 1060/2009 (the **CRA Regulation**).

Moody's Investors Service Limited and Standard and Poor's Credit Market Services Europe Limited are established in the European Union and have applied for registration under the CRA Regulation and to endorse the ratings given by Standard & Poor's (Australia) Pty Ltd and Moody's Investors Services Pty Limited, respectively. Notifications of the corresponding registration decisions have not yet been provided by the relevant competent authority.

In general, European Investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.

In Australia, credit ratings in respect of the Notes or the Issuer are for distribution only to persons who are not a "retail client" within the meaning of section 761G of the Corporations Act 2001 of Australia (**Corporations Act**) and are also sophisticated investors, professional investors or other investors in respect of whom disclosure is not required under Part 6D.2 of the Corporations Act and, in all cases, in such circumstances as may be permitted by applicable law in any jurisdiction in which an investor may be located. Anyone in Australia who is not such a person is not entitled to

receive these Final Terms and anyone who receives these Final Terms must not distribute them to any person who is not entitled to receive them.

3. TERMS AND CONDITIONS OF THE OFFER

- (i) Offer Price: The Issuer has offered the Notes to the Managers at the initial issue price of 99.828 per cent. of the Aggregate Nominal Amount less a total commission of 0.20 per cent. of the Aggregate Nominal Amount.
- The offer price of the Notes thereafter will 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).
- (ii) Conditions to which the offer is subject: Offers of the Notes are conditional on their issue. As between the Financial Intermediaries 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.
- (iii) 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 Financial Intermediary 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 Financial Intermediary 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.
- (iv) Details of the minimum and/or maximum amount of application: There are no pre-identified allotment criteria. The Financial Intermediaries will adopt allotment criteria in accordance with customary market practices and applicable laws and regulations.
- (v) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: None
- (vi) Details of the method and time limits for paying up and delivering the Notes: Investors will be notified by the relevant Financial Intermediary 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.
- (vii) Manner and date in which results of the offer are to be made public: Investors will be notified by the applicable Financial Intermediary of their allocations of Notes and the settlement procedures in respect thereof.

- | | |
|---|--|
| (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | None |
| (ix) Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: | Offers may be made by the Financial Intermediaries 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 Financial Intermediaries pursuant to an exemption under the Prospectus Directive, as implemented in such countries. All offers of the Notes by the Financial Intermediaries will be made in compliance with all applicable laws and regulations. |
| (x) 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 Financial Intermediary in accordance with the arrangements in place between such Financial Intermediary 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. |
| (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. | Not Applicable |

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

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: | €747,210,000 |
| (iii) Estimated total expenses: | The estimated total expenses of the offer are broken down as follows: |
| | (i) <i>Total Commission</i> : €1,500,000; |
| | (ii) <i>Admission to Trading</i> : €3,820; and |

(iii) *Legal fees*: €20,000

6. YIELD

Indication of yield: 3.788 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0635040685
- (ii) Common Code: 063504068
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and DTC and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Name(s) and address(es) of initial Paying Agent(s): Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London
EC2N 2DB
United Kingdom
Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
L-1115 Luxembourg
- (vi) Name(s) and address(es) of additional Paying Agent(s) (if any): Not Applicable
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: No

8. NAMES, ADDRESSES AND UNDERWRITING COMMITMENTS OF THE MANAGERS

Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB	€183,750,000
BNP PARIBAS 10 Harewood Avenue London NW1 6AA United Kingdom	€183,750,000
Credit Suisse Securities (Europe) Limited One Cabot Square London E 14 4QJ United Kingdom	€183,750,000
National Australia Bank Limited 88 Wood Street	€183,750,000

London EC2V 7QQ United Kingdom Banco Santander, S.A.	€7,500,000
Cuidad Grupo Santander Edificio Encinar Avenida de Cantabria 28660, Boadilla del Monte Madrid, Spain Commerzbank Aktiengesellschaft	€7,500,000
Kaiserstrase 16 (Kaiserplatz) 60311 Frankfurt am Main Germany	