



Commission de Surveillance  
du Secteur Financier

**Certificate of Approval of a Prospectus**  
in accordance with the Luxembourg Law on Prospectuses for Securities  
(transposing Articles 17 and 18 of Directive 2003/71/EC)

**To:**

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)  
Finanzmarktaufsicht (FMA) (Austria)  
Autorité des services et marchés financiers (FSMA) (Belgium)  
Autorité des Marchés Financiers (AMF) (France)  
Central Bank of Ireland (Ireland)  
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)  
Autoriteit Financiële Markten (AFM) (The Netherlands)  
Financial Services Authority (FSA) (United Kingdom)

**From:**

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 15 December 2011.

**Name of Issuer(s):**

National Australia Bank Limited  
BNZ International Funding Limited, acting through its London Branch  
Clydesdale Bank Plc

**Registered Office(s)/Seat(s):**

Victoria, Australia  
Auckland, New Zealand  
Glasgow, United Kingdom

**Type of Securities:**

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

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

V, VI, IX, XI, XII, XIII

**Guarantor(s) (if any):**

Bank of New Zealand

**Attachment(s):**

Prospectus  
Dutch translation of the summary  
French translation of the summary  
German translation of the summary  
Italian translation of the summary

Ref.: C-11765  
Luxembourg, 20 December 2011  
Commission de Surveillance du Secteur Financier

