

**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:

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

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus Supplement to 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 9 May 2014.

Name of Issuer(s):

National Australia Bank Limited
BNZ International Funding Limited
Clydesdale Bank Plc

Registered Office(s)/Seat(s):

Docklands, 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:

Not applicable

Guarantor(s) (if any):

Bank of New Zealand

Attachment(s):

Supplement dated 9 May 2014
Revised Dutch translation of the summary
Revised French translation of the summary
Revised German translation of the summary
Revised Italian translation of the summary

Ref.: C-15869
Luxembourg, 12 May 2014
Commission de Surveillance du Secteur Financier

