

Notice of Meeting

2023 Annual General Meeting

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Chair's message

I am pleased to invite you to join the 2023 Annual General Meeting of the Commonwealth Bank of Australia, an important occasion to come together and discuss progress in your company as we support our customers, invest in our communities and provide strength and stability for the broader economy. The AGM will take place on Wednesday, 11 October 2023, at 9.30am (Sydney time) at the International Convention Centre Sydney (ICC Sydney).

Dear Shareholder,

This year it will be a pleasure to be back in Sydney for the AGM for the first time since 2019.

The AGM is an important opportunity for shareholders to hear from and engage directly with our Board, and we appreciate the opportunity to engage with you. In order to allow for broader participation and engagement, this year we will also provide an opportunity for shareholders who cannot join us in-person to view via a live webcast and to also submit written questions before the meeting or online during the meeting.

As always there will be a lot of progress to discuss. Australia continues to face a changing economic environment, with many Australians feeling significant cost of living pressures. Our purpose, to build a brighter future for all, guides CBA's approach to supporting our customers and communities, and to being a key contributor to the Australian economy.

The Board, with the support of the CEO Matt Comyn and his leadership team, will continue to implement our strategy to build on the Bank's strong foundations, to support our customers and the economic growth of Australia.

Strategic priorities

We continue to execute our strategy of building tomorrow's bank today for our customers. Our strategy reflects our commitment to use the strength of our balance sheet to support our customers, invest in our communities and provide strength and stability for the broader economy.

Our multi-decade investment in technology, data and analytics capability has resulted in high customer engagement – enabling us to better understand their needs and provide the best banking experience.

The Bank's Customer Engagement Engine, powered by Artificial Intelligence, is one of the key tools we are using to deliver more personalised and relevant experiences to our customers digitally, and empower our customer facing teams to do the same. The release of the latest iteration of the CommBank App demonstrates the Bank's strong capability in this area.

With scams and fraud on the rise we have focused on scam prevention and detection as well as building customer and community awareness on how to stay safe. While there is still more to do, the Bank has implemented a number of measures to help reduce customer susceptibility to scams and fraud. For instance, we introduced industry-first account name verification technology with NameCheck to help

customers avoid false billing scams, and CallerCheck allows customers to verify whether a caller claiming to be from the Bank is legitimate by triggering a security message in the CommBank App. We have also worked on building stronger cyber resilience across the Bank. Safety is a top priority.

Balance Sheet Resilience

The Bank reported a cash net profit after tax of \$10.16 billion, which is 6% higher than the previous year.

This enabled the Bank to deliver a total dividend for the year of \$4.50 per share, fully franked, an increase of 17% on last year.

The result demonstrates continued focus on supporting customers, investing in communities, and providing strength and stability for the broader economy.

Commitment to sustainability

We support Australia's transition to a net zero economy by 2050. The past year has been challenging for our customers in Australia and New Zealand impacted by weather related events. There is a need to take action to help mitigate both the physical and transition impacts of climate change on our customers, communities and the nation.



This action needs to be inclusive to ensure all Australians and New Zealanders are supported through the transition.

We remain committed to playing our part in limiting climate change in line with the goals of the Paris Agreement.

On 9 August we released our second annual Climate Report, which reaffirmed our support for the country's transition to net-zero emissions by 2050. The Climate Report outlines our transition roadmap for setting targets on our financed emissions in line with our Net-Zero Banking Alliance commitments.

This year, we have made progress against our transition roadmap, including setting new sector-level targets for Australian housing and heavy industry, using scenarios which are aligned to limiting global warming to 1.5°C.

✦ For more information on our progress, please refer to our 2023 Climate Report at commbank.com.au/2023climatereport.

In addition, this year we also reviewed the Bank's E&S Framework, to update our positions and commitments relating to financing of certain sectors after engaging with stakeholders. As a result we have introduced restrictions on project finance for certain infrastructure dedicated to new gas and oil extraction projects.

✦ Our E&S Framework is available at commbank.com.au/policies.

The Board, together with the leadership team, remain committed to supporting Australia's transition to a digital, resilient and sustainable economy.

Governance and culture

Last year we completed the Remedial Action Plan (RAP), implemented in response to the APRA Prudential Inquiry. Sustaining the progress made under the RAP is critically important and continues to be a Board priority.

We maintain our focus on having a strong culture of accountability embedded across the organisation, with a particular focus on executive behaviours regarding strategic execution, risk management and living our values of care, courage and commitment.

The Bank has a highly regarded management team that has consistently delivered strong operational performance and significant cultural change in line with the foundations developed as part of the RAP.

Board movements

Current Non-Executive Directors, Mr Rob Whitfield AM and Mr Simon Moutter, will stand for re-election, with the support of the Board.

I am committed to ensuring the Board operates effectively and includes Directors who have the appropriate mix of skills and experiences to provide

long-term focus on the key areas of banking, technology and customer experience. I am confident that our current Board embodies the right mix of skills required to support the Bank regarding all strategically significant matters both now and in the long-term.

Items of business

The Notice of Meeting for the AGM commences on page 6 of this document and outlines the items of business that we will put to shareholders for consideration. Background information on these items is contained in the Explanatory Memorandum on pages 12 to 18, which forms part of the Notice of Meeting.

✦ If you are unable to attend the AGM in person, we invite and encourage you to take part via the live webcast online at www.commbank.com.au/agm.

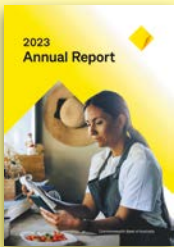
Yours sincerely,

Paul O'Malley

Chair

Our reporting suite

Our corporate reporting suite contains detailed information on CBA's strategic priorities, risk management and corporate governance frameworks, as well as our financial, non-financial and sustainability performance. Transparent reporting is essential in communicating to our shareholders and other key stakeholders. We continually evolve our reporting to align with best practice, feedback from our stakeholders, and legislation and frameworks.



Annual Report

An in-depth look at our performance for the 2023 financial year.

+ commbank.com.au/2023annualreport



Climate Report

A report on our climate-related commitments and progress made over the 2023 financial year.

+ commbank.com.au/2023climatereport



Corporate Governance Statement

Our Corporate Governance Statement provides information about our key governance arrangements and practices during the 2023 financial year.

+ commbank.com.au/corporategovernance



Profit Announcement

A financial report for the 2023 financial year including management discussion and analysis.

+ commbank.com.au/results



Pillar 3 Report

Our capital adequacy and risk disclosures as at 30 June 2023, prepared in accordance with APRA Prudential Standard 330 *Public Disclosure*.

+ commbank.com.au/results



Investor Discussion Pack

+ commbank.com.au/results

Sustainability Appendix

+ commbank.com.au/reporting

2023 highlights

Financial

\$10,188m

Statutory NPAT

↑ 5%

\$27,237m

Operating income

↑ 10%

43.5%

Cost-to-income ratio

↓ 2.8%

12.2%

Capital ratio

CET1 (APRA, Level 2)

↑ 70 basis points

\$4.50

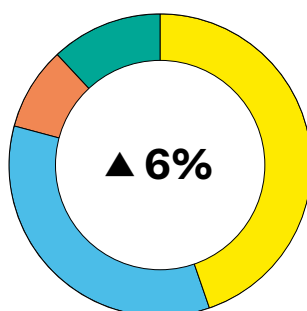
Dividend per share, fully franked

\$10,164m

Cash net profit after tax (NPAT)

↑ 6%

Group cash NPAT by business unit



Retail Banking Services

\$5,158m

Business Banking

\$3,973m

Institutional Banking and Markets

\$1,031m

New Zealand

\$1,356m

Non-financial

#1

Net Promoter Score® (NPS) Retail, Business and Institutional banking

35%

of retail customers consider CBA their main financial institution (MFI)

\$10bn

returned to shareholders via dividends and share buy-backs during FY23

860,000+

shareholders, 78% Australian owned

Total shareholder return (TSR)

142% 10-year

72% 5-year

16% 1-year

Notice of Meeting

The 2023 Annual General Meeting (the AGM or Meeting) of the Commonwealth Bank of Australia (the Company or CBA) will be held on **Wednesday, 11 October 2023**. The AGM will be held in the Grand Ballroom of the International Convention Centre Sydney (ICC Sydney), 14 Darling Drive, Sydney, NSW. The Meeting will commence at **9:30am** (Sydney time) with registration commencing at 8:00am (Sydney time).

We are pleased to be able to host the AGM in Sydney for the first time since 2019 and shareholders are invited to attend the AGM in person, or view the Meeting via live webcast with the option to ask written questions online during the meeting.

Shareholders unable to attend in person can submit questions in advance of the Meeting, (see page 8), ask questions online (see page 8), and vote by appointing a proxy or submitting a direct vote via vote. linkmarketservices.com/cba. All proxy appointments and direct votes, whether submitted online or in hard copy, must be lodged by **9:30am** (Sydney time) on **Monday, 9 October 2023** (as described on pages 10 and 11).

The AGM is an important forum for two-way communication between CBA and its shareholders. It provides an opportunity for CBA to share a greater understanding of its business and financial performance with shareholders. It is also an opportunity for shareholders to express their views to the Board and management about any areas of concern or interest to them.



Voting options for the AGM

Shareholders have the option to vote on resolutions considered at the AGM by:

- lodging a direct vote with the Share Registry by **9:30am** (Sydney time) on **Monday, 9 October 2023**;
- appointing a proxy to vote on your behalf at the AGM by **9:30am** (Sydney time) on **Monday, 9 October 2023**; or
- voting in person at the ICC Sydney during the AGM.

✦ Further information about each of these options is included on pages 10 and 11 of this Notice of Meeting.

Shareholders will not be able to vote online during the Meeting.



Viewing the Meeting webcast

You can register to watch a webcast of the AGM at any time before the meeting starts by visiting commbank.com.au/agm from a desktop, mobile or tablet device with internet access, and completing the registration form by entering your name, email address and creating a password.

On the day of the Meeting, visit commbank.com.au/agm to watch the AGM and either select the 'Sign in' option, and use your previously registered email address and password to view the Meeting, or complete the registration form.

✦ Shareholders can also watch a recording of the Meeting (from the day after the AGM) at commbank.com.au/agm

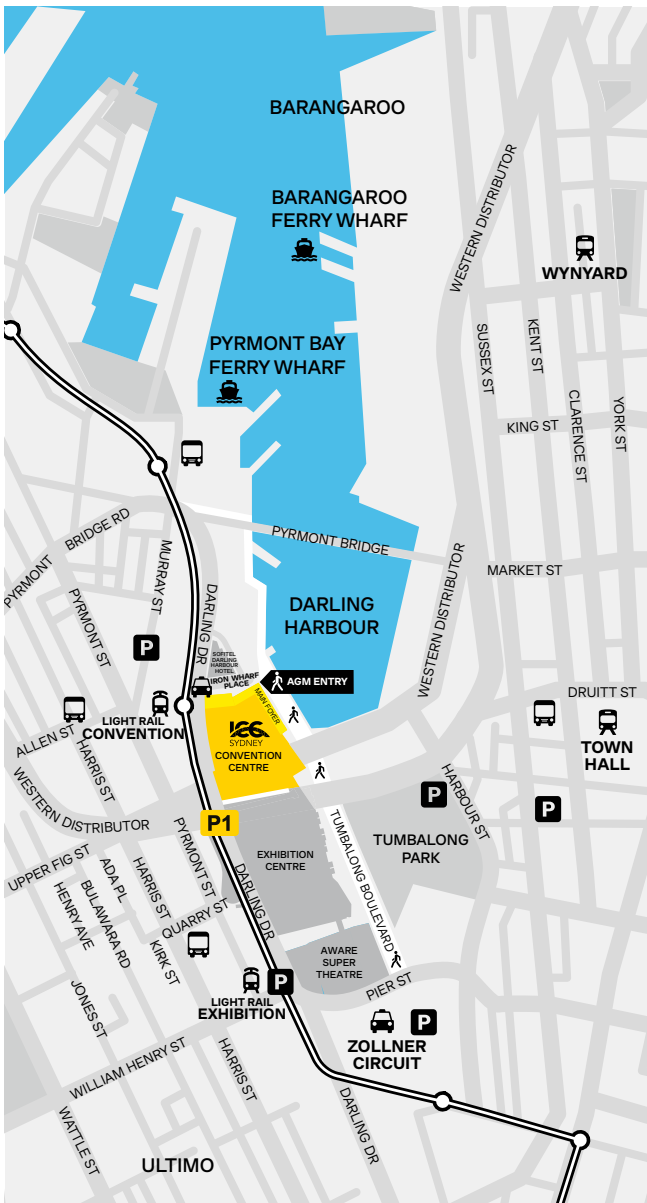


Getting to the AGM

The AGM will be held in the Grand Ballroom of the ICC Sydney. Registration for the Meeting and access to the Grand Ballroom will be via Level 4 via lift, escalator and stairs from the ground floor entrances of the ICC Sydney on Iron Wharf Place or Tumbalong Boulevard.

Please allow time to complete shareholder registration and security checks. If you are appointed as a proxy, please identify yourself to the registration team. Large bags and other items will need to be checked into the cloakroom.

Timetables and further transport information are available at <https://transportnsw.info/> and <https://www.iccsydney.com.au/visitors/getting-here>.



By Train

Town Hall and Central Stations are a 10 minute walk from ICC Sydney.

By Light Rail

The nearest Light Rail stops are Convention Centre and Exhibition Centre. These stops are both a short walk to ICC Sydney.

By Bus

Bus routes 389 and 501 stop at Harris Street near Allen Street – a 10 minute walk from ICC Sydney.

By Ferry

Sydney Ferries operate to Pyrmont Bay Wharf from Circular Quay. The ICC is approximately a 10 minute walk from Pyrmont Bay Wharf. Plan your trip via https://transportnsw.info/travel-info/ways-to-get-around/ferry#.

By Car

The ICC Sydney Exhibition Centre Car Park (P1) provides casual rate parking. Entry to the carpark is via Darling Drive. Find more information on parking at <https://www.iccsydney.com.au/visitors/getting-here#ParkingRates>.

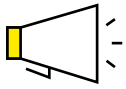
Additionally, there are secure ticketed car parks located in and around Darling Harbour, including First Parking Darling Square and Darling Quarter.

By Taxi or car service

The closest taxi or car service drop off and pick up point is Iron Wharf Place, near Sofitel Sydney Darling Harbour, accessible via Darling Drive.

By Foot

The Meeting in the ICC Sydney Grand Ballroom is accessed via Level 4 of the Convention Centre. From the ground floor entrances to ICC Sydney on Iron Wharf Place or Tumbalong Boulevard, use the lifts, escalators and stairs to go to Level 4. See the map for more information.



Asking questions

Pre-submitting questions

Shareholders are encouraged to submit written questions online in advance of the AGM via the Shareholder Questions Form, which is available at vote.linkmarketservices.com/cba. Questions submitted in advance must be received by the Share Registry by **5:00pm** (Sydney time) on **Wednesday, 4 October 2023**. Please note that individual responses will not be sent to shareholders. As many themes as possible raised in pre-submitted shareholder questions will be addressed during the Meeting, including during the Chair and CEO addresses.

Moderation of questions

The Chair of the Meeting will explain the protocols for asking questions at the start of the Meeting, so that as many shareholders as possible have the opportunity to participate and that a broad range of topics are addressed.

It is not uncommon for a number of shareholders to ask the same or very similar questions. Given the large number of shareholders and questions expected to be received, time may not allow for all questions to be answered. To facilitate the orderly conduct of the Meeting, shareholders are requested to limit themselves to two questions or comments for each Item of business.

Any questions or comments in the nature of customer queries (e.g. involving individual banking matters) will be referred to Group Customer Relations or the Group Customer Advocate.

Questions or comments that include defamatory or offensive language or concepts will not be answered.

Asking questions in person

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments, including an opportunity to ask questions of the Company's external auditor, PricewaterhouseCoopers (see page 12 for further information on auditor questions).

Shareholders will not be able to ask questions by phone into the Meeting.

Asking questions online during the Meeting

Shareholders watching the webcast of the Meeting may submit written questions via the online platform at commbank.com.au/agm.

To ask a question on the online platform, shareholders will need to have their SRN/HIN in advance of the Meeting. If you are unable to locate your SRN/HIN, please contact Link Market Services on +61 1800 022 440 or at cba@linkmarketservices.com.au well in advance of the Meeting. For security reasons, your SRN/HIN can only be sent by post to your registered address. Your SRN/HIN cannot be provided by email or phone. Shareholders who need a copy of their SRN/HIN are strongly encouraged to contact Link Market Services as soon as possible, to avoid any mailing delivery delays.

- Once you have logged in to watch the webcast, click the button 'Ask a question'.
- If you are a shareholder you will need to enter your SRN/HIN, then enter your Australian postcode or select 'Outside Australia' and enter your country code.
- If you are an appointed Proxy, you will need to enter the Proxy Number issued to you by Link Market Services in the 'Proxy Details' section.
- Select the Item of business that your question relates to and type your question in the space provided.
- Once you have typed your question, click the 'Submit question' button. Please note that questions are limited to 532 characters.
- Each question must be submitted separately.

Items of business

1 Consideration of Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2023.

2 Re-election of Directors

- (a) To re-elect Rob Whitfield AM who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.
- (b) To re-elect Simon Moutter who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Information about the Directors seeking re-election under Item 2 appears on page 13 in the Explanatory Memorandum.

The Board (with Rob Whitfield AM and Simon Moutter abstaining from Items 2(a) and 2(b) respectively), recommends that shareholders vote in favour of Items 2(a) and 2(b).

3 Adoption of the 2023 Remuneration Report

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2023.

The vote on this Item is advisory only and does not bind the Company or its Directors.

The Board recommends that shareholders vote in favour of Item 3.

4 Grant of Securities to the CEO, Matt Comyn

To approve for all purposes, including ASX Listing Rule 10.14, the grant to Matt Comyn of: (i) 17,642 restricted share units as his 2024 financial year long-term alignment remuneration (LTAR) award, and (ii) 17,642 performance rights as his 2024 financial year long-term variable remuneration (LTVR) award, under the Company's Employee Equity Plan (EEP) on the terms set out in the Explanatory Memorandum to the Notice of Meeting.

The Board (with Matt Comyn abstaining) recommends that shareholders vote in favour of Item 4.

Items of business

Voting Exclusion Statement for Item 3 (Adoption of the 2023 Remuneration Report)

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's Remuneration Report for the year ended 30 June 2023, or any of their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 3 by:

- a person as proxy for a shareholder entitled to vote on Item 3, in accordance with a direction given to the proxy or attorney on how to vote on Item 3; or
- the Chair of the Meeting under an express authorisation in the proxy appointment to exercise the proxy even though Item 3 is connected with the remuneration of the Company's KMP.

Voting Exclusion Statement for Item 4 (Grant of Securities to the CEO, Matt Comyn)

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by or on behalf of Matt Comyn or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP, at the date of the AGM, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 4 by:

- a person as proxy or attorney for a shareholder entitled to vote on Item 4, in accordance with a direction given to the proxy or attorney to vote on Item 4 in that way; or
- the Chair of the Meeting as proxy for a shareholder entitled to vote on Item 4 under an express authorisation in the proxy appointment to exercise the proxy as the Chair of the Meeting decides, even though Item 4 is connected with the remuneration of a member of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Determination of a Shareholder's Right to Vote

A shareholder's voting entitlement at the AGM will be the entitlement of that shareholder set out in the register of shareholders as at 7:00pm (Sydney time) Monday, 9 October 2023. Share transfers registered after that time will not be able to be used to determine voting entitlements at the AGM.

All Resolutions will be by a Poll

In accordance with the *Corporations Act 2001* (Cth) (Corporations Act), good governance and CBA's usual practice, voting on each resolution set out in this Notice of Meeting will be conducted by a poll.

Direct Voting – prior to the AGM

If you wish to vote your shares directly prior to the AGM, please go to vote.linkmarketservices.com/cba or return a personalised hardcopy Voting/Proxy Form (which is available from Link Market Services on +61 1800 022 440 or at cba@linkmarketservices.com.au) by 9:30am (Sydney time) on **Monday, 9 October 2023**. You should mark "For", "Against" or "Abstain" for each Item. Details of how to lodge your direct vote prior to the Meeting can be found on page 11 in this Notice of Meeting, in the section entitled "Sending us your Direct Vote or Proxy Appointment".

If you vote on at least one Item, but leave other Item(s) blank, the vote on the Item(s) marked will be valid, but no vote will be recorded for the Item(s) left blank.

If you leave the voting boxes blank for all Items, the Chair of the Meeting will be deemed to be your appointed proxy for all Items. The voting intentions of the Chair of the Meeting are set out on page 11 in this Notice of Meeting, in the section entitled "Voting Intentions of the Chair of the Meeting".

Proxy Appointment

If you are a shareholder and unable to attend the AGM you are entitled to appoint a proxy to attend the AGM and to vote on your behalf (as an alternative to submitting a direct vote prior to the Meeting). A proxy need not be a shareholder and may be an individual or a body corporate. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies to attend the AGM and vote on a poll, and may specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

If your proxy is not a CBA shareholder or is a CBA shareholder but does not have an email address recorded on the CBA share register, please provide their email and telephone number to cba@linkmarketservices.com.au. Subject to applicable voting exclusions, if no voting directions are given, the proxy may vote as they see fit for each undirected resolution.

If a shareholder appoints a member of the Company's KMP (which includes each Director) or one of their closely related parties as a proxy, the person is not permitted to cast the shareholder's votes on Item 3 or 4, unless the shareholder directs the person how to vote or the Chair of the Meeting is the shareholder's proxy.

Voting by attorney or body corporate representative

A body corporate that is a shareholder or appointed proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the Meeting.

If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative to Link Market Services in advance of the AGM unless you have previously provided such evidence.

If you appoint an attorney to attend and vote at the Meeting on your behalf, the power of attorney (or a certified copy) must be given to Link Market Services in advance of the AGM unless it has previously been provided.

Sending us your Direct Vote or Proxy Appointment

Your direct vote or proxy appointment must be received by the Company's Share Registry by **9:30am** (Sydney time) on **Monday, 9 October 2023** (Proxy Close). You may lodge your direct vote or proxy appointment:

- electronically, by visiting the Share Registry website, vote.linkmarketservices.com/cba and following the prompts and instructions. You will need your SRN or HIN. If you are unable to locate your SRN/HIN, please contact Link Market Services well in advance of Proxy Close; or
- by returning a Voting/Proxy Form by post to Link Market Services Limited, Locked Bag A14, Sydney South New South Wales 1235; or
- by returning a Voting/Proxy Form by facsimile to (02) 9287 0309 in Australia, or +61 2 9287 0309 if you are overseas; or
- by returning a Voting/Proxy Form by hand to Link Market Services at: (i) Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW, or (ii) Level 12, 680 George Street, Sydney NSW.

If your Voting/Proxy Form is signed by an attorney, or in the case of a direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registry either by email to cba@linkmarketservices.com.au, or by post or facsimile to the address or number provided above, and it must be received prior to Proxy Close.

Express authorisation of Chair of the Meeting

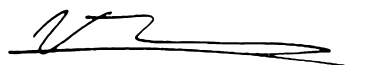
If a shareholder appoints the Chair of the Meeting as their proxy, or the Chair of the Meeting is appointed as the shareholder's proxy by default, and the shareholder does not mark a voting box for Items 3 or 4, then by submitting the proxy appointment the shareholder expressly authorises the Chair of the Meeting to exercise the proxy in respect of the relevant Item as they decide, even though the Item is connected with the remuneration of one or more of the Company's KMP.

Please note that if you do not name a proxy in the Voting/Proxy Form or your named proxy does not register to attend the AGM, the Chair of the Meeting will become your proxy by default. If your named proxy registers to attend the AGM but does not vote on a poll in accordance with your instructions on an Item, the Chair of the Meeting will become your proxy for that Item. In this case, the Chair of the Meeting must vote your proxies in accordance with your instructions on the Item.

Voting Intentions of the Chair of the Meeting

The Chair of the Meeting intends to vote all available proxies in favour of Items 2(a), 2(b), 3 and 4.

By order of the Board



Vicki Clarkson

Group Company Secretary

7 September 2023

Explanatory memorandum

Items 2(a), 2(b), 3 and 4 are ordinary resolutions and Item 3 is advisory only. Ordinary resolutions require a simple majority (50%) of votes cast by shareholders entitled to vote on the resolution to be passed. The Board recommends that shareholders vote IN FAVOUR of these resolutions.

This Explanatory Memorandum, which forms part of the Notice of Meeting, is an important document and should be read carefully by all shareholders.

Item 1

Consideration of Financial Statements and Reports

The Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2023 (collectively the Reports) will be put before the AGM. The Reports are contained in the Company's Annual Report for the financial year ended 30 June 2023 (2023 Annual Report) which is available on our website.

This Item does not require a resolution to be put to the Meeting. Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Reports and management of the Company.

Shareholders may submit written questions in advance of the AGM to PricewaterhouseCoopers, the Company's external auditor, about the content of the Auditor's Report and the conduct of the audit via the Shareholder Questions Form available at vote.linkmarketservices.com/cba. Questions to the auditor must be received by the Share Registry by 5:00pm (Sydney time) on Wednesday, 4 October 2023. The auditor is not obliged to provide written answers. PricewaterhouseCoopers will attend the AGM and the Chair of the Meeting will provide a reasonable opportunity for shareholders to ask PricewaterhouseCoopers questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Item 2

Re-election of Directors

Item 2 relates to the re-election of Directors of the Company. Under Items 2(a) and 2(b), Mr Rob Whitfield AM and Mr Simon Moutter, respectively, retire and offer themselves for re-election.

The Board:

- has in place Director appointment and independence criteria, and a Board Skills Matrix, to seek to ensure that the Board has the skills considered necessary to address existing and emerging business and governance matters that may be relevant to the Company, and the experience to discharge its responsibilities;
- assesses the skills and experience of any prospective Non-Executive Director against those criteria as part of the Board renewal process; and
- before appointing a new Director, undertakes comprehensive checks into a candidate's background, experience and suitability for the role.

In addition, the Board undertakes an annual review of its performance. This review includes an assessment of each Director's individual performance.

The Board considers that Mr Rob Whitfield AM and Mr Simon Moutter are independent Non-Executive Directors.

Mr Rob Whitfield AM

BCom, Grad Dip Banking, Grad Dip Fin, AMP, SF Fin, FAICD



Appointed: Non-Executive Director from 4 September 2017

Board Committees: Chair of Risk & Compliance Committee, member of Nominations and Audit Committees

Rob has extensive leadership experience across banking, finance and risk in both the private and public sectors. During Rob's 30-year executive career with Westpac Banking Corporation he held a number of senior leadership positions including Chief Executive Officer of the Institutional Bank, Chief Risk Officer, Group Treasurer and Chairman of the Asia Advisory Board. In these roles, Rob developed a deep knowledge of equity and capital markets and was instrumental in developing Westpac's risk management function and strategies.

Rob is a Director of GPT Group and Transurban Limited. He is a former Chairman and Director of New South Wales Treasury Corporation, former Secretary of NSW Treasury, former Secretary of NSW Industrial relations, and a former Deputy Chair of the Australian Financial Markets Association.

Recommendation: The Board considers that Mr Rob Whitfield AM continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and his leadership as Chair of the Risk & Compliance Committee. The Board considers that Rob's extensive executive leadership experience, deep knowledge of banking and finance, and his high competency in financial acumen, strategy and global perspective, governance, risk management, enhanced customer outcomes, stakeholder engagement and people and culture matters support his re-election.

The Board (with Rob Whitfield AM abstaining) recommends that shareholders vote in favour of his re-election.

Mr Simon Moutter

BSc, BE (Hons), ME



Appointed: Non-Executive Director from 1 September 2020

Board Committees: Chair of People & Remuneration Committee, member of Risk & Compliance Committee

Simon has extensive leadership experience in technology, process effectiveness and business strategy. He was Managing Director of Spark New Zealand, where he held this position for seven years until 2019. He is also a former Chief Executive Officer of Auckland International Airport and has previously held senior management roles in telecommunications and energy companies.

Simon is also Chair of three privately owned businesses – Smart Environmental Group Ltd, Les Mills International Ltd and Designer Wardrobe Ltd.

Recommendation: The Board considers that Mr Simon Moutter continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board, including his leadership as Chair of the People & Remuneration Committee and his contribution to Board discussions including by providing different perspectives on process change and the New Zealand economy. The Board considers that Simon's high competency in leadership, strategy and global perspective, risk management and stakeholder engagement matters, along with his deep technology experience, knowledge of people and change management matters and understanding of customer needs from previous executive roles support his re-election.

The Board (with Simon Moutter abstaining) recommends that shareholders vote in favour of his re-election.

Explanatory memorandum

Item 3

Adoption of the 2023 Remuneration Report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Company's Remuneration Report for the financial year ended 30 June 2023 can be found at pages 88 to 116 of the 2023 Annual Report. It sets out information about the:

- Company's remuneration policy and executive remuneration framework, including how these continue to support the Group's strategic priorities and meet Australian Prudential Regulation Authority (APRA) remuneration regulatory standards, further strengthening our governance, remuneration and accountability practices;
- relationship between the remuneration framework and Company performance;
- governance framework for remuneration arrangements; and
- performance and remuneration details for the Company's KMP.

The vote on this Item is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the Company's future remuneration arrangements.

The Board recommends that shareholders vote in favour of this Item.

Item 4

Grant of Securities to the CEO, Matt Comyn

The Company is proposing to grant to Matt Comyn under the Company's EEP, 17,642 restricted share units as his 2024 financial year LTAR award, and 17,642 performance rights as his 2024 financial year LTVR award.

The number of restricted share units and performance rights to be granted to Matt Comyn has been determined by dividing the maximum value of the LTAR opportunity and the LTVR opportunity (\$1,750,000 and \$ 1,750,000 respectively) by the volume weighted average closing price (VWACP) of the Company's ordinary shares over the five trading days up to 1 July 2023 (being \$ 99.19 per share) and rounding down to the nearest whole number.

The number of restricted share units and performance rights that ultimately vest will be determined according to the terms and conditions of the respective awards, including in the case of LTAR, a pre-vest assessment (set out below) and in the case of LTVR, the satisfaction of performance measures.

Subject to shareholder approval, these LTAR and LTVR awards will be granted following the 2023 AGM under the EEP, and in any event no later than 12 months after the date of the 2023 AGM, and on the terms summarised below.

Matt Comyn's 2024 financial year Fixed Remuneration is \$2,500,000, maximum short-term variable remuneration (STVR) is \$2,343,750, maximum LTAR opportunity is \$1,750,000, and maximum LTVR opportunity is \$1,750,000. Fixed Remuneration includes base salary and mandatory employer superannuation contributions.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval before issuing equity securities (including shares and rights to shares) to a director under an employee incentive scheme. Shareholder approval under ASX Listing Rule 10.14 is not required where the shares to be allocated in satisfaction of the rights are required by the terms of the scheme to be purchased on-market. It also does not apply to the subsequent purchase of those securities on-market.

If new shares are issued in order to satisfy the LTAR and LTVR awards (if they vest), that issue falls within ASX Listing Rule 10.14 because Matt Comyn is a director of the Company, and therefore approval under ASX Listing Rule 10.14 is required. While it is currently intended that shares allocated on vesting of the awards will be acquired on-market as opposed to by issuing new shares, shareholder approval is being sought for the awards to preserve flexibility in the event that the Board ultimately considers it necessary or appropriate to issue shares rather than acquire them on-market.

If Item 4 is passed, the Company will be able to proceed with the 2024 financial year grant of 17,642 LTAR restricted share units and 17,642 LTVR performance rights to Matt Comyn.

If Item 4 is not passed, the Board may proceed with the LTAR and LTVR awards by requiring in the award terms that the awards will be satisfied by shares acquired on-market, or may consider alternative long-term deferred remuneration arrangements such as deferred cash to ensure remuneration arrangements are compliant with regulatory requirements. If deferred cash awards are granted, this may diminish the alignment of the CEO's interests with those of the rest of our senior leadership team and shareholders.

Participants in the LTAR and LTVR awards for the financial year ending 30 June 2024 comprise Matt Comyn, the Company's Group Executives and the CEO ASB. Matt Comyn is the only CBA Director who is entitled to participate in the LTAR and LTVR awards.

Grant of restricted share units and performance rights

The restricted share units and performance rights are rights to receive shares (or, in respect to the restricted share units only, an equivalent cash payment), subject to set vesting conditions as described below. Matt Comyn will generally receive one share for each restricted share unit or performance right that vests.

No amount is payable by Matt Comyn on issue or vesting of the restricted share units and performance rights. No loan is provided under the terms of grant. Restricted share units and performance rights are used for the LTAR and LTVR awards because they create share price alignment between Matt Comyn and shareholders but do not provide Matt with the full benefits of share ownership (such as voting rights and dividends) unless and until the restricted share units and performance rights vest and shares are allocated.

Further details of Matt Comyn's LTAR and LTVR awards are set out below.

LTAR – Restricted Share Units

LTAR restricted share units will be granted in two tranches, with 50% of the restricted share units restricted for four years to 30 June 2027, and 50% restricted for five years to 30 June 2028 (Restriction Periods). The restricted share units are subject to a pre-grant assessment and ongoing malus considerations by the Board. In addition, a pre-vest assessment will be applied to each tranche at the end of each Restriction Period prior to the award vesting. The Board will conduct the pre-vest assessment on or around the end of the applicable LTAR Restriction Period, to determine whether any downward discretionary adjustment to LTAR vesting (that is, lapsing of restricted share units) is required. In making the assessment, the Board will have regard to any significant unexpected or unintended systemic failure in leadership or strategy with material adverse impact on the Group, the CEO's actions and/or response to any matters identified and the extent to which any matters have been adequately reflected in prior or current performance and remuneration outcomes.

Explanatory memorandum

LTVR – Performance Rights

The LTVR performance rights are subject to satisfaction of the two performance measures set out below over the four year period from 1 July 2023 to 30 June 2027 (Performance Period).

1. **Total Shareholder Return relative to a general ASX peer group:** 50% of the performance rights, 8,821 performance rights, will be subject to a performance measure that ranks the Company's Total Shareholder Return (TSR) relative to the TSR of a peer group comprising the 20 largest companies by market capitalisation listed on the ASX on 1 July 2023, excluding resources companies and CBA (with the next five largest companies by market capitalisation forming a reserve bench for the peer group).

The FY24 LTVR general ASX peer group comprises (in alphabetical order): ANZ Group Holdings Limited, Aristocrat Leisure Limited, Brambles Limited, Coles Group Limited, CSL Limited, Goodman Group, James Hardie Industries PLC, Macquarie Group Limited, National Australia Bank Limited, QBE Insurance Group Limited, REA Group Ltd, Sonic Healthcare Limited, Suncorp Group Limited, Telstra Group Limited, Transurban Group, Wesfarmers Limited, Westpac Banking Corporation, WiseTech Global Limited, Woolworths Group Limited and Xero Limited. Where a peer group company ceases to be listed on the ASX as a result of an acquisition, merger or other relevant corporate action or delisting, the next company on the reserve bench will be substituted (in order of market capitalisation as at the beginning of the Performance Period) into the peer group. The reserve bench for the FY24 LTVR general ASX peer group comprises, in descending order of market capitalisation as at 1 July 2023: Cochlear Limited, Origin Energy Limited, Computershare Limited, Insurance Australia Group Limited and ResMed Inc.

2. **Total Shareholder Return relative to a financial services peer group:** 50% of the performance rights, 8,821 performance rights, will be subject to a performance measure that ranks the Company's TSR relative to the TSR of a peer group comprising eight financial services companies as determined by the Board (with no reserve bench).

The FY24 LTVR financial services TSR peer group comprises (in alphabetical order): AMP Limited, ANZ Group Holdings Limited, Bank of Queensland Limited, Bendigo and Adelaide Bank Limited, Macquarie Group Limited, National Australia Bank Limited, Suncorp Group Limited and Westpac Banking Corporation.

The companies comprising either peer group or reserve bench companies are subject to change at the Board's discretion.

Following the end of the Performance Period (after 30 June 2027), performance will be tested against the measures set out above. The number of performance rights that vest will be calculated based on the following vesting schedule for each performance measure separately:

Company's relative TSR ranking compared to applicable peer group	Percentage of performance rights in relevant performance measure that vest
In the top quartile (i.e. 75 th percentile or higher)	100%
Between the median and 75 th percentile	Pro-rata from 50% to 100%
At the median	50%
Below the median	0%

The Board may adjust the above schedule in its discretion, for example to address a significant unexpected or unintended consequence or outcome.

The vested performance rights will be automatically exercised to shares subject to a further holding period of two years (to 30 June 2029) (Holding Period) and will continue to be subject to dealing restrictions during this period. Any performance rights that do not vest following the performance assessment will lapse.

Performance rights and any shares subject to the Holding Period are subject to malus considerations by the Board and will be eligible to be released at the end of the Holding Period.

Board discretion

Under the terms of the EEP, the Board has discretion to adjust the terms of the EEP or any awards granted under it. If the Company makes a bonus issue, or rights issue, or undertakes a corporate action, or capital reconstruction, the Board (at its discretion) may make adjustments to the restricted share units and performance rights granted to Matt Comyn to address any material advantage or disadvantage that may occur, subject to any ASX Listing Rule requirements. Any such adjustments will be explained in the Company's Annual Report. The Board also has discretion in connection with change of control events.

In addition, the LTAR and LTVR awards will be subject to malus considerations by the Board, and in relation to serious and material matters may be subject to a reduction adjustment (including to nil) prior to vesting, or clawback post vesting. This ensures that the outcomes, that would otherwise be delivered, appropriately consider risk, accountabilities and reputation outcomes.

The Board has discretion to determine that some or all of the award will lapse in certain circumstances, including where, in the opinion of the Board:

- the vesting of restricted share units and/or performance rights is not justified or supportable having regard to Matt Comyn's performance and/or conduct or the performance of the Company as a whole; or
- there has been a significant failure of financial or non-financial risk management, breach of accountability, fitness and propriety or compliance obligations; or
- the vesting of restricted share units and/or performance rights will impact on the financial soundness of the Company; or
- the Company is required or entitled to reclaim remuneration or reduce Matt Comyn's remuneration outcome under law, regulation or Company policy; or
- a significant unexpected or unintended consequence or outcome has occurred which impacts the Company.

The Board also has discretion to require the recovery (i.e. clawback) of vested LTAR or LTVR awards for serious and material matters as determined by the Board, including in relation to responsibility for financial losses, material misstatement of financial statements, or other criteria on which the LTAR and LTVR grant or vesting was based; material breach of compliance obligations including in relation to misconduct risk; or failure of accountability or fitness and propriety.

The Board may also delay vesting of awards or postpone the allocation of shares (or payment of any cash amount) to allow time for it to determine the appropriate outcome (for example, where there is an investigation).

Explanatory memorandum

Voting rights and dividends

Restricted share units and performance rights do not carry any voting rights. Performance rights do not receive dividends (or dividend equivalent payments) in relation to the Performance Period.

For every restricted share unit that ultimately vests following the end of the respective Restriction Period, Matt Comyn will receive a cash payment equal to dividends paid by CBA (not including the value of franking credits) over the relevant Restriction Period in relation to the vested units.

Any shares allocated to Matt Comyn on vesting of the restricted share units and performance rights will carry the same rights (including with respect to voting and dividends) as other ordinary shares in the Company.

Treatment of restricted share units, performance rights and shares if Matt Comyn leaves the Company

In general, if Matt Comyn ceases employment with the Company as a result of his resignation or in the case of termination of employment for cause during the Restriction Period or Performance Period (as applicable), any unvested restricted share units and performance rights will lapse, unless the Board determines otherwise. If Matt Comyn ceases employment for any other reason during the Restriction Period or Performance Period, the awards remain on foot unless the Board determines otherwise. If cessation occurs during the Holding Period (for all reasons except termination of employment for cause), shares that are subject to the Holding Period will remain on foot with Holding Period release dates unchanged unless the Board determines otherwise. In the case of termination of employment for cause during the Holding Period, the shares subject to the dealing restriction will lapse unless the Board determines otherwise. For any awards which remain on foot after cessation of employment, the vesting conditions will be assessed following the end of the Restriction Period or Performance Period (as applicable), with these dates remaining unchanged.

Participation under previous approvals

At the Company's 2022 Annual General Meeting, shareholders approved the grant of restricted share units and performance rights under the EEP to Matt Comyn. Matt Comyn was subsequently granted 19,032 restricted share units, which are subject to the terms of the FY23 LTAR award, and 19,032 performance rights, which are subject to the terms of the FY23 LTVR award. No amount is or was payable for the acquisition of those restricted share units and performance rights. No other restricted share units or performance rights have been granted to a Director under the EEP or any other employee incentive scheme, since the 2022 Annual General Meeting. Since 2018 (when the EEP was introduced), a total of 60,012 restricted share units and 162,333 performance rights have been granted to Matt Comyn under the EEP, and no amount is or was payable.

Disclosure in Annual Report and future issues

Details of any securities issued to Matt Comyn under the EEP will be published in the Company's Annual Report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EEP after Item 4 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that ASX Listing Rule.

The Board (with Matt Comyn abstaining) recommends that shareholders vote in favour of this Item.

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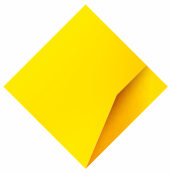
Annual Report

An electronic version of CBA's 2023 Annual Report is available at commbank.com.au/2023annualreport

To request a copy of the 2023 Annual Report, please call Link Market Services Limited on +61 1800 022 440 or contact them by email at cba@linkmarketservices.com.au

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