

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Commonwealth Bank of Australia (**Bank**)

ABN

48 123 123 124

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Fully paid ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 5,042,949 ordinary shares issued to shareholders of Count Financial Limited ( <b>Count</b> ) who validly elected to receive scrip under the Scheme of Arrangement between Count and its shareholders ( <b>Scheme</b> ). On 25 November 2011, the Bank lodged an Appendix 3B providing that up to 7,781,835 ordinary shares (subject to rounding) could be issued under the terms of the Scheme assuming all Count shareholders elected to receive scrip (excluding shares held by the Count Financial Employee Share Trust under the Count Loan Funded Share Plan). 5,042,949 ordinary shares will be issued to Count shareholders who validly elected to receive scrip consideration under the Scheme. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares.   |

+ See chapter 19 for defined terms.

- |  |  |
|--|--|
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes, shares will rank equally in all respects from 9 December 2011.</p>   |
| <p>5 Issue price or consideration</p>  | <p>Under the terms of the Scheme, Count shareholders were entitled to receive the equivalent of A\$1.40 for each Count share that they held at the Record Date. Count shareholders could elect to receive A\$1.40 cash or Bank shares based on the VWAP of Bank shares traded on the ASX for the 5 business day period ending on (and including) the last business day before the Scheme meetings (the VWAP is \$47.18).</p> |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | <p>The issue is made in connection with the Scheme. See Count's Scheme Booklet dated 23 October 2011 for further information.</p>  |
| <p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>  | <p>Shares will be issued on 9 December 2011 and despatch of certificates will occur on or before midday on 12 December 2011.</p>   |

	Number	+Class	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Fully Paid Ordinary Shares	
	1,581,280,593		
	5,000,000	Australian Government Guaranteed Floating Rate Transferable Certificates of Deposit Maturity Date 20 February 2014	
	20,000,000	Australian Government Guaranteed Fixed Rate Transferable Certificates of Deposit Maturity Date 20 February 2014	
	3,000,000	Senior, Unsubordinated, Unsecured Floating Rate Transferable Certificates of Deposit Maturity Date 17 December 2013	
	23,600,000	Senior, Unsubordinated, Unsecured Fixed Rate Transferable Certificates of Deposit Maturity Date 17 December 2013	
	5,000,000	Senior, Unsubordinated, Unsecured Floating Rate Transferable Certificates of Deposit Maturity Date 16 December 2011	
	7,325,000	Perpetual Exchangeable Resaleable Listed Securities ("PERLS IV"), comprising an unsecured subordinated note issued by the Bank's New York branch and a fully-paid preference share issued by the Bank	
	10,000,000	PERLS V	
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	550,000	Unsecured, subordinated convertible notes
		700,000	2006 Series 1 preference shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>The new fully paid ordinary shares proposed to be issued will participate in full for all future dividends.</p> <p>The Bank's dividend policy in respect of all of its ordinary shares is unchanged.</p>	

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |                 |
|----|---|-----------------|
| 11 | Is security holder approval required?   | Not applicable. |
| 12 | Is the issue renounceable or non-renounceable?  | Not applicable. |
| 13 | Ratio in which the +securities will be offered  | Not applicable. |
| 14 | +Class of +securities to which the offer relates  | Not applicable. |
| 15 | +Record date to determine entitlements  | Not applicable. |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | Not applicable. |
| 17 | Policy for deciding entitlements in relation to fractions   | Not applicable. |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | Not applicable. |
| 19 | Closing date for receipt of acceptances or renunciations  | Not applicable. |
| 20 | Names of any underwriters   | Not applicable. |
| 21 | Amount of any underwriting fee or commission  | Not applicable. |
| 22 | Names of any brokers to the issue   | Not applicable. |
| 23 | Fee or commission payable to the broker to the issue  | Not applicable. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   | Not applicable. |

- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or*

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+ See chapter 19 for defined terms.

*documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought 

Not applicable.
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- 39 Class of +securities for which quotation is sought 

Not applicable.
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- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
 If the additional securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment  

Not applicable.
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- 41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
 (if issued upon conversion of another security, clearly identify that other security)  

Not applicable.
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Number	+Class
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+ See chapter 19 for defined terms.

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not applicable.	Not applicable.
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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
Company secretary

Date: 8 December 2011

Print name: John Damien Hatton