

Commonwealth Bank

Commonwealth Bank of Australia
ACN 123 123 124

Secretariat

GPO Box 2719
Sydney NSW 1155

Telephone (02) 9118 7208
Facsimile (02) 9118 7190

C Collingwood
Company Secretary

3 September 2012

The Manager
Company Announcements Platform
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000



Dear Sir

Appendix 3B

Attached is an indicative Appendix 3B for the issue of Perpetual Exchangeable Resaleable Listed Securities (**PERLS VI**) pursuant to an offer document lodged with ASX Limited (**ASX**) on 3 September 2012.

The number of PERLS VI to be issued is indicative only. The final number of PERLS VI actually issued may be more or less.

A final Appendix 3B will be provided to the ASX following the close of the offer.

Yours faithfully

Carla Collingwood

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | PERLS VI (Perpetual, exchangeable, resaleable, listed, subordinated, unsecured notes) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Approximately 7,500,000 PERLS VI (may issue more or less) |
| 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) | Refer to the PERLS VI Perpetual Exchangeable Resealeable Listed Securities Prospectus and PERLS IV Reinvestment Offer Information lodged with ASX on 3 September 2012 ("Prospectus") |

+ See chapter 19 for defined terms.

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New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p>	<p>No.</p> <p>PERLS VI will in effect rank ahead of Bank Ordinary Shares for payment of distributions.</p> <p>On a winding up of the Bank, PERLS VI will rank after the claims of holders of senior ranking obligations of the Bank (including depositors and other creditors except for holders of certain equal ranking securities), equally with holders of other equal ranking securities (including preference shares) issued by the Bank and ahead of holders of Bank Ordinary Shares.</p> <p>PERLS VI may be exchanged into fully paid Bank Ordinary Shares in certain circumstances. Any Bank Ordinary Shares issued to holders on Exchange of PERLS VI will be fully paid and will rank equally with Bank Ordinary Shares already on issue in all respects from the date of issue. Exchange is mandatory in certain circumstances described in the terms of issue.</p> <p>Claims of holders of PERLS VI may also be terminated in certain circumstances described in the terms of issue.</p> <p>For further details, refer to the Prospectus.</p>
<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	
<p>5 Issue price or consideration</p>	<p>\$100 per PERLS VI</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds of the offer of PERLS VI will be used, to the extent necessary, to refinance PERLS IV and otherwise to fund the Bank's business.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not applicable		
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable		
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable		
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable		
6f	Number of securities issued under an exception in rule 7.2	Not applicable		
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Not applicable		
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable		
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable		
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>Entry of PERLS VI into uncertified holdings is expected to occur on 17 October 2012.</p> <p>The despatch of holding statements is scheduled to be completed by Friday, 19 October 2012.</p>		
		<table border="1" style="width: 100%;"> <tr> <td style="width: 70%;">Number</td> <td style="width: 30%;">+Class</td> </tr> </table>	Number	+Class
Number	+Class			

+ See chapter 19 for defined terms.

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8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable)	1,592,154,780	Fully Paid Ordinary Shares
		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 Floating Rate Transferable Certificates of Deposit Maturity Date 17 December 2013
		7,325,000	Perpetual Exchangeable Resealable 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	Perpetual Exchangeable Resealable Listed Securities ("PERLS V"), comprising an unsecured subordinated note issued by the Bank's New Zealand branch and a fully-paid convertible preference share
		5,700,000	CommBank Retail Bonds Series 1 Tranche A Maturity Date 24 December 2015

⁺ See chapter 19 for defined terms.

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US\$2,000,000,000	2.25% 5 year Fixed Rate Covered Bonds due 2017 issued under the US\$30,000,000,000 CBA Covered Bond Programme
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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	550,000 700,000	Unsecured, subordinated convertible notes 2006 Series 1 preference shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>PERLS VI are scheduled to pay non-cumulative, quarterly, floating rate (Australian money market benchmark interest rate (Market Rate) plus a Margin to be determined through a bookbuild, with the result multiplied by (1 – Tax Rate)) Distributions until all PERLS VI are Exchanged or Redeemed, subject to (i) the Bank, in its absolute discretion, making the Distribution; (ii) the Bank having sufficient Distributable Profits (unless APRA otherwise agrees in writing); (iii) payment not resulting in a breach of the Bank’s capital requirements under APRA’s prudential standards; (iv) payment not resulting in the Bank becoming, or being likely to become, insolvent; or (v) APRA not otherwise objecting to the payment. Distributions that are not paid do not accrue and will not be subsequently paid.</p> <p>The Bank’s dividend policy in respect of its Ordinary Shares is unchanged. However, if distributions on PERLS VI are not paid on the relevant payment date, the Bank will be restricted from paying distributions or dividends on (or returning capital on or undertaking buy-backs of) Bank Ordinary Shares, subject to certain limited exceptions.</p> <p>For further details, refer to the Prospectus.</p>	

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

+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. 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	Not applicable

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26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Despatch date	Not applicable

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or 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
- 39 Class of +securities for which quotation is sought Not applicable
- 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

42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class
Not applicable	Not applicable

+ See chapter 19 for defined terms.

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: Date: 3 September 2012.
(Director/Company secretary)

Print name: Carla Collingwood
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