

1 Commonwealth Bank of Australia's Constitution

Capitalised terms used but not defined in this document have the meaning given to them in the prospectus dated on or about 3 September 2012 for the offer of perpetual, exchangeable, resaleable, listed, subordinated, unsecured notes to be issued by the Commonwealth Bank of Australia (ABN 48 123 123 124).

The constitution of CBA is dated 13 November 2008, and incorporates amendments up to and including all amendments passed at the Annual General Meeting on 13 November 2008 (**Constitution**). The Constitution provides for the following:

1.1 **Constitution: rights attaching to Ordinary Shares**

Ordinary Shares may be issued to Holders by way of Exchange. Ordinary Shares may also be issued to the Trustee to hold on trust for sale for your benefit if Exchange occurs and you have notified CBA that you do not wish to receive Ordinary Shares or you are an Ineligible Holder. Any Ordinary Shares issued to Holders by way of Exchange will be fully paid and will rank equally with Ordinary Shares already on issue in all respects.

1.2 **Transfers**

Subject to the ASX Settlement Operating Rules, transfers of Ordinary Shares are not effective until registered. Ordinary Shares are transferable, subject to the ASX Listing Rules and the Constitution, and the right of the directors of CBA to refuse to register a transfer of Ordinary Shares in limited circumstances.

Unless otherwise required by law or the Constitution, CBA is entitled to treat the registered holder as the absolute owner of a share. Ordinary Shares held by a trustee may, with the directors' consent, be identified as being subject to the relevant trust.

CBA is not bound to register more than three persons as joint holders of a Ordinary Share. CBA does not issue share certificates unless required by law or the ASX Listing Rules.

Restrictions apply in respect of persons who become entitled to Ordinary Shares by reason of a holder's death, bankruptcy or mental incapacity. In the case of the death of a holder, the survivor or survivors jointly registered as shareholders and the legal personal representatives of a sole holder are the only persons CBA will recognise as having title to the member's interest in the shares.

1.3 **Dividends**

Shareholders have a right to dividends if the directors determine that a dividend is payable. Dividends are only payable out of profits of CBA and may be subject to the rights of holders of shares carrying preferred rights.

1.4 **Winding up**

On winding up of CBA, Ordinary Shares will participate in the division of any surplus assets of CBA (subject to the rights of holders of shares carrying preferred rights).

1.5 **Meetings**

Shareholders are entitled to receive notice of, attend and, subject to the Constitution, to vote in person, by representative, attorney or proxy at general meetings of CBA. On a show of hands, each holder (regardless of the number of shares held) has one vote. On a poll, each holder has one vote for each fully paid Ordinary Share held.

1.6 **Issue of further shares**

The directors of CBA control the issue of shares. The directors may issue further shares, and grant rights or options over shares, on such terms as they think fit.