

Market Soundings Guidelines Summary.

Last updated 18/02/2026



Commonwealth Bank
of Australia

The document sets out a summary of the requirements that relevant Commonwealth Bank of Australia (CBA) Global Markets staff must comply with when selecting and engaging with potential investors/lenders during fixed income and lending related Market Soundings (as defined below). Market Soundings are designed to communicate information between issuers/borrowers, potential investors/lenders and intermediaries such as CBA. CBA has internal requirements that apply to participating in Market Soundings which are essential to manage the flow of information during this engagement with investors/lenders, which may include the disclosure of confidential and material non-public information in some scenarios.

Market Sounding Requirements

What is a Market Sounding?

Market Sounding refers to discussions with potential investors, lenders, or public side sales/trading personnel prior to the announcement of an actual or imminent transaction, to gauge interest or preferences in respect of that transaction.

A Market Sounding may involve the disclosure of confidential information or inside information by CBA to potential investors or lenders.

A Market Sounding differs to providing market colour to investors, which involves general discussion of market trends, conditions and developments only. Market colour does not involve discussion with investors/lenders about an imminent transaction nor the disclosure of any confidential information or inside information (including the issuer, borrower or counterparty being discussed).

Key Requirements

• When are Market Soundings permitted:

- There is a mandate in place with the issuer/borrower.
- The proposed transaction is imminent. Market Soundings should only be undertaken as close as reasonably practicable to the launch of a proposed transaction. Market Soundings should take place outside times at which affected financial products may be traded on a financial market and in circumstances where the transaction is proposed to be launched before trading next commences.
- Issuer/borrower permission to perform a Market Sounding has been obtained. This authorisation should confirm what information should be disclosed to the potential investor/s or lenders.
- Investor/lender permission to be sounded has been obtained.

• Process Overview:

- Before a Market Sounding:
 - A mandate is obtained from the issuer/borrower.
 - The investor/lenders to be approached about the Market Sounding should be considered and selected.
 - An appropriately senior person at the investor/lender should be contacted to confirm their willingness to be sounded. The sounding cannot proceed if the identified person at the institution does not agree to be sounded or if the institution will not treat the information it will receive as Confidential or Inside Information.
 - Information to be conveyed during a Market Sounding should be considered to determine if it is confidential information or inside information and ensure all wall-crossing and other internal requirements are followed.
 - The Market Sounding should initially be approached on a “no names” basis, where general information only is provided until explicit consent is obtained from the investor/lender to disclose confidential information or inside information (including naming the issuer/

borrower). “No names” basis approaches may include a reference to: an industry sector, country, listing venue, type of security and disclosure of other ‘general information’. An approved script should be used for the Market Sounding.

- **During a Market Sounding:**

- Market Soundings relating to Fixed Income and Debt Security Products must be conducted on a recorded line in a space segregated from the Public Area or a bilateral chatroom.
- Market Soundings relating to Loan Markets are not required to be conducted on a recorded line. However other records of the Market Sounding will be retained.

- **After a Market Sounding:**

- After the Market Sounding, an email confirmation will be sent to the relevant person at the investor/lender. This email will refer to the Market Sounding arrangements and may include the information disclosed and the basis on which the information was provided to the investor / lender during the course of the Market Sounding;
- Where an investor / lender has been provided with inside information and it ceases to be inside information, the investor/ lender will be cleansed and will receive an email advising that the information received during the Market Sounding has ceased to be inside information.

- **Investor/lender selection:**

- Market Soundings should only be conducted on a selective basis and limited to as few investors/lenders as possible.
- The decision to sound a particular investor/lender should be justifiable. Investor/lenders should be selected for a Market Sounding taking into account the following:
 - The views expressed by the issuer/borrower;
 - Regular past dealings with the issuer/borrower;
 - Likely interest in the proposed transaction and whether the investor has expressed interest in the issuer/borrower;
 - Ability of the investor/lender to provide feedback on pricing parameters; or
 - Eligibility of the investor/lender to participate in the proposed transaction (eg due to documentation requirements and/or selling restrictions).

- **Inside Information & Wall Crossing:**

- If inside information is to be disclosed as part of a Market Sounding, public side staff must be wall-crossed before receiving information.
- If inside information is to be disclosed as part of a Market Sounding, CBA staff must start the Market Sounding on a “no-names” basis where only general information is provided. The objective is to provide investors/lenders with sufficient information to assess whether they want to continue participating in the Marketing Sounding. If a decision is made to continue, the investor / lender must consent to being sounded and wall crossed prior to any other information being disclosed.
- Cleansing emails must be sent to relevant CBA staff and investor/lenders in accordance with internal requirements when information ceases to be inside information.