

# 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, 04/03/13

Name of entity

Commonwealth Bank of Australia ("CBA")

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  | CommBank PERLS VIII Capital Notes ("PERLS VIII") being subordinated, unsecured notes issued by CBA's New Zealand branch.            |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | Approximately 12,500,000 PERLS VIII (CBA may issue more or less).   |
| 3 | Principal terms of the +securities (e.g. 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 VIII Prospectus and PERLS III Reinvestment Offer Information lodged with ASX on 16 February 2016 ("Prospectus"). |

4	<p>Do the +securities rank equally in all respects from the +issue date 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>No.</p> <p>PERLS VIII will rank ahead of Ordinary Shares for payment of distributions.</p> <p>On a winding up of CBA, PERLS VIII will rank after the claims of holders of senior ranking obligations of CBA (including deposits preferred by law and other creditors), equally with holders of other equal ranking securities (including preference shares or other subordinated, unsecured debts) issued by CBA and ahead of holders of Ordinary Shares.</p> <p>PERLS VIII may be exchanged into fully paid Ordinary Shares in certain circumstances. Any Ordinary Shares issued to holders on Exchange of PERLS VIII will be fully paid and will rank equally with 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 VIII may also be terminated in certain circumstances described in the terms of issue.</p> <p>For further details refer to the PERLS VIII Prospectus.</p>
5	Issue price or consideration	\$100 per PERLS VIII
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The offer raises Tier 1 Capital to satisfy CBA's regulatory capital requirements and maintain the diversity of CBA's sources and types of funding. The net proceeds of the offer of PERLS VIII will be used to fund CBA's business.</p>

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+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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.	N/A
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	N/A
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	N/A
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	30 March 2016

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		1,707,544,714	Fully Paid Ordinary Shares
		20,000,000	Perpetual, exchangeable, resaleable, listed, subordinated, unsecured notes ("PERLS VI") being unsecured subordinated notes issued by CBA
		30,000,000	CommBank PERLS VII Capital Notes ("PERLS VII") being subordinated, unsecured notes issued by CBA's New Zealand branch
		12,500,000	CommBank PERLS VIII Capital Notes ("PERLS VIII") being subordinated, unsecured notes issued by CBA's New Zealand branch
		U.S.\$2,000,000,000	2.25% 5 year Fixed Rate Covered Bonds due 16 March 2017 issued under the US\$30,000,000,000 CBA Covered Bond Programme (Series 13)
		U.S.\$1,250,000,000	2.000% 5 year Fixed Rate Covered Bonds due 18 June 2019 (soft bullet) issued under the US\$30,000,000,000 CBA Covered Bond Programme (Series 36)

<sup>+</sup> See chapter 19 for defined terms.

U.S.\$37,500,000	USD Dated Floating Rate Notes due 27 July 2016 represented by a Permanent Global Note
CNY1,000,000,000	5.15% Subordinated Notes due 11 March 2025 issued under CBA's U.S.\$70,000,000,000 Euro Medium Term Note Programme
EUR1,250,000,000	2.00% Subordinated Notes due 22 April 2027 issued under CBA's U.S.\$70,000,000,000 Euro Medium Term Note Programme

- 9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)

Number	<sup>+</sup> Class
700,000	2006 Series 1 preference shares

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>PERLS VIII 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 resulting rate multiplied by (1- Tax Rate)) distributions (“Distributions”) until all PERLS VIII are Exchanged or Redeemed, subject to (i) CBA in its absolute discretion, making the Distribution; (ii) payment not resulting in a breach of CBA’s capital requirements under APRA’s prudential standards; (iii) payment not resulting in CBA becoming or likely to become insolvent; and (iv) APRA not otherwise objecting to the payment. Distributions that are not paid do not accrue and will not be subsequently paid.</p> <p>CBA’s dividend policy in respect of its Ordinary Shares is unchanged. However, if distributions of PERLS VIII are not paid on the relevant Distribution Payment Date and until a Distribution is paid in full on a subsequent Distribution Payment Date, CBA will be restricted from paying dividends on (or returning capital on or undertaking buy-backs of) Ordinary Shares, subject to certain limited exceptions.</p> <p>For further details, refer to the PERLS VIII Prospectus.</p>
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## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

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+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A

- |    |   |     |
|----|---|-----|
| 29 | Date rights trading will end (if applicable)  | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                            | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                    | N/A |
| 33 | +Issue date   | N/A |

## 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 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

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+ See chapter 19 for defined terms.



- 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 

N/A
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- 39 +Class of +securities for which quotation is sought 

N/A
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- 40 Do the +securities rank equally in all respects from the +issue date 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
- |     |
|-----|
| N/A |
|-----|
- 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)
- |     |
|-----|
| N/A |
|-----|
- 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)
- | Number | +Class |
|--------|--------|
| N/A    | N/A    |

## 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 is not available now, we 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

Print name: Taryn Morton

Date: 16 February 2016

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+ See chapter 19 for defined terms.