

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a “qualified” investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

#### **AMENDED AND RESTATED FINAL TERMS DATED 12 JULY 2022**

(The Final Terms dated 12 April 2022 are amended and restated by these Amended and Restated Final Terms dated 12 July 2022)

**Commonwealth Bank of Australia**  
**ABN 48 123 123 124**

**Issuer Legal Entity Identifier (LEI): MSFSBD3QN1GSN7Q6C537**

**Issue of GBP 200,000,000 Floating Rate Notes due April 2023**  
**under the U.S.\$70,000,000,000**

**Euro Medium Term Note Programme**

## Part A– Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Programme Circular dated 2 July 2021 and the supplements to it dated 16 August 2021 and 10 February 2022 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the “Programme Circular”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Programme Circular in order to obtain all the relevant information. The Programme Circular has been published on the Issuer's website at: [https://www.commbank.com.au/about-us/investors/emtn-programme.html?ei=tl\\_emtn-programme](https://www.commbank.com.au/about-us/investors/emtn-programme.html?ei=tl_emtn-programme).

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|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Issuer:                                                                                               | Commonwealth Bank of Australia                                                                                                                            |
| 2. (i) Series of which Notes are to be treated as forming part:                                          | 6464                                                                                                                                                      |
| (ii) Tranche Number:                                                                                     | 1                                                                                                                                                         |
| (iii) Date on which the Notes will be consolidated and form a single Series:                             | Not Applicable                                                                                                                                            |
| 3. Specified Currency or Currencies:                                                                     | Pound Sterling (“GBP”)                                                                                                                                    |
| 4. Aggregate Nominal Amount:                                                                             |                                                                                                                                                           |
| (i) Series:                                                                                              | GBP 200,000,000                                                                                                                                           |
| (ii) Tranche:                                                                                            | GBP 200,000,000                                                                                                                                           |
| 5. Issue Price:                                                                                          | 100.756 per cent. of the Aggregate Nominal Amount                                                                                                         |
| 6. (i) Specified Denominations:                                                                          | GBP 100,000                                                                                                                                               |
| (ii) Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): | Specified Denomination                                                                                                                                    |
| 7. (i) Issue Date:                                                                                       | 14 April 2022                                                                                                                                             |
| (ii) Interest Commencement Date:                                                                         | Issue Date                                                                                                                                                |
| 8. Maturity Date:                                                                                        | Interest Payment Date falling in or nearest to April 2023                                                                                                 |
| 9. Interest Basis:                                                                                       | Compounded Daily SONIA + 1 per cent. Floating Rate<br>(see paragraph 14 below)                                                                            |
| 10. Redemption/Payment Basis:                                                                            | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount |
| 11. Change of Interest Basis:                                                                            | Not Applicable                                                                                                                                            |
| 12. Put/Call Options:                                                                                    | Not Applicable                                                                                                                                            |

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 13. Fixed Rate Note Provisions                              | Not Applicable                                                                                                           |
| 14. Floating Rate Note Provisions                           | Applicable                                                                                                               |
| (i) Specified Period(s)/Specified Interest Payment Date(s): | 14 July 2022, 14 October 2022, 14 January 2023 and 14 April 2023, subject to the Business Day Convention specified below |

(ii) Business Day Convention:	Modified Following Business Day Convention
(iii) Additional Business Centre(s):	London, New York and Sydney
(iv) Manner in which the Rate of Interest and Interest Amount are to be determined:	Screen Rate Determination
(v) Calculation to be on a Calculation Amount Basis:	Not Applicable
(vi) Party responsible for determining the Rate of Interest and/or calculating the Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vii) Screen Rate Determination:	Applicable
– Reference Rate:	Compounded Daily SONIA
– Interest Determination Date(s):	Fifth London business day prior to the end of each Floating Interest Period
– Relevant Screen Page:	Reuters Screen Overnight SONIA Page (or any replacement thereto)
– SONIA Observation Method:	Lag <sup>1</sup>
– SONIA Observation Look-Back Period: <sup>2</sup>	Five London Banking Days
– Index Determination:	Not Applicable <sup>3</sup>
(viii) ISDA Determination:	Not Applicable
(ix) Linear Interpolation:	Not Applicable
(x) Margin(s):	+ 1 per cent. per annum
(xi) Minimum Rate of Interest:	Not Applicable
(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/365 (Fixed), Adjusted
15. <b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16. Issuer Call:	Not Applicable
17. Investor Put:	Not Applicable
18. Final Redemption Amount:	GBP 100,000 per Calculation Amount
19. Early Redemption Amount payable on redemption for taxation reasons or on event of default:	Condition 6(f) shall apply

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20. Form of Notes:	<b>Bearer Notes:</b> Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event
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<sup>1</sup> Restated to correctly specify that SONIA Observation Method is Lag.

<sup>2</sup> Restated to correct reference from 'Observation Look-Back Period' to 'SONIA Observation Look-Back Period.'

<sup>3</sup> Restated to correctly specify that Index Determination is not applicable.

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|-------------------------------------------------------------------|--------------------------------------------|
| 21. Payment Business Day Convention                               | Modified Following Business Day Convention |
| 22. Additional Financial Centre(s):                               | New York, Sydney and London                |
| 23. Talons for future Coupons to be attached to Definitive Notes: | No                                         |

**PROVISIONS APPLICABLE TO RMB NOTES**

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|-------------------------------------------------------------------|----------------|
| 24. RMB Currency Event:                                           | Not Applicable |
| 25. Spot Rate (if different from that set out in Condition 7(1)): | Not Applicable |
| 26. Party responsible for calculating the Spot Rate:              | Not Applicable |
| 27. Relevant Currency (if different from that in Condition 7(1)): | Not Applicable |
| 28. RMB Settlement Centre(s):                                     | Not Applicable |

**DISTRIBUTION**

- |                                      |                |
|--------------------------------------|----------------|
| 29. Additional selling restrictions: | Not Applicable |
|--------------------------------------|----------------|

Signed on behalf of **Commonwealth Bank of Australia:**

By:.....

Title:.....

Duly authorised

## Part B– Other Information

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange’s regulated market with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,080

### 2. RATINGS

The Notes to be issued are expected to be rated:  
Moody’s: Aa3

### 3. REASONS FOR THE OFFER

See “Use of Proceeds” in the Programme Circular

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 5. YIELD

Indication of Yield: Not Applicable

### 6. HISTORIC INTEREST RATES (FLOATING RATE NOTES ONLY)

Details of SONIA rates can be obtained from Reuters.

### 7. OPERATIONAL INFORMATION

- (i) ISIN: XS2469466713
- (ii) Common Code: 246946671
- (iii) CFI Code: DTFXFB, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: COMMNW.BK(AU)/1 MTN 20230414, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) CMU Instrument Number: Not Applicable
- (vi) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vii) CMU Lodging and Paying Agent: Not Applicable
- (viii) Delivery: Delivery against payment

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|--------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (ix)   | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable                                                                                                                                                                                                                  |
| (x)    | U.S. Selling Restrictions:                                  | Reg. S Compliance Category 2; TEFRA D                                                                                                                                                                                           |
| (xi)   | Prohibition of Sales to EEA Retail Investors:               | Not Applicable                                                                                                                                                                                                                  |
| (xii)  | Prohibition of Sales to UK Retail Investors:                | Not Applicable                                                                                                                                                                                                                  |
| (xiii) | Prohibition of Sales to Belgian Consumers:                  | Applicable                                                                                                                                                                                                                      |
| (xiv)  | Relevant Benchmark:                                         | SONIA is provided by the Bank of England.<br><br>The Bank of England does not fall within the scope of Regulation (EU) No. 2016/1011 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. |
- 8. THIRD PARTY INFORMATION** Not Applicable.