

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2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as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.

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.

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.

26 August 2024

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

Issuer’s Legal Entity Identifier (LEI): MSFSBD3QN1GSN7Q6C537

**Issue of USD 30,000,000 Collared Floating Rate Notes due 28 August 2034
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 1 July 2024 which constitutes 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: <http://www.commbank.com.au/about-us/investors/emtn-programme.html>.

1. Issuer:	Commonwealth Bank of Australia
2. (i) Series of which Notes are to be treated as forming part:	6616
(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:	United States Dollars (“USD”)
4. Aggregate Nominal Amount:	
(i) Series:	USD 30,000,000
(ii) Tranche:	USD 30,000,000
5. Issue Price:	100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations:	USD 200,000
(ii) Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions):	Specified Denominations
7. (i) Issue Date:	28 August 2024
(ii) Interest Commencement Date:	Issue Date
8. Maturity Date:	28 August 2034
9. Interest Basis:	Compounded Daily SOFR + 1.00 per cent. Floating Rate (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 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

13. Fixed Rate Note Provisions	Not Applicable
14. Floating Rate Note Provisions	Applicable
(i) Specified Period(s)/Specified Interest Payment Date(s):	28 August, 28 November, 28 February, and 28 May in each year, starting on and including 28 November 2024 up to and including Maturity Date
(ii) Business Day Convention:	Not Applicable
(iii) Additional Business Centre(s):	Not Applicable
(iv) Calculation to be on a Calculation Amount Basis:	Not Applicable
(v) Party responsible for determining the Rate of Interest and/or calculating the Interest Amount (if not the Principal Paying Agent):	Not Applicable

(vi) Manner in which the Rate of Interest and Interest Amount are to be determined:	Screen Rate Determination
– Reference Rate:	Compounded Daily SOFR
– Interest Determination Date(s):	The day falling the number of U.S. Government Securities Business Days included in the below SOFR Observation Shift Period prior to the day on which the relevant Floating Interest Period ends (but which by its definition is excluded from the Floating Interest Period)
– Relevant Screen Page:	Not Applicable
– SONIA Observation Method:	Not Applicable
– SONIA Observation Look-Back Period:	Not Applicable
– SOFR Observation Shift Period:	Five (5) U.S. Government Securities Business Days
– TONA Observation Method:	Not Applicable
– €STR Calculation Method:	Not Applicable
– €STR Observation Method:	Not Applicable
– p:	Not Applicable
– Index Determination:	Not Applicable
– Specified Time:	Not Applicable
– Interest Period End Date(s)	Not Applicable
(vii) Linear Interpolation:	Not Applicable
(viii) Margin(s):	+ 1.00 per cent. per annum
(ix) Minimum Rate of Interest:	0.00 per cent. per annum
(x) Maximum Rate of Interest:	5.50 per cent. per annum
(xi) Day Count Fraction:	30/360, unadjusted

15. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. Issuer Call:	Not Applicable
17. Investor Put:	Not Applicable
18. Final Redemption Amount:	USD 200,000 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:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event
21. Payment Business Day Convention	Modified Following Business Day Convention
22. Additional Financial Centre(s):	London, New York, Sydney

23. Talons for future Coupons to be attached to Definitive Notes: Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made.

PROVISIONS APPLICABLE TO RMB NOTES

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 is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and, to be listed on the Official List of the Financial Conduct Authority with effect from Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 625

2. RATINGS

The Notes to be issued are expected to be rated:
Moody's Investors Service Pty Ltd.: Aa2

3. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: See "Use of Proceeds" in the Programme Circular
- (ii) Estimated net proceeds: USD 30,000,000

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

Save for any fees payable to Citigroup Global Markets Limited (the "Dealer"), 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. OPERATIONAL INFORMATION

- (i) ISIN: XS2890156040
- (ii) Common Code: 289015604
- (iii) CFI Code: See 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: See 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
- (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: Applicable
- (xii) Prohibition of Sales to UK Retail Investors: Applicable
- (xiii) Prohibition of Sales to Belgian Consumers: Applicable
- (xiv) Relevant Benchmark[s]: SOFR is provided by the Federal Reserve Bank of New York.

As at the date hereof, the Federal Reserve Bank of New York does not appear in the register of administrators and benchmarks established and maintained by the UK Financial Conduct Authority pursuant to Article 36 of Regulation (EU) No. 2016/1011 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

7. THIRD PARTY INFORMATION

Not Applicable