

NOTICE OF MEETING

2015 ANNUAL GENERAL MEETING










CommonwealthBank



HOW TO GET THERE:

The 2015 Annual General Meeting of the Commonwealth Bank of Australia will be held on Tuesday, 17 November 2015 commencing at 11:00am at the Sydney Cricket Ground in the Noble Dining Room, entrance via SCG Gate A on Driver Avenue, Moore Park, NSW. A map and directions are set out below. Timetables and further transport information is available at www.transportnsw.info or by calling 131 500.

Entrance to the venue is via SCG Gate A on Driver Avenue. The Noble Dining Room is on Level 2 in the MA Noble & Don Bradman stand, accessible from the escalators and lifts.

-  PUBLIC PARKING
-  BUS STOP
-  SHUTTLE BUS STOP
-  SHUTTLE ROUTE TO/FROM AGM
-  TAXI RANK
-  DISABLED ACCESS
-  PEDESTRIAN WALKWAY
-  PEDESTRIAN ACCESS FROM CAR PARK
-  ENTERTAINMENT QUARTER MOORE PARK BUSWAY



By Train

Take a train to Central Station, Circular Quay, Martin Place, Museum or Bondi Junction, and then transfer to either bus or taxi to continue to the venue.

By Bus

Anzac Parade or the Entertainment Quarter Moore Park Busway are the closest bus stops to the venue. Timetables and bus routes are available at www.transportnsw.info or by calling 131 500. Some bus and bus routes services may be affected by the construction of the Sydney Light Rail. Information is available at www.mysydney.nsw.gov.au

By Car

The Entertainment Quarter, 122 Lang Road, Moore Park has free 2 hour parking. Casual rates apply thereafter. Mobility impaired access parking is available on the Ground Level. There is also metered 4 hour car parking located along Driver Avenue, Moore Park.

Shuttle Bus

A complimentary shuttle bus will operate frequently between the car park and the venue both before and after the AGM.

By Taxi

On arrival, taxis can drop passengers directly in front of Gate A. On departure, the closest taxi rank is located at the Entertainment Quarter on Errol Flynn Boulevard, opposite the Hordern Pavilion (and near the car park).

Chairman's Letter

17 SEPTEMBER 2015

Dear Shareholder,

It is my pleasure to invite you to attend the 2015 Annual General Meeting of the Commonwealth Bank of Australia. The Meeting will be held at the Sydney Cricket Ground in the Noble Dining Room, entrance via SCG Gate A on Driver Avenue, Moore Park, New South Wales, 2021 on Tuesday 17 November 2015, commencing at 11.00am. A map on the previous page shows the location of the venue. Registration will be available from 9.30am.

A Voting/Proxy Form is included in this information pack. The Form contains a barcode to assist with the registration process at the Annual General Meeting. If you attend the Meeting, please bring this barcoded Form with you. If you are not attending the Meeting, the Form allows you to either lodge your vote directly or appoint a proxy to vote on your behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

I have enclosed a form for those who cannot attend the Meeting but would like to submit questions on any shareholder matters that may be relevant to the Meeting. I invite you to submit any questions on this enclosed form and return it with the Voting/Proxy Form. While time will probably not

permit me to address all the questions submitted, I will try, during the course of the Meeting, to address the more frequently raised shareholder matters.

A live webcast of the Meeting will be broadcast on the Commonwealth Bank's website through the Shareholder Centre at **www.commbank.com.au/shareholder/annualgeneralmeeting**. An archive of the webcast will be available at the same web address within a day of the Meeting. This will enable you to hear or read the responses to the questions raised on the returned forms and during the Meeting.

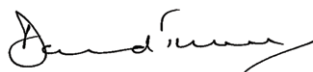
Any body corporate holder of Commonwealth Bank shares, or any body corporate appointed as a proxy, wishing to appoint

a person to act as its representative at the Meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorising him or her as the body corporate's representative.

The Notice of Meeting commences on page 3, listing the items to be considered at the Meeting. Background information on Items 2 to 5 is contained in the Explanatory Memorandum on pages 7 to 16.

Commonwealth Bank Directors and Senior Executives cordially invite shareholders to join them for refreshments after the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David J Turner', with a stylized flourish at the end.

David J Turner
CHAIRMAN

Notice of Meeting

The 2015 Annual General Meeting of the Commonwealth Bank of Australia (the Company) will be held on Tuesday 17 November 2015 at the Sydney Cricket Ground in the Noble Dining Room, entrance via SCG Gate A on Driver Avenue, Moore Park, New South Wales, 2021.

ITEMS OF BUSINESS

1. DISCUSSION OF FINANCIAL STATEMENTS

To discuss the financial report, the Directors' report and the auditor's report for the year ended 30 June 2015.

2. ELECTION OF DIRECTORS

In accordance with Rules 11.1 and 11.2(a) of the Constitution of the Commonwealth Bank of Australia:

- (a) Mr David Turner retires and, being eligible, offers himself for re-election; and
- (b) Mr Harrison Young retires and, being eligible, offers himself for re-election.

In accordance with Rules 11.4(b) and 11.2(a) of the Constitution of the Commonwealth Bank of Australia:

- (c) Ms Wendy Stops retires and, being eligible, offers herself for election.

Information about the candidates seeking election and re-election for Item 2 appears in the Explanatory Memorandum, including the Board's recommendation in relation to each candidate.

3. REMUNERATION REPORT

To adopt the Remuneration Report for the year ended 30 June 2015.

VOTING EXCLUSION STATEMENT FOR ITEM 3

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the key management personnel of the Company as disclosed in the Company's 2015 Remuneration Report (KMP) or a closely related party of such a member (such as close family members and any companies the person controls), regardless of the capacity in which the vote is cast; and
- as a proxy by a member of KMP at the date of the Meeting or a closely related party of such a member,

unless the vote is cast as proxy for a person who is entitled to vote on Item 3, and:

- the vote is cast in accordance with a direction on the Voting/Proxy Form; or
- the vote is cast by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

4. GRANT OF SECURITIES TO IAN NAREV UNDER THE GROUP LEADERSHIP REWARD PLAN

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) "That approval be given in accordance with ASX Listing Rule 10.14 for the participation of Mr Narev in the Group Leadership Reward Plan (GLRP) of the Commonwealth Bank of Australia, and for the grant of reward rights to Mr Narev within one year of the date of this Annual General Meeting pursuant to the GLRP and on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting"; and
- (b) "That approval be given in accordance with ASX Listing Rule 10.14 for the grant of reward rights to Mr Narev in connection with the Commonwealth Bank of Australia's August 2015 rights issue within one year of the date of this Annual General Meeting pursuant to the GLRP and on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting."

VOTING EXCLUSION STATEMENT FOR ITEMS 4(A) AND 4(B)

The Company will disregard any votes cast on Items 4(a) and 4(b):

- by or on behalf of Mr Narev and any of his associates, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of KMP at the date of the Meeting or a closely related party of such a member,

unless the vote is cast as proxy for a person who is entitled to vote on Items 4(a) and 4(b), and:

- the vote is cast in accordance with a direction on the Voting/Proxy Form; or
- the vote is cast by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

5. NON-EXECUTIVE DIRECTORS' REMUNERATION – FEE CAP

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 10.17, Rule 11.6 of the Constitution of the Commonwealth Bank of Australia and for all other purposes, the maximum aggregate annual remuneration that may be paid by the Company as remuneration for the services of the Company's Non-Executive Directors be increased by \$750,000 to \$4,750,000 per annum."

VOTING EXCLUSION STATEMENT FOR ITEM 5

The Company will disregard any votes cast on Item 5:

- by or on behalf of each Director of the Company and any of their associates; and
- as a proxy by a member of KMP at the date of the Meeting or a closely related party of such a member,

unless the vote is cast as proxy for a person who is entitled to vote on Item 5, and:

- the vote is cast in accordance with a direction on the Voting/Proxy Form; or
- the vote is cast by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

DIRECT VOTING

If you are a shareholder and are unable to attend and vote at the Annual General Meeting on 17 November 2015, you are entitled to vote your shares directly by marking "X" in Method A on the enclosed Voting/Proxy Form. You will then not need to appoint a proxy to act on your behalf. You should then mark either "For" or "Against" for each Agenda Item on the Form.

If you vote on at least one item but leave other item(s) blank, the vote on the item(s) marked will be valid but no vote will be counted for the item(s) left blank.

If you leave blank the voting direction for all resolutions, the Chairman will be deemed to be your appointed proxy for all resolutions.

APPOINTMENT OF PROXY

If you are a shareholder and are unable to attend and vote at the Annual General Meeting on 17 November 2015, and do not choose to use direct voting, you are entitled to appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder. To do this you should mark "X" in Method B on the Voting/Proxy Form. A proxy may be an individual or a body corporate. Subject to what is set out below in relation to the KMP of the Company, if no voting directions are given, the proxy may vote as they see fit.

The Chairman of the Meeting intends to vote all available proxies in favour of all Items.

If a shareholder appoints a member of the KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Item 3, Item 4(a), Item 4(b) or Item 5 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default, and the shareholder does not mark a voting box for Item 3, Item 4(a), Item 4(b) or Item 5, then by signing and returning the

Voting/Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP.

If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies to attend the Annual General Meeting and vote on a poll and may specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If you appoint two proxies and both attend the meeting, neither proxy may vote on a show of hands.

SENDING US YOUR DIRECT VOTE OR PROXY

The completed Voting/Proxy Form must be received by the Share Registrar, Link Market Services Limited, at Locked Bag A14 Sydney South NSW 1235 or by facsimile to (02) 9287 0309 in Australia or (+61) 2 9287 0309 if you are overseas, by 11.00am Sydney time on Sunday, 15 November 2015. A return envelope is provided.

If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, www.vote.linkmarketservices.com/CBA and follow the prompts and instructions.

(You will need your Securityholder Reference Number (SRN) or Holder

Identification Number (HIN) which is shown in the top right hand side of the Voting/Proxy Form).

If your direct vote or appointment of a proxy is signed by an attorney, or in the case of a direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Link Market Services Limited, at Locked Bag A14 Sydney South NSW 1235 or by facsimile to (02) 9287 0309 in Australia or (+61) 2 9287 0309 if you are overseas, by 11.00am Sydney time on Sunday, 15 November 2015.

DETERMINATION OF SHAREHOLDERS' RIGHT TO VOTE

The Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as at 11.00am (Sydney time) on Sunday, 15 November 2015. Share transfers registered after that time will be disregarded in determining entitlements to vote at the Annual General Meeting.

By order of the Board



Carla Collingwood

COMPANY SECRETARY

17 SEPTEMBER 2015

AGENDA ITEM 2

ELECTION OF DIRECTORS

In accordance with Rules 11.1 and 11.2(a) of the Constitution of the Commonwealth Bank of Australia, Mr David Turner and Mr Harrison Young will retire at the Annual General Meeting and offer themselves for re-election. Mr Turner and Mr Young were last re-elected in 2012.

In accordance with Rules 11.4(b) and 11.2(a) of the Constitution of the Commonwealth Bank of Australia, Ms Wendy Stops will retire at the Annual General Meeting and offer herself for election.

The Board has in place policies and procedures designed to:

- identify and update criteria for current and potential Directors to reflect the changing environment in which the Company operates and the strategies being developed for the future growth of the Company; and
- monitor the skills and experience of existing Directors to ensure that the Board is capable of operating as an excellent team in undertaking the role and responsibilities of the Board.

The Board undertakes an annual review of its performance, policies and practices. This review includes an assessment of the performance of each Director individually and the results are considered by the Board in determining its endorsement of

the Directors to stand for re-election at the Annual General Meeting. After considering the results of the 2015 review, the Board (with the exception of each Director in relation to his own re-election) supports the re-election of Mr Turner and Mr Young.

The Board (with the exception of Ms Stops) also supports the election of Ms Stops.

The Board considers that each of Mr Turner, Mr Young and Ms Stops qualifies as an independent Director.

Details of the candidates follow on the next page.

Director Candidates



< Mr David Turner

David Turner has been a member of the Board since August 2006 and has been Chairman since February 2010. He is Chairman of the Board Performance and Renewal Committee and a member of the Risk Committee and the Remuneration Committee.

Mr Turner has extensive experience in finance, international business and governance. He was Chairman of Cobham plc from May 2008 until May 2010.

He has held a number of Directorships including Whitbread plc and the Iron Trades Insurance Group, and has been a member

Mr Harrison Young >

Harrison Young has been a member of the Board since February 2007 and is Chairman of the Risk Committee and a member of the Audit Committee and the Board Performance and Renewal Committee.

He was Chairman of NBN Co Limited from March 2010 until March 2013. Previously he was a Director and Member of the Financial Stability Committee of the Bank of England (2009 to 2012), Chairman of Morgan Stanley

Australia (2003 to 2007), and Vice Chairman of Morgan Stanley Asia (1998 to 2003).

He helped establish China International Capital Corporation in Beijing of which he was Chief Executive from 1995 to 1997. Prior to that (1991 to 1994) he was a senior officer of the Federal Deposit Insurance Corporation in Washington.

Mr Young brings to the Board's deliberations his broad experience as a banker, government



< Ms Wendy Stops

Wendy Stops has been a member of the Board since March 2015 and is a member of the Remuneration Committee.

Ms Stops is an experienced, senior management executive in the information technology and consulting sectors. She was Senior Managing Director, Technology – Asia Pacific for Accenture Limited from 2012 until her retirement in June 2014. In this role she had responsibility for over 11,000 professional personnel spanning all industry groups and technology disciplines across 13 countries in Asia Pacific.

of the Quotations Committee of the London Stock Exchange.

Mr Turner was CEO of Brambles Limited from October 2003 until his retirement in June 2007, and formerly CFO from 2001 to 2003. He was also Finance Director of GKN plc, Finance Director of Booker plc and spent six years with Mobil Oil.

Mr Turner brings to the Board's deliberations his accumulated experience over many years, both domestically and internationally as a CEO, CFO and company director. His skills as Chairman of the Board lead to a positive dynamic around the

Board table with each director's skills and views being drawn out, deliberations being summarised and meetings being kept on track.

Other Directorships: Ashurst, O'Connell Street Associates Pty Ltd and Great Barrier Reef Foundation.

Qualifications: Fellow of the Australian Institute of Company Directors, Fellow of the Institute of Chartered Accountants in England and Wales.

Mr Turner is a resident of New South Wales. Age 70.

official and international businessman. Over the course of his career, Mr Young has done business in 20 countries and advised 12 governments on financial system issues.

Other Directorships: Nil.

Qualifications: A.B (cum laude) Harvard, LLD (honoris causa), Monash.

Mr Young is a resident of Victoria. Age 70.



Prior to this she held senior leadership positions for Accenture Limited of Global Managing Director, Technology Quality & Risk Management (2009 to 2012), Global Managing Director, Outsourcing Quality & Risk Management (2008 to 2009) and Director of Operations, Asia Pacific (2006 to 2008).

She also served on Accenture's Global Leadership Council from 2008 until her retirement. Ms Stops' career at Accenture spanned some 32 years.

Ms Stops' skills and experience both domestically and internationally support the Commonwealth Bank Group's aspirations and strategic initiatives in the key area of technology. Her insights enhance the debate around the Board table on these matters.

Other Directorships: Fitted For Work Limited.

Qualifications: Bachelor of Applied Science (Information Technology).

Ms Stops is a resident of Victoria. Age 54.

AGENDA ITEM 3

REMUNERATION REPORT

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt the company's Remuneration Report.

The Remuneration Report can be found at pages 44 to 65 of the Company's 2015 Annual Report. It sets out the remuneration arrangements for the KMP (who comprise the Company's Directors, the Chief Executive Officer and Group Executives).

The Company's remuneration structure is designed to align executive and shareholder interests, retain talent and support long term value creation by providing employees with competitive remuneration and valuable rewards for outstanding performance. The Board obtains independent input to confirm the appropriateness of these arrangements.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders support the resolution.

AGENDA ITEM 4

GRANT OF SECURITIES TO IAN NAREV UNDER THE GROUP LEADERSHIP REWARD PLAN

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a Director under an employee incentive scheme. While it is not currently intended that securities will be issued (as opposed to being acquired on market), to satisfy any reward under this scheme, shareholder approval is nonetheless being sought (both for good governance reasons and to preserve flexibility in case for any reason it is ultimately considered in the Company's best interests to issue shares rather than source them on market).

The approval sought is to grant Mr Narev (the Chief Executive Officer and Managing Director of the Company) reward rights under the Group Leadership Reward Plan (GLRP) in relation to his long term incentive (LTI) arrangements. A maximum of 54,493 reward rights will be granted to Mr Narev, including 54,049 reward rights for the 2015 award (Item 4(a)) and 444 reward rights as an adjustment to his outstanding awards (Item 4(b)). Further details are set out below.

Reward rights entitle Mr Narev to receive shares or a cash equivalent, as determined by the Board, subject to vesting criteria including the satisfaction of performance hurdles.

The GLRP aims to focus the efforts of participants to support superior shareholder returns and customer satisfaction in order to achieve the Commonwealth Bank Group's vision through long term value creation. Participants in the 2015 GLRP award include Mr Narev and the Company's Group Executives. No other current Directors are entitled to participate in the GLRP.

If shareholder approval is obtained, reward rights will be granted to Mr Narev following the 2015 Annual General Meeting, and in any event no later than 12 months after the date of this Annual General Meeting. The reward rights will be granted at no cost to Mr Narev. Participants in the GLRP are not provided with any loans in relation to their participation in the GLRP.

Any vesting under the GLRP is subject to Board discretion. If circumstances warrant it, the Board may adjust vesting outcomes if they are not considered reflective of actual performance. The Board may also adjust the performance hurdles where unforeseen developments occur, if it considers the adjustment is appropriate in light of the intent and purpose of the GLRP.

In the event the Company makes a bonus issue or rights issue to shareholders or undertakes a capital reorganisation, the Board may adjust the number or value of reward rights in order to ensure that no advantage or disadvantage occurs as a result of such corporate actions.

Any such adjustments would be explained in the Company's Annual Report.

While the current policy of the Company is to acquire ordinary shares on market for vested LTI awards, the Company has flexibility under the rules of the GLRP to issue shares instead.

Dividends (or their cash equivalent) are paid only if reward rights vest.

2015 GLRP AWARD (ITEM 4(A))

Mr Narev's 2015 GLRP award will be split into two portions:

- 75% of the award will be subject to a performance hurdle which ranks the Company's Total Shareholder Return (TSR) relative to a peer group comprising the 20 largest companies by market capitalisation listed on the Australian Securities Exchange at the beginning of the performance period, excluding resources companies and the Company.
- 25% of the award will be subject to a performance hurdle which ranks the Group's customer satisfaction performance relative to a peer group of Australia & New Zealand Banking Group Limited, National Australia Bank Limited, Westpac Banking Corporation and other key competitors for the Group's wealth business.

The ranking for each customer satisfaction survey will be based on a six-monthly rolling average score for the Roy Morgan and DBM surveys, and an annual weighted score for the Wealth Insights survey. For each business area, each survey ranking over the four year performance period will be straight-line averaged. These average rankings will then be weighted by each business area's contribution to Net Profit After Tax at the beginning of the performance period.

The total number of reward rights (if any) that vest will not be known until after the end of the performance period (which is 30 June 2019). The vesting of the reward rights will be tested against the Company's TSR and customer satisfaction performance, as set out below:

- For the TSR performance component, full vesting will occur where the Company's TSR ranking at the end of the performance period on 30 June 2019 is in the top quarter of the peer group (ie 75th percentile or higher). Half of this component will vest if the Company's TSR is ranked at the median of the peer group. Vesting of between 50% and 100% will occur on a pro-rata straight-line basis if the Company is ranked between the median and 75th percentile. No reward rights in this component will vest if the Company's TSR is ranked below the median of the peer group.

- For the Customer Satisfaction performance component, full vesting will occur where the weighted average ranking for the Group is 1st (ie 1.00). Half of this component will vest if the Group's weighted average ranking is 2nd (ie 2.00). Vesting of between 50% and 100% will occur on a pro-rata straight-line basis if the Group's weighted average ranking is between 2nd and 1st (ie between 2.00 and 1.00). No reward rights in this component will vest if the Company's weighted average ranking is less than 2nd.

If shareholder approval is obtained, a maximum of 54,049 reward rights will be granted to Mr Narev for the 2015 award in connection with Item 4(a). The maximum value of these rights is \$4,639,025.67 based on the volume weighted average price (VWAP) of the Company's ordinary shares over the five trading days up to and including 1 July 2015 (reflecting the beginning of the performance period). The VWAP for the 2015 grant is \$85.8348. The present value of the award of 54,049 reward rights is \$2,655,897, using a valuation factor of 57.25%. This is the value of the rights calculated by an independent actuary allowing for expected share price and dividend performance, and performance against the performance hurdles over the four year period using a widely adopted actuarial simulation methodology known as the Monte Carlo simulation.

Of the 54,049 reward rights to be granted, 40,710 reward rights may vest depending on the Company's performance against the TSR performance hurdle, and 13,339 reward rights may vest depending on the Group's performance against the customer satisfaction hurdle.

The number of reward rights to be granted to Mr Narev for the 2015 award has been adjusted to reflect the impact of the Commonwealth Bank of Australia's August 2015 rights issue.

additional award is to "keep whole" the executives in respect of their reward rights that actually vest in due course. Adjustments are commonly made following rights issues.

The Board obtained independent advice that the method of calculation is an appropriate adjustment of outstanding GLRP awards to reflect the Rights Issue. The additional grant made to existing holders of reward rights was determined as follows:

$$TR = TR_0 \times P \times \frac{(RD + RN)}{(RD \times P) + (RN \times A)}$$

GRANT OF ADDITIONAL REWARD RIGHTS IN RESPECT OF 2012, 2013 AND 2014 GLRP AWARDS (ITEM 4(B))

Under the GLRP rules, the Board may, where it considers it appropriate, adjust the number of reward rights to which each participant is entitled in order to ensure that no advantage or disadvantage accrues as a result of a rights issue. In order to ensure the renounceable rights issue announced by Commonwealth Bank of Australia on 12 August 2015 ("Rights Issue") would neither unfairly disadvantage or advantage executives, and to avoid a misalignment between the incentives of management (through the LTI component of their remuneration) and the capital raising, the Board determined to make an additional grant of reward rights to all existing holders of GLRP awards in accordance with the process set out below. The purpose of this

Where:

TR	means the number of reward rights applying immediately after the application of this formula
TR₀	means the number of reward rights applying immediately before the application of this formula
P	means the volume weighted average price of CBA ordinary shares during the period from 25 August 2015 to 31 August 2015 (inclusive)
A	means the offer price under the Rights Issue
RN	means the number of CBA ordinary shares issued pursuant to the Rights Issue
RD	means the number of CBA ordinary shares on issue immediately before the allotment of shares under the Rights Issue

As an example, if 5000 reward rights were held before the Rights Issue, this formula would provide for a grant of 11 additional reward rights.

In the case of Mr Narev, the Board has determined to seek shareholder approval for his grant in line with past practice, notwithstanding the current intention that the vesting of any reward rights will be satisfied by shares acquired on market.

If shareholder approval is obtained, Mr Narev will be granted a maximum of 444 additional reward rights in total in connection with Item 4(b), in three tranches as follows:

- 175 reward rights subject to the same terms and conditions as the reward rights granted with shareholder approval in 2012, with a performance period ending on 30 June 2016;
- 140 reward rights subject to the same terms and conditions as the reward rights granted with shareholder approval in 2013, with a performance period ending on 30 June 2017; and
- 129 reward rights subject to the same terms and conditions as the reward rights granted with shareholder approval in 2014, with a performance period ending on 30 June 2018.

Each of these tranches will vest only if the original performance hurdles in respect of each award are met. The terms and conditions of these reward rights, including the applicable performance hurdles, are substantially similar to those described above for the 2015 GLRP reward. Details of the 2012, 2013 and 2014 grants are set out in the Company's Notice of Meeting for those years, available at www.commbank.com.au/shareholder/annualgeneralmeetings. 75% of the additional reward rights may vest depending on the Company's performance against the TSR performance hurdle for the applicable period, and 25% may vest depending on the Group's performance against the customer satisfaction hurdle for the applicable period.

TREATMENT OF REWARD RIGHTS IF IAN NAREV LEAVES THE GROUP

In general, if Mr Narev ceases employment before the grant of reward rights vests, he will continue to be entitled to unvested entitlements under the GLRP, unless the Board determines that the grant vests or lapses on cessation of employment. If the entitlements do not vest or lapse, the GLRP performance hurdles will continue to apply (except that any continuous service requirement will be deemed to have been waived) until the outcome is determined at the end of the performance period. In the case of dismissal, misconduct or poor performance, the Board would determine that unvested awards would lapse.

PARTICIPANTS UNDER PREVIOUS APPROVALS

At the 2014 Annual General Meeting, shareholders approved the granting to Mr Narev of reward rights under the GLRP. Mr Narev was subsequently granted 58,131 reward rights which are subject to the terms of the GLRP. No price is or was payable for the acquisition of those reward rights. No other reward rights have been granted to the Directors under the GLRP since the 2014 Annual General Meeting.

The Board (with the exception of Ian Narev) recommends that shareholders support the resolutions.

AGENDA ITEM 5

NON-EXECUTIVE DIRECTORS' REMUNERATION – FEE CAP

Under the Company's Constitution and in accordance with ASX Listing Rule 10.17, the maximum aggregate amount payable by way of fees to Non-Executive Directors in any financial year is determined by shareholders from time to time in general meeting (NED Fee Pool). The current NED Fee Pool of \$4,000,000 was approved by shareholders at the 2008 Annual General Meeting.

Shareholder approval is sought to increase the NED Fee Pool by \$750,000 to \$4,750,000 per year. In accordance with ASX Listing Rule 10.17, the NED Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice on a pre-tax basis.

The Directors are seeking shareholder approval to increase the NED Fee Pool for the following reasons:

- to ensure the NED Fee Pool can accommodate payment of fees to any additional Non-Executive Directors appointed if necessary as part of the Board's succession planning strategy to ensure that the Board continues to have the right balance of skills, experience and expertise;
- to ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain the services of Non-Executive Directors of the highest calibre; and
- to allow for some growth in Non-Executive Directors' fees in the future to reflect market competitiveness for Non-Executive Directors with the skills and experience that are appropriate for the Company's business.

Details of Non-Executive Director remuneration for the financial year ended 30 June 2015 are included in the 2015 Remuneration Report which forms part of the Directors' Report. The total aggregate value of remuneration provided to all Non-Executive Directors during the last financial year was \$3,609,324.

No securities have been issued to any Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

As the Non-Executive Directors have an interest in the outcome of Item 5, the Board does not believe it is appropriate to make a recommendation to shareholders as to how to vote in relation to this resolution.

Contact Information

HEAD OFFICE

Commonwealth Bank of Australia
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Sydney NSW 2000
Telephone: +61 2 9378 2000
Facsimile: +61 2 9118 7192

SHARE REGISTRAR

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680 George Street
Sydney NSW 2000
Telephone: +61 1800 022 440
Facsimile: +61 2 9287 0303
www.linkmarketservices.com.au
cba@linkmarketservices.com.au

TELEPHONE NUMBERS FOR OVERSEAS SHAREHOLDERS

New Zealand 0800 442 845
United Kingdom 0845 640 6130
Fiji 008 002 054

SHAREHOLDER INFORMATION

www.commbank.com.au/shareholder

ANNUAL REPORT

To request a copy of the Annual Report, please call Link Market Services Limited on +61 1800 022 440 or by email at cba@linkmarketservices.com.au

Electronic versions of Commonwealth Bank's Annual Reports are available at www.commbank.com.au/shareholder/annualreports

AUSTRALIAN SECURITIES EXCHANGE LISTING

CBA

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