

**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 November 2021

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

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

**Issue of AUD 50,000,000 3.095 per cent. Fixed Rate Notes due 30 November 2041  
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 supplement to it dated 16 August 2021 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:  | 6450  |
| (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:   | Australian Dollars (“AUD”)  |
| 4. Aggregate Nominal Amount:   |   |
| (i) Series:  | AUD 50,000,000  |
| (ii) Tranche:  | AUD 50,000,000  |
| 5. Issue Price:  | 100 per cent. of the Aggregate Nominal Amount                           |
| 6. (i) Specified Denominations:  | AUD 2,000,000 and integral multiples of AUD 1,000,000 in excess thereof |
| (ii) Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): | AUD 1,000,000   |

7. (i) Issue Date:	30 November 2021
(ii) Interest Commencement Date:	Issue Date
8. Maturity Date:	30 November 2041
9. Interest Basis:	3.095 per cent. Fixed Rate (see paragraph 13 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	Applicable
(i) Rate of Interest:	3.095 per cent. per annum payable annually in arrear
(ii) (A) Interest Payment Date(s):	30 November in each year, commencing on 30 November 2022 up to and including the Maturity Date
(B) Fixed Interest Periods:	Unadjusted
(iii) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
(iv) Business Day Convention:	Not Applicable
(v) Additional Business Centre(s):	Not Applicable
(vi) Calculation to be on a Calculation Amount Basis:	Not Applicable
(vii) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
(viii) Day Count Fraction:	30/360, unadjusted
(ix) Determination Date(s):	Not Applicable
14. Floating Rate Note Provisions	Not Applicable
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:	AUD 1,000,000 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

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|---|--|
| 20. Form of Notes:  | <b>Bearer Notes:</b><br>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 and Sydney  |
| 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

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|--------------------------------------|--|
| 29. Additional selling restrictions: |  |
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### **Republic of Korea**

The Notes have not been and will not be registered with the Financial Services Commission of Korea for public offering in Korea under the Financial Investment Services and Capital Markets Act (the “FSCMA”).

None of the Notes may be offered, sold and delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except as otherwise permitted under the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the “FETL”).

For a period of one year from the issue date of the Notes, any acquirer of the Notes who was solicited to buy the Notes in Korea is prohibited from transferring any of the Notes to another person in any way other than as a whole to one transferee. Furthermore, the purchaser of the Notes shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Notes.

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

By:.....

Title: Senior Manager, Term Funding

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 main market and, to be listed on the Official List of the FCA with effect from 30 November 2021
- (ii) Estimate of total expenses related to admission to trading: GBP 2,410

### 2. RATINGS

The Notes to be issued are expected to be rated:

Standard & Poor's (Australia) Pty. Ltd.: AA-  
Moody's Investors Service Pty Ltd.: Aa3

### 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: AUD 50,000,000

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

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 its 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 (*Fixed Rate Notes and Fixed Reset Notes only*)

Indication of Yield:

3.095 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

- (i) ISIN: XS2416549405
- (ii) Common Code: 241654940
- (iii) CFI Code: DTFXFB, as updated, 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)/3.095 MTN 20411202, as updated, 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
  - (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: Not Applicable

## **7. THIRD PARTY INFORMATION**

Not Applicable