

Commonwealth Bank

Commonwealth Bank of Australia
ACN 123 123 124

Secretariat

GPO Box 2719
Sydney NSW 1155

Telephone (02) 9378-3546
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J Hatton
Company Secretary

16 February 2009

The Manager
Company Announcements Platform
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000



Dear Sir

Commonwealth Bank of Australia ("CBA") announced on 11 February 2009 that a Share Purchase Plan ("SPP") will be offered to eligible shareholders. The SPP offer will open today.

We lodge the attached documents, being the Chairman's letter, the SPP Key Terms, and a sample Application Form.

The Chairman's letter, the SPP Key Terms and an Application Form are in the process of being sent to shareholders.

Yours sincerely

John Hatton

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Commonwealth Bank

Commonwealth Bank of Australia
ACN 123 123 124

GPO Box 2719
Sydney
New South Wales 2000

Dr John Schubert
Chairman

16 February 2009



Dear Shareholder,

Opportunity to increase your shareholding in Commonwealth Bank of Australia free of brokerage

On 10 December 2008, Commonwealth Bank of Australia (the Group) announced that it would introduce a Share Purchase Plan (SPP). I am pleased to offer you the opportunity to participate in the SPP, under which you may apply for up to \$10,000 of ordinary shares in the Group without fees or brokerage. Participation in the SPP is entirely at your option.

If you wish to participate in the SPP, you may apply for shares in the amount of \$1,000, \$2,500, \$5,000, \$7,500 or \$10,000. The price for the shares will be the lower of \$26.00 and the average price¹ in the Group's shares over the last 5 trading days of the offer period.

This letter (including the features set out in the enclosed document titled "Share Purchase Plan Key Terms") and the enclosed Application Form constitute the "terms and conditions of the SPP". By accepting the SPP offer and applying for shares, you will agree to be bound by these terms and conditions.

To participate in this SPP offer, you need to either:

- (a) pay directly via BPAY®, so that application payments are received by no later than 5.00pm (Sydney time) on 11 March 2009 (no Application Form is required in this case); or
- (b) complete and return the enclosed Application Form, together with your cheque (or money order) in Australian dollars by 5.00pm (Sydney time) on 11 March 2009.

I encourage you to read all the information in relation to the SPP carefully before deciding whether to participate in the SPP. The Group is not providing investment advice or making any recommendation in relation to the SPP. Any decision to participate in the SPP should be made after considering your own objectives, financial circumstances and needs. If you are in any doubt as to the action you should take, you should consult your professional adviser.

Please note that the SPP shares will not be eligible to receive the 2009 interim dividend payment (to be paid in March 2009). Although the Directors would like to see the current level of dividend maintained, in the uncertain economic environment we all face it is not possible to guarantee that future dividends will be maintainable at past levels.

If, after reading the enclosed documents, you have any questions regarding the SPP, please contact the Group's Share Registry on 1800 022 440 or + 61 2 8280 7199 if calling outside Australia.

Yours sincerely,

John Schubert
Chairman

This document is not an offer of securities for sale in the United States. The Shares issued in the SPP have not been, and will not be, registered under the United States Securities Act of 1933 and may not be offered, sold or delivered, directly or indirectly, in, or to persons in, the United States, except in accordance with an available exemption from registration.

¹ See the attached Share Purchase Plan Key Terms for details of the calculation.

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Share Purchase Plan Key Terms

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Determined to be different

What is the Share Purchase Plan (SPP)?

The SPP enables eligible shareholders to buy more ordinary shares (**Shares**) in Commonwealth Bank of Australia (**the Group**) without brokerage or fees.

Who is eligible to participate in the SPP?

You are eligible to participate in the SPP (**Eligible Shareholder**) if you were the registered holder of one or more Shares in the Group at 7:00 pm (Sydney time) on 10 February 2009 with an address in either Australia or New Zealand (as recorded in the Group's register of shareholders) unless:

- (i) you hold Shares on behalf of another person who resides outside Australia or New Zealand;
- (ii) you are, or are acting for the account or benefit of, a "U.S. person" as defined in Regulation S under the US Securities Act of 1933 (**US Person**); or
- (iii) you were a registered shareholder with a New Zealand address at the time above but, as at the date of this offer (16 February 2009) no longer hold any Shares in the Group.

Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

Do I have to participate in the SPP?

Participation in the SPP is optional. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to purchase Shares under the SPP to anyone else.

What is the Issue Price?

The Issue Price for each Share under the SPP will be the lower of \$26.00 (the price offered in the Group's institutional share placement in December 2008) and the 5-day Volume Weighted Average Price* of the Group's Shares up to and including 11 March 2009 (the closing date for the offer).

You should note that the market price of Shares on the ASX may rise and fall between the date of this SPP offer and the date when the Group allots the Shares to you pursuant to the SPP. This means that the price you pay under this SPP offer may exceed the price at which Shares are trading on the ASX at the time the Shares are allotted to you under the SPP. Accordingly, you should seek your own financial advice in relation to this SPP offer and your participation in the SPP. The Group recommends that you monitor its announcements and the Share price, which can

be found on its website at www.commbank.com.au and on the ASX website at www.asx.com.au (ASX code: CBA). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

When does the SPP offer close?

The SPP offer closes at 5:00 pm (Sydney time) on 11 March 2009 (**Closing Date**) unless extended.

The Group reserves the right to change the Closing Date, or the proposed allotment date at any time by making an announcement to the ASX. The Group also reserves the right to terminate the SPP at any time prior to the issue of Shares pursuant to the SPP. If the Group terminates the SPP, it will refund any proceeds paid by Eligible Shareholders. No interest will be paid on any money refunded.

How many Shares can I apply for?

You apply for a dollar amount of Shares under the SPP, not a number of Shares. You may apply for Shares in the amount of \$1,000, \$2,500, \$5,000, \$7,500 or \$10,000 only. The Group will divide the dollar amount you have applied for by the Issue Price then round up the result to the nearest whole number, in order to determine the number of Shares you have applied for.

The Group reserves the right to scale back allocations under the SPP in its sole discretion. Any necessary refund will be paid by the Group to Eligible Shareholders shortly after the close of the SPP offer. No interest will be paid on any money refunded.

If you are an Eligible Shareholder and you have received more than one offer under the SPP (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an aggregate value of more than \$10,000 under the SPP. The Group reserves the right (exercisable at its sole discretion) to reject any application for Shares, including where it believes there has not been compliance with this requirement.

If a trustee or nominee is expressly noted on the Share register as holding Shares on behalf of another person (a beneficiary), the beneficiary is taken to be the registered holder of the Shares for the purpose of the SPP and any application or certification by, or issue of Shares to, the trustee or nominee is taken to be an application or certification by, or issue to, the beneficiary (although a beneficiary who is resident outside Australia or New Zealand is not eligible to participate in the SPP).

* Volume Weighted Average Price or "VWAP" of Shares sold on the ASX on the day, excludes any transactions defined in the Market Rules of ASX as special crossings, crossings prior to the commencement of normal trading, crossings during the closing phase and crossings and matchings during the after hours adjust phase, any overseas trades or trades pursuant to the exercise of options over Shares, and any overnight crossings or other trades on that day that the Group decides to exclude on the basis that they are not fairly reflective of natural supply and demand, calculated to 2 decimal places. The 5-day VWAP is the average of VWAP of each of 5 successive trading days rounded down to the nearest cent.

How do I apply to buy Shares through the SPP?

If you wish to apply for Shares under the SPP you should either:

- (a) pay directly via BPAY® on the internet or by telephone, using the details on the Application Form. The Acceptance Slip, which forms part of the Application Form, does not need to be returned in this case; or
- (b) complete the enclosed Acceptance Slip and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Commonwealth Bank of Australia SPP Offer" to the Group's Share Registry at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.

Do not forward cash. Receipts for payment will not be issued. Applications will not be accepted at Group branches.

Funds paid via BPAY® or Acceptance Slips (with application payments) must be received by the Group's Share Registry by **5:00 pm (Sydney time) on 11 March 2009**. The Group may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

If your Acceptance Slip or application is incomplete, contains errors or is otherwise invalid or defective, the Group may, in its sole discretion, accept, reject, correct or amend your application, issue such number of Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the SPP offer. No interest will be paid on any refunded money.

You cannot withdraw or revoke your application once you have sent in an Acceptance Slip or paid via BPAY®.

If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the Acceptance Slip, you will be deemed to have represented and warranted that:

- (a) you are an Eligible Shareholder, you have read and understood the terms and conditions of the SPP and you subscribe for Shares in accordance with those terms and conditions;
- (b) you acknowledge that the Shares have not, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and

accordingly, the Shares purchased under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and

- (c) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US Person,

and you certify that:

- (d) you have not applied for more than \$10,000 of Shares in aggregate under the SPP and any similar Group arrangement in the 12 months prior to your application, even though you may have received more than one offer, or offers in more than one capacity, under the SPP (the Group has not conducted a similar arrangement in the preceding 12 months). This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

When will I receive the Shares?

It is anticipated that the Shares will be allotted under the SPP on or around 23 March 2009 and will be quoted on the ASX on the following trading day. You should receive your holding statement or confirmation advice shortly after this date.

What rights are attached to the Shares?

Shares issued under the SPP will rank equally with existing fully paid ordinary shares in the Group and will carry the same voting rights, dividend rights and other entitlements as at the date of allotment.

What Dividends are payable on the Shares?

The Shares issued under the SPP will not confer a right to be paid the 2009 interim dividend (that is, the dividend to be paid on 23 March 2009). The shares carry the same entitlement to future dividends as existing fully paid ordinary shares. Future dividends are not guaranteed and may rise or fall compared to prior dividends.

What are the costs of participating in the SPP?

The Group will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, Shares under the SPP. None of Commonwealth Bank of Australia, its related bodies corporate, nor officers or employees of these entities will provide general financial product advice, nor receive remuneration or other benefits for such advice if and to the extent that there is any provided in the SPP documents.

How are refunds paid?

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made in the same manner that the Group's dividends are paid. This may be either by direct deposit to an account or by cheque, according to your instructions held by the Group's Share Registry at the time the payment is made. You can change your payment instructions by calling the Group's Share Registry on 1800 022 440 or + 61 2 8280 7199 if calling outside Australia. **No interest will be paid on any refunds made for any reason.**

Other information – United States

Participation in the SPP is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the SPP, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.

This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. The Group's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.

Other information – nominees

Because of the legal restrictions summarised above, you must not send copies of any SPP materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Acceptance Slip or make payment by BPAY® or otherwise in respect of the purchase of Shares under the SPP on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

Other information – taxation

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in the Shares.

Other information – dispute resolution

The Group may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP and any determination by the Group will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

Other information – waiver, amendment, suspension and termination

The Group reserves the right to waive compliance with any provision of the terms and conditions of the SPP, and may amend or vary the terms and conditions of the SPP and suspend, withdraw or terminate the SPP at any time. Any such amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where the Group does not notify you of that event.

The Group is not liable for any exercise of its discretions under the terms and conditions of the SPP. Any refund made to you is dispatched at your risk.

Other information – governing law

The terms and conditions of the SPP are governed by the laws in force in New South Wales.

Where can I obtain further information in relation to the SPP?

If you have any questions about these Key Terms or any other terms and conditions of the SPP, or how to make an application, you can ring the Group's Share Registry on 1800 022 440 or + 61 2 8280 7199 if calling outside Australia. (The Group's Share Registry will not provide financial, investment or taxation advice.) We recommend that you contact your stockbroker, accountant or professional adviser before investing in the Group's Shares via the SPP.



MR A B SAMPLE
123 SAMPLE STREET
SAMPLETOWN NSW 1234

SRN/HIN: X999999999

Key dates

| | |
|-----------------|---------------------------------------|
| Record Date | 10 February 2009 (7:00pm Sydney Time) |
| Offer Opens | 16 February 2009 |
| Offer Closes* | 11 March 2009 (5:00pm Sydney Time) |
| Allotment Date* | 23 March 2009 |

* The Group reserves the right to vary these dates by making an announcement to the ASX.

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read this Application Form and other accompanying terms and conditions. By making a BPAY® payment or completing and returning the Acceptance Slip, you agree to be bound by the Constitution of Commonwealth Bank of Australia (the Group) and the terms and conditions of the SPP (including the eligibility requirements and this Application Form).
- Apply and pay for the Shares in accordance with the instructions outlined below and in the terms and conditions of the SPP. You have two options:
Option 1: Paying by BPAY®; or
Option 2: Paying by Cheque or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Share Registry by BPAY® by 5:00pm (Sydney time) on 11 March 2009. By paying by BPAY®, you will be deemed to have completed an Acceptance Slip for the number of Shares the subject of your application payment.

| | |
|-------------|--------------------|
| BPAY | Biller Code: 47563 |
| | Ref: {4.41} |

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If you pay an incorrect amount through BPAY® or by cheque or money order, the Group reserves the right to vary your application, return some or all of your payment, or both, as it deems appropriate in its sole discretion. The Group may round the payment down to the lower appropriate amount and return the unused funds. Any applications for less than A\$1,000 will be returned. No interest will be paid on any refunds made for any reason.

Your payment may be incorrect because it is not equal to A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000, or because it does not match the amount you elect on your Acceptance Slip. The Group may otherwise determine that your application is invalid or defective. See the Share Purchase Plan Key Terms for further details regarding how the Group may deal with invalid or defective applications.

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Option 2: Paying by Cheque or Money Order

If paying by cheque or money order, complete and return the Acceptance Slip attached to this Application Form with your application payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000.
- Enter your cheque or money order details. The amount of your application payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Commonwealth Bank of Australia SPP Offer" and crossed "Not Negotiable".
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.
- Return your completed Acceptance Slip and application payment in the reply paid envelope provided so that is received by the Share Registry by 5:00pm (Sydney Time) on 11 March 2009.

Pin
cheque(s)
here
(do not
staple)

Acceptance Slip.
Cheque or Money Order Payments only.

Please detach this tear-off Acceptance Slip and return with your cheque or money order in the reply paid envelope provided so that it is received by the Share Registry by 5:00pm (Sydney Time) on 11 March 2009.

Commonwealth Bank



Commonwealth Bank of Australia

SRN/HIN: X999999999

A I/we wish to purchase CBA Shares with an aggregate subscription price of (tick one box only):

| | | | | | | | | | | | | | |
|--------------------------|----------|----|--------------------------|----------|----|--------------------------|----------|----|--------------------------|----------|----|--------------------------|-----------|
| <input type="checkbox"/> | A\$1,000 | OR | <input type="checkbox"/> | A\$2,500 | OR | <input type="checkbox"/> | A\$5,000 | OR | <input type="checkbox"/> | A\$7,500 | OR | <input type="checkbox"/> | A\$10,000 |
|--------------------------|----------|----|--------------------------|----------|----|--------------------------|----------|----|--------------------------|----------|----|--------------------------|-----------|

B Make your cheque or money order payable to "Commonwealth Bank of Australia SPP Offer"

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque |
|----------------------|----------------------|----------------------|----------------------|------------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | A\$ <input type="text"/> .00 |

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|

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How to Lodge your Application Slip and Application Payment

A reply paid envelope is enclosed for Australian shareholders only for you to return your Acceptance Slip and application payment. No postage stamp is required if it is posted in Australia.

Your completed Acceptance Slip and application payment for Shares may also be mailed to the mailing address, or delivered to the hand delivery address, set out below. Your completed Acceptance Slip and application payment must be received by the Share Registry before the closing time of 5:00pm (Sydney Time) on Wednesday, 11 March 2009.

By Postal Mail

Commonwealth Bank of Australia
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Or hand delivered to

Commonwealth Bank of Australia
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000 *(Please do not use this address for mailing purposes)*

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney Time) on Wednesday, 11 March 2009. The Group reserves the right not to process any Acceptance Slips and application payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Commonwealth Bank of Australia SPP Offer Information Line on 1800 022 440 if calling within Australia or +61 2 8280 7199 if calling from outside of Australia.