

Declaration in relation to the redemption or purchase of shares out of capital

CHFP025

Please do not
write in this
margin

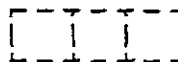
Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number



3279332

Insert full name
of company

Name of company

CBA (Europe) Finance Limited

Note

Please read the notes
on page 2 before
completing this form

Insert name(s) and
address(es) of all
the directors

I/We

PETER JOHN RONALD CHISWELL
5 KEMBRIDGE AVENUE,
SEAFORTH,
NSW 2092
AUSTRALIA

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of the company is:

~~(a) that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~

(c) that of something other than the above§

The company is proposing to make a payment out of capital for the redemption or purchase of its own
shares

The amount of the permissible capital payment for the shares in question is ^{AUD} 500,000,000
(note 1)

Continued overleaf

Presenter's name address and
reference (if any):

For official Use
General Section

Post room



A01
COMPANIES HOUSE

0458
21/11/03

I/we have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

Please do not write in this margin

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

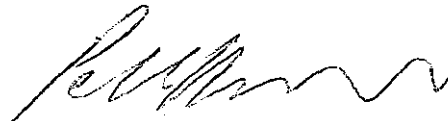
Please complete legibly, preferably in black type, or bold block lettering

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Sydney.

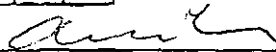
Declarant(s) to sign below



on

Day	Month	Year
14	11	2003

before me



A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

ALEXANDER KOHN
SOLICITOR

12/135 KING ST. SYDNEY

Notes

1 'Permissible capital payment' means an amount which, taken together with

(i) any available profits of the company; and

(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;

is equal to the price of redemption or purchase.

'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).

The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.

3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985. must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

4 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

G**COMPANIES FORM No. 173****Declaration in relation to
the redemption or purchase
of shares out of capital****173**

CMFP026

Please do not
write in this
margin

Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

[] [] [] []

3279332

Name of company

" CBA (Europe) Finance Limited

* Insert full name
of companyNote
Please read the notes
on page 2 before
completing this form* Insert name(s) and
address(es) of all
the directorsMr & JOHN CORNELIUS CHRISTOPHER
MARSHALLWOODSDEN FARMHOUSE,
WATER LANE
HANKURST
KENT

BRIAN PARKER

17D. REDCLIFFE PLACE,
CHELSEA
LONDON SW10 9DB† delete as
appropriate~~(the sole director)~~ [all the directors]† of the above company do solemnly and sincerely declare that:‡ delete whichever
is inappropriate

The business of the company is:

- (a) ~~that of a (recognised bank) (licensed institution)† within the meaning of the Banking Act 1979~~
- (b) ~~that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
- (c) that of something other than the above‡

The company is proposing to make a payment out of capital for the redemption or purchase of its own
sharesThe amount of the permissible capital payment for the shares in question is £ AUD 500,000,000
(note 1)

Continued overleaf

Presenter's name address and
reference (if any):

For official Use

General Section


Post room

Please do not
write in this
margin

- Please complete legibly, preferably in black type, or bold block lettering.

Declared at

Declarant(s) to sign below


 chosen House
 No. High wheel
 Month Year and page

Day Month Year
on 14 11 2013

ପିଣ୍ଡାବଳୀ ପାଠ

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

Notes

- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

- 4 The address for companies registered in England and Wales or Wales is:-
- The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

G

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

CHFP025

Please do not
write in this
margin

Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

--	--	--	--

3279332

Name of company

* insert full name
of company

* CBA (Europe) Finance Limited

Note
Please read the notes
on page 2 before
completing this form

Ø insert name(s) and
address(es) of all
the directors

I/We Ø JOHN CORNELIUS CHRISTOPHER MARSHALL
WOODSDEN FARMHOUSE
WATER LANE
HAWKHURST
KENT

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of the company is:

- (a) ~~that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979§~~
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom§~~
(c) that of something other than the above§

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £

AUD 500,000,000

(note 1)

Continued overleaf

Presenter's name address and
reference (if any):

For official Use

General Section

Post room

I/We have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

Please do not write in this margin

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

Please complete legibly, preferably in black type, or bold block lettering

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Declarant(s) to sign below

27 AUSTIN FRANKS, LONDON EC2N 2QP

on

Day	Month	Year
14	11	2003

before me A. NEO

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

Notes

- 1 'Permissible capital payment' means an amount which, taken together with
 - (i) any available profits of the company; and
 - (ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;is equal to the price of redemption or purchase.
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

- 4 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

**Report of the auditors to the directors of CBA (Europe) Finance Limited
("the company") pursuant to Section 173(5) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 14 November 2003 in connection with the company's proposed redemption out of capital of the 500,000,000 preference shares of nominal value 1 Australian dollar each in issue for 5000,000,000 Australian dollars in aggregate.

Basis of opinion

We have enquired into the state of the company in order to review the basis for the statutory declaration.

Opinion

In our opinion the amount of AUD 500,000,000 specified in the statutory declaration as the permissible capital payment for the shares to be purchased has been properly determined in accordance with sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP
Registered Auditor
London
14 November 2003