

Conflicts of Interest Local Management Policy

Commonwealth Bank of Australia,
Tokyo Branch
2020.12.1

1. Purpose

In connection with the diversification of services provided by financial institutions and the development of global financial conglomeratization, multiple interests compete or conflict with each other within a financial institution or financial group increasing the possibility of conflicts of interest.

Under such circumstances, Commonwealth Bank of Australia (the "Bank") Tokyo Branch (the "Branch") is required to manage the transactions that may cause conflicts of interest in order to prevent the interests of our customers from being unjustly impaired.

The Branch, a Foreign Bank Branch under Banking Act (Act No. 59 of June 01, 1981) has established the Conflicts of Interest Management Policy (this "Policy"), which is required in the creation of the conflicts of interest management system under applicable laws and regulations.

2. Types of Transactions That May Cause Conflicts of Interest; Process of Identification, Etc.

(1) Covered Transactions

"Transactions that may cause conflicts of interest," which are covered by this Policy, means such transactions conducted by the Branch, the Bank (excluding Branch), the Bank Agent belongs to the Branch or any of the Bank's Parent Financial Institutions, Etc. (as defined in 3 below) or Subsidiary Financial Institutions, Etc. (as defined in 3 below) that may unjustly impair the interests of our Customers (the "Covered Transactions").

Conflicts of interest may occur (I) between the Branch, the Bank (excluding the Branch), the Bank Agent belongs to the Branch and/or any of its Parent Financial Institutions, Etc. or Subsidiary Financial Institutions, Etc., and their Customers, or (II) between the Customers of the Bank and/or any of its Parent Financial Institutions, Etc. or Subsidiary Financial Institutions, Etc., and other Customers.

"Customer" means, in relation to the "Banking Related Business" conducted by the Branch, the Bank (excluding Branch), the Bank Agent belongs to the Branch or any of its Subsidiary Financial Institutions, Etc., (I) any customer who has already established business relations, or (II) any customer who may establish business relations, both of whom exclude any customer of any Subsidiary Financial Institution, Etc. that seems to be irrelevant to the Domestic Business (which term means any business conducted by the Branch or any of its Affiliates in Japan).

"Banking Related Business" means any business bank is allowed to conduct. Specifically in addition to the Typical Bank Business such as the acceptance of deposit, the lending of money

and conducting of exchange transactions as provided for in Article 10, Paragraph 1 of the Banking Act, bank can also conduct ancillary business (Paragraph 2 of said Article), Securities Business (Paragraph 11 of said Article) and Other Business (Paragraph 12 of said Article).

(2) Types of Transactions That May Cause Conflicts of Interest; Criteria

The following transactions may be considered as types of "transactions that may cause conflicts of interest." However, as these types are only criteria to determine whether there is any "transaction that may cause any conflicts of interest," please note that the satisfaction of any such criteria does not necessarily mean the occurrence of a "transaction that may cause a conflicts of interest." Also, please note that some additions or modifications may be made in the future as may be necessary.

- If any Customer reasonably expects that his/her own interests will be prioritized through counseling or advice (Duty-of-Loyalty Type);
- If the Branch or any of its Affiliates may obtain any economic profit or avoid any economic loss at the expense of any Customer (Duty-of-Loyalty Type);
- If the Branch or any of its Affiliates obtains or will obtain any incentive in the form of money, goods or services other than the usual commission fees or expenses in connection with the transactions with any person other than their Customers (Duty-of-Loyalty Type);
- If the Branch or any of its Affiliates conducts any transaction with any Customer who should be protected by the Branch or such Affiliate (Self-Agency Type);
- If the Branch or any of its Affiliates conducts any transaction under which the Branch or such Affiliate takes the side of the counterparty of any Customer who should be protected by the Branch or such Affiliate (Two-Side Agency Type);
- If the Branch or any of its Affiliates conducts any transaction with the counterparty of any Customer who should be protected by the Branch or such Affiliate, which counterparty competes with such Customer (Competitive Transaction Type);
- If the Branch or any of its Affiliates conducts any transaction through the use of non-public information on any Customer who should be protected by the Branch or such Affiliate, which transaction results in any benefit to the Branch or any such Affiliates (Information Use Type); or
- If the conditions for similar transactions may not be expected due to the involvement of the Branch or any of its Affiliates in the same transaction on multiple sides (Transaction-Internalization Type).

In addition, upon determining whether any conflicts of interest have occurred, the Branch will consider whether any impact upon the reputation of the Branch or our group has been caused.

This Policy will not cover any acts other than those that constitute "transactions that may cause conflicts of interest" notwithstanding that such acts are prohibited under the Banking Act and the Financial Instruments and Exchange Act, or any other laws or regulations.

(3) Specific Examples

The following transactions and any other similar transactions may be considered as specific examples of "transactions that may cause conflicts of interest":

- If the Branch or any of its Affiliates provides any advice regarding financing or M&A to

- multiple Customers which compete or conflicts with each other;
- If the Branch or any of its Affiliates provides any advice regarding financing or M&A to any Customer while making any principal investment in such Customer, purchasing assets from such Customer or conducting any other transaction with such Customer;
- If the Branch or any of its Affiliates provides any advice regarding subscription or issuance of securities to any Customer while recommending another Customer to deal in such securities;
- If the Branch or any of its Affiliates provides any investment research regarding any Customer to whom the Branch or such Affiliate provides any financing advice or any credit;
- If the Branch or any of its Affiliates provides any advice regarding corporate defense to one Customer while financing another Customer who intends to acquire such Customer, and competes and conflicts with such Customer;
- If with the knowledge of potential information regarding securities transaction of any Customer, the Branch or any of its Affiliates conducts any proprietary transaction regarding such securities;
- If the Branch or any of its Affiliates conducts any proprietary transaction, participates in subscription or is otherwise involved through trustees or managers with respect to any securities to which any order has been given by any Customer;
- If the Branch or any of its Affiliates recommends or sells any securities issued by the Bank or such Affiliate or any securities held for its own account to any Customer;
- If the Branch or any of its Affiliates recommends or sells any securities issued or created by any affiliate to any Customer, or incorporates such securities into the assets of any Customer that have been entrusted to the Branch or such Affiliate, or if the Branch or such Affiliate provides back financing thereof;
- If any financial institution that provides a wide range of services internalizes any transaction (including the cases where we issue an order to any securities company within the group); or
- If any employee of the Branch or its Affiliates receives any gift or entertainment (including any non-monetary benefits) that may prejudice the interests of any Customer.

3. Scope of the Companies Covered by Conflicts of Interest Management

As stated in 1(1) above, the Covered Transactions are any transactions conducted by the Branch, the Bank (excluding the Branch), the Bank Agent belongs to the Branch or any of the Parent Financial Institution, Etc. and Subsidiary Financial Institutions, Etc. (the Parent Financial Institutions, Etc. and Subsidiary Financial Institutions, Etc. of the Company are referred to as "Affiliates").

"Parent Financial Institution, Etc." means (I) such parent corporation of the Bank, (II) such subsidiary corporation and such Affiliated Corporation, Etc. of any Parent Corporation, Etc. of the Bank, or (III) such Subsidiary Corporation, Etc. or affiliated corporation, etc. of any Specific Individual Shareholder of the Bank, as is (a) a Financial Instruments Business Operator, (b) a bank, (c) a long-term credit bank, (d) a cooperative financial institution, (e) The Shoko Chukin Bank, Ltd., (f) an insurance company (including any foreign insurance company, etc.), (g) a money lender, (h) mutual loan company, (i) a securities finance company, etc., or (j) a person who engages in Financial Instruments Business, banking business or insurance business in any foreign country in accordance with any foreign law or regulation.

"Subsidiary Financial Institution, Etc." means (I) such Subsidiary Corporation, Etc. of the Bank, or (II) such Affiliated Corporation, Etc. of the Bank, as is (a) a Financial Instruments

Business Operator, (b) a bank, (c) a long-term credit bank, (d) a cooperative financial institution, (e) The Shoko Chukin Bank, Ltd., (f) an insurance company (including any foreign insurance company, etc.), (g) a money lender, (h) mutual loan company, (i) a securities finance company, etc., or (j) a person who engages in Financial Instruments Business, banking business or insurance business in any foreign country in accordance with any foreign law or regulation.

As of 01/01, 2015, the companies listed in the Exhibit hereto are the "Parent Financial Institutions, Etc." or "Subsidiary Institutions, Etc." of the Branch.

4. Method of Managing Transactions That May Cause Conflicts of Interest

If the Branch identifies any transaction that may cause conflicts of interest, the Branch will properly secure the protection of our Customers by selecting from any of, or combining, the following methods and any other methods (the following methods are only examples, and the following measures need not be adopted):

- The method of separating the division conducting the Covered Transaction, and the division conducting the transaction with such Customer;
- The method of amending the conditions or method of the Covered Transaction or the transaction with such Customer;
- The method of discontinuing the Covered Transaction or the transaction with the Customer; and/or
- The method of properly disclosing to the Customer the possibility that the interests of such Customer may be unjustly impaired in connection with the Covered Transaction (only if such disclosure does not violate the duty of confidentiality assumed by the Bank, or any of its Parent Financial Institutions, Etc. or Subsidiary Financial Institutions, Etc.).

5. Conflicts of Interest Management System

Conflicts of Interest Management shall be governed by "**Group Conflicts of Interest Policy**".

The Compliance & Regulatory Risk of the Branch will be the Conflicts of Interest Management Control Division (**Conflict owner**).

The Manager of Compliance & Regulatory Risk Tokyo will serve as chief of such division.

Supplementary Provisions

Acknowledged at the Tokyo Risk Governance Committee on 11/27, 2020

Exhibit

Conflicts of interest management applies to the transactions which involve with the Branch and following companies under the Banking Act (Article 13-3-2).

- Affiliates companies of Commonwealth Bank of Australia outside Japan (excluding company which doesn't conduct Financial instruments Business, Bank Business, or Insurance Business)