

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Suncorp-Metway Limited

ABN

66 010 831 722

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                                                                                                                                                                                          |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Fully paid ordinary shares                                                                                                                                                               |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | Up to 202,669,927 fully paid ordinary shares under the Entitlement Offers (subject to the reconciliation of entitlements) and up to 86,666,667 shares under the Institutional Placement. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares                                                                                                                                                               |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>No. The fully paid ordinary shares issued under the Entitlement Offers will rank equally with the existing fully paid ordinary shares from the date of allotment except that they will not be entitled to the interim dividend for FY2009.</p> |
| <p>5 Issue price or consideration</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p>\$4.50 per new share</p>                                                                                                                                                                                                                       |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>The proceeds of the issue will be used to improve the company's capital position.</p>                                                                                                                                                          |
| <p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>18 February 2009 for shares issued under the Institutional Placement, Institutional Entitlement Offer and Institutional Entitlement Bookbulid.</p> <p>23 March 2009 under the Retail Entitlement Offer.</p>                                    |

|   |                                                                                                                                 |                                                                                                                                                                                                                |                                                        |
|---|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 8 | Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable) | Number                                                                                                                                                                                                         | <sup>+</sup> Class                                     |
|   |                                                                                                                                 | Up to 1,302,686,232 fully paid ordinary shares after completion of the Institutional Placement and the Entitlement Offers, subject to numbers of acceptances under the Retail Entitlements Offer and rounding. | Fully paid Ordinary Shares                             |
|   |                                                                                                                                 | 1,698,008                                                                                                                                                                                                      | Fully paid floating rate capital notes of \$100 each   |
|   |                                                                                                                                 | 1,440,628                                                                                                                                                                                                      | Fully paid Reset Preference Shares of \$100 each       |
|   |                                                                                                                                 | 7,350,000                                                                                                                                                                                                      | Fully paid Convertible Preference Shares of \$100 each |

| 9 | Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable) | Number | <sup>+</sup> Class |
|---|---------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|
|   |                                                                                                                                             |        |                    |

|    |                                                                                                    |                                                                                                                            |
|----|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | To rank equally with fully paid ordinary shares, except that they will not be entitled to the interim dividend for FY2009. |
|----|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

## Part 2 - Bonus issue or pro rata issue

|    |                                                |                  |
|----|------------------------------------------------|------------------|
| 11 | Is security holder approval required?          | No               |
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable |

|    |                                                                                                                                                                                                                                             |                                                                                                                                                                                     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 13 | Ratio in which the +securities will be offered                                                                                                                                                                                              | 1 fully paid ordinary share for every 5 fully paid ordinary shares held as at the Record Date (see item 15 below)                                                                   |
| 14 | +Class of +securities to which the offer relates                                                                                                                                                                                            | Fully paid ordinary shares                                                                                                                                                          |
| 15 | +Record date to determine entitlements                                                                                                                                                                                                      | 7.00pm (Sydney time) on 10 February 2009                                                                                                                                            |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                                                                          | No                                                                                                                                                                                  |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                                                                   | Where fractions arise in the calculations of shareholders' entitlements under the Entitlement Offer, they will be rounded down to the next whole number of new shares.              |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | All countries other than Australia and New Zealand and any other jurisdictions in which it is decided to make offers.                                                               |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                                                    | 11.00am on 6 February 2009 (Institutional Entitlement Offer)<br><br>5.00pm on 13 March 2009 (Retail Entitlement Offer)                                                              |
| 20 | Names of any underwriters                                                                                                                                                                                                                   | UBS AG, Australia branch has agreed to fully underwrite the Institutional Entitlement Offer and the Institutional Placement. The Retail Entitlement Offer will not be underwritten. |

|    |                                                                                                                                                             |                                                                                                                                                          |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 21 | Amount of any underwriting fee or commission                                                                                                                | Underwriting fee of 1.75% and an offer management fee of 0.5% for the Institutional Entitlement Offer and Institutional Placement only.                  |
| 22 | Names of any brokers to the issue                                                                                                                           | Not applicable.                                                                                                                                          |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        | Not applicable.                                                                                                                                          |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders                             | Not applicable.                                                                                                                                          |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting                                                              | Not applicable.                                                                                                                                          |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled                                        | No prospectus is being produced. An offer document and entitlement and acceptance form will be sent to Eligible Retail Shareholders on 16 February 2009. |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not applicable.                                                                                                                                          |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | Not applicable.                                                                                                                                          |
| 29 | Date rights trading will end (if applicable)                                                                                                                | Not applicable.                                                                                                                                          |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?                                                               | Not applicable.                                                                                                                                          |

- |    |                                                                                                              |                                     |
|----|--------------------------------------------------------------------------------------------------------------|-------------------------------------|
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable.                     |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?                    | Not applicable.                     |
| 33 | +Despatch date                                                                                               | Refer to item 7 of this Appendix 3B |

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

| 38     | Number of securities for which<br>+quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                         |        |        |  |  |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|--------|--------|--|--|
| 39     | Class of +securities for which<br>quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                         |        |        |  |  |
| 40     | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> |                                                                                                                                         |        |        |  |  |
| 41     | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                         |        |        |  |  |
| 42     | Number and +class of all +securities quoted on ASX (including the securities in clause 38)                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table> | Number | +Class |  |  |
| Number | +Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                         |        |        |  |  |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                         |        |        |  |  |

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company Secretary)

Date: 5 February 2009

Print name: Clifford R Chuter