



ASX Announcement

**SUNCORP-METWAY LIMITED
EXTRAORDINARY GENERAL MEETING
ORDINARY, RPS and CPS HOLDERS
WEDNESDAY 15 DECEMBER 2010, 3.00 PM
BRISBANE CONVENTION AND EXHIBITION CENTRE
CORNER OF MERIVALE AND GLENELG STREETS, SOUTH BANK, BRISBANE**

CHAIRMAN'S ADDRESS

The matter to be considered at this meeting is just one of many internal restructuring transactions that must be undertaken in order to implement the scheme of arrangement.

The Scheme, which was approved at the previous meeting, is conditional upon shareholders passing the resolution which is to be proposed at this meeting.

The transaction we are asking you to vote on at this meeting is a buy-back of shares by Suncorp-Metway Limited - but it is not a buy-back of shares from ordinary shareholders - it is an internal transaction only.

So why does the buy-back require shareholder approval today?

Well the reason is predominantly one of timing.

When the restructure is being implemented, you will receive shares in the new holding company in exchange for the ordinary shares you currently hold in Suncorp-Metway Limited.

The ordinary shares you held in Suncorp-Metway Limited will then be transferred to one of our other companies.

When that occurs, Suncorp-Metway Limited will no longer be the holding company for the Group, so it no longer needs to hold as much capital in the form of ordinary shares.

Therefore some of those ordinary shares will be bought back from its new holding company and cancelled.

In order for that buy back to take place in accordance with the restructure schedule, approval to undertake the buy-back must be granted now - it is not practicable to postpone the approval until after you exchange your shares.

The board recommends that shareholders vote in favour of the resolution and I confirm that we have also received strong shareholder support.