



Notice of 2017 Annual General Meeting

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Create a better today



Suncorp Group Limited
ABN 66 145 290 124

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IMPORTANT INFORMATION

A shareholder voting form is enclosed for ordinary shareholders entitled to attend the AGM and vote. Please bring this form with you to the AGM, as it is barcoded to facilitate easier registration.

Please note, preference shareholders are welcome to attend the AGM and ask questions. Subject to voting restrictions set out in the Notice of Meeting, they are also entitled to vote on Resolution 4 (to reduce the capital of the Company). Preference shareholders are not otherwise entitled to vote on the business of the AGM.

Notice of 2017 Annual General Meeting

The Annual General Meeting (AGM) of Suncorp Group Limited (the Company) will be held at:

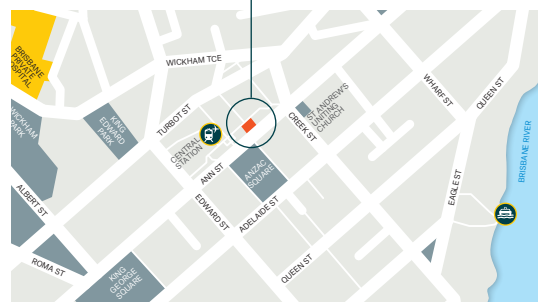
TIME: 2.30pm (AEST)

DATE: Thursday 21 September 2017

WHERE: Ballroom Le Grand, Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland

EXTRA: Shareholder registration will begin at 1.30pm

HOW TO GET HERE



TRAIN The nearest station, Central Station, is located beneath the hotel.

BUS A number of bus routes pass King George Square, Queen Street Mall and Central Station. The Sofitel Brisbane Central is a short walk from these locations.

PARKING There is a hotel car park available to attendees for a fee (access from Turbot Street). An alternative option is Wickham Terrace car park opposite the Sofitel Brisbane Central; the entrance is on Turbot Street.

A MESSAGE FROM OUR CHAIRMAN



“ A KEY PURPOSE OF THE AGM IS TO ALLOW YOU TO VOTE ON MATTERS IMPORTANT TO YOU AS A SHAREHOLDER. ”

Dear Shareholder

It is my pleasure to invite you to the 2017 AGM on Thursday 21 September 2017. The venue is the Ballroom Le Grand, Sofitel Brisbane Central, 249 Turbot Street, Brisbane. The AGM starts at 2.30pm (AEST), and shareholder registration opens at 1.30pm. Directions to the venue are detailed on the inside cover.

At the AGM, the CEO & Managing Director Michael Cameron and I will comment on Suncorp Group's performance for the financial year ended 30 June 2017. Full details are in the 2016-17 Directors' Report and Financial Statements and the 2016-17 Annual Review. These reports are available on the website at suncorpgroup.com.au/investors/reports, or if you elected to receive these documents you will find a copy enclosed.

We seek to make the AGM as accessible as possible and this includes a live webcast on the website, with speeches made available shortly after its conclusion.

A key purpose of the AGM is to allow you to vote on matters important to you as a shareholder. With the endorsement of the Board, we will be seeking your voting contribution to the following resolutions, as further detailed in the attached material:

- Remuneration Report
- Grant of performance rights to the CEO & Managing Director
- Re-election of Ms Audette Exel AO as director
- Election of Mr Simon Machell as director
- Selective capital reduction in relation to convertible preference shares issued on 6 November 2012 (SUNPC).

Detailed instructions on how to lodge your vote, or appoint a proxy to vote on your behalf if you are unable to attend, are included in the Notice of Meeting and in the enclosed shareholder voting form.

The best way to register your voting intentions, or appoint a proxy, is to do so online. This can be facilitated via our share registry's dedicated website at linkmarketservices.com.au, alternatively you may use the form enclosed.

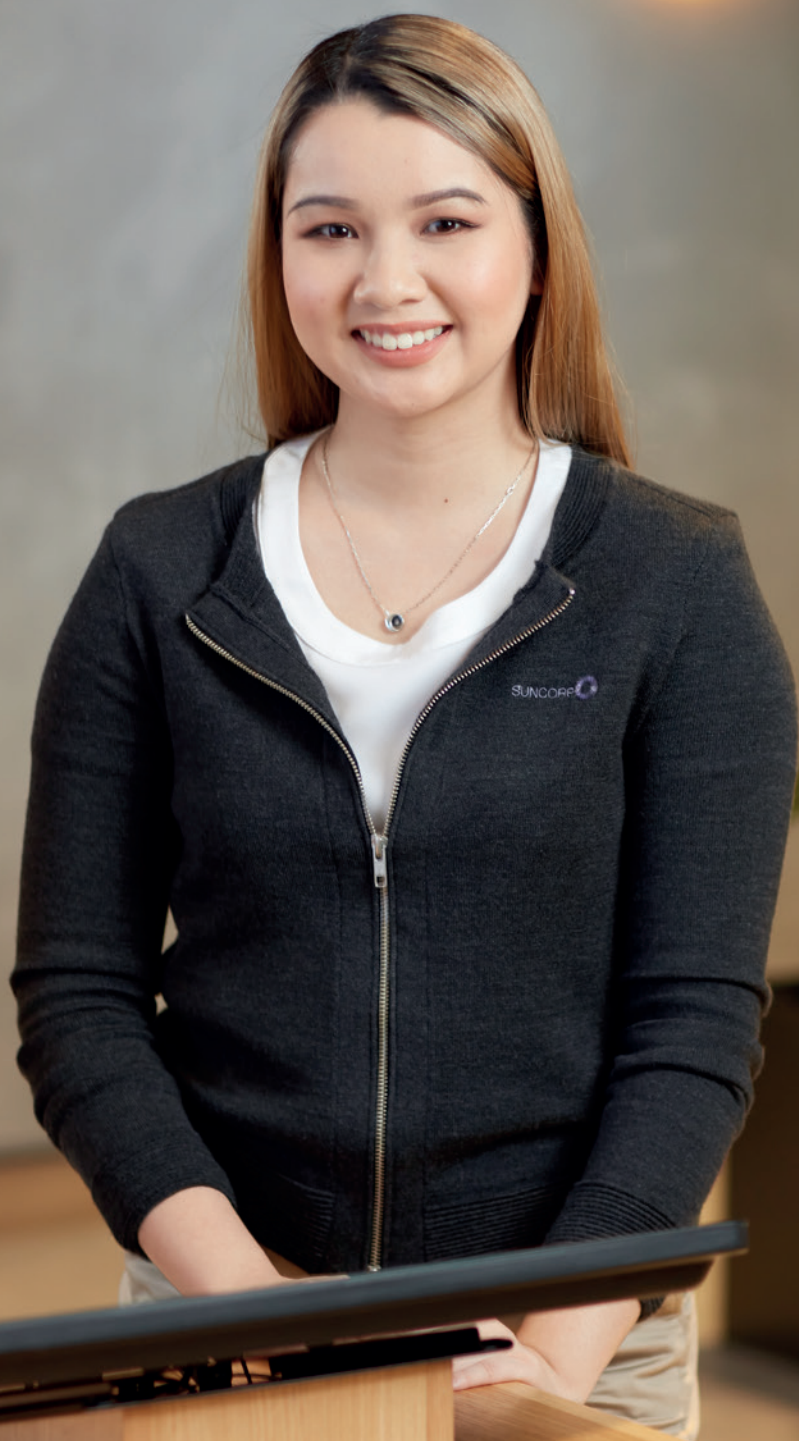
As the AGM is the Board's opportunity to hear directly from you, shareholders may submit specific questions to the Board, in advance of the AGM, by emailing investor.relations@suncorp.com.au (or by post to GPO Box 1453, Brisbane, Qld 4001).

As always, the Board and the Senior Leadership Team look forward to light refreshments with you at the conclusion of the AGM. I look forward to seeing you then.

Yours faithfully

DR ZIGGY SWITKOWSKI AO
CHAIRMAN
18 AUGUST 2017

SUNCORP



About Suncorp

Suncorp Group Limited is a trusted provider of financial services and solutions, helping customers make good choices and take positive action to improve their financial wellbeing.

We are a top 20 ASX-listed company with \$97 billion in assets. Today, we employ approximately 13,400 people and serve close to nine million customers across Australia and New Zealand.

Our Marketplace of products, services and experiences is designed to make it easier for our customers to meet their financial needs. It brings together our strong portfolio of banking, wealth management and insurance solutions from across our many brands including Suncorp, AAMI, GIO, Apia and Shannons, as well as those from our partners.

Since 1902, Suncorp has created value for stakeholders while being a responsible and resilient business. During 2016-17 we delivered a cash return on average shareholders' equity of 8.4 per cent, achieved customer satisfaction of 82 per cent across our consumer brands, reached gender parity in our leadership roles and further reduced our greenhouse gas emissions by 11 per cent.

Highlights



OUR BUSINESS PERFORMANCE

Net profit after tax	Cash return on average shareholders' equity	Customer satisfaction across our consumer brands
\$1,075m	8.4%	82%



OUR PEOPLE AND SOCIETY

Women in leadership	Investment in local communities	Engagement of our people
49%	\$9.8m	62%



OUR ENVIRONMENT

Reduction in greenhouse gas emissions	Reduction in fuel used in company vehicles	Reduction in air travel
11%↓	15%↓	22%↓

Our Strategy

During the past year, we have evolved Suncorp's vision to be the destination for the moments that matter. By placing the customer at the centre of everything we do, we will have a deeper understanding of their needs and be in a better position to support them when they need us most.

ONE SUNCORP

We continue to live our purpose and achieve our vision by working as One Suncorp and collaborating across the business. We have increased our focus on building partnerships with third parties to extend the range of solutions for our customers and to drive growth for our business.

STRATEGIC PRIORITIES

To achieve our vision, Suncorp is focused on four strategic priorities:

Elevate the customer:

We use insights to understand and meet customer needs, and continue to embed a customer-centric culture.

Our goal is to deliver seamless and valuable customer experiences that are consistently great, and brilliant in the moments that matter.

Create the Marketplace:

By creating a connected network of brands, partners, solutions and channels, we are making it faster, simpler and easier for our customers.

Through the Suncorp Marketplace, customers will have greater choice from a suite of personalised solutions and integrated offers, to support them in the key moments in their lives.

Maintain momentum and grow:

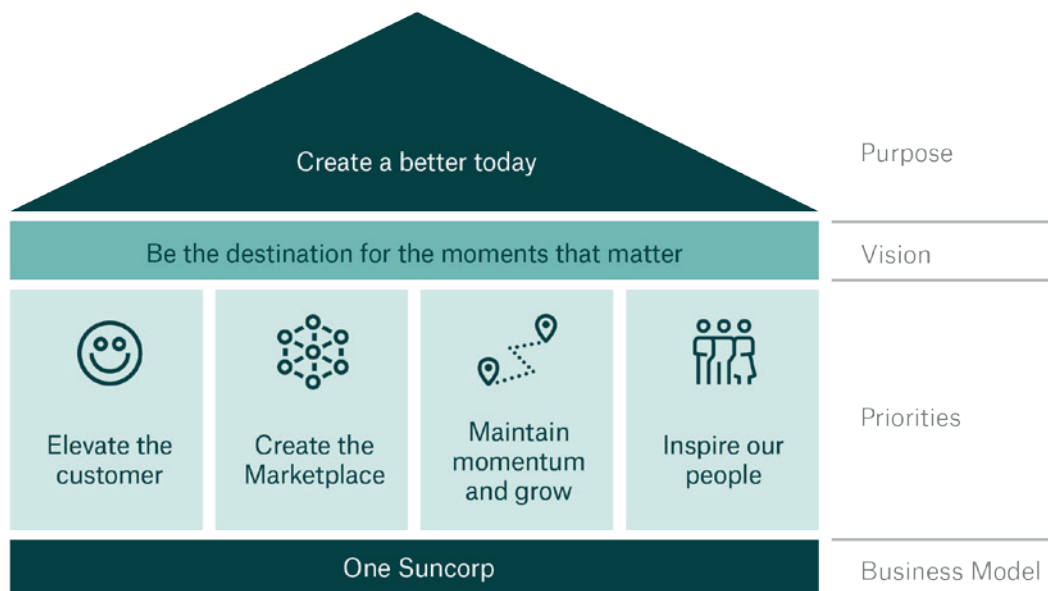
We are building and protecting Suncorp's reputation for excellence in manufacturing financial services solutions for customers in Australia and New Zealand.

We focus on targeted revenue growth opportunities, operational excellence including simplification and digitisation, and disciplined portfolio management.

Inspire our people:

We are fostering a diverse, inclusive and highly engaged workforce.

We are committed to empowering, engaging and creating an environment where our people have the support, capability, technology and workspace to be their best.



Notice of 2017 Annual General Meeting

2.30 PM, THURSDAY 21 SEPTEMBER 2017

BUSINESS

FINANCIAL AND OTHER REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2017 (**2016-17**).

NOTE: THERE IS NO REQUIREMENT FOR SHAREHOLDERS TO APPROVE THESE REPORTS.

RESOLUTION 1 REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an **advisory** resolution:

To adopt the Remuneration Report for the financial year ended 30 June 2017.

NOTE: THIS RESOLUTION IS ADVISORY ONLY AND DOES NOT BIND THE COMPANY OR DIRECTORS.

RESOLUTION 2 GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution:

That approval is given for the grant of performance rights to the value of \$3,500,000 under the Suncorp Group Equity Incentive Plan, to the Chief Executive Officer & Managing Director, Mr Michael Cameron, in the manner set out in the Explanatory Memorandum.

NOTE: MR CAMERON IS THE ONLY DIRECTOR OF THE COMPANY ELIGIBLE TO PARTICIPATE IN THE SUNCORP GROUP EQUITY INCENTIVE PLAN FOR THE 2017-18 FINANCIAL YEAR.

RESOLUTION 3 RE-ELECTION/ELECTION OF DIRECTORS

To consider and, if thought fit, pass each of the following resolutions as separate **ordinary** resolutions:

(a) That Ms Audette Exel AO, being a non-executive director since June 2012, be re-elected as a director of the Company in accordance with the Company's Constitution.

(b) That Mr Simon Machell, being a non-executive director appointed on 7 April 2017, be elected as a director of the Company in accordance with the Company's Constitution.

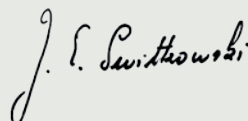
RESOLUTION 4 SELECTIVE CAPITAL REDUCTION IN RELATION TO SUNPC

Shareholders are asked to approve one or more selective capital reductions in relation to Convertible Preference Shares issued on 6 November 2012 (**SUNPC**).

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

That the conduct and terms and conditions of one or more selective capital reductions in respect of the Convertible Preference Shares issued on 6 November 2012 in an amount of up to \$100.00 per Convertible Preference Share as described in the Explanatory Memorandum accompanying this Notice of Meeting, be approved.

By Order of the Board



DR ZIGGY SWITKOWSKI AO
CHAIRMAN
18 AUGUST 2017

AN EXPLANATORY MEMORANDUM ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING. SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL. THE AGM WILL ALSO BE WEBCAST LIVE ON SUNCORPGROUP.COM.AU

IMPORTANT VOTING INFORMATION

1. ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the AGM (including voting at the AGM), shareholders are those persons who are registered holders of shares in the Company as at 7.00pm (AEST) on Tuesday 19 September 2017. Accordingly, persons who are registered as shareholders after that time will be disregarded in determining shareholders entitled to attend (and if applicable, vote) at the AGM.

Holders of ordinary shares in the Company may vote on all resolutions, subject to the voting restrictions described in sections 2, 3 and 4 below.

Holders of Convertible Preference Shares issued on 8 May 2014 (**SUNPE**) have voting rights in relation to any resolution to reduce the share capital of the Company and may therefore vote on Resolution 4, subject to the voting restrictions described in section 4 below. SUNPE holders are not entitled to vote on any other resolutions, but are entitled to attend and be heard at the AGM.

Holders of SUNPC have voting rights in relation to any resolution to reduce the share capital of the Company, but may not vote in favour of Resolution 4 due to the voting restrictions described in section 4 below. SUNPC holders are not entitled to vote on any other resolutions, but are entitled to attend and be heard at the AGM.

SUNPC and SUNPE holders are entitled to appoint a proxy to attend the AGM (and if applicable, vote) on their behalf. A proxy need not be a shareholder. Any SUNPC or SUNPE holder wishing to appoint a proxy should contact the Share Registrar, Link Market Services Limited, by calling 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia), or by email at suncorp@linkmarketservices.com.au

2. VOTING RESTRICTIONS – REMUNERATION REPORT (RESOLUTION 1)

The Company will disregard any votes cast on this resolution:

- by, or on behalf of, a person who is a member of the key management personnel of the Suncorp Group (KMP) named in the Remuneration Report for the year ended 30 June 2017 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the shareholder voting form; or
- by the Chairman of the AGM, in accordance with an express authorisation in the shareholder voting form to exercise the proxy even though this resolution is connected with the remuneration of the KMP.

3. VOTING RESTRICTIONS – GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR (RESOLUTION 2)

The Company will disregard any votes cast on this resolution:

- by, or on behalf of, Mr Michael Cameron and any of his associates (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the shareholder voting form; or
- by the Chairman of the AGM, in accordance with an express authorisation in the shareholder voting form to exercise the proxy even though this resolution is connected with the remuneration of a member of the KMP.

4. VOTING RESTRICTIONS – SELECTIVE CAPITAL REDUCTION IN RELATION TO SUNPC (RESOLUTION 4)

While SUNPC holders have voting rights in relation to any resolution to reduce the share capital of the Company, section 256C(2)(a) of the *Corporations Act 2001* (Cth) requires the Company to disregard any votes cast in favour of Resolution 4 by a person who is to receive consideration as part of the capital reduction, or by their associates. As a result, the Company will disregard any votes cast in favour of Resolution 4 by any person who holds SUNPC or their associates.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote in accordance with the directions on the shareholder voting form.

5. VOTING, DIRECT VOTING AND VOTING BY PROXY (ORDINARY SHAREHOLDERS ONLY)

This section only applies to ordinary shareholders. Preference shareholders should refer to section 1 for information on voting.

Shareholders who are eligible to vote should read the voting instructions on the enclosed shareholder voting form.

Shareholders can vote in one of three ways:

- by attending the AGM and voting, either in person (or by attorney), or in the case of corporate shareholders, by corporate representative
- by lodging a direct vote; or
- by appointing a proxy to attend the AGM and vote on their behalf.

If shareholders wish to lodge a direct vote or appoint a proxy to vote on their behalf at the AGM, they can do so by:

- completing a shareholder voting form online at linkmarketservices.com.au. To do this, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is shown on the enclosed shareholder voting form; or
- completing the shareholder voting form that accompanies this Notice of Meeting and returning it either:
 - by mail to Suncorp Group Limited, c/- Link Market Services Limited (Link), using the reply paid envelope provided
 - by fax to Link on (02) 9287 0309; or
 - by hand delivery to Link, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000.

Only those shareholder voting forms received by Link by 2.30pm (AEST) on Tuesday 19 September 2017 (being 48 hours before the commencement of the AGM) will be considered valid.

If the shareholder voting form is signed by the shareholder's attorney, the original or an original certified copy of the power of attorney must accompany the shareholder voting form (if it has not already been lodged with Link for notation).

Any person appointed as a proxy does not need to be a shareholder, and a shareholder can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of Corporate Representative.

A shareholder who is entitled to cast two or

more votes may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise.

If a shareholder who has lodged a direct vote, or appointed a proxy to vote on their behalf, attends the AGM, the direct vote or proxy appointment is cancelled or suspended.

For further instructions on voting, please refer to the shareholder voting form that accompanies this Notice of Meeting.

6. UNDIRECTED PROXIES

The Chairman of the AGM intends to vote any undirected proxies given by shareholders to him in favour of Resolutions 1, 2, 3 and 4 and those shareholders will be taken to have expressly authorised the Chairman of the AGM to exercise the proxy as he sees fit.

Any undirected proxy given to a director (other than the Chairman) or other member of the KMP, or their closely related parties, on Resolution 1 will not be voted.

Any undirected proxy given to Mr Cameron, or an associate of Mr Cameron, or any member of the KMP (other than the Chairman), or their closely related parties on Resolution 2 will not be voted.

7. APPOINTING THE CHAIRMAN AS YOUR PROXY

You may appoint the Chairman of the AGM as your proxy.

If you direct the Chairman of the AGM how to vote on a resolution, your vote will be cast in accordance with your direction.

If you do not direct the Chairman of the AGM how to vote on a resolution, or the Chairman of the AGM becomes your proxy by default, then by completing and returning the relevant shareholder voting form you will be expressly authorising the Chairman of the AGM to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP.

If you appoint a proxy (other than the Chairman of the AGM) and your proxy is either not recorded as attending the meeting or does not vote on a resolution, the Chairman of the AGM will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting your proxy.

8. COPIES OF INFORMATION

Shareholders who wish to obtain a copy of the Directors' Report and Financial Statements or the Company's Constitution, may contact Link on 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia). A copy will be posted (free of charge).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Thursday 21 September 2017 at 2.30pm (AEST). Information relevant to the business to be considered at the AGM is provided in this Explanatory Memorandum and shareholders should read this section in full.

BUSINESS

FINANCIAL AND OTHER REPORTS

This item provides shareholders with an opportunity to ask questions concerning the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017 (which are contained in the 2016-17 Directors' Report and Financial Statements), and the Company's performance generally. There is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy, the 2016-17 Directors' Report and Financial Statements are published on the Suncorp Group website at suncorpgroup.com.au/investors/reports

The Auditor will be present at the AGM to answer audit-related questions from shareholders. Shareholders may also submit questions to the Company's auditor (KPMG) on the content of the Auditor's Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2017. Such questions must be received by no later than 5pm (AEST) on Thursday, 14 September 2017.

RESOLUTION 1 REMUNERATION REPORT

The Remuneration Report, as contained in the Company's 2016-17 Directors' Report and Financial Statements, has been submitted to shareholders for consideration and adoption (by way of advisory resolution). Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report provides information on:

- the principles adopted by the Board for determining the nature and amount of remuneration of directors and Senior Executives (including KMP as defined in the Remuneration Report)

- the performance conditions that apply to the different components of the remuneration framework, why those performance conditions were chosen and how performance is measured against them
- the integration of risk management into performance and remuneration decisions; and
- remuneration details for directors and Senior Executives.

The Board believes the Company's remuneration policy, structures and frameworks, as outlined in the Remuneration Report, are appropriate relative to the size of the Company, its business objectives and current and emerging market practices.

Nevertheless, the Board Remuneration Committee continues to review the remuneration frameworks and expects to evaluate suitable alternative models in the year ahead. Any material changes will be presented to a future AGM and disclosed in that year's Remuneration Report.

Shareholders should note that the vote will be advisory only and does not bind the Company or directors. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

RESOLUTION 2 GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

The Board is seeking the approval of shareholders for the grant of performance rights to the value of \$3,500,000 under the Suncorp Group Equity Incentive Plan (**Plan**) to the Chief Executive Officer & Managing Director (**CEO & Managing Director**), Mr Michael Cameron.

Shareholder approval is not required in relation to the grant of performance rights under the Plan as any shares allocated to Mr Cameron under the Plan will not be issued by the Company to Mr Cameron but will be acquired on market. However, the Board is seeking shareholder approval of this grant in recognition of the importance of shareholder engagement on key remuneration issues, such as the remuneration of the CEO & Managing Director.

If shareholders do not approve the grant of these performance rights at the AGM, it is intended that an equivalent long-term incentive (**LTI**) award will be provided to Mr Cameron in cash, subject

to performance, service and other conditions.

Under the Plan, a performance right entitles a participant on vesting to be allocated one fully paid ordinary share in the Company (or under limited circumstances, a cash payment in lieu of an allocation of ordinary shares) at no cost. A performance right vests at a set future point in time, provided specific performance measures are met (**performance right**).

If a performance right vests and shares are allocated, a payment equal to the notional dividends earned on those allocated shares during the performance period is paid (less applicable taxes paid or due to be paid by the Plan trustee with respect to the dividends).

If a performance right does not vest, no dividend equivalent payment will be made.

If there are any corporate actions or capital reconstructions by the Company, the Board has a discretion, where it considers it appropriate, to make adjustments to the terms of the performance rights, to eliminate any material advantage or disadvantage to the participant.

Face value of performance rights

The Board endorsed an award of performance rights with a face value of \$3,500,000 (**CEO & Managing Director's performance rights**) as Mr Cameron's LTI remuneration for the 2016-17 financial year. The purpose of LTI remuneration is to focus the CEO & Managing Director on the Company's long-term business strategy, align his interests with those of shareholders and support the creation of long-term shareholder value.

The face value of the CEO & Managing Director's performance rights takes into account the appropriate level of total remuneration based on a number of factors, including the extent to which the total remuneration is market competitive. The performance rights granted to the CEO & Managing Director were determined after consideration of peer group remuneration and external stakeholder consultation.

Subject to shareholder approval, the CEO & Managing Director's performance rights will be granted to Mr Cameron as soon as practicable after the AGM and in any event, no later than 12 months after the date of the AGM. The grant of performance rights under the Plan will, subject to the terms and conditions described below, allow Mr Cameron to obtain ordinary shares in the Company. Any shares allocated to Mr Cameron under the Plan will be acquired on market.

TERMS AND CONDITIONS

The number of performance rights to be granted to Mr Cameron will be calculated by dividing the face value of the CEO & Managing Director's performance rights by the value of a performance right, then rounding down to the nearest whole number. The value of a performance right for the purpose of this grant is the volume weighted average price (VWAP) of the Company's ordinary shares on the Australian Securities Exchange (ASX) over the five trading days leading up to 1 September 2017.

As the VWAP is unknown at this time the following example is provided to illustrate how the number of performance rights will be determined:

EXAMPLE: CALCULATION OF THE NUMBER OF PERFORMANCE RIGHTS

Value of LTI performance rights	\$3,500,000
Example share price (VWAP)	\$14.00
Number of LTI performance rights	250,000

The VWAP as well as the actual number of performance rights to be granted to Mr Cameron will be announced at the AGM and to the ASX as soon as practicable after the AGM.

PERFORMANCE PERIOD

The performance period will begin on 1 September 2017 and end on 31 August 2020. This aligns with all other LTI Plan offers made to Senior Executives for the 2016-17 financial year.

PERFORMANCE MEASURES

The Board has determined that the vesting of the performance rights to be granted to Mr Cameron (if shareholder approval is granted) will be subject to the performance measures outlined below. These performance measures will be assessed over the performance period.

Performance is measured by ranking the Company's total shareholder return (TSR) against its peer comparator group (Peer Comparator Group). The Peer Comparator Group comprises the 50 largest companies ranked by market capitalisation listed on the ASX (S&P/ASX 100 Index) at the beginning of the performance period, excluding listed Real Estate Investment Trusts and mining companies. The Remuneration Committee believes the Peer Comparator Group is appropriate in the absence of a suitable peer group of direct comparators.

TSR measures the percentage change in the Company's share price together with the value of dividends received during the performance period (assuming all of those dividends are reinvested into new shares) and capital returns. TSR will vary over time but reflects the market perception of the Company's overall performance relative to the Peer Comparator Group.

The relative TSR performance measure is chosen on the basis that it:

- offers a relative measure of changes in shareholder value by comparing the Company's return to shareholders against the returns of companies of similar size and investment profile
- provides alignment between shareholder returns and reward outcomes for the CEO & Managing Director over the long term; and
- minimises the impact market cycles may have when measuring shareholder returns.

The ranking of the Company's TSR at the end of the performance period determines the extent to which performance rights vest, in accordance with the vesting schedule represented in the following table:

RELATIVE TSR PERFORMANCE OUTCOME	PERCENTAGE OF LTI PERFORMANCE RIGHTS THAT WILL VEST
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	50% plus 2% for each full 1% increase in the Company's ranking against the Peer Comparator Group
At or above the 75th percentile	100%

There will be no re-testing of TSR performance after the end of the performance period if a grant of performance rights is made to Mr Cameron under this resolution.

Where performance conditions are not met, the LTI performance rights lapse.

TREATMENT OF CEO & MANAGING DIRECTOR'S PERFORMANCE RIGHTS ON CESSATION OF EMPLOYMENT

Unvested performance rights will generally lapse if Mr Cameron's employment is terminated for cause or by resignation.

If Mr Cameron's employment is terminated for any other reason, the unvested performance rights will continue beyond cessation of employment and will vest or lapse depending on whether the performance conditions are achieved. In each case, the Board has discretion to determine otherwise.

TRADING OF SHARES ONCE VESTED

Shares allocated upon the vesting of performance rights under the Plan are subject to the Suncorp Group Securities Trading Policy.

HEDGING PROHIBITION

Executives and employees of the Suncorp Group who receive equity or equity-linked deferred remuneration are prohibited from hedging their economic exposures before the equity or equity-linked remuneration is fully vested. In the event of a breach, the individual's entitlement to performance rights or securities is forfeited with immediate effect.

OTHER INFORMATION

Since the last AGM, Mr Cameron was issued with 235,017 performance rights using the calculation methodology proposed for this year's performance rights. The acquisition price for these securities was nil.

Mr Cameron is the only director entitled to participate in the Plan for the 2016-17 financial year.

BOARD RECOMMENDATION

The Board, with Mr Cameron abstaining, recommends that shareholders vote in favour of the resolution to grant performance rights under the Plan to the CEO & Managing Director on the terms set out above.

RESOLUTION 3 RE-ELECTION/ ELECTION OF DIRECTORS

In accordance with the Company's Constitution, no director (except the Managing Director) may retain office for more than three years or until the third AGM following that director's appointment and the Company must hold an election of directors each year.

As part of Board renewal, Mr Ewoud Kulk and Mr William Bartlett will retire by rotation at this year's AGM and not seek re-election. Collectively they have made a significant contribution over their terms on the Suncorp Group Board and been trusted advisers to the

Chairman and their Board colleagues. It is pleasing to note that Mr Kulk will remain Chairman of AA Insurance Limited (New Zealand) and Suncorp Insurance Ventures Pty Limited for the foreseeable future.

In accordance with the Company's Constitution, Ms Audette Exel AO who has been a non-executive director on the Board since 27 June 2012 is to stand for re-election by shareholders as a non-executive director of the Company. Mr Simon Machell who was appointed as a non-executive director by the Board on 7 April 2017 is to stand for election by shareholders as a non-executive director of the Company.



AUDETTE EXEL AO BA, LLB (Hons)

MS EXEL HAS BEEN A DIRECTOR OF THE COMPANY SINCE JUNE 2012. SHE IS A MEMBER OF THE RISK COMMITTEE.

Ms Exel is the founder of the Adara Group and Chief Executive Officer of its Australian companies. Before establishing the Adara Group, she was Managing Director of Bermuda Commercial Bank (1993-1996), Chairman of the Bermuda Stock Exchange (1995-1996) and served on the board of the Bermuda Monetary Authority (1999-2005). Ms Exel began her career as a lawyer specialising in international finance. In 2013, she was awarded an honorary Order of Australia for service to humanity (through the Adara Group) in Uganda and Nepal and in 2014 was recognised by Forbes as a 'Hero of Philanthropy'. In 2015, Ms Exel was inducted into the Australian Businesswomen's Hall of Fame, and was a recipient of a World Class New Zealand Award. In 2016, she was named Australia's 2016 'Leading Philanthropist' by Philanthropy Australia.

Ms Exel is considered by the Board to be an independent non-executive Director.

BOARD RECOMMENDATION

The Board, with Ms Exel abstaining, recommends that shareholders vote in favour of the re-election of Audette Exel as a director of the Company.



SIMON MACHELL BA (Hons), FCA

MR MACHELL HAS BEEN A DIRECTOR OF THE GROUP SINCE APRIL 2017.

Mr Machell has over 30 years' experience in the insurance industry throughout Europe and Asia. He currently serves as a non-executive director of Tesco Personal Finance plc (UK), Tesco Personal Finance Group Limited (UK) and is Chairman of Tesco Underwriting Limited (UK). Mr Machell is also a non-executive director and Chairman of the Risk Committee for Prudential Corporation Asia Limited (Hong Kong) and a non-executive director of Pacific Life Re Limited (UK). Mr Machell was with Aviva and its predecessor companies for over 20 years and had roles including CEO of Norwich Union General Insurance in the UK (2007 to 2013) and CEO of all Aviva's businesses in Asia and eastern Europe.

Mr Machell is considered by the Board to be an independent non-executive Director.

BOARD RECOMMENDATION

The Board, with Mr Machell abstaining, recommends that shareholders vote in favour of the election of Simon Machell as a director of the Company.

RESOLUTION 4 SELECTIVE CAPITAL REDUCTION IN RELATION TO SUNPC

BACKGROUND

On 6 November 2012, the Company issued 5.6 million Convertible Preference Shares, which trade under ASX code SUNPC (**SUNPC**) pursuant to a prospectus dated 3 October 2012 (**SUNPC Prospectus**) with a face value of \$100 each to raise \$560 million. The full terms of SUNPC are set out in Appendix A of the SUNPC Prospectus (**SUNPC Terms**). The SUNPC Prospectus can be downloaded from the Investor page of the Company's website at www.suncorpgroup.com.au/investors

Unless otherwise defined, capitalised terms used in this section of the Explanatory Memorandum have the same meaning as in the SUNPC Terms contained within the SUNPC Prospectus.

Under the SUNPC Terms, the Company has the option, subject to approval from the Australian Prudential Regulation Authority (**APRA**), to exchange all or some of SUNPC on the Optional Exchange Date (being 17 December 2017). Subject to APRA approval and the restrictions contained in the SUNPC Terms, if the Company elects to exchange SUNPC, it can choose to do so through any of the following methods:

- Convert SUNPC into ordinary shares in the Company
- Redeem SUNPC; or
- Resell SUNPC.

The SUNPC Terms define 'Redeem' to include a redemption, a buy-back, a capital reduction or any combination of such activities.

Approval of Resolution 4 will allow the Company to elect, subject to APRA approval, to redeem SUNPC through one or more selective capital reductions in respect of SUNPC on the Optional Exchange Date and, subject to obtaining the necessary agreements and approvals, including from APRA, would also allow the Company to effect one or more selective capital reductions in respect of all or some SUNPC outside of the SUNPC Terms.

WHY ARE WE SEEKING SHAREHOLDER APPROVAL?

The Corporations Act requires that any selective capital reduction be approved by a special resolution passed at a general meeting of the Company.

Approval is being sought now so that the Company does not need to convene an extraordinary general meeting if it later decides to conduct a selective capital reduction in respect of SUNPC. If approval is obtained, any selective capital reduction in respect of SUNPC will be effected no later than 12 months after the date on which Resolution 4 is passed.

WILL ANY SELECTIVE CAPITAL REDUCTION IN RESPECT OF SUNPC TAKE PLACE?

As at the date of this Explanatory Memorandum, no decision has been made by the Board regarding whether to undertake a selective capital reduction in respect of SUNPC or when it would take place. If the Company makes a decision on whether to undertake any selective capital reduction or any related transactions, details of the relevant proposal will be announced to the ASX.

The Board would only decide to undertake a selective capital reduction approved at the Meeting if the Board considers that it is in the best interests

of the Company to do so and is satisfied that it will have no material adverse impact on the Company's financial or regulatory capital position, no material prejudice to the Company's creditors and is in the best interests of the Company.

FINANCIAL EFFECT OF THE SELECTIVE CAPITAL REDUCTION

Cost of selective capital reduction

As of 18 August 2017, the cost of the selective capital reduction in respect of the SUNPC would be up to \$100 per SUNPC, in aggregate \$560 million. The Company's issued share capital would be reduced by up to that amount. In addition, if the amount of the capital reduction per SUNPC is less than \$100 per SUNPC, the difference would be returned to SUNPC holders by way of redemption of the SUNPC. The redemption would be funded from profits of the Company or the proceeds of a new issue of shares made for the purposes of the redemption.

Financial statements

The Company's latest audited financial statements, being the audited financial statements for the financial year ended 30 June 2017 are available on the Investors page of the Company's website at suncorpgroup.com.au/investors/reports

SOURCE OF FUNDS FOR THE SELECTIVE CAPITAL REDUCTION

The funds for the selective capital reduction in respect of SUNPC may be provided through existing cash reserves or through implementing other funding alternatives. The Board will, at the relevant time, consider the best alternative or combination of alternatives for funding any such transaction. Details of any proposal will, once finalised, be announced to the ASX.

WHAT ARE THE ADVANTAGES OF APPROVING RESOLUTION 4?

If Resolution 4 is approved, the Company would have the flexibility to effect one or more selective capital reductions in respect of SUNPC.

More generally, the Company is committed to maintaining an efficient capital structure. The practical ability to conduct one or more selective capital reductions in respect of SUNPC would provide greater capital management flexibility. This may also increase the Company's general flexibility to manage its regulatory capital.

WHAT ARE THE DISADVANTAGES OF APPROVING RESOLUTION 4?

A potential disadvantage of conducting one or more selective capital reductions in respect of SUNPC is that the

Company would have a reduced capital base following those transactions. The Board would consider the adequacy of the reduced capital base having regard to the Company's present and anticipated future needs, in making any such decision.

DIRECTORS' INTERESTS

No director of the Company has an interest in any SUNPC, other than Ewoud Kulk who has an indirect interest in 3,000 SUNPC.

VOTING ON RESOLUTION 4

The voting exclusion statement in the Notice of Meeting contains important information for shareholders, SUNPC holders and SUNPE holders on Resolution 4.

BOARD RECOMMENDATION AND OTHER INFORMATION

There is no other information known to the Board which may be material to the decision on how to vote in relation to Resolution 4 which the Company has not previously disclosed to its shareholders, SUNPC holders or SUNPE holders.

The Board recommends that shareholders and SUNPE holders vote in favour of Resolution 4.



INFORMATION ON SUNCORP GROUP

This Notice of Annual General Meeting forms part of Suncorp Group's 2016-17 Annual Reporting Suite which includes the Directors' Report and Financial Statements and the Annual Review. These documents are available on the website at suncorpgroup.com.au/investors/reports, on our tablet app or copies may be obtained on request by calling 1300 882 012 or +61 2 8767 1219 from outside Australia or by emailing suncorp@linkmarketservices.com.au

A shareholder voting form is enclosed for ordinary shareholders entitled to attend the AGM and vote. This form is barcoded to facilitate easier registration and has detailed information on how shareholders may lodge their vote, either directly or by appointing a proxy to attend and vote on their behalf.

To see more, go online
suncorpgroup.com.au

Registered office

Level 28, 266 George Street
Brisbane, Qld Australia 4000
+61 7 3362 1222

Shareholder enquiries

investor.relations@suncorp.com.au

Connect

suncorpgroup.com.au
[@SuncorpGroup](https://twitter.com/SuncorpGroup)

SUNCORP

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

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BY FAX
+61 2 9287 0309

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1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 882 012
Outside Australia: +61 2 8767 1219



X999999999999

VOTING FORM

I/We being a member(s) of Suncorp Group Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Thursday, 21 September 2017**, and at any adjournment or postponement of the Meeting.
You should mark either "for" or "against" for each item.

OR B APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Thursday, 21 September 2017 at Ballroom Le Grand, Sofitel Brisbane Central, 249 Turbot Street, Brisbane** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 2, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).
The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 2:30pm (AEST) on Tuesday, 19 September 2017.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of selective capital reduction of convertible preference shares (SUNPC)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of performance rights to the Chief Executive Officer & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3a Re-election of director - Ms Audette Exel AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3b Election of director – Mr Simon Machell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make handwritten corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A – VOTING DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. You may vote by marking one of the boxes opposite each resolution. If you do not mark any of the boxes opposite a resolution, your vote will be invalid for that resolution.

Custodians and nominees may, with the share registry's consent, identify on this form the total number of votes in each of the categories "For" and "Against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step B. If you wish to appoint someone other than the Chairman as your proxy, please write the name of that individual or body corporate in the box provided at Step B. A proxy need not be a shareholder of the Company.

If you complete both Box A and Box B, or neither of Box A or Box B, this form will be deemed to be an appointment of proxy to the Chairman.

DEFAULT TO CHAIRMAN

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman will be voted as stated in this form, including where those resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution then, subject to the rest of this section and the restrictions in the Notice of Meeting, your proxy may vote as he or she chooses.

If the Chairman is your proxy (either by appointment or default), and you do not complete any of the boxes by marking "For", "Against" or "Abstain" opposite a resolution on this form, the Chairman intends to exercise your vote in favour of each resolution. If you wish to appoint the Chairman as your proxy with a direction to vote against, or to abstain from voting on a resolution, you should specify this by marking the "Against" or "Abstain" boxes opposite the resolution on this form.

In relation to Resolution 1, if you wish to appoint as your proxy a Director (other than the Chairman) or other member of the KMP, or their closely related parties, you must specify how they should vote on Resolution 1 by marking the "For", "Abstain" or "Against" box for that resolution. If you do not do so, your proxy will not be able to exercise your vote on your behalf.

In relation to Resolution 2, if you wish to appoint as your proxy a Director (other than the Chairman), or an associate of Mr Michael Cameron, or any other members of the KMP, or their closely related parties, you must specify how they should vote on Resolution 2 by marking the "For", "Abstain" or "Against" box for that resolution. If you do not do so, your proxy will not be able to exercise your vote on your behalf.

If you mark more than one box on a resolution your vote on that resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both Voting Forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name, any one joint shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form and return both documents by mail or by hand. By signing this form you declare that you have not received any notice of revocation of your appointment as attorney.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of a corporate shareholder is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This voting form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:30pm (AEST) on Tuesday, 19 September 2017**, being no later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of this form).



BY MAIL

Suncorp Group Limited
C/- Link Market Services Limited
PO Box A50
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm (AEST))

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

LODGE YOUR VOTE

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Outside Australia: +61 2 8767 1219



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VOTING FORM - SUNPE

As a holder of convertible preference shares issued on 8 May 2014 (SUNPE), you are eligible to vote on Resolution 4 only, to be put before the Annual General Meeting of the Company. Only SUNPE can be voted using this form.

If you are also a holder of ordinary shares in the Company, you will have received a separate voting form for those shares.

If you are also a holder of convertible preference shares issued on 6 November 2012, voting restrictions apply. Please refer to the Notice of Meeting for more information.

I/We being holders of SUNPE direct the following.

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Thursday, 21 September 2017**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for the item.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following direction or, if no direction has been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Thursday, 21 September 2017 at Ballroom Le Grand, Sofitel Brisbane Central, 249 Turbot Street, Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of the item.

VOTING DIRECTIONS

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Resolution For Against Abstain*

4 Selective capital reduction of convertible preference shares (SUNPC)

* If you mark the Abstain box for the Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make handwritten corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

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Custodians and nominees may, with the share registry's consent, identify on this form the total number of votes in each of the categories "For" and "Against" and their votes will be valid.

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VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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