

30 August 2021

Suncorp launches Capital Notes 4 Offer

Suncorp Group Limited (ASX: SUN | ADR: SNMCY) (Suncorp) today announced the launch of an offer of Capital Notes 4 ("the Offer").

Suncorp is seeking to raise \$350 million with the ability to raise more or less, through the issue of Suncorp Capital Notes 4. Capital Notes 4 are expected to be quoted and tradable on the Australian Securities Exchange (ASX). Capital Notes 4 are expected to begin trading on ASX, under the code SUNPI, on 24 September 2021.

The Offer is expected to open on 7 September 2021 and will comprise:

- an Institutional Offer made to certain Institutional Investors invited by the Joint Lead Managers;
- a Broker Firm Offer made to Australian resident retail and high net worth clients of Syndicate Brokers; and
- a Securityholder Offer made to Eligible Securityholders.¹

Capital Notes 4 have a Face Value of A\$100. The minimum investment is 50 Capital Notes 4 (A\$5,000) and in multiples of 10 Capital Notes 4 (A\$1,000) thereafter.

Capital Notes 4 are being issued as part of the Suncorp Group's ongoing funding and capital management strategy. The proceeds raised by the issue will be used to fund the capital needs of one or more regulated entities within the Suncorp Group and for general corporate and funding purposes. Capital Notes 4 will qualify as Eligible Additional Tier 1 Capital for Australian Prudential Regulation Authority purposes.

The key features of Capital Notes 4 include:

- Capital Notes 4 are fully paid, perpetual, unsecured, subordinated and mandatorily convertible notes issued by Suncorp;
- Capital Notes 4 are designed to pay discretionary, non-cumulative floating rate Distributions (subject to no Payment Condition existing);
- Distributions are expected to be fully franked and scheduled to be paid quarterly;
- The Distribution Rate will be the sum of the 3-month Bank Bill Rate plus the Margin, multiplied by (1-the corporate tax rate²); and
- The Margin will be determined under the Bookbuild and is expected to be in the range of 2.90% to 3.10% per annum. The Margin will not change for the term of Capital Notes 4.

Full details of the Offer along with the Terms of Capital Notes 4 are set out in the Prospectus lodged with the Australian Securities and Investments Commission (ASIC) and ASX today.

The Prospectus is available to Australian investors at www.suncorp.com.au/sunpi or by calling the Suncorp Capital Notes 4 Offer Information Lines as per the details on the next page.

There are risks associated with investing in Capital Notes 4. Investors should read and consider the Prospectus in full before deciding whether to invest in Capital Notes 4. Suncorp strongly recommends that investors seek

¹ An Eligible Securityholder is a registered holder of Suncorp Ordinary Shares, Capital Notes 1, Capital Notes 2 or Capital Notes 3 at 7:00pm (Sydney time) on 24 August 2021; shown on the applicable register as having an address in Australia; and is not in the United States, or acting for the account or benefit of a person in the United States.

² Currently 30%.

professional advice from a licensed adviser, which takes into account their particular investment objectives and circumstances, before deciding whether to participate in the Offer.

Capital Notes 4 are unsecured and subordinated. They are not deposits or policy liabilities of any member of the Suncorp Group.

A replacement Prospectus, containing the Margin and Application Forms, is expected to be made available on 7 September 2021, when the Offer opens.

Applications for Capital Notes 4 under the Prospectus may only be made during the Offer Period by completing the online Application Form included with the replacement Prospectus which will be available at www.suncorp.com.au/sunpi.

Broker Firm Applications should contact their Syndicate Broker to apply under the Broker Firm Offer.

The Securityholder Offer is expected to close at 5:00pm (Sydney time) on 20 September 2021 and the Broker Firm offer is expected to close at 10:00am (Sydney time) on 20 September 2021.

Barrenjoey Capital Partners has been appointed as Arranger. ANZ Securities, Commonwealth Bank of Australia, Morgans, National Australia Bank, UBS and Westpac Institutional Bank have been appointed as Joint Lead Managers.

Authorised for lodgement with ASX by the Suncorp Group Chief Financial Officer.

For more information contact:

Securityholders

Suncorp Capital Notes 4
Offer Information Line

1300 882 012 (within Australia) or
+61 2 8767 1219 (outside Australia)
Monday to Friday, 8:00am to 7:30pm (Sydney
time)
Website: www.suncorp.com.au/sunpi

Indicative timetable

Key dates for the Offer	Date
Record date for determining Eligible Securityholders for the Securityholder Offer (7:00pm, Sydney time)	24 August 2021
Lodgement of the Prospectus with ASIC	30 August 2021
Bookbuild to determine the Margin	On or before 6 September 2021
Announcement of the Margin	On or before 6 September 2021
Lodgement of the replacement Prospectus with ASIC	7 September 2021
Opening Date for the Broker Firm Offer and Securityholder Offer	7 September 2021
Closing Date for the Broker Firm Offer (10:00am, Sydney time)	20 September 2021
Closing Date for the Securityholder Offer (5:00pm, Sydney time)	20 September 2021
Settlement Date	22 September 2021
Issue Date	23 September 2021
Capital Notes 4 commence trading on ASX (normal settlement basis)	24 September 2021
Holding statements despatched	On or before 27 September 2021
Key dates for Capital Notes 4	Date
First quarterly Distribution Payment Date	17 December 2021
First Optional Exchange Date	17 June 2028 ¹
Second Optional Exchange Date	17 September 2028 ²
Third Optional Exchange Date	15 December 2028 ³
Scheduled Mandatory Conversion Date	17 December 2030

¹ Due to the Business Day convention, the First Optional Exchange Date is deferred from 17 June 2028 to 19 June 2028.

² Due to the Business Day convention, the Second Optional Exchange Date is deferred from 17 September 2028 to 18 September 2028.

³ As 17 December 2028 is not a Business Day, this date has been brought forward to the preceding Business Day.

Dates may change

These dates are indicative only and may change without notice.

Suncorp, the Arranger and the Joint Lead Managers may at their discretion agree to vary the timetable, including extending any Closing Date, closing the Offer early without notice or accepting late Applications, whether generally or in particular cases, or withdrawing the Offer at any time before Capital Notes 4 are issued.

Investors are encouraged to apply as soon as possible after the Opening Date.

Definitions

Unless otherwise defined, capitalised words used in this announcement have the meanings given to them in the Prospectus.

Disclaimer

This announcement does not constitute an offer of any securities (including Capital Notes 4) for sale or issue. No action has been taken to register or qualify Capital Notes 4 or the Offer or to otherwise permit a public offering of Capital Notes 4 outside Australia. In particular, this announcement does not constitute an offer of securities for sale in the United States. Neither the Capital Notes 4 nor the Ordinary Shares have been or will be registered under the US Securities Act of 1933 or the securities laws of any state of the United States, and they may not be offered or sold in the United States or to, or for the account or benefit of, a US Person. Capital Notes 4 are being offered and sold in the Offer solely outside the United States pursuant to Regulation S under the US Securities Act.

Ends