

2 June 2020

Appendix 3Y - Change of Director's Interest Notice

Suncorp (ASX: SUN | ADR: SNMCY)

Attached is an Appendix 3Y for Suncorp Group CEO and Managing Director Mr Steve Johnston.

The Appendix 3Y details the allotment of ordinary shares to Mr Johnston following the vesting of 21,978 share rights. The share rights had a face value at the time of grant of \$300,000 and a 12-month vesting period from 26 May 2019, and were granted to Mr Johnston in recognition of his acceptance of the role of Acting CEO and for retention purposes. The share rights vested on 26 May 2020 as the required conditions were satisfied.

This award was disclosed to the ASX on 11 June and 9 September 2019 and was also disclosed in the Company's 2019 Remuneration Report.

Authorised for lodgement with ASX by the Board.

ENDS

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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 30/09/01 Amended 01/01/11

Name of entity	SUNCORP GROUP LIMITED
ABN	66 145 290 124

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Steven Johnston
Date of last notice	15 October 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Pacific Custodians Pty Ltd – trustee of Suncorp Group Equity Incentive Plan Trust
Date of change	26 May 2020
No. of securities held prior to change	Direct 93,058 Ordinary Shares Indirect (a) 16,237 Ordinary Shares (b) 21,978 Special Incentive Award Share Rights (c) 21,382 Deferred Incentive Share Rights (d) 275,479 Long Term Incentive Performance Rights
Class	Ordinary Shares
Number acquired	Nil – see "Nature of change" below
Number disposed	Nil – see "Nature of change" below
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

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No. of securities held after change	Direct 131,273 Ordinary Shares Indirect (a) 21,382 Deferred Incentive Share Rights (b) 275,479 Long Term Incentive Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of 21,978 Special Incentive Award Share Rights (Rights). These Rights were granted to Mr Johnston in recognition of his acceptance of the role of Acting CEO and for retention purposes. The Rights had a 12 month vesting period and vested on 26 May 2020 as the required conditions were satisfied. This award was disclosed to the ASX on 11 June 2019 and 9 September 2019 and was also disclosed in Suncorp's 2019 Remuneration Report. Separately, the holding of 16,237 ordinary shares, previously shown as being held indirectly, was converted to a direct holding after the expiration of seven years of being retained in the previous Suncorp employee trust.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	/
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A