

Suncorp Group Limited Shareholder Pack 2011



“Our mill is open in time for cutting season and our employees are back at work thanks to Vero.”

Tully Sugar Mill CEO, John King.

Vero is part of the Suncorp Group.

Shane Ronan and Michael Nucifora, electrical apprentices, Tully Sugar Mill

One Company
Many Brands



Chairman's letter to Shareholders

John Story, Chairman



Suncorp Group Limited
Suncorp Centre
Level 18
36 Wickham Terrace
Brisbane Qld 4000
ABN 66 145 290 124
www.suncorpgroup.com.au

Dear Shareholder

I am pleased to invite you to the Suncorp Group Limited 2011 Annual General Meeting to be held in the Ballroom at the Sofitel Brisbane Central, 249 Turbot Street, Brisbane on **Thursday, 27 October 2011 at 2.30pm** (Brisbane time). Shareholder registration begins at 1.30pm. The meeting will also be webcast live on **www.suncorpgroup.com.au**.

Enclosed is the Notice of Meeting and Explanatory Memorandum explaining the formal business of the meeting and the shareholder voting form for use by ordinary shareholders¹. If you plan to attend, please bring this voting form along – it contains a barcode to make your registration easier, as well as details of how to vote. Shareholders may also use this form to vote online or appoint a proxy if they are unable to attend (please see the Notice of Meeting and voting form for more details).

At the Annual General Meeting the Group Chief Executive Officer and I will address shareholders and comment on the Suncorp Group's performance in the 2010/11 financial year. If you have specific questions for the Board's consideration, please email these to **investor.relations@suncorp.com.au** (or post to GPO Box 1453, Brisbane, Qld 4001).

At the conclusion of the Annual General Meeting, I invite you to join the Board and our Senior Leadership Team for afternoon tea.

Yours sincerely

John Story
Chairman
23 September 2011

**If you are attending this meeting
please bring this notice and
shareholder voting form with you.**



¹ Following a restructure in January 2011 Suncorp Group Limited replaced Suncorp-Metway Ltd as the Suncorp Group's listed holding company and the issuer of your ordinary shares.

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of Meeting for the Company's Annual General Meeting to be held on Thursday, 27 October 2011 at 2.30pm (Brisbane time).

Information relevant to the business to be considered at the Annual General Meeting is provided in this Explanatory Memorandum and shareholders should read this document in full.

General 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 2011, and the Company's performance generally. There is no requirement for shareholders to approve these reports. The Auditor will be present to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the meeting.

Ordinary business

Resolution 1 – Remuneration Report

The Remuneration Report, as contained in the Company's 2010/11 Annual Report, has been submitted to shareholders for consideration and adoption. Following consideration of the Remuneration Report, shareholders will be given an opportunity to ask questions about, or comment on, the Remuneration Report.

For those shareholders who did not elect to receive a printed copy, the Annual Report is published on the Suncorp Group website (www.suncorpgroup.com.au). It can be posted (free of charge) by contacting the share registry, Link Market Services Limited, on 1300 882 012 (+61 2 8280 7450 from outside Australia).

The Remuneration Report provides information on the following issues:

- the policies adopted by the Board for determining the nature and amount of remuneration of directors and senior executives;
- the relationship between the remuneration policies and the Company's performance;
- the performance conditions that apply to the different components of the remuneration structure, why those performance conditions were chosen and how performance is measured against them;
- the basis of comparison used for assessing the Company's performance relative to other companies; and
- remuneration details for directors and senior executives.

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

Shareholders should note that the vote will be advisory only and does not bind the Company or directors.

No votes may be cast on this resolution by members of the key management personnel of Suncorp Group (or their closely related parties). However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this resolution, appointed by way of a shareholder voting form that directs how the proxy is to vote on the resolution.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the *Corporations Act 2001*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and Group Chief Executive Officer) must be re-elected.

Any undirected proxies may be voted by the appointed proxies as they choose, subject to the following:

- Any undirected proxy in relation to Resolution 1 given to a director (other than the Chairman) or other member of the key management personnel of Suncorp Group (or any of their closely related parties), whose remuneration details are set out in the Remuneration Report, will not be voted on Resolution 1. To allow such a proxy to vote on Resolution 1, shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that resolution on the shareholder voting form.
- **If a shareholder appoints the Chairman as the shareholder's proxy in relation to Resolution 1, but does not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that resolution on the shareholder voting form, the shareholder will be directing the Chairman to vote in favour of Resolution 1, and the Chairman will vote in this way. If a shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolution 1, the shareholder should specify this by completing the 'Against' or 'Abstain' box on the shareholder voting form.**

Resolution 2 – Re-election and election of directors

In accordance with the Company's constitution, at every Annual General Meeting, one third of the directors must retire from office and are eligible for re-election. Messrs W Bartlett and G Ricketts will retire by rotation at the Annual General Meeting. Messrs Bartlett and Ricketts, being eligible, have offered themselves for re-election.

In accordance with the Company's constitution, Ms I Atlas, who was appointed a director of the Company by the Board on 1 January 2011, is to be elected by shareholders as a director of the Company.

Board recommendation

The Board recommends that shareholders vote in favour of the re-election of all directors offering themselves for re-election, and the election of the director appointed by the Board in January 2011.

Resolution 3 – Appointment of Auditor

The *Corporations Act 2001* requires shareholders to approve the appointment of an auditor at a company's first annual general meeting.

Suncorp Group Limited became the ultimate holding company for the Suncorp Group in January 2011. At that time the Board of Directors had appointed KPMG as the Company's auditor, subject to shareholder approval. This being the Company's first annual general meeting, shareholders are requested to approve the appointment of KPMG, who are currently the auditor for all Suncorp Group companies, as auditor of the Company.

A copy of the notice of nomination of KPMG received from Mr John Story, as a shareholder of the Company, is attached.

Board recommendation

The Board recommends that shareholders vote in favour of the appointment of KPMG as auditor of the Company.

Mr Bartlett



Mr Bartlett has been a director of the Company since December 2010 and a director of Suncorp-Metway Ltd since July 2003. He is a member of the Remuneration and Audit Committees.

Mr Bartlett is a director of Reinsurance Group of America Inc., GWA International Limited and Abacus Property Group. He has 35 years' experience in accounting, and was a partner of Ernst & Young in Australia for 23 years, retiring on 30 June 2003. He was Head of the Ernst & Young Global Insurance Practice from 1991 until 2001.

Mr Bartlett also has extensive experience in the actuarial, insurance and financial services sectors through membership of many industry and regulatory advisory bodies including the Life Insurance Actuarial Standards Board (1994–2007). He holds an honorary position on the board of the Bradman Foundation and the Bradman Museum. He is Chairman of the Council of Governors of the Cerebral Palsy Foundation.

Mr Bartlett is 62 years of age and is a Fellow of the Institute of Chartered Accountants, a Certified Public Accountant, a Fellow of the Chartered Institute of Management Accountants, and a Member of the Institute of Chartered Accountants (South Africa).

Mr Ricketts



Mr Ricketts has been a director of the Company since December 2010 and a Director of Suncorp-Metway Ltd since March 2007. He is Chairman of Vero Insurance New Zealand Limited and Asteron Life Limited (New Zealand).

Mr Ricketts was a director of Promina Group Limited at the date of merger with the Suncorp Group. He is Chairman of Lion Nathan National Foods Limited and a non-executive director of Spotless Group Limited, Todd Corporation Limited (NZ), Heartland New Zealand Limited and Heartland Building Society (NZ).

Mr Ricketts is also a director of the Centre for Independent Studies Limited. He is a lawyer and a consultant for Russell McVeagh, Solicitors (NZ) and was a partner in that firm from 1973 until 2000.

Mr Ricketts was formerly Chairman of Royal & Sun Alliance New Zealand (R&SA NZ) having been a non-executive director of R&SA NZ for over ten years.

Mr Ricketts is 65 years of age and holds a Bachelor of Law (Honours).

Ms Atlas



Ms Atlas has been a director of the Company since January 2011. She is a member of the Remuneration and Risk Committees.

Ms Atlas is an experienced financial services and legal executive and has most recently held senior management positions at Westpac Banking Corporation, including Group Executive People and Group Secretary and General Counsel.

Prior to joining Westpac, Ms Atlas was a partner at Mallesons Stephen Jaques, practising as a corporate lawyer, holding a number of managerial roles in the firm, including Managing Partner and Executive Partner, People & Information.

Ms Atlas is a director of Coca-Cola Amatil Limited and Westfield Holdings Limited, Chairman of Bell Shakespeare, and is also Pro-Chancellor of the Australian National University.

Ms Atlas is 56 years of age and holds a Bachelor of Jurisprudence (Honours), a Bachelor of Law (Honours), and a Master of Law.

Notice of Annual General Meeting

Thursday, 27 October 2011

The Annual General Meeting of Suncorp Group Limited (“the Company”) will be held at 2.30pm (Brisbane time) on Thursday, 27 October 2011 in the Ballroom, Sofitel Brisbane Central, 249 Turbot Street, Brisbane.

General 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 year ended 30 June 2011.

Note: There is no requirement for shareholders to approve these reports.

Ordinary business

1. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2011.

Note: This resolution is advisory only and does not bind the Company or directors.

Voting restriction: No votes may be cast on this resolution by members of the key management personnel of Suncorp Group or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this resolution, appointed by way of a shareholder voting form that directs how the proxy is to vote on the resolution.

2. Re-election and election of directors

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

- That Mr W Bartlett, being a director who retires in accordance with the Company’s constitution, be re-elected as a director of the Company;
- That Mr G Ricketts, being a director who retires in accordance with the Company’s constitution, be re-elected as a director of the Company; and
- That Ms I Atlas, who was appointed by the Board as a director on 1 January 2011, be elected as a director of the Company in accordance with the Company’s constitution.

Note: The Board recommends that shareholders vote in favour of the re-election of all directors offering themselves for re-election, and the election of the director appointed by the Board in January 2011.

3. Appointment of Auditor

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

That KPMG be appointed as auditor of the Company.

Note: The Board recommends that shareholders vote in favour of the appointment of KPMG as auditor of the Company.

By Order of the Board

A C Lenahan
Group General Counsel and
Company Secretary
23 September 2011

Entitlement to attend and vote

Shareholders will be eligible to vote at the meeting if they are registered holders of ordinary shares in the Company as at 7.00pm Sydney time on Tuesday, 25 October 2011. Voting shareholders should read the voting instructions in the enclosed shareholder voting form.

Voting shareholders can vote in one of three ways:

- by attending the meeting 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 meeting and vote on their behalf.

Direct voting and voting by proxy

If voting shareholders wish to vote directly or appoint a proxy to vote on their behalf at the meeting, they can do so by:

- (a) completing a shareholder voting form online at www.linkmarketservices.com.au. To do this you will need your Security Holder Reference (SRN) or your Holder Identification Number (HIN), which is shown on the enclosed shareholder voting form.
- (b) completing the shareholder voting form that accompanies this Notice of Meeting and returning it either:
 - by mail to Suncorp Group Limited, c/- the Company’s share registry, Link Market Services Limited, using the reply paid envelope provided;
 - by fax to Link Market Services Limited on (02) 9287 0309; or
 - by hand delivery to Link Market Services Limited, Level 12, 680 George Street, Sydney or Level 15, 324 Queen Street, Brisbane.

Only those shareholder voting forms received by Link Market Services Limited by 2.30pm Brisbane time on Tuesday 25 October 2011 (being 48 hours before the commencement of the meeting) will be considered valid. For further instructions on voting, please refer to the shareholder voting form.

If the shareholder voting form is signed by the shareholder’s attorney, the original or an original certified copy of the authority under which the attorney was appointed, must accompany the shareholder voting form.

The person appointed as proxy does not need to be a member of the Company, 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 a Corporate Representative*. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion 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 meeting, the direct vote or proxy appointment is cancelled or suspended in accordance with the provisions of the *Corporations Act 2001*.

Any undirected proxies on a given resolution may be voted by the appointed proxies as they choose, subject to the following in relation to Resolution 1:

- Any undirected proxy in relation to Resolution 1 given to a director (other than the Chairman) or other member of the key management personnel of Suncorp Group (or any of their closely related parties), whose remuneration details are set out in the Remuneration Report, will not be voted on Resolution 1. To allow such a proxy to vote on Resolution 1, shareholders must specify how the proxy should vote by ticking ‘For’, ‘Against’ or ‘Abstain’ opposite that resolution on the shareholder voting form.

- If a shareholder appoints the Chairman as the shareholder’s proxy in relation to Resolution 1, but does not complete any of the boxes ‘For’, ‘Against’ or ‘Abstain’ opposite that resolution on the shareholder voting form, the shareholder will be directing the Chairman to vote in favour of Resolution 1. If a shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolution 1, the shareholder should specify this by completing the ‘Against’ or ‘Abstain’ box on the shareholder voting form.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read these documents in full.

This meeting will also be webcast live on www.suncorpgroup.com.au.

If you are attending this meeting please bring this notice and shareholder voting form with you.

Notice of Nomination of Auditor

Suncorp Group Limited
ABN 66 145 290 124
www.suncorpgroup.com.au

The Secretary
Suncorp Group Limited
Suncorp Centre
Level 18
36 Wickham Terrace
Brisbane Qld 4000

I, John Douglas Story, a shareholder of Suncorp Group Limited and Chairman of the Board of Directors, nominate KPMG for appointment as auditor of Suncorp Group Limited at its next Annual General Meeting to be held on 27 October 2011, or at any adjournment or postponement of the meeting.

Yours faithfully



John Story
Chairman
1 September 2011

One Company
Many Brands



Suncorp Group Limited
(‘the Company’)
ABN 66 145 290 124

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail:
Suncorp Group Limited
PO Box A50
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 882 012 Overseas: +61 2 8280 7450



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SHAREHOLDER VOTING FORM

To vote directly or to direct your proxy how to vote on any resolution, please insert in the appropriate box below. Please read the voting instructions overleaf before marking any boxes.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

STEP 1

PLEASE MARK BOX A TO VOTE DIRECTLY OR BOX B TO APPOINT A PROXY

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

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 on Thursday, 27 October 2011, in the Ballroom, Sofitel Brisbane Central, 249 Turbot Street, Brisbane QLD 4000 and at any adjournment or postponement of the meeting.

You must mark either “For” or “Against” for each resolution for a valid direct vote to be recorded on that resolution. If you mark the “Abstain” box, your vote for that resolution will be invalid. GO TO STEP 2.

OR if you wish to appoint a proxy to attend the meeting, please complete Box B

B

APPOINT A PROXY

appoint 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 (excluding the registered shareholder) you are appointing as your proxy here

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the voting directions below (or, if no voting directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:30pm on Thursday, 27 October 2011, in the Ballroom, Sofitel Brisbane Central, 249 Turbot Street, Brisbane QLD 4000 and at any adjournment or postponement of the meeting. GO TO STEP 2.

Important for Resolution 1 - Direction to and authorisation of the Chairman of the Meeting:

where I/we have not marked any of the boxes opposite Resolution 1, I/we hereby direct the Chairman of the Meeting to vote in favour of the resolution and I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1, even though the Chairman of the Meeting is, and that resolution is connected directly or indirectly with the remuneration of, a member of key management personnel for the Suncorp consolidated group.

STEP 2

VOTING DIRECTIONS FOR YOUR DIRECT VOTE OR PROXY

Resolution 1

Remuneration Report**

For

Against

Abstain*

Resolution 2(c)

Election of Ms I Atlas as a Director

For

Against

Abstain*

Resolution 2(a)

Re-election of Mr W Bartlett
as a Director

Resolution 3

Appointment of Auditor

Resolution 2(b)

Re-election of Mr G Ricketts
as a Director

* If you are voting under STEP 1 Box A and mark the Abstain box for a particular resolution, your vote will be invalid.

If you are voting under STEP 1 Box B and mark the Abstain box for a particular resolution, 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.

** If you are voting under Box B and the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Resolution 1, you are directing the Chairman to vote in favour of that resolution.

STEP 3

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 shareholder. For further information on signing instructions, please refer overleaf.

SUN PRX103



HOW TO COMPLETE THIS VOTING FORM

Voting under STEP 1 Box A - Direct Vote

If you marked the box under A you are indicating that you wish to vote directly. Please mark either the "For" or "Against" box only for each resolution, for a valid direct vote to be recorded on that resolution at STEP 2. You may include the number of shares to be voted on any resolution by inserting the percentage or number of shares in the "For" or "Against" boxes. If you mark the "Abstain" box for a resolution, your vote for that resolution will be invalid.

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

Voting under STEP 1 Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box under B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

Votes on Resolutions - Proxy Appointment

You can direct your proxy how to vote by placing a mark in 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 resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on any resolution your vote on that resolution will be invalid.

If you do not mark any of the boxes on a given resolution then, subject to the rest of this paragraph, your proxy may vote as he or she chooses. If you wish to appoint as your proxy a Director (other than the Chairman) or other member of the key management personnel of the Suncorp group whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on Resolution 1 by completing the "For", "Against" or "Abstain" boxes on the voting form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for that resolution. If you appoint the Chairman as your proxy in relation to Resolution 1, but do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution on the voting form, you will be directing the Chairman to vote in favour of Resolution 1. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolution 1, you should specify this by completing the "Against" or "Abstain" boxes on the voting form.

Appointment of a Second Proxy

You are entitled to 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.

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.
- return both forms together to the Company's share registry.

Signing Instructions

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

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

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it and return both documents by post or by hand.

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 corporate representative 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.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address given below by **2:30pm on Tuesday, 25 October 2011**, being not 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:



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 the Voting Form).



by mail using the reply paid envelope:

Suncorp Group Limited
PO Box A50
Sydney South NSW 1235 Australia



by fax:

+61 2 9287 0309



by hand:

by delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000, or Level 15, 324 Queen Street, Brisbane QLD 4000.

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.