



Suncorp-Metway Limited ABN 66 010 831 722

5 November 2009

**CONTINUING MEMBER NOTICE
PURSUANT TO RULE 16 OF SUNCORP'S CONSTITUTION**

Dear Shareholder

At its annual general meeting on 28 October 2009, Suncorp-Metway Limited ('Suncorp') advised shareholders of its intention to sell non-marketable parcels of shares under rule 16.2 of the Suncorp constitution.

This gives shareholders whose total holding of Suncorp ordinary shares was valued at less than \$500, the threshold defined by the ASX listing rules, at 29 October 2009 ('record date') an opportunity to sell their shares. Suncorp will meet all brokerage costs associated with the sale.

At the record date, Suncorp's closing share price was \$8.61, which means shareholders with 58 Suncorp shares or less are considered to hold non-marketable parcels.

Our records show that you held a non-marketable parcel of shares at the record date. Following is information about what you need to do to sell or retain your holding.

What you need to do:

A. To sell your holding

If you wish to dispose of your Suncorp shares you do not need to do anything.

If you do not sign and return the enclosed share retention form by 5.00pm (AEST) / 6.00pm (AEDT) on 4 January 2010 ('closing date') or, alternatively, increase your shareholding to a marketable parcel or more by that date, Suncorp will sell your shares (as well as the shares of other 'non-electing' shareholders) on your behalf on the ASX, or in such other manner as it may determine, and account to you for the sale proceeds.

If your shares are in a CHESS holding, Suncorp may, after the closing date, move your shares from the CHESS holding to an issuer sponsored or certificated holding for the purpose of the sale.

The sale proceeds to which you are entitled will be calculated by dividing the total proceeds from the sale of all shares sold by this procedure by the total number of shares sold under the procedure and multiplying the average sale price by the number of your shares sold.

Whilst Suncorp and its nominee broker, RBS Morgans, will endeavour to ensure the best available sale price is achieved for your shares, no assurance or certainty can be provided by Suncorp or RBS Morgans about the price at which the shares are sold.

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The proceeds will be paid to you by cheque in Australian dollars. Suncorp will meet all brokerage costs associated with the sale of your shares.

B. To retain your holding

If you wish to retain your shareholding you must complete and return the enclosed share retention form in accordance with the instructions on the form by 5.00pm (AEST) / 6.00pm (AEDT) on 4 January 2010.

If you do not complete and return the form, or if you do not increase your shareholding to a marketable parcel, by 5.00pm (AEST) / 6.00pm (AEDT) 4 January 2010, your shares will be sold. In order for an increase in shareholding to take effect by the closing date, shares will need to be purchased at least 4 business days prior to 4 January 2010.

If you wish to increase your shareholding to a marketable parcel you should contact your broker.

If you have more than one Suncorp shareholding it may be appropriate to consolidate them into the one holding. Please contact Suncorp's share registry, Link Market Services Limited, on the telephone numbers below for more details.

Neither Suncorp nor its directors make any recommendation to you in relation to the options outlined in this notice. Suncorp values all its shareholders and welcomes your continued participation as a shareholder.

However, should you wish to sell your shares, this offers you a convenient and cost effective way to do so. If you are in any doubt as to what course of action to take please consult your legal, financial or other adviser.

Enclosed with this letter are the following:

1. Share retention form;
2. reply-paid envelope; and
3. Rule 16 of Suncorp's constitution.

If you have any questions concerning this letter please contact Link Market Services on 1300 882 012 or +61 2 8280 7450.

Yours faithfully

Cliff Chuter
Company Secretary

For personal use only



Suncorp-Metway Limited
 ABN 66 010 831 722

All Registry communications to:
 Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia
 Telephone: 1300 882 012
 Outside Australia: +61 2 8280 7450
 Facsimile: (02) 9287 0303
 ASX Code: SUN
 Email: suncorp@linkmarketservices.com.au
 Website: www.linkmarketservices.com.au



Issuer Code: SUN
SRN/HIN:
Number of Shares held as at the Record Date, 7:00pm (AEDT) on 29 October 2009

IMPORTANT NOTICE

Please complete this form if you do **NOT** wish your Shares in Suncorp-Metway Limited to be sold. If you do not understand this notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your shareholding in Suncorp-Metway Limited ("Suncorp") you must complete this form and return it to Suncorp's Share Registry, so that it is received no later than 5:00pm (AEST) / 6:00pm (AEDT), on 4 January 2010. A reply paid envelope is enclosed for your use. No postage is required if posted in Australia. Alternatively, it may be mailed or delivered to the addresses below.

Mailing Address	or	Hand Delivery	
Suncorp-Metway Limited		Suncorp-Metway Limited	or Suncorp-Metway Limited
C/- Link Market Services Limited		C/- Link Market Services Limited	C/- Link Market Services Limited
Locked Bag A14		Level 12, 680 George Street	Level 19, 324 Queen Street
Sydney South NSW 1235		Sydney New South Wales	Brisbane Queensland
		(Do not use these addresses for mailing purposes)	

Your Shares will be sold if this form is not received by Suncorp's Share Registry by 5:00pm (AEST) / 6:00pm (AEDT), on 4 January 2010.

Share Retention Forms will NOT be accepted at Suncorp's registered office or at any branches.

I/We the Shareholder(s) described above hereby give notice that I/we wish to retain my/our Shareholding in SUN, pursuant to Rule 16 of the Company's Constitution.

CONTACT DETAILS

Daytime telephone number

Contact name (PRINT)

SHAREHOLDER SIGNATURE(S) – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, all Shareholders should sign. If signed by the Shareholder'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) (or for New Zealand companies, the *Companies Act 1993*).

Date

If you require further information on how to complete this form, please contact the Share Registry on 1300 882 012 (within Australia) or +61 2 8280 7450 (from outside Australia).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

**THIS FORM MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED
 BY NO LATER THAN 5:00PM (AEST) / 6:00PM (AEDT) ON THE 4 JANUARY 2010**

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(ii) subject to the provisions of this Constitution as to transfers, by giving a proper instrument of transfer to the Company, transfer any Securities owned by the Holder to another person.

(b) A trustee or administrator of a person who is mentally or physically incapable of managing his or her affairs, may be registered as the holder of any Security owned by that person as trustee or administrator of that person's affairs.

13.4 Operating Rules

The provisions of this rule are subject to any provisions of the Operating Rules which deal with transmission on death or by operation of law.

14 Interests recognised

Subject to this Constitution, the Company is entitled to treat the Holder of any Security as the sole legal owner of that Security. Subject to the Corporations Act and this Constitution, the Company is not required to recognise any other interest in respect of any Security of any other person.

15 Compliance with Operating Rules

Notwithstanding anything to the contrary in this Constitution, the Company must comply with the Operating Rules in relation to any of its Securities that are CHESSE Approved Securities.

16 Sale of Non-Marketable Parcels

16.1 Definitions

In this rule:

Marketable Parcel means the number of Securities which in aggregate constitutes a marketable parcel of Securities within the meaning of the Listing Rules.

Minority Holder means any Holder who from time to time holds a Non-Marketable Parcel.

Non-Marketable Parcel means a parcel of Securities that is less than a Marketable Parcel.

Notice means the notice given to Minority Holders in accordance with **rule 16.3**.

Notice Date means the date a Notice is sent by the Company to a Minority Holder under **rule 16.3**.

Sale Consideration means the proceeds of any sale or other disposal of Securities under **rule 16.5**.

Takeover means:

- (a) a takeover bid; or
- (b) a similar bid under a foreign regime.

16.2 Power to sell Non-Marketable Parcels

- (a) Subject to the Listing Rules, the Operating Rules, and this Constitution, the Company may dispose of the Non-Marketable Parcels of Minority Holders in the manner set out in this **rule 16**.
- (b) Subject to **rule 16.2(c)**, the Company may dispose of the Non-Marketable Parcels under this **rule 16** only once in any twelve month period.
- (c) This **rule 16** ceases to have effect following the announcement of a Takeover, but begins to have effect again after the close of offers made under the Takeover.

16.3 Notice

- (a) The Company must not sell a Non-Marketable Parcel of a Minority Holder unless it has, not less than 42 days prior to the sale, given a Notice in writing to the Minority Holder of its intention to dispose of the Non-Marketable Parcel.
- (b) Each Minority Holder on whom a Notice has been served, may by notice in writing addressed to the Secretary and delivered to the registered office of the Company within 42 days after the Notice Date, request the Company not to sell the Minority Holder's Non-Marketable Parcel, in which event the provisions of this **rule 16** will not apply to that Minority Holder.

16.4 Procedure

- (a) Each Minority Holder appoints the Company as the Minority Holder's agent to sell, within a reasonable period after the period ending 42 days after the Notice Date, the Minority Holder's Non-Marketable Parcel in the ordinary course of trading on the stock market conducted by ASX and acting in good faith and to receive the Sale Consideration on behalf of the Minority Holder.
- (b) Each Minority Holder appoints the Company and each of its Directors from time to time as the Holder's attorney in the name and on behalf of the Holder to effect all transfers and execute all deeds or other documents or instruments and do all things necessary to transfer the Non-Marketable Parcel from the Minority Holder to the transferee.
- (c) The transferee of Securities sold under this **rule 16** is not responsible for the regularity of proceedings or to the application of the purchase money in respect of the sale of a Non-Marketable Parcel. After the transferee's name has been entered in the Register in respect of the Securities, the validity of the sale or other disposal may not be impeached by any person and the remedy of any person aggrieved by the sale or other disposal will be in damages only and against the Company exclusively.
- (d) The Company may issue to the transferee such Certificates as may be required in order to vest title in the transferee. The title of the transferee to Securities sold under this **rule 16** will not be affected by any irregularity in connection with the sale or disposal of the Securities to the transferee.
- (e) If the relevant Securities are certificated, the Company must cancel the Certificates of all Minority Holders whose Securities are sold under this **rule 16**.
- (f) If all the Securities of two or more Minority Holders to whom this **rule 16** applies are sold to one purchaser the transfer may be effected by one transfer document.

16.5 Sale Consideration

- (a) The Sale Consideration must be received by the Company and paid to the Minority Holder or as the Minority Holder may direct.
- (b) The Company must bear all costs as a result of the sale or disposal of Securities under this **rule 16**.
- (c) Payment by the Company of any consideration under this **rule 16** is at the risk of the Minority Holder to whom it is sent.
- (d) The Sale Consideration so received by the Company must be paid into a bank account opened and maintained by the Company for that purpose only.
- (e) The Company must hold the Sale Consideration so received in trust for a Holder whose Securities are sold under this **rule 16** pending distribution of the Sale Consideration. The Company must, as soon as practicable after the sale of the Securities of a Minority Holder, and to the extent that it may reasonably do so, distribute the Sale Consideration received to such Holder provided that the Company has received any Certificates issued to the Holder with respect to the Security or, in the case of loss or destruction of any such Certificate, any additional documentation required by the Corporations Act.
- (f) Where the Sale Consideration is held in trust by the Company under this **rule 16** and is unclaimed, the Company must pay the money in accordance with applicable legislative requirements.

16.6 Certificates

A certificate in writing under the hand of any two Directors or of any one Director and Secretary that:

- (a) any notice required to be served by or on the Company was or was not served, as the case may be;
- (b) any advertisement required to be published was published; and
- (c) any resolution of Directors required to be made was made,

is, for the purpose of this **rule 16**, sufficient evidence of the facts stated as against all persons claiming to be entitled to such Securities and to the right and title of the Company to dispose of such Securities.

17 General meetings

17.1 Annual general meetings

Annual general meetings must be held in accordance with the Corporations Act.

17.2 Business at annual general meeting

- (a) The ordinary business of an annual general meeting is to:
 - (i) consider the annual financial report, Directors' report and Auditor's report;
 - (ii) elect Directors; and
 - (iii) transact any other business which under the Corporations Act or this Constitution ought to be transacted at an annual general meeting.