



Suncorp Group Limited CPS2 Offer

25 September 2012

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ANZ Securities Limited (ABN 16 004 997 111), National Australia Bank Limited (ABN 12 004 044 937), RBS Morgans Limited (ABN 49 010 669 726) and Westpac Institutional Bank (a division of Westpac Banking Corporation) (ABN 33 007 457 141) are the joint lead managers to the Offer ("Joint Lead Managers"). UBS AG, Australia Branch (ABN 47 088 129 613) ("UBS") is the structuring adviser and a Joint Lead Manager to the Offer.

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All amounts are in Australian dollars unless otherwise indicated.

Unless otherwise defined, capitalised terms in this presentation have the meaning in the Prospectus.

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Offer summary

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Offer process



Section 1

Offer summary

Summary

Offer summary

Issuer	<ul style="list-style-type: none"> • Suncorp Group Limited (Suncorp) <ul style="list-style-type: none"> – Non-Operating Holding Company of the Suncorp Group – Top 20 ASX-listed company¹ – Market capitalisation of \$12.2 billion¹ – A financial services group in Australia and New Zealand
Security	<ul style="list-style-type: none"> • Suncorp Convertible Preference Shares (CPS2)
Offer size	<ul style="list-style-type: none"> • \$350 million with the ability to raise more or less
Margin	<ul style="list-style-type: none"> • Margin expected to be 4.65% – 4.85% over 3 month BBSW • Margin to be determined under the Bookbuild
Use of proceeds	<ul style="list-style-type: none"> • This offer will raise Tier 1 regulatory capital which forms part of Suncorp’s capital management strategy • The proceeds from the offer will be used for general corporate, funding and capital management purposes including to maintain appropriate levels of gearing following the proposed redemption of £253 million Tier 2 Subordinated Callable Notes issued by Suncorp-Metway Limited and redeemable on 23 October 2012
Offer structure	<ul style="list-style-type: none"> • Institutional Offer, Broker Firm Offer, Securityholder Offer and General Offer
Bookbuild date	<ul style="list-style-type: none"> • Expected to be 2 October 2012
JLMs	<ul style="list-style-type: none"> • ANZ Securities, National Australia Bank, RBS Morgans, UBS, Westpac Institutional Bank
Quotation	<ul style="list-style-type: none"> • Suncorp will apply for CPS2 to be quoted on ASX under ASX code “SUNPC”

Note:

¹ Based on the market capitalisation of the ordinary shares of Suncorp Group Limited as at 14 September 2012.

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Section 2

Key features of CPS2

CPS2 key terms

General

Issuer	<ul style="list-style-type: none">• Suncorp Group Limited (Suncorp)
Security	<ul style="list-style-type: none">• Fully-paid, unsecured, non-cumulative convertible preference shares
Issue Price	<ul style="list-style-type: none">• \$100 per CPS2
Term	<ul style="list-style-type: none">• CPS2 are perpetual and do not have a fixed maturity date• However, Suncorp may elect to Exchange all or some CPS2 on 17 December 2017• CPS2 will Mandatorily Convert into Ordinary Shares on 17 December 2019 provided the Mandatory Conversion Conditions are satisfied
Dividend Payment Dates	<ul style="list-style-type: none">• 17 March, 17 June, 17 September and 17 December of each year commencing 17 December 2012
Ranking on winding up	<ul style="list-style-type: none">• CPS2 rank ahead of Ordinary Shares, equally with all other preference shares and other instruments ranking equally, but behind all creditors of Suncorp

CPS2 key terms

Dividends

Floating rate franked Dividends	<ul style="list-style-type: none">• Dividends are preferred, discretionary, non-cumulative floating rate payments and are expected to be fully franked• Dividends are scheduled to be paid quarterly in arrears, subject to certain Dividend Payment Tests
Dividend Rate	<ul style="list-style-type: none">• Dividend Rate = (Bank Bill Rate + Margin) x (1 – corporate tax rate)• Bank Bill Rate is the 90 day BBSW rate on the first Business Day of the relevant Dividend Period• Margin expected to be 4.65% – 4.85%, to be determined under the Bookbuild
Dividend Payment Tests	<ul style="list-style-type: none">• Directors, at their absolute discretion, resolving to pay a Dividend• Payment of the Dividend not resulting in a breach of APRA's then current capital adequacy guidelines• Payment of the Dividend not resulting in Suncorp becoming, or being likely to become, insolvent• APRA not otherwise objecting to the payment of the Dividend
Distribution Restriction	<ul style="list-style-type: none">• Unless a Dividend has been paid in full within 3 Business Days of the relevant Dividend Payment Date, Suncorp must not, without a special resolution of CPS2 Holders (having a majority of at least 75% of votes cast):<ul style="list-style-type: none">– declare, determine to pay or pay a dividend or distribution on Ordinary Shares; or– buy back or reduce capital on Ordinary Shares, until and including the next Dividend Payment Date• Limited exceptions apply

CPS2 key terms

Mandatory Conversion

Mandatory Conversion

- The Mandatory Conversion Date is the first Dividend Payment Date to occur on or after 17 December 2019 on which the Mandatory Conversion Conditions have been satisfied
- On the Mandatory Conversion Date, CPS2 Holders will receive approximately \$101 of Ordinary Shares for each CPS2

Mandatory Conversion Conditions

- For the Mandatory Conversion Conditions to be satisfied:
 - the volume weighted average sale price of the Ordinary Shares (VWAP) on the 25th Business Day prior to the Mandatory Conversion Date must be greater than 55.0% of the VWAP over the 20 Business Days prior to the issue of CPS2 (Issue Date VWAP);
 - the VWAP over the 20 Business Days prior to the Mandatory Conversion Date must be greater than 50.51% of the Issue Date VWAP; and
 - Suncorp has not been delisted from ASX, trading of Ordinary Shares has not been suspended for a certain period, Suncorp is prevented from Converting CPS2

CPS2 key terms

Exchange

Exchange by Suncorp¹

- Suncorp **may** choose to Exchange all or some CPS2 after a Tax Event or a Regulatory Event
- Suncorp **may** choose to Exchange all or some CPS2 on 17 December 2017
- Suncorp **may** choose to Exchange all (but not some only) CPS2 after a Potential Acquisition Event²
- Suncorp **must** Exchange by Conversion all (but not some only) CPS2 after an Acquisition Event

Exchange

- Exchange means:
 - Conversion into approximately \$101 worth of Ordinary Shares per CPS2³
 - Redemption for \$100 per CPS2 (except in the case of a Potential Acquisition Event or an Acquisition Event); or
 - Resale for \$100 per CPS2 (except in the case of a Potential Acquisition Event or an Acquisition Event)

CPS2 Holder rights

- CPS2 Holders do not have a right to request Exchange

Resale by Suncorp

- If Resale is chosen by Suncorp, CPS2 Holders will be notified and on the Exchange Date will receive \$100 per CPS2
- If the third party does not pay the Resale Price to CPS2 Holders, Resale will not occur and CPS2 Holders will continue to hold CPS2

Notes: 1 Suncorp's right to elect to Exchange is subject to APRA's prior approval and Exchange is restricted in certain other circumstances.
2 Provided that the Exchange Date for a Potential Acquisition Event cannot occur between 17 December 2017 and 17 December 2019.
3 The exact number of Ordinary Shares to be received depends on the VWAP of Ordinary Shares and is capped at the Maximum Conversion Number (provided that the Relevant Fraction used for determining the Maximum Conversion Number shall be 0.5).

CPS2 key terms

Non-viability

Non-Viability Trigger Event

- A Non-Viability Trigger Event occurs where APRA determines that CPS2 must be Converted as without that Conversion, or a public sector injection of capital or equivalent capital support, APRA would consider Suncorp to be non-viable

What does non-viable mean?

- APRA has not provided guidance as to how it would determine non-viability
- Non-viability is expected to include serious impairment of Suncorp's financial position and insolvency, but may not be limited to solvency measures or capital ratios

Conversion following a Non-Viability Trigger Event

- Upon a Non-Viability Trigger Event occurring, Suncorp must immediately Convert CPS2 into Ordinary Shares
- There are no conversion conditions and therefore the value of Ordinary Shares could be less (and even considerably less) than \$100 per CPS2
- The aggregate value of Ordinary Shares received on Conversion is limited by capping the number of Ordinary Shares received to the Maximum Conversion Number
- If Suncorp is prevented from Converting CPS2, the dividend and capital rights attached to the CPS2 will approximate the rights the holder would have had if the CPS2 had converted into Ordinary Shares and this may adversely affect any return in a winding up
- Suncorp's constitution does not presently allow the issue of preference shares on terms which include such a feature—Suncorp will seek the approval of shareholders by special resolution to the inclusion of that feature (Shareholder Approval) at its 2012 AGM¹

Maximum Conversion Number

- The Maximum Conversion Number is calculated as $\$100 / (\text{Issue Date VWAP} \times \text{Relevant Fraction})$
- In relation to Conversion due to a Non-Viability Trigger Event the Relevant Fraction is 0.5, except where the Conversion occurs after 1 January 2013, in which case it shall be 0.2 (or the lowest other fraction less than 0.5 permitted by APRA)

Note: 1 See slide 12 in relation to Shareholder Approval.

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Section 2

Key features of CPS2

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CPS2 key terms

Key risks associated with an investment in CPS2

- The price at which CPS2 Holders are able to sell CPS2 on ASX is uncertain
 - There may be no liquid market for CPS2
 - The market price of Suncorp Ordinary Shares may fluctuate due to various factors
 - There is a risk that Dividends will not be paid, including where the Directors determine not to pay a Dividend or where APRA objects to a Dividend payment
 - The Dividend Rate will fluctuate (both increasing and decreasing) over time as a result of movements in the Bank Bill Rate
 - It is uncertain whether or when CPS2 may be Exchanged
 - If Conversion occurs following a Non-Viability Trigger Event, you may receive significantly less than \$101 worth of Ordinary Shares per CPS2
 - In a winding-up of Suncorp, CPS2 rank ahead of Ordinary Shares, equally with all Equal Ranking Instruments, but behind all creditors of Suncorp
 - Shareholder Approval may not be obtained and as a result, CPS2 would not be Basel III compliant and would only count as regulatory capital in accordance with APRA's standard transitional treatment
 - See Sections 1.3.1 and 5.1 of the Prospectus for more information on risks associated with CPS2
 - See Sections 1.3.2 and 5.2 of the Prospectus for more information on risks associated with Suncorp
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CPS2 key terms

Comparison with recent issues¹

	Suncorp CPS2	CBA PERLS VI	IAG CPS	Westpac CPS
Legal form	<ul style="list-style-type: none"> Preference share 	<ul style="list-style-type: none"> Perpetual note 	<ul style="list-style-type: none"> Preference share 	<ul style="list-style-type: none"> Preference share
ASX code	<ul style="list-style-type: none"> SUNPC 	<ul style="list-style-type: none"> CBAPC 	<ul style="list-style-type: none"> IAGPC 	<ul style="list-style-type: none"> WBCPC
Issue margin	<ul style="list-style-type: none"> Expected to be 4.65% - 4.85% 	<ul style="list-style-type: none"> 3.80% 	<ul style="list-style-type: none"> 4.00% 	<ul style="list-style-type: none"> 3.25%
Dividends	<ul style="list-style-type: none"> Floating rate Quarterly Dividend stopper 	<ul style="list-style-type: none"> Floating rate Quarterly Dividend stopper 	<ul style="list-style-type: none"> Floating rate Semi-annual Dividend stopper 	<ul style="list-style-type: none"> Floating rate Semi-annual Dividend stopper
Conversion	<ul style="list-style-type: none"> Mandatory at Year 7, subject to Mandatory Conversion Conditions Other specified circumstances 	<ul style="list-style-type: none"> Mandatory at Year 8, subject to mandatory conversion conditions Other specified circumstances 	<ul style="list-style-type: none"> Mandatory at Year 7, subject to mandatory conversion conditions Other specified circumstances 	<ul style="list-style-type: none"> Mandatory at Year 8, subject to mandatory conversion conditions Other specified circumstances
Issuer Exchange rights	<ul style="list-style-type: none"> Issuer's discretion at 5 years after issue Tax, Regulatory, Acquisition Events 	<ul style="list-style-type: none"> Issuer's discretion at 6 years after issue Tax, regulatory, acquisition events 	<ul style="list-style-type: none"> Issuer's discretion from 5 years after issue Tax, regulatory, acquisition events 	<ul style="list-style-type: none"> Issuer's discretion from 6 years after issue Tax, regulatory, acquisition events
Non-viability trigger event	<ul style="list-style-type: none"> Yes 	<ul style="list-style-type: none"> Yes 	<ul style="list-style-type: none"> Yes 	<ul style="list-style-type: none"> No
Capital trigger event	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> Yes (5.125% CET1 ratio) 	<ul style="list-style-type: none"> No 	<ul style="list-style-type: none"> Yes (5.125% CET1 ratio)

Note: ¹ Information regarding CBA PERLS VI, IAG CPS and Westpac CPS is sourced from documents published by Commonwealth Bank of Australia Limited, Insurance Australia Group Limited and Westpac Banking Corporation, respectively. Suncorp takes no responsibility for that information and investors should read those documents for information regarding those securities.

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Section 2


Key features of CPS2

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CPS2 key terms

Ranking of CPS2¹

	Type	Illustrative examples
	<ul style="list-style-type: none"> Preferred and secured debt 	<ul style="list-style-type: none"> Liabilities preferred by law including employee entitlement and secured creditors
	<ul style="list-style-type: none"> Unsubordinated and unsecured debt 	<ul style="list-style-type: none"> Bonds and general creditors
	<ul style="list-style-type: none"> Subordinated and unsecured debt 	<ul style="list-style-type: none"> Subordinated and unsecured debt obligations
	<ul style="list-style-type: none"> Preference shares 	<ul style="list-style-type: none"> CPS2 and any securities expressed to rank equally with CPS2
	<ul style="list-style-type: none"> Ordinary shares 	<ul style="list-style-type: none"> Ordinary shares

Note:

¹ For more information on ranking in a winding up, see Section 1.1 of the Prospectus.

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Section 2

Key features of CPS2

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Section 3

About Suncorp

Suncorp Group

Financial services group in Australia and New Zealand



Top 20¹ ASX listed company

\$12.2 billion market capitalisation¹

\$96 billion in group assets

16,000 employees in Australia and New Zealand

9 million customers

End to end ownership of brands and channels

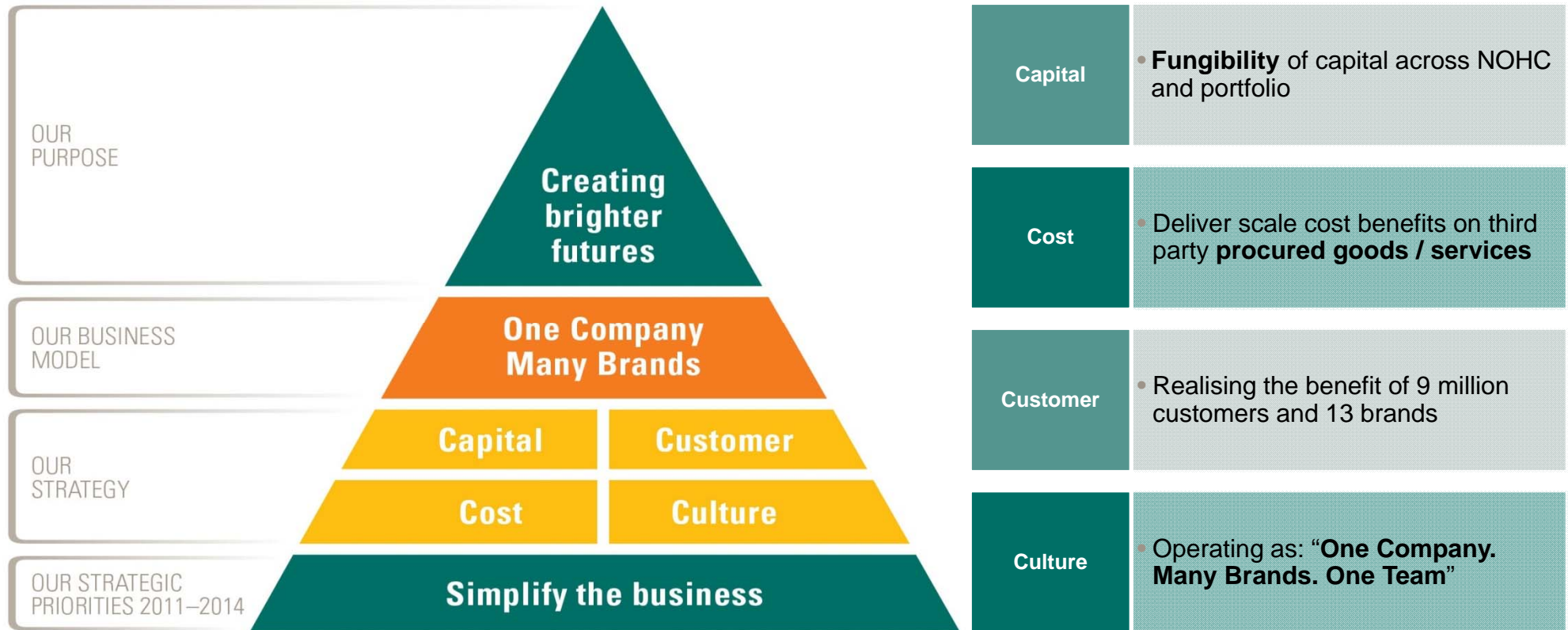


Note:

¹ Based on the market capitalisation of the ordinary shares of Suncorp Group Limited as at 14 September 2012.

Suncorp Strategy

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FY12 Result overview

	FY12	FY11	%Δ
General Insurance NPAT	493	392	25.8
Core Bank NPAT	289	259	11.6
Suncorp Life NPAT	251	149	68.5
Non-core Bank NPAT	(263)	(175)	50.3
Business line NPAT	770	625	23.2
Property consolidation, NOHC earnings & other (after tax)	(46)	(172)	(73.3)
Net Profit After Tax	724	453	59.8

- Top line growth of between 8% and 10% across all business lines
- Margins improved or maintained
- Final dividend of 20c per share and special dividend of 15c per share
- Future dividend payout ratio increased to 60%-80% of cash earnings
- GI GWP up 9.3% on reported basis
- Delivered 3% improvement in Underlying ITR
- Core Bank home lending growth of 9.6%
- Stable NIM 1.91%
- Non-core Bank run off ahead of plan
- Life EV \$2.6 billion up 9.5%

Source: Suncorp 2012 Analyst Pack.

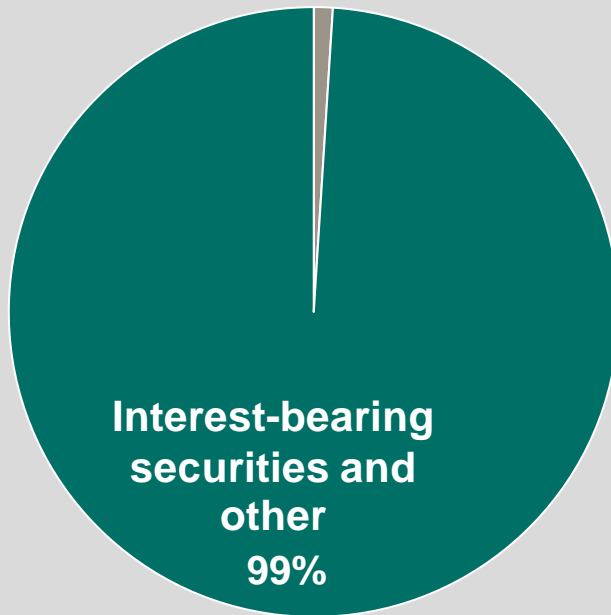
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General Insurance investment assets

Conservatively managed investment portfolio

Held against insurance funds
As at 30 June 2012 (\$8,661m)

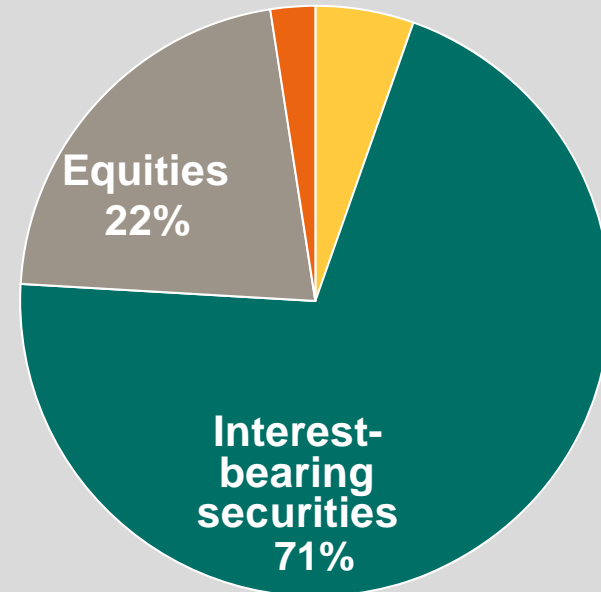
Cash and short-term deposits
1%



Held against shareholders funds
As at 30 June 2012 (\$3,024m)

Cash and short-term deposits
5%

Property
2%



Source: Suncorp 2012 Analyst Pack.

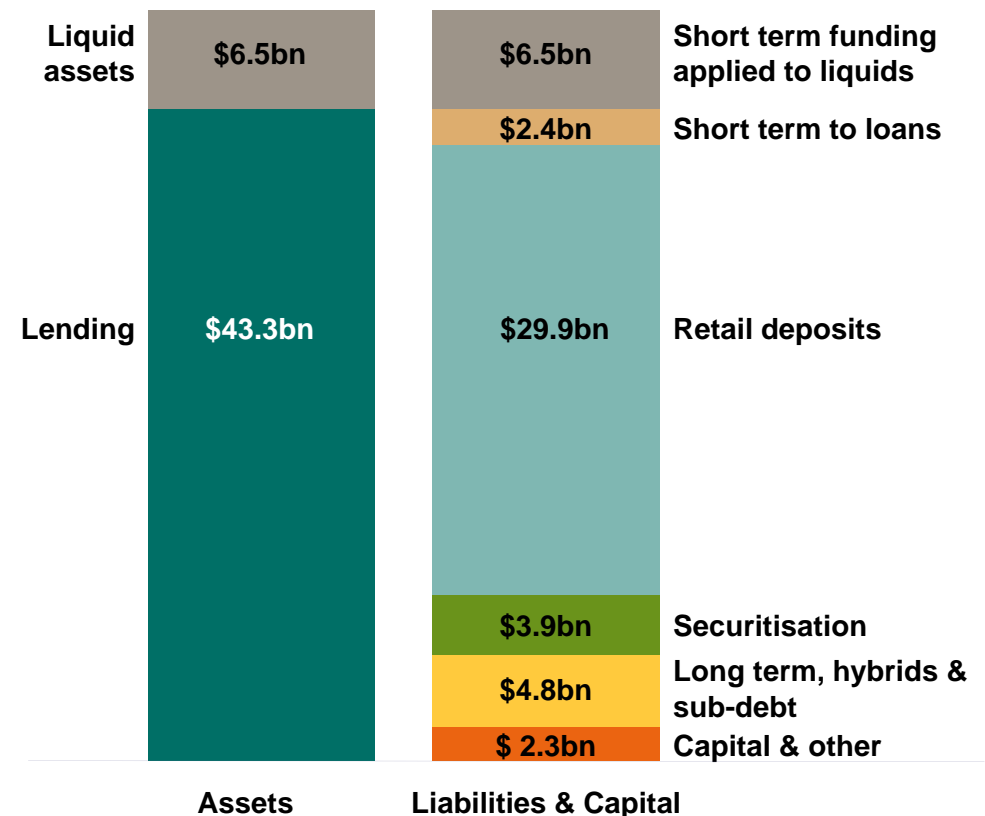
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Core Bank funding and liquidity

Access to a diverse range of funding sources

- The first regional bank to issue covered bonds, raising \$1.6 billion (upsized from \$750 million) in June 2012
- Access to unsecured and RMBS markets with significant investor support
 - Total issuance of \$1.9¹ billion in FY12
 - Settled RMBS for \$1 billion on 12 September 2012
- Retail deposit base ensures little reliance on expensive offshore funding markets

Core Bank funding composition at 30 Jun 12



Note:

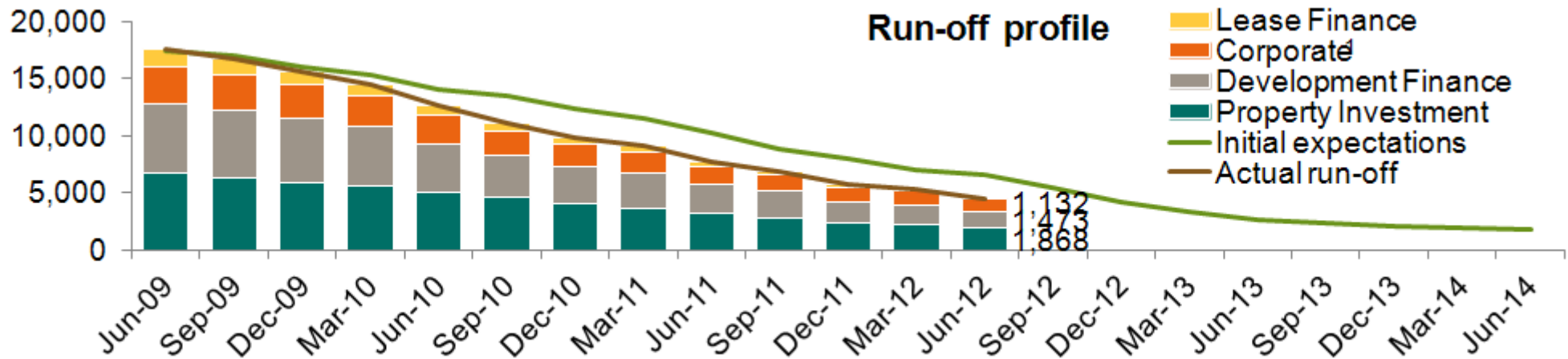
¹ Includes RMBS issue of \$1.25 billion settled in December 2011, and senior unsecured for \$650 million settled in April 2012.

Source: Suncorp 2012 Analyst Pack.

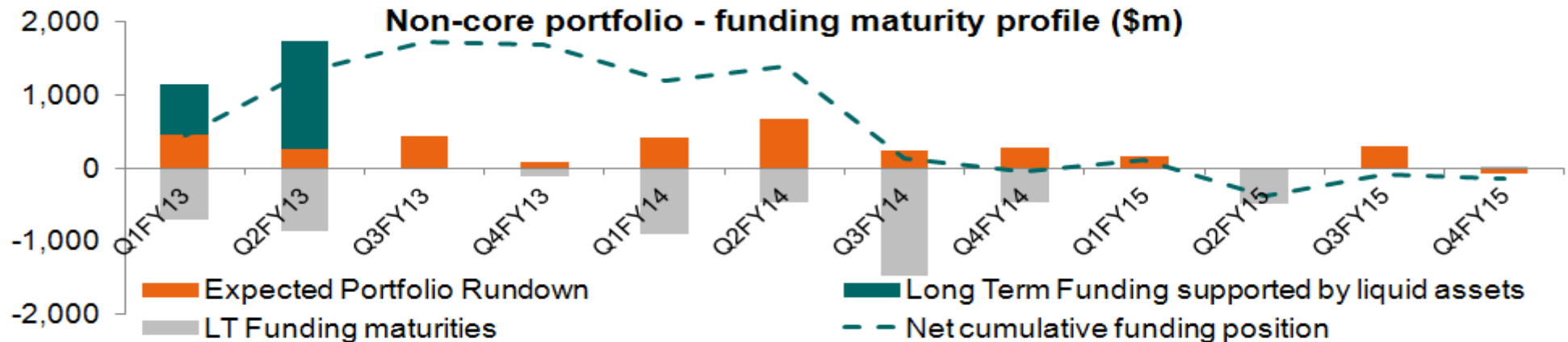
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Non-core Bank

Continuing to run off ahead of expectations....down to \$4.5bn



And fully match funded to maturity



Note:
1 Includes Lease Finance from June 2012.

Pro forma capital position at 30 June 2012

Supporting growth in the core businesses

\$m	General Insurance	Bank	Life	NOHC and other Group entities	Suncorp Group Total	Pro forma adjustments ¹	Pro forma Suncorp Group total
Total capital	3,669	4,206	2,014	468	10,357	(235)	10,122
Target capital	3,301	4,131	1,952	181	9,565	-	9,565
Excess capital	368	75	62	287	792	-	557
Target Ratios	1.45 x MCR	12.5% CAR		0.05 x MCR + c.\$60m for Life + c.\$100m for Group risks – elimination for intra-Group transactions			
Actual Ratios	1.61 x MCR	12.6% CAR 7.29% CET1					

Note:

¹ The Suncorp Group's 2012 final and special dividends on Ordinary Shares payable on 1 October 2012 are not included in the pro forma adjustments as the \$450 million dividend accrual has been deducted from Tier 1 capital at 30 June 2012 in accordance with current APRA Prudential Standards; Assumes £253 million subordinated notes issued by Suncorp-Metway Limited redeemable on 23 October 2012 were redeemed on 30 June 2012; Assumes \$350 million of CPS2 were issued on 30 June 2012, net of issue transaction costs (the actual issue amount may be more or less than \$350 million). See Sections 4.4 and 4.5 of the Prospectus including the notes to those corresponding tables for further information.

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Section 3

About Suncorp

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Section 4

Offer process

Offer structure

Institutional Offer

- Offer to certain institutional investors

Broker Firm Offer

- Offer to Australian resident retail and high net worth clients of Syndicate Brokers

Securityholder Offer

- Offer to Eligible Securityholders
 - registered holders of Ordinary Shares, RPS, Floating Rate Capital Notes or CPS as of 17 September 2012, shown on the applicable register as having an address in Australia

General Offer

- Offer to members of the general public who are resident in Australia

Key dates¹

Event	Date
Record date for determining Eligible Securityholders	17 September 2012
Lodgement of Prospectus with ASIC	25 September 2012
Bookbuild	2 October 2012
Announcement of the Margin	3 October 2012
Lodgement of the replacement prospectus with ASIC	3 October 2012
Opening Date	3 October 2012
Closing Date for the Securityholder Offer and General Offer	30 October 2012
Closing Date for the Broker Firm Offer	5 November 2012
Issue Date	6 November 2012
CPS2 commence trading on ASX (deferred settlement basis)	7 November 2012
Holding Statements despatched by	8 November 2012
CPS2 commence trading on ASX (normal settlement basis)	9 November 2012

Note:

¹ These dates are indicative only and may change without notice.

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Contact directory

Issuer			
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