



# ASX Announcement

10 November 2010

## Despatch of Scheme and General Meeting Documentation

On 28 October 2010 Suncorp-Metway Limited (Suncorp) announced a proposed transition to a non-operating holding company structure.

The transition is to be considered at shareholder meetings to be held on 15 December 2010.

Suncorp today commenced despatch of the following documentation in relation to the shareholder meetings and expects despatch to be completed by 15 November 2010.

1. Explanatory Memorandum, which incorporates the Notices of Meeting,
2. Securityholder Voting Form A, which will be sent to holders of Suncorp Ordinary Shares (ASX code: SUN);
3. Securityholder Voting Form B, which will be sent to holders of Suncorp Ordinary Shares, Suncorp Reset Preference Shares (ASX code: SUNPA) and Suncorp Convertible Preference Shares (ASX code: SUNPB).

The Explanatory Memorandum and Notices of Meeting (document 1) were released to the ASX on 4 November 2010. Copies of the Securityholder Voting Forms are attached.

Holders of Suncorp Ordinary Shares who have elected to receive electronic communications from Suncorp will instead receive an email in the attached form, which provides links to the Explanatory Memorandum and Notices of Meeting and to online direct voting or proxy voting.

**C R Chuter**  
Corporate Secretary



Suncorp-Metway Ltd

ABN 66 010 831 722

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail: Suncorp-Metway 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

A



X99999999999

SECURITYHOLDER VOTING FORM

PLEASE MARK EITHER STEP 1 OR STEP 2

I/We being a member(s) of Suncorp-Metway Limited and entitled to attend and vote hereby:

STEP 1 VOTE DIRECTLY
elect to lodge my/our vote(s) directly (mark box)
in relation to the Scheme Meeting of the Company to be held at 2:30pm on Wednesday, 15 December 2010, and at any adjournment or postponement of the meeting.
If STEP 1 has been completed, GO TO STEP 3.
You should mark either "for" or "against" for the resolution. If you mark the "abstain" box, your vote will be invalid.

OR STEP 2 APPOINT A PROXY
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 securityholder) you are appointing as your proxy below
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 at the Scheme Meeting of the Company to be held at 2:30pm on Wednesday, 15 December 2010, in meeting rooms M3 and M4, Mezzanine Level, Brisbane Convention and Exhibition Centre, corner of Merivale and Glenelg Streets, South Bank, Brisbane, Queensland and at any adjournment or postponement of the meeting. GO TO STEP 3.

To vote directly or to direct your proxy how to vote on the resolution, please insert X in the appropriate box below. If you are voting directly and do not mark a box, your vote for that item will be invalid. If you are appointing a proxy and do not mark a box, your proxy may vote at their discretion.

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 3 VOTING DIRECTIONS

Resolution 1

That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed to be made between Suncorp-Metway Limited and holders of its ordinary shares, which is contained in and more particularly described in the Explanatory Memorandum of which the notice convening this meeting forms part, is agreed to, with or without such modifications or conditions as may be approved by the Supreme Court of Queensland.

For Against Abstain\*
[ ] [ ] [ ]

\* If you are voting under Step 1 and mark the Abstain box, your vote will be invalid. If you are voting under Step 2 and mark the Abstain box, 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.

STEP 4 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual) Joint Securityholder 2 (Individual) Joint Securityholder 3 (Individual)
[ ] [ ] [ ]
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

SUN PRX005





Suncorp-Metway Ltd

ABN 66 010 831 722

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Sydney South NSW 1235 Australia



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X99999999999

SECURITYHOLDER VOTING FORM

PLEASE MARK EITHER STEP 1 OR STEP 2

I/We being a member(s) of Suncorp-Metway Limited and entitled to attend and vote hereby:

STEP 1 VOTE DIRECTLY
elect to lodge my/our vote(s) directly (mark box)
in relation to the General Meeting of the Company to be held at 3:00pm on Wednesday, 15 December 2010, and at any adjournment or postponement of the meeting.
If STEP 1 has been completed, GO TO STEP 3.
You should mark either "for" or "against" for the resolution. If you mark the "abstain" box, your vote will be invalid.

OR STEP 2 APPOINT A PROXY
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 securityholder) you are appointing as your proxy below
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 at the General Meeting of the Company to be held at 3:00pm on Wednesday, 15 December 2010, in meeting rooms M3 and M4, Mezzanine Level, Brisbane Convention and Exhibition Centre, corner of Merivale and Glenelg Streets, South Bank, Brisbane, Queensland and at any adjournment or postponement of the meeting. GO TO STEP 3.

To vote directly or to direct your proxy how to vote on the resolution, please insert X in the appropriate box below. If you are voting directly and do not mark a box, your vote for that item will be invalid. If you are appointing a proxy and do not mark a box, your proxy may vote at their discretion.

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 3 VOTING DIRECTIONS

Resolution 1

That, subject to the implementation of the ordinary share scheme set out in appendix A of the Explanatory Memorandum of which this notice of meeting forms part, for the purposes of section 257C(1) of the Corporations Act and for all other purposes, the shareholders of Suncorp-Metway Limited ACN 010 831 722 (SML) approve the buy-back of fully paid ordinary shares in SML on the terms set out in the Buy-Back Agreement proposed between SML and SBGH Limited ACN 145 980 838, details of which are contained in the Explanatory Memorandum of which this notice of meeting forms part.

For Against Abstain\*
[ ] [ ] [ ]

\* If you are voting under Step 1 and mark the Abstain box, your vote will be invalid. If you are voting under Step 2 and mark the Abstain box, 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.

STEP 4 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual) Joint Securityholder 2 (Individual) Joint Securityholder 3 (Individual)
[ ] [ ] [ ]
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

SUN PRX007



Dear Suncorp Shareholder

**Court ordered Scheme Meeting and General Meeting for Suncorp's Non-Operating Holding Company (NOHC) Restructure**

The Suncorp Group is proposing to implement a NOHC Restructure. The proposal is to internally reorganise the Suncorp Group into a General Insurance Group, a Banking Group, a Life Group, and a Corporate/Shared Services Group under a new listed non-operating holding company, Suncorp Group Limited.

Two shareholder meetings will be held on Wednesday, 15 December 2010 commencing at 2:30 pm (Brisbane time) in relation to the NOHC Restructure. First, a Court ordered Scheme Meeting will be held to consider the proposed scheme of arrangement between Suncorp-Metway Limited (SML) and its shareholders pursuant to Part 5.1 of the Corporations Act. This will be immediately followed by a General Meeting to consider a buy-back of shares in SML as part of the NOHC Restructure.

To view the details for both these meetings, the Explanatory Memorandum, including the Notice of Meetings, please click [here](#).

Suncorp shareholders have the option of online direct voting and proxy voting, offering you a faster and more efficient way to vote on the business of the meetings. To lodge a direct vote or proxy vote online, please click on the following link(s):

**[LINKS TO BE INSERTED]**

# indicates a joint holding

Enter the post code (Australia address) or country code (overseas address) relevant to each shareholding.

Thank you for opting to receive all communications electronically, supporting Suncorp's commitment to lowering costs and to reducing its impact on the environment.

Suncorp looks forward to your continued support as a valued shareholder.

If you have any questions, please contact us on 1300 882 012 (in Australia) or +61 2 8280 7450 (from overseas) or email us at

Link Market Services Limited  
ABN 54 083 214 537  
Level 15  
324 Queen Street  
Brisbane Qld 4000

Phone: 1300 882 012  
Fax: (02) 9287 0303  
or email us at [suncorp@linkmarketservices.com.au](mailto:suncorp@linkmarketservices.com.au)