



Suncorp Group Limited

ABN 66 145 290 124

SECURITYHOLDER OFFER APPLICATION FORM

A

SRN/HIN:

Entitlement Number:

Record Date: 7:00pm (Sydney time) on 5 April 2013

Offer Opens: 18 April 2013

Issue Price per Note: A\$100

Offer Closes 5:00pm (Sydney time): 10 May 2013

PERSONALISED APPLICATION FORM FOR ELIGIBLE INVESTORS

This is an Application Form for Suncorp Subordinated Notes ("Notes") in Suncorp Group Limited ("Suncorp") under the Securityholder Offer on the terms set out in the accompanying prospectus dated 10 April 2013 ("Prospectus") (and any replacement or supplementary prospectus). Capitalised words and certain terms used in this Application Form have the meanings given to them in the Prospectus. You may apply for a minimum 50 Notes and multiples of 10 Notes thereafter. This Application Form and your Application Payment must be received by Link Market Services Limited by 5:00pm (Sydney time) on 10 May 2013.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Notes and you should read the entire Prospectus carefully before applying for Notes. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus.

Suncorp and the Joint Lead Managers may agree to extend the Offer Period, to close the Offer early without notice or to withdraw the Offer at any time before Notes are issued.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Your Application Payment must be received by the Share Registry via BPAY® by 5:00pm (Sydney time) on 10 May 2013. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Notes subject to the value of your Application Payment.

Your payment must be for a minimum of 50 Notes (A\$5,000).

BPAY logo and Biller Code: 938977 Ref: field

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: www.bpay.com.au

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Option 2: Paying by Cheque or Money order

If paying by cheque or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

Complete the number of Notes you wish to apply for at the issue price of A\$100 per Note.

Enter your cheque or money order details. The amount of your Application Payment should be equal to the amount applied for in section B of the Acceptance Slip multiplied by the Issue Price of A\$100 per Note. Cheques or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Suncorp Notes Offer Account" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for an amount that is not equal to your Application Payment Suncorp will round down the number of Notes that you are applying for equal to your payment. Your payment must be for a minimum of 50 Notes (A\$5,000).

Please enter your contact telephone number at which we may contact you regarding your Application Form.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SECURITYHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

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Form B: Number of Notes applied for, Issue price per Note (A\$100), and Form C: I/We lodge full Application Payment (A\$)

D Make your cheque or money order payable to "Suncorp Notes Offer Account" and crossed "Not Negotiable"

Form D: Cheque details including Drawer, Cheque Number, BSB Number, Account Number, and Amount of Cheque (A\$.00)

Form E: Telephone Number - Business Hours, Telephone Number - After Hours, and Contact Name

YOUR GUIDE TO THE APPLICATION FORM

Please complete all relevant white sections of the Application Form in **BLOCK LETTERS**, using black or blue ink. These instructions are cross-referenced to each section of the form. The offer of Notes to which this Application Form relates to are Notes issued by Suncorp. Further details about Notes are contained in the Prospectus issued by Suncorp. The Prospectus will expire 13 months after the date of the Prospectus. While the Prospectus is current, Suncorp will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form accompanies the Prospectus.

By returning this Application Form and the Application Payment, I/we make the acknowledgements, declarations, representations and warranties set out in Section 10.10 of the Prospectus.

The Prospectus contains important information about investing in Notes. You should read the Prospectus before applying for Notes.

A Registration Name and Postal Address

Notes will be registered in the name(s) printed on the Application Form and the name(s) cannot be changed. If you wish to change your address for this holding, please contact Link Market Services Limited at the address below or alternatively you may call the Notes Offer Information Line on 1300 882 012 (within Australia) or +61 1300 882 012 (outside Australia) Monday to Friday 8:00am to 7:30pm (Sydney time) for an appropriate form, or download a change of address notification form from www.linkmarketservices.com.au.

B Number of Notes applied for

Insert the number of Notes you wish to apply for. The Application must be for a minimum of 50 Notes and thereafter in multiples of 10 Notes. Please make sure the amount of your Application Payment equals this amount.

C Application Payment

Insert the relevant amount of Application Money. To calculate your Application Payment, multiply the number of Notes applied for by the issue price (\$100). Amounts should be in Australian dollars. Please make sure the amount of your Application Payment equals this amount.

D Method of payment

Please provide Application Payment as follows:

- the total Application Payment must be the same as the amount shown in section C;
- your cheque(s) or money order(s) must be drawn on an Australian branch of a financial institution in Australian currency and made payable to "Suncorp Notes Offer Account" and crossed "Not Negotiable";
- sufficient cleared funds should be held in your bank account, as any cheque(s) returned unpaid are likely to result in your Application being rejected; and
- cash payments will not be accepted.

E Contact Details

Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application Form.

Link Market Services Limited advises that Chapter 2C of the Corporations Act 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 securities. 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).

Lodgement Instructions

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for Notes must be received by the Share Registry no later than **5:00pm (Sydney time) on 10 May 2013**. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Share Registry by the close of the offer.

Postal Address

Suncorp Group Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Postal Delivery

Suncorp Group Limited
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Hand Delivery

Suncorp Group Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use this address for mailing purposes)

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 10 May 2013. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Suncorp reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

Further information about the Offer is available by contacting the Notes Offer Information Line on 1300 882 012 (within Australia) or +61 1300 882 012 (outside Australia) Monday to Friday – 8:00am to 7:30pm (Sydney time).