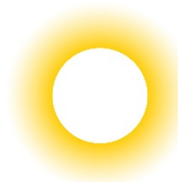


Suncorp Group Limited Capital Notes 2

SUNCORP



23 October 2017

Important Notice

This presentation has been prepared and authorised by Suncorp Group Limited (ABN 66 145 290 124) (“Suncorp”) in relation to the proposed offer by Suncorp of Suncorp Capital Notes 2 (“Capital Notes 2”) (the “Offer”). The Offer is made pursuant to a prospectus under Part 6D.2 of the *Corporations Act 2001*(Cth) which was lodged with the Australian Securities and Investments Commission (“ASIC”) on 23 October 2017 (“Prospectus”). Suncorp intends to lodge a replacement Prospectus, which will include the offer size and the Margin, on or around 31 October 2017.

ANZ Securities Limited (ABN 16 004 997 111), Morgans Financial Limited (ABN 49 010 669 726), National Australia Bank Limited (ABN 12 004 044 937), UBS AG, Australia Branch (ABN 47 088 129 613) and Westpac Institutional Bank are the joint lead managers to the Offer (“Joint Lead Managers”). UBS AG, Australia Branch (ABN 47 088 129 613) (“UBS”) is also the Arranger of the Offer.

The information provided in this presentation is not personal investment advice and has been prepared without taking into account your investment objectives, financial situation or particular needs (including financial and taxation issues). Investors should read and consider the Prospectus in full and seek advice from their financial adviser or other professional adviser before deciding to invest in the Offer. Any decision by a person to apply for Capital Notes 2 should be made on the basis of information contained in the Prospectus and independent assessment as to whether to invest in Capital Notes 2, and not in reliance on any information contained in this presentation. A copy of the Prospectus is available at www.suncorpgroup.com.au/sunpg. Applications for Capital Notes 2 can only be made in the application form accompanying the replacement Prospectus.

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Capital Notes 2 are complex and may not be suitable for all investors. The investment performance of Capital Notes 2 is not guaranteed by Suncorp or any other member of the Suncorp Group. The risks associated with investing in these securities could result in the loss of your investment. Information about the risks associated with investing in Capital Notes 2 is detailed in the Prospectus.

All amounts are in Australian dollars unless otherwise indicated. Unless otherwise defined, capitalised terms in this presentation have the meaning in the Prospectus.

Agenda

Section 1	Offer summary
Section 2	About Suncorp
Section 3	Key features of Capital Notes 2
Section 4	Offer process
Appendix 1	Comparison between Capital Notes 2 and other types of investments



Section 1

Offer summary

Offer summary

Issuer	– Suncorp Group Limited (Suncorp)
Security	– Fully paid, subordinated, perpetual, unsecured, convertible notes
Offer size	– \$250 million with the ability to raise more or less
Use of proceeds	– Suncorp is issuing Capital Notes 2 to raise Eligible Additional Tier 1 Capital, the proceeds of which it expects to use to fund the capital needs of one or more Regulated Entities within the Suncorp Group and for general corporate and funding purposes, including the partial refinancing of CPS2 through the Reinvestment Offer
Ranking¹	– In a winding-up of Suncorp, Capital Notes 2 will rank ahead of Ordinary Shares, equally among themselves and other Equal Ranking Instruments (including CPS2, CPS3 and Capital Notes 1) and behind all Senior Ranking Creditors of Suncorp (including SGL Subordinated Notes)
Distribution Payments	– Floating rate, quarterly, discretionary, non-cumulative payments, subject to no Payment Condition existing ² – Distributions are expected to be fully franked – Margin expected to be in the range of 3.65% – 3.85% per annum over 3-month Bank Bill Rate
Term	– Perpetual unless Converted, Redeemed, Resold or Written-Off – Optional Exchange³ : all or some Capital Notes 2 on 17 June 2024 or following a Regulatory or Tax Event, and all (but not some only) after a Potential Acquisition Event – Scheduled Mandatory Conversion Date⁴ : 17 June 2026 – Acquisition Event⁴ : Suncorp must Convert Capital Notes 2 following an Acquisition Event – Non-Viability Trigger Event : Suncorp must Convert Capital Notes 2, and if Conversion does not occur within 5 Business Days, then Capital Notes 2 will be Written-Off
Offer structure	– Institutional Offer, Broker Firm Offer, Reinvestment Offer and Securityholder Offer (should it proceed)
JLMs	– UBS (Arranger), ANZ Securities, Morgans, National Australia Bank and Westpac Institutional Bank
Quotation	– Suncorp will apply for Capital Notes 2 to be quoted on ASX under ASX code “SUNPG”

Notes:

1 The ranking of Holders in a winding-up will be adversely affected if a Non-Viability Trigger Event occurs. See Sections 1.3, 2.4.4 and 5.1.9 of the Prospectus.

2 Payment of any Distribution is within the absolute discretion of Suncorp.

3 At Suncorp's option, subject to certain conditions being met and APRA's prior written approval. Holders of Capital Notes 2 should not assume that APRA will give its approval for any Exchange.

4 Subject to certain conditions being met.



Section 2

About Suncorp



Suncorp Group

Leading financial services brands
in Australia and New Zealand



Our network of brands



Top 20 ASX listed company

\$18 billion market capitalisation¹

\$97 billion in group assets²

13,400 employees in Australia
and New Zealand²

Approximately
9 million customers

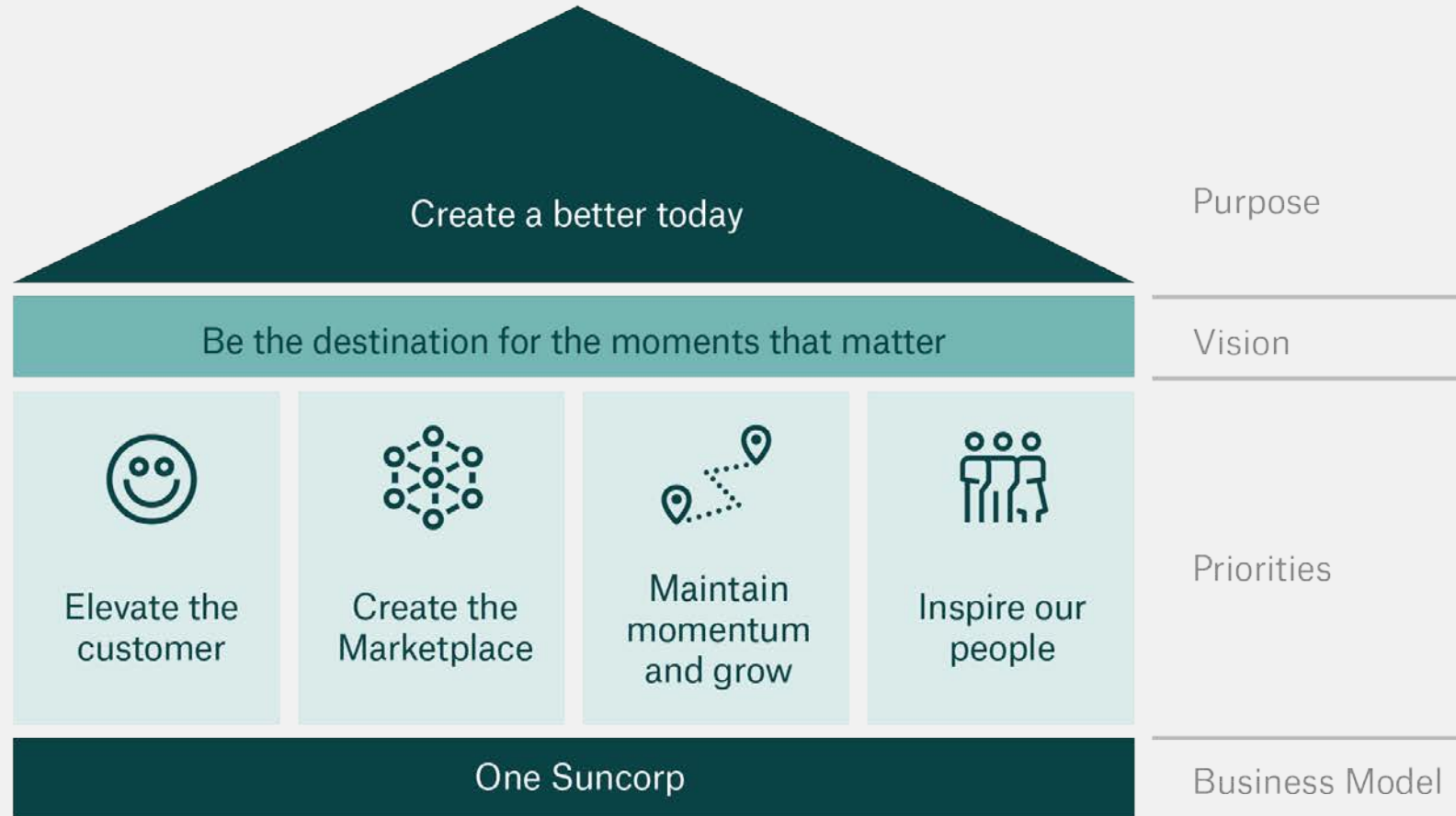
End-to-end ownership of brands

Notes:

¹ Based on the market capitalisation of the ordinary shares of Suncorp Group Limited as at 19 October 2017.

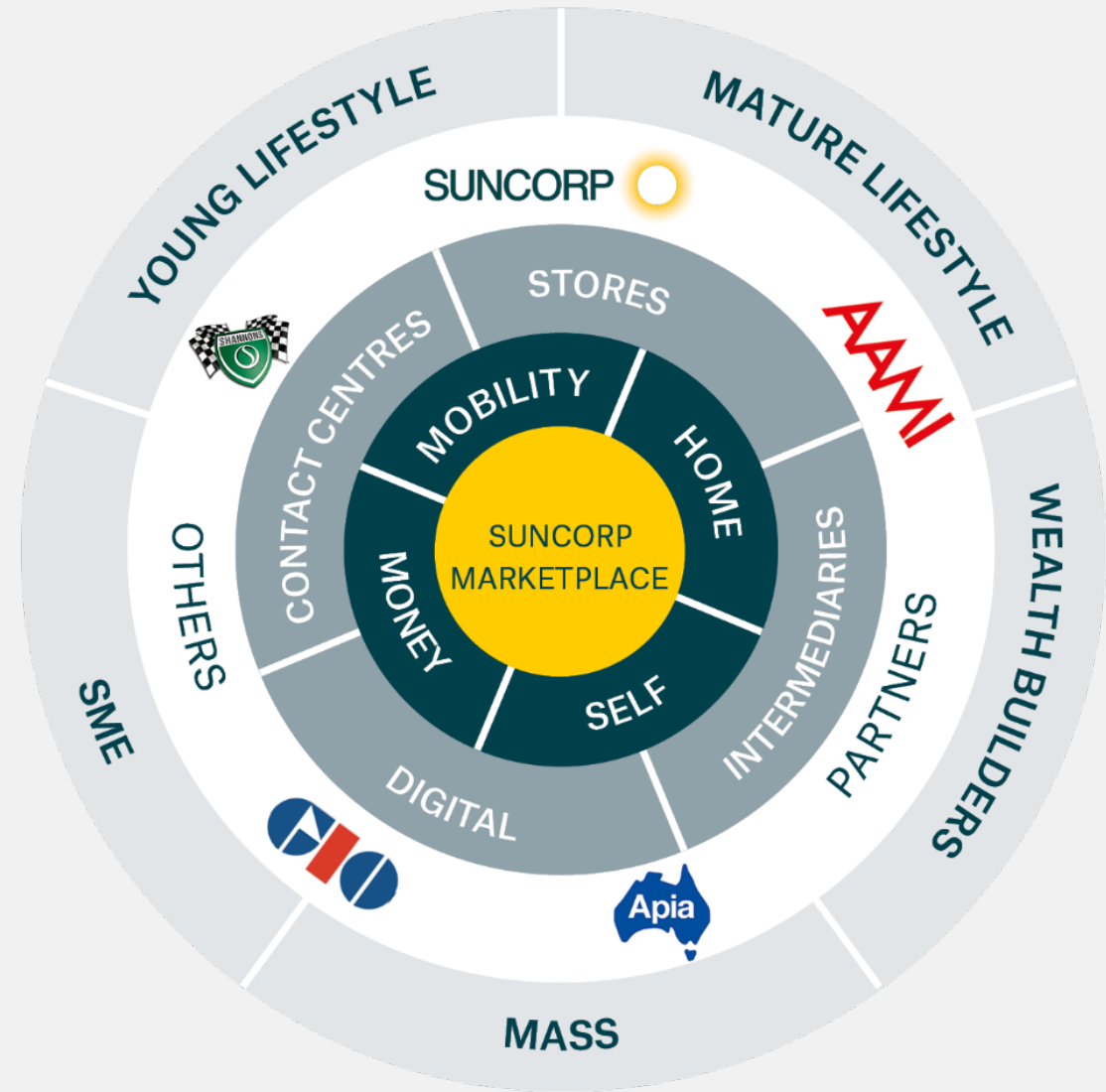
² As at 30 June 2017.

Strategy



Suncorp Marketplace

- Making the experience easy for customers
- Connecting customers to the Suncorp Marketplace
- Developing integrated solutions and customer journeys



Full year ended 30 June 2017

- Group top line growth of 3.6%
- Function NPAT up 4.0%
- Cash earnings up 5.1%
- Dividend up 7.4%
- Amortisation increase due to Autosure divestment

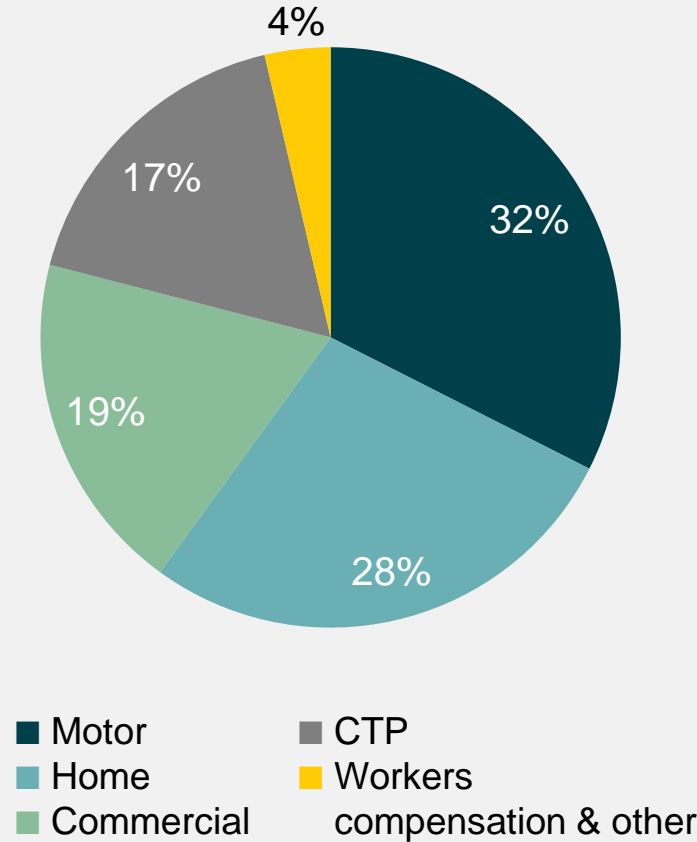
	FY17 (\$m)	FY16 (\$m)	Change (%)
Insurance (Australia)	723	558	29.6
Banking & Wealth	400	418	(4.3)
New Zealand	82	183	(55.2)
NPAT from functions	1,205	1,159	4.0
Other	(60)	(70)	(14.3)
Cash earnings	1,145	1,089	5.1
Acquisition Amortisation	(70)	(51)	37.3
Reported NPAT	1,075	1,038	3.6
Full year dividend	73 cps	68 cps	7.4

Insurance (Australia)

Portfolios by product

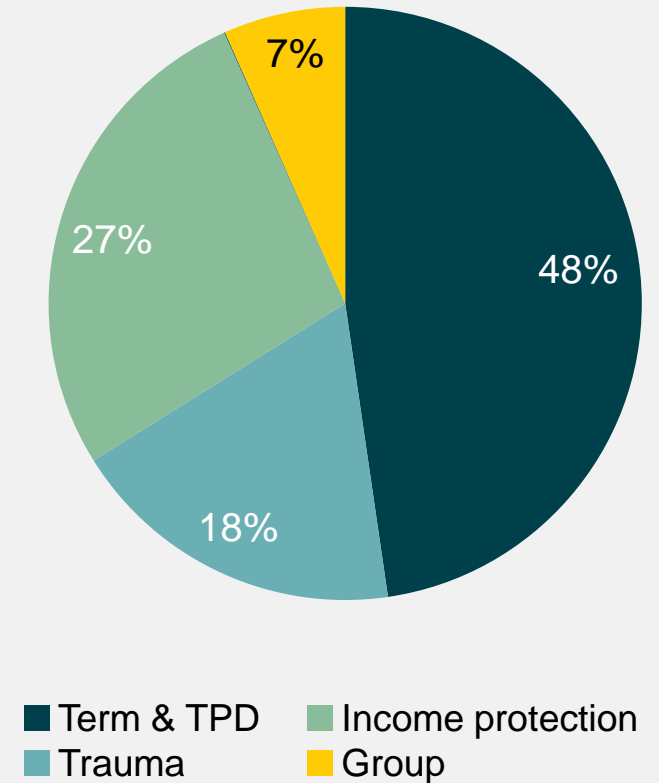
General Insurance

Total Gross Written Premium of \$8.1 billion



Life Insurance

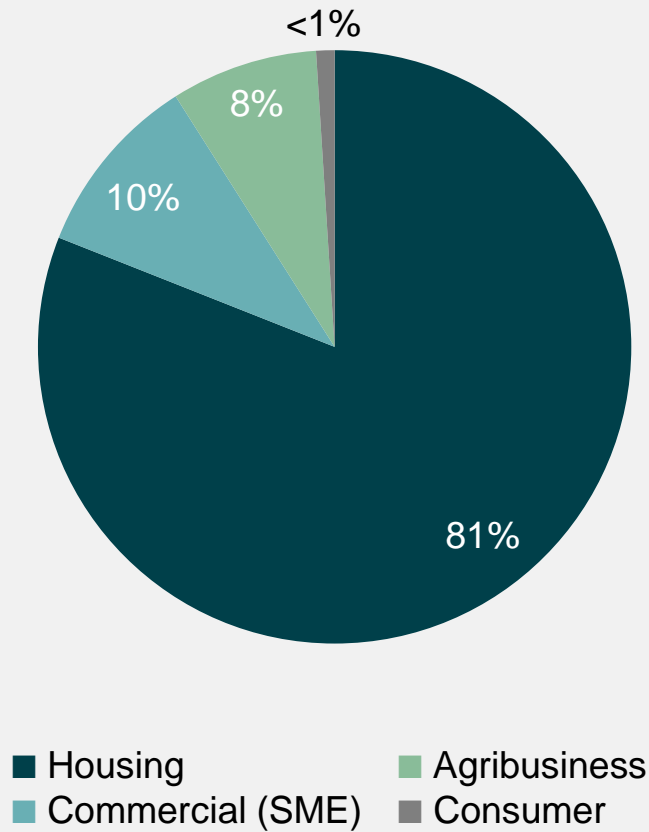
Total in-force premium of \$806 million



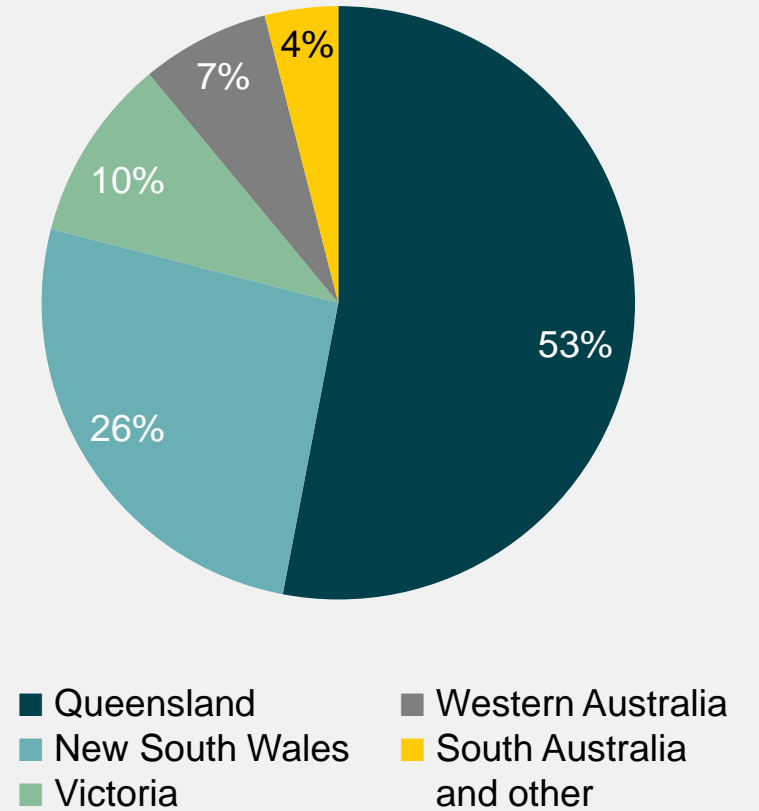
Banking & Wealth

Total lending assets of \$55.3 billion

Lending assets by portfolio



Lending assets by geography

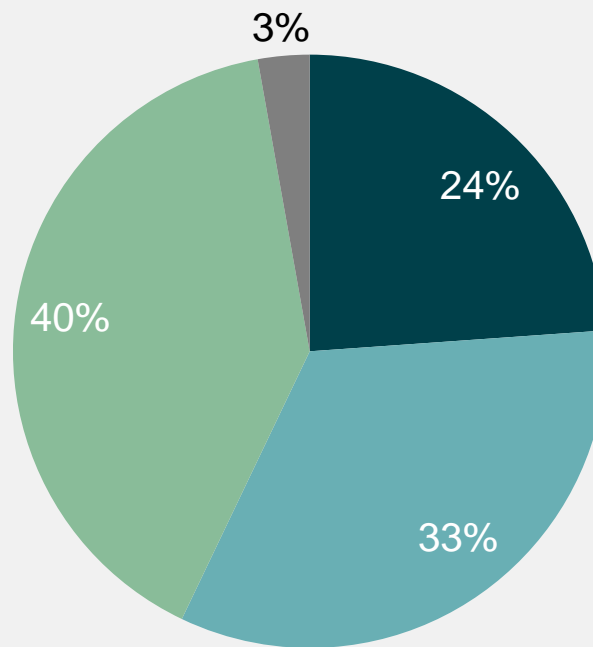


New Zealand

Portfolios by product

General Insurance

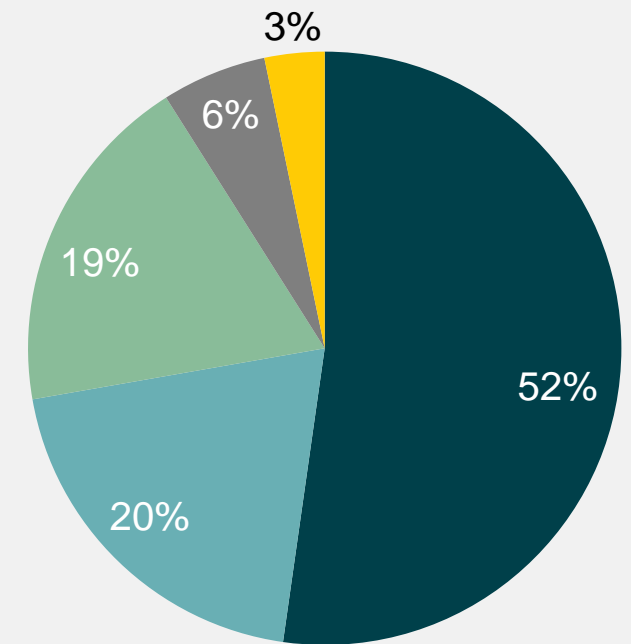
Total Gross Written Premium of NZ\$1.4 billion



■ Motor
■ Commercial
■ Home
■ Other

Life Insurance

Total in-force premium of NZ\$245 million



■ Term & TPD
■ Trauma
■ Income protection
■ Other
■ Group

Create a Better Today

Business Improvement Program

“Owner’s Mindset”

- Digitisation of customer experience
- Sales and Service channel optimisation
- End-to-end process improvement
- Claims supply chain re-design
- Smarter procurement and streamlining our business

Improve customer experience and deliver material reductions in Suncorp’s expense base

Marketplace Acceleration (\$m)

“Faster and Sooner”

\$m	Pre-Tax	Post Tax
Single digital customer experience	23	16
National roll-out of brand refresh	24	17
Journeys and integrated offers	25	18
Third party partnerships	24	17
Customer reward and recognition program	7	5
Other (enabling technology)	39	27
Total	142	100

Bring forward additional investment with no impact on dividends

Capital position (\$m)

	As at 30 June 2017					Total	Total as at 30 Jun 2016
	GI	Bank	Life	SGL, Corp Services & Consol			
CET1	3,115	2,963	461	86	6,625	6,338	
CET1 Target	2,593	2,809	335	35	5,772	5,552	
Excess to CET1 Target (pre div)	522	154	126	51	853	786	
Group Dividend					(476)	(440)	
Group Excess to CET1 Target (ex div)					377	346	
Common Equity Tier 1 Ratio	1.32x	9.23%	2.00x				
Total Capital	4,180	4,685	561	86	9,512	8,860	
Total Capital Target	3,535	3,933	397	15	7,880	7,743	
Excess to Target (pre div)	645	752	164	71	1,632	1,117	
Group Dividend					(476)	(440)	
Group Excess to Target (ex div)					1,156	677	
Total Capital Ratio	1.77x	14.59%	2.44x				

Pro forma capital adequacy position¹

As at 30 June 2017

\$m	Suncorp Group Total	Pro forma adjustments for the Offer ²	Pro forma adjustments for CPS2 repayment ³	Pro forma Suncorp Group Total
CET1 Capital	6,625	(6)	–	6,619
Additional Tier 1 Capital	1,335	250	(560)	1,025
Tier 2 Capital	1,552	–	–	1,552
Total Capital	9,512	244	(560)	9,196
Excess to CET1 Capital Target (ex-dividend)	377	(6)	–	371
Excess to Total Capital Target (ex-dividend)	1,156	244	(560)	840

Notes:

1 For more information on the pro forma capital adequacy position and the relevant assumptions and adjustments, see Section 4.5 of the Prospectus.

2 These adjustments assume \$250 million Capital Notes 2 were issued on 30 June 2017, net of issue transaction costs of \$6 million. The actual issue amount may be more or less than \$250 million and, consequently, the issue transaction costs may be more or less than \$6 million.

3 Under the CPS2 Terms, Suncorp may elect to either redeem, convert or resell the CPS2 on 18 December 2017, subject to a number of factors including satisfactory completion of the Offer and market conditions. This adjustment assumes \$560 million CPS2 are redeemed. As at the date of this presentation, no decision to make an election has been made.

Section 3

Key features of Capital Notes 2

Capital Notes 2 key features

General

Issuer	– Suncorp Group Limited (Suncorp)
Security	– Fully paid, subordinated, perpetual, unsecured, convertible notes
Offer size	– \$250 million with the ability to raise more or less
Issue Price	– \$100 per Capital Note 2
Ranking¹	– In a winding-up of Suncorp, Capital Notes 2 will rank ahead of Ordinary Shares, equally with all other Equal Ranking Instruments (including CPS2, CPS3 and Capital Notes 1), but behind all Senior Ranking Creditors of Suncorp (including SGL Subordinated Notes)
Term	– Perpetual (no fixed maturity date) unless Converted, Redeemed or Written-Off – Optional Exchange Date: 17 June 2024 – Scheduled Mandatory Conversion Date: 17 June 2026
Distribution Payment Dates	– The first Distribution Payment Date is 19 March 2018 ² – Distribution Payment Dates are 17 March, 17 June, 17 September and 17 December in each year

Notes:

1 The ranking of Holders in a winding-up will be adversely affected if a Non-Viability Trigger Event occurs. See Sections 1.3, 2.4.4 and 5.1.9 of the Prospectus.

2 If a Distribution Payment Date is not a Business Day, then the Distribution Payment Date will be the next Business Day.

Capital Notes 2 key features

Distributions

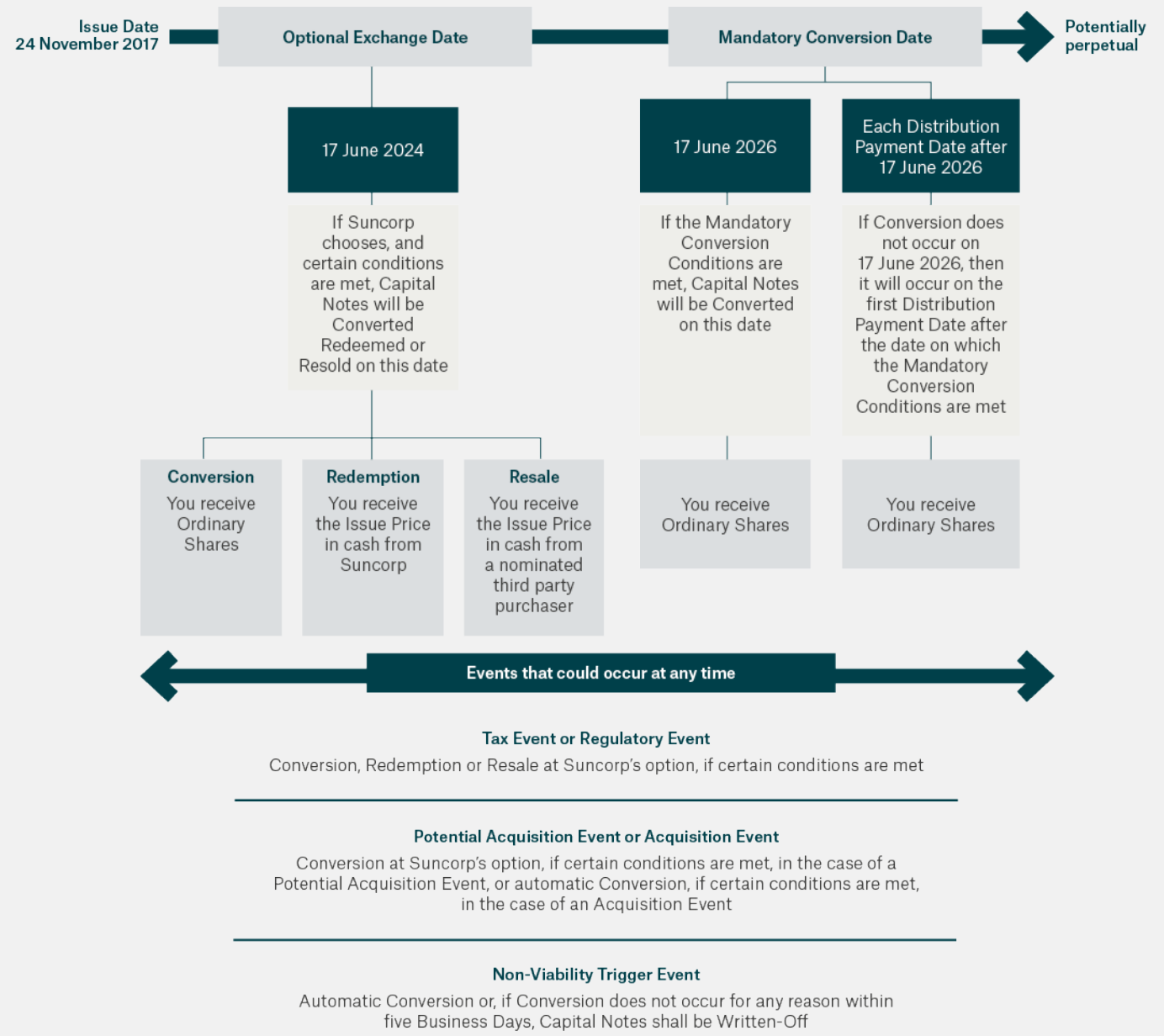
Distributions	<ul style="list-style-type: none">– Distributions are discretionary, non-cumulative, floating rate payments and are expected to be fully franked<ul style="list-style-type: none">– Distributions are scheduled to be paid quarterly in arrears, subject to no Payment Condition existing– the first Distribution Payment Date is 19 March 2018¹. This first period is longer than subsequent quarterly periods– Distribution Payment Dates are 17 March, 17 June, 17 September and 17 December in each year– Distributions on Capital Notes 2 are expected to be fully franked. If any Distribution is not fully franked, then the amount of the scheduled cash Distribution will be adjusted to reflect the applicable Franking Rate
Distribution Rate	<ul style="list-style-type: none">– $\text{Distribution Rate} = (\text{Bank Bill Rate} + \text{Margin}) \times (1 - \text{Tax Rate})$– Bank Bill Rate is the 3-month Bank Bill Rate on the first Business Day of the relevant Distribution Period– Margin expected to be 3.65% – 3.85% per annum, to be determined under the Bookbuild
Payment conditions	<ul style="list-style-type: none">– 'Payment Condition' means:<ul style="list-style-type: none">– paying the Distribution would result in the Eligible Capital of Suncorp Group not complying with APRA's then current prudential capital requirements as they are applied to Suncorp Group (unless approved in writing by APRA);– paying the Distribution would result in Suncorp becoming, or being likely to become, insolvent for the purposes of the Corporations Act; or– APRA objects to the payment of the Distribution.
Distribution Restriction	<ul style="list-style-type: none">– If a Distribution has not been paid in full within 3 Business Days of the relevant Distribution Payment Date, then subject to certain exclusions set out in the Capital Notes 2 terms, Suncorp must not, without the approval of a Special Resolution, until and including the next Distribution Payment Date:<ul style="list-style-type: none">– declare, determine to pay or pay an Ordinary Share Dividend; or– undertake any Buy Back or Capital Reduction.– Failure to pay a Distribution when scheduled will not constitute an event of default– Distributions that are not paid do not accrue and will not be subsequently paid

Note:

¹ If a Distribution Payment Date is not a Business Day, then the Distribution Payment Date will be the next Business Day.

Capital Notes 2 key features

Summary of events that may affect Capital Notes 2



Note:
For more information on the events that may affect Capital Notes 2 see Sections 1.2 and 2.2 – 2.5 of the Prospectus.

Capital Notes 2 key features

Optional Exchange and Conversion on Acquisition Event

Exchange by Suncorp¹	<ul style="list-style-type: none"> – Suncorp may choose to Exchange all or some Capital Notes 2 on the Optional Exchange Date (being 17 June 2024) – Suncorp may choose to Exchange all or some Capital Notes 2 after a Tax Event or a Regulatory Event – Suncorp may choose to Convert all (but not some only) Capital Notes 2 after a Potential Acquisition Event – Suncorp must Convert all (but not some only) Capital Notes 2 after an Acquisition Event (subject to certain conditions being met)
Exchange	<ul style="list-style-type: none"> – Exchange means: <ul style="list-style-type: none"> – Conversion into a variable number of Ordinary Shares with a value of approximately \$101 per Capital Note 2² – Redemption for \$100 per Capital Note 2; – Resale for \$100 per Capital Note 2; or – a combination of Conversion, Redemption and Resale.
Holder rights	<ul style="list-style-type: none"> – Holders do not have a right to request Exchange
Resale by Suncorp	<ul style="list-style-type: none"> – If Suncorp elects for Capital Notes 2 to be Resold, Holders will be notified and on the Exchange Date will receive \$100 per Note – Suncorp may appoint one or more third parties (Nominated Purchaser(s)) to purchase some or all Capital Notes 2 – If the Nominated Purchaser does not pay the Resale Price of any Capital Notes 2 when due, those Capital Notes 2 will not be transferred and the Holder will continue to hold them until Capital Notes 2 are otherwise Converted, Redeemed or Resold

Notes:

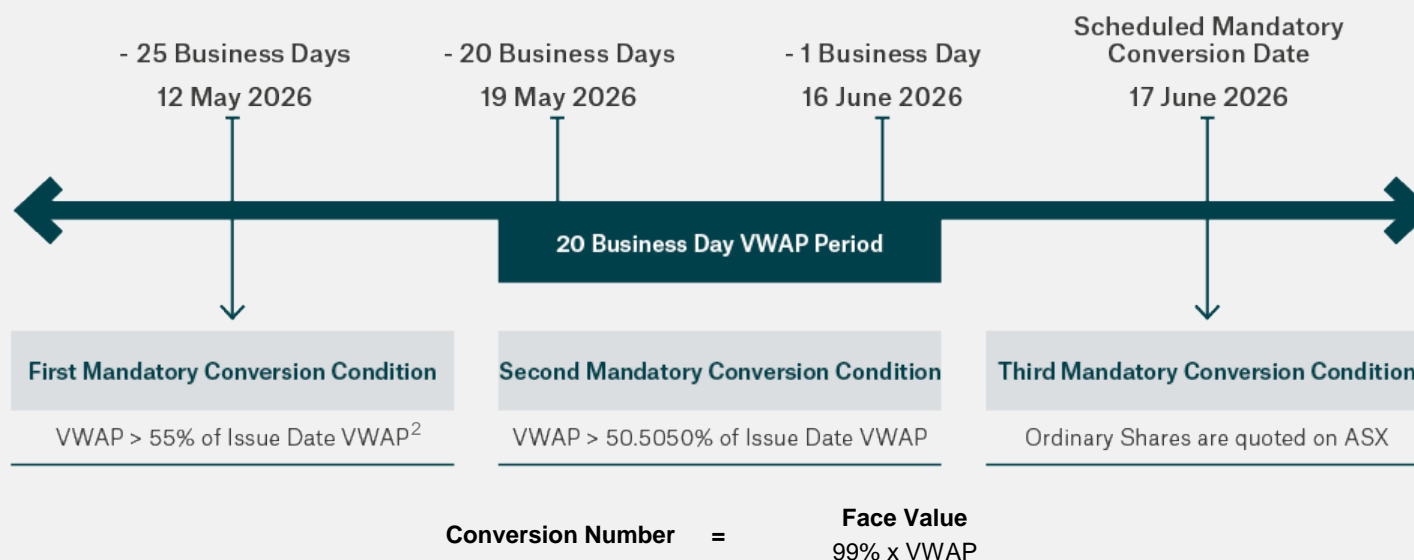
1 Suncorp's right to elect to Exchange is subject to APRA's prior written approval and subject to restrictions in certain circumstances. Holders should not assume that APRA will provide its approval.

2 The exact number of Ordinary Shares to be received depends on the VWAP of Ordinary Shares, therefore it may be worth more or less than \$101 per Capital Note 2 on the Conversion date.

Capital Notes 2 key features

Mandatory Conversion

- The Mandatory Conversion Date will be 17 June 2026, provided the Mandatory Conversion Conditions have been satisfied on that date. If any of the Mandatory Conversion Conditions are not satisfied on this date, then the Mandatory Conversion Date will be the next Distribution Payment Date on which all such conditions are satisfied
- Capital Notes 2 may remain on issue indefinitely and may never Convert into Ordinary Shares if the Mandatory Conversion Conditions are not satisfied
- On the Mandatory Conversion Date, Holders will receive approximately \$101 of Ordinary Shares for each Capital Note 2¹



Notes:

- 1 The exact number of Ordinary Shares to be received depends on the VWAP of Ordinary Shares. The VWAP during the 20 Business Days on which trading in Ordinary Shares took place immediately preceding (but not including) the Mandatory Conversion Date that is used to calculate the number of Ordinary Shares that Holders receive will most likely differ from the Ordinary Share price on or after the Mandatory Conversion Date. This means that the value of Ordinary Shares received may be worth more or less than approximately \$101 per Capital Note 2.
- 2 Issue Date VWAP = VWAP during the 20 Business Days on which trading in Ordinary Shares took place immediately preceding the Issue Date.

Capital Notes 2 key features

Mandatory conversion


Non-Viability Trigger Event	<ul style="list-style-type: none">– A Non-Viability Trigger Event occurs where APRA provides a written determination to Suncorp that the conversion to Ordinary Shares or write off of Relevant Securities (including Capital Notes 2) in accordance with their terms or by operation of law is necessary because:<ul style="list-style-type: none">– without conversion to Ordinary Shares or write off, APRA considers that Suncorp would become non-viable; or– without a public sector injection of capital into, or equivalent capital support with respect to, Suncorp, APRA considers that Suncorp would become non-viable.
Conversion following a Non-Viability Trigger Event	<ul style="list-style-type: none">– Upon a Non-Viability Trigger Event occurring, Suncorp must immediately Convert some or all Capital Notes 2 to Ordinary Shares– If Conversion of Capital Notes 2 does not occur within 5 Business Days after the Trigger Event Date for any reason (including an Inability Event), then Conversion will not occur and Holder's rights with respect to those Capital Notes 2 are immediately and irrevocably Written-Off
Maximum Conversion Number	<ul style="list-style-type: none">– The number of Ordinary Shares a Holder receives upon Conversion is calculated using the formula on the previous page¹ but is capped at the Maximum Conversion Number– The Maximum Conversion Number is calculated as $\\$100 / (\text{Issue Date VWAP} \times \text{Relevant Fraction})$– The Relevant Fraction is 0.5 in relation to a Mandatory Conversion and 0.2 in the case of any other Conversion (including Conversion following a Non-Viability Trigger Event)– The Mandatory Conversion Conditions are intended to help protect Holders against receiving a number of Ordinary Shares limited to the Maximum Conversion Number and accordingly worth less than \$101 per Capital Note 2 (based on the VWAP during the 20 Business Days before the Mandatory Conversion Date)– Since there are no conditions to a Non-Viability Conversion, the number of Ordinary Shares a Holder may receive on account of a Non-Viability Conversion may be worth significantly less than \$101 per Capital Note 2 and a Holder may suffer a significant loss as a consequence

Note:

¹ See Conversion Number formula on page 22.

Capital Notes 2 key features

Ranking of Capital Notes 2 in a winding-up^{1,2}

	Type	Illustrative examples
Higher ranking  Lower ranking	Preferred and secured debt	Liabilities preferred by law including employee entitlements and secured creditors
	Unsubordinated and unsecured debt	Bonds and notes, trade and general creditors
	Subordinated and unsecured debt	SGL Subordinated Notes and other subordinated and unsecured debt obligations
	Perpetual and subordinated instruments	Capital Notes 2, CPS2, CPS3, Capital Notes 1 and any other securities expressed to rank equally with Capital Notes 2
	Ordinary Shares	Ordinary Shares

Notes:

- 1 The ranking of Holders in a winding-up will be adversely affected if a Non-Viability Trigger Event occurs. See Sections 1.3, 2.4.4 and 5.1.9 of the Prospectus.
- 2 For more information on ranking in a winding-up, see Section 1.3 of the Prospectus.

Capital Notes 2 key features

Key risks associated with an investment in Capital Notes 2

- Capital Notes 2 are not deposit or policy liabilities of Suncorp or any member of the Suncorp Group, are not protected accounts under the Banking Act or protected policies under the Insurance Act, and are not guaranteed by any government or other person
- The price at which Capital Notes 2 Holders are able to sell Capital Notes 2 on ASX is uncertain
- Unlike Ordinary Shares, Capital Notes 2 do not provide a material exposure to growth in the Suncorp Group's business
- There may be no liquid market for Capital Notes 2
- The market price of Suncorp Ordinary Shares may fluctuate due to various factors
- Distributions are discretionary and are only payable subject to no Payment Condition existing
- There is a risk that Distributions will not be paid, including where Suncorp determines in its absolute discretion not to pay a Distribution or where APRA objects to a Distribution payment
- The Distribution Rate will fluctuate over time (it may increase and/or decrease) as a result of movements in the Bank Bill Rate
- The amount of cash Distributions will also fluctuate with any change in the Franking Rate
- It is uncertain whether and when Capital Notes 2 may be Exchanged
- Holders have no right to request that their Capital Notes 2 be Exchanged. Unless their Capital Notes 2 are Exchanged, to realise their investment, Holders would need to sell their Capital Notes 2 on ASX at the prevailing market price. That price may be less than the Issue Price, and there may be no liquid market in Capital Notes 2
- If Conversion occurs following a Non-Viability Trigger Event, Holders are likely to receive Ordinary Shares that are worth significantly less than the Issue Price of Capital Notes 2
- Where Conversion does not occur for any reason (including an Inability Event) within 5 Business Days after the Trigger Event Date, those Capital Notes 2 which are required to be Converted will be Written-Off and all rights in relation to those Capital Notes 2 will be terminated
- In a winding-up of Suncorp, Capital Notes 2 rank for payment ahead of Ordinary Shares, equally with Equal Ranking Instruments (which include CPS2, CPS3 and Capital Notes 1), but behind all Senior Ranking Creditors
- See Sections 1.5 and 5.1 of the Prospectus for more information on risks associated with Capital Notes 2
- See Section 5.2 of the Prospectus for more information on risks associated with Suncorp and Suncorp Group

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Section 4

Offer process



Offer structure

Institutional Offer	<ul style="list-style-type: none">– Offer to certain institutional investors
Broker Firm Offer	<ul style="list-style-type: none">– Offer to Australian resident retail and high net worth clients of Syndicate Brokers
Reinvestment Offer	<ul style="list-style-type: none">– Offer to Eligible CPS2 Holders to reinvest the CPS2 in Capital Notes 2<ul style="list-style-type: none">– registered holders of CPS2 at 7:00pm (Sydney time) on 19 October 2017, shown on the applicable CPS2 register as having an address in Australia and not in the United States or acting for the account or benefit of a person in the United States
Securityholder Offer <i>(should it proceed)</i>	<ul style="list-style-type: none">– Offer to Eligible Securityholders<ul style="list-style-type: none">– registered holders of Suncorp Ordinary Shares, SML Floating Rate Notes, SGL Subordinated Notes, CPS2, CPS3 or Capital Notes 1 at 7:00pm (Sydney time) on 19 October 2017, shown on the applicable register as having an address in Australia and not in the United States or acting for the account or benefit of a person in the United States– Suncorp may make the Securityholder Offer available to Eligible Securityholders depending on the level of demand under the Bookbuild

Reinvestment Offer structure

What is the Reinvestment Offer?	<ul style="list-style-type: none"> – Under the Reinvestment Offer, Eligible CPS2 Holders may apply for some or all of the CPS2 registered in their name at 7:00pm (Sydney time) on 19 October 2017 to be repaid in the amount of \$100 per CPS2, and to have the proceeds applied on the Issue Date to the Application Payment for Capital Notes 2
Who is an Eligible CPS2 Holder?	<ul style="list-style-type: none"> – A CPS2 Holder who is: <ul style="list-style-type: none"> – a registered holder of CPS2 at 7:00pm (Sydney time) on 19 October 2017; – shown on the CPS2 register as having an address in Australia; and – not in the United States or acting for the account or benefit of a person in the United States.
Options for Eligible CPS2 Holders	<ul style="list-style-type: none"> – Option 1 - apply online or complete a paper Application Form to reinvest all or some of your CPS2 in Capital Notes 2 – Option 2 - apply through a Syndicate Broker to reinvest all or some of your CPS2 in Capital Notes 2 – Option 3 - take no action and your CPS2 will remain on issue in accordance with their terms
Pro Rata Dividend	<ul style="list-style-type: none"> – If you are an Eligible CPS2 Holder and your Application under the Reinvestment Offer is successful, you will receive a Pro Rata Dividend in respect of your Reinvestment CPS2, subject to the payment tests in the CPS2 Terms – This is because dividends will continue to accrue on your Reinvestment CPS2 until (but excluding) the Reinvestment CPS2 Repayment Date – The Pro Rata Dividend is expected to be \$0.8185 per Reinvestment CPS2 (refer to Section 6.2 of the Prospectus) and is expected to be fully franked.
Differences between CPS2 and Capital Notes 2	<ul style="list-style-type: none"> – Capital Notes 2 and CPS2 have different rights, benefits and risks – A comparison of the key features is summarised in Section 6.3 of the Prospectus. That comparison is not intended to be exhaustive
What happens to CPS2 not reinvested?	<ul style="list-style-type: none"> – Your CPS2 will remain on issue in accordance with their terms – Suncorp may elect to either redeem, convert or resell the CPS2 on 18 December 2017, but no decision has yet been made

Key dates¹

Key dates for the Offer	Date
Record date for determining Eligible Securityholders	19 October 2017
Lodgement of Prospectus with ASIC	23 October 2017
Bookbuild	30 October 2017
Announcement of the Margin	30 October 2017
Lodgement of the replacement Prospectus with ASIC	31 October 2017
Opening Date for Broker Firm Offer and the Securityholder Offer (should it proceed)	31 October 2017
Closing Date for the Securityholder Offer (should it proceed) (5:00pm, Sydney time)	17 November 2017
Closing Date for the Broker Firm Offer (excluding applications in respect of the Reinvestment Offer) (10:00am, Sydney time)	23 November 2017
Issue Date	24 November 2017
Capital Notes 2 commence trading on ASX (deferred settlement basis)	27 November 2017
Holding Statements despatched by	29 November 2017
Capital Notes 2 commence trading on ASX (normal settlement basis)	30 November 2017
Key dates for Capital Notes 2	
First Distribution Payment Date	19 March 2018
Optional Exchange Date	17 June 2024
Scheduled Mandatory Conversion Date	17 June 2026
Key dates for CPS2 Holders	
Record date for determining Eligible CPS2 Holders for the Reinvestment Offer	19 October 2017
Opening Date for the Reinvestment Offer	31 October 2017
Closing Date for the Reinvestment Offer (5:00pm, Sydney time)	17 November 2017
Closing Date for the Broker Firm Offer (applications in respect of the Reinvestment Offer) (5:00pm, Sydney time)	17 November 2017
Reinvestment CPS2 Repayment Date and, subject to the payment tests in the CPS2 Terms, payment date for Pro Rata Dividend in respect of the Reinvestment CPS2	24 November 2017
Optional exchange date for remaining CPS2	18 December 2017

Note:

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

Contact directory

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Further information			
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Appendix 1 - Comparison between Capital Notes 2 and other types of investments¹

	Standard term deposit	SGL Subordinated Notes	Suncorp CPS2 and CPS3	Suncorp Capital Notes 1	Suncorp Capital Notes 2	Suncorp Ordinary Shares
Issuer	- Suncorp-Metway Limited	- Suncorp Group Limited	- Suncorp Group Limited	- Suncorp Group Limited	- Suncorp Group Limited	- Suncorp Group Limited
Legal form	- Bank deposit	- Unsecured, subordinated debt	- Preference share	- Unsecured, subordinated debt	- Unsecured, subordinated debt	- Ordinary share
Maturity	- One month to five years	- 22 November 2023	- Perpetual	- Perpetual	- Perpetual	- Perpetual
Ranking in winding-up	- Senior to general unsecured creditors of Suncorp-Metway Limited	- Junior to all senior creditors but senior to CPS2, CPS3, Capital Notes 1, Capital Notes 2 and Ordinary Shares	- Equally with CPS2, CPS3, Capital Notes 1 and Capital Notes 2	- Equally with CPS2, CPS3 and Capital Notes 2	- Equally with CPS2, CPS3 and Capital Notes 1 ²	- Junior to all creditors, including Capital Notes 2 ²
Transferable on market	- Term deposits are not listed	- Yes – quoted on ASX	- Yes – quoted on ASX	- Yes – quoted on ASX	- Yes – quoted on ASX	- Yes – quoted on ASX
Protection under Financial Claims Scheme	- Yes ³	- No	- No	- No	- No	- No
Distribution Rate	- Interest rate is fixed (varies across different amounts, terms and interest payment arrangements)	- Floating (BBSW + 2.85% p.a.)	- Floating - CPS2: (BBSW + 4.65% p.a.) - CPS3: (BBSW + 3.40% p.a.)	- Floating (BBSW + 4.10% p.a.)	- Floating (Bank Bill Rate + Margin expected to be in the range of 3.65%–3.85% determined under the Bookbuild)	- Variable dividends
Distribution frequency	- Monthly, quarterly, semi-annually, annually or on maturity depending on the term	- Quarterly	- Quarterly	- Quarterly	- Quarterly	- Semi-annually
Distribution discretionary	- No	- No	- Yes	- Yes	- Yes	- Yes
Distribution cumulative	- Interest payments cannot be waived or deferred	- Cumulative	- Non-cumulative	- Non-cumulative	- Non-cumulative	- Non-cumulative
Restriction on Ordinary Share Dividends if distribution not paid	- No	- No	- Yes, until the next distribution payment date	- Yes, until the next distribution payment date	- Yes, until the next distribution payment date	- n/a
Franking	- Interest payments are not franked	- Unfranked	- Expected to be fully franked	- Expected to be fully franked	- Expected to be fully franked	- Expected to be fully franked
Non-Viability Conversion or Write-Off	- No	- Yes	- Yes	- Yes	- Yes	- No
Treated by APRA as regulatory capital	- No	- Yes, Tier 2 Capital when deployed to Regulated Entities	- Yes, Eligible Additional Tier 1 Capital	- Yes, Eligible Additional Tier 1 Capital	- Yes, Eligible Additional Tier 1 Capital	- Yes, Common Equity Tier 1 Capital
Mandatory conversion to ordinary shares	- No	- No	- Yes, on a scheduled mandatory conversion date, or for loss absorption	- Yes, on 17 June 2024, or upon specified events (e.g. acquisition or non-viability trigger event)	- Yes, on 17 June 2026, or upon an Acquisition Event or Non-Viability Trigger Event ⁴	- n/a

Notes:

¹ For more information on the comparison between Capital Notes 2 and other types of investments, see Section 1.4 of the Prospectus.

² The ranking of Holders in a winding-up will be adversely affected if a Non-Viability Trigger Event occurs. See Sections 1.3, 2.4.4 and 5.1.9 of the Prospectus.

³ Up to \$250,000 in aggregate per Australian deposit taking institution (ADI) declared subject to the Financial Claims Scheme across all accounts that an account holder has with the Australian ADI.

⁴ Conversion is subject to conditions except in the case of Conversion following a Non-Viability Trigger Event.