

8 May 2014

SUNCORP CLOSSES CPS3 OFFER RAISING \$400 MILLION

Suncorp Group Limited ("Suncorp") has confirmed the allocation policy applicable to its offer of convertible preference shares ("CPS3"). The offer, which has now been completed, raised \$400 million, with four million CPS3 issued for \$100 each.

Allocation policy

Due to the large volume of applications received under the Securityholder Offer, it has not been possible to allocate to all Securityholder Offer Applicants the full amount of CPS3 for which they applied. Securityholder Applicants have been allocated the following number of CPS3:

Number of CPS3 applied for	CPS3 allocated
50 – 300	100%
301 – 500	300 CPS3 plus an additional 23% of CPS3 applied for between 301 and 500
Above 500	346 and no additional CPS3 applied for above 500

Securityholder Offer Applicants can confirm their allocations regarding CPS3 by telephoning the CPS3 Offer Information Line (details below).

A scale back was also applied to Syndicate Brokers under the Bookbuild process. Broker Firm Applicants can confirm their allocations with their broker or by telephoning the CPS3 Offer Information Line (details below).

The basis for allocations is described in the attached advertisement, which will be published tomorrow, 9 May 2014, in The Australian, the Australian Financial Review, The Age, The Courier-Mail and The Sydney Morning Herald.

Trading on ASX

The CPS3 were issued today, 8 May 2014 and are expected to begin trading on a deferred settlement basis on the ASX at approximately 12:00pm (Sydney time) on 9 May 2014 under the ASX code "SUNPE". Trading on a normal settlement basis is expected to commence on 14 May 2014.

Holding statements and Transaction Confirmation statements

CHESS Transaction Confirmation statements and Issuer Sponsored Holding statements stating the number of CPS3 issued to each successful applicant are expected to be despatched to CPS3 holders by 13 May 2014. Any refunds are also expected to be despatched by this date.

All successful applicants are responsible for determining and confirming the number of CPS3 allocated to them prior to selling any CPS3. Applicants who sell CPS3 before receiving their CHESS Transaction Confirmation statement or Issuer Sponsored Holding statement do so at their own risk.

Dividend Rate and first quarterly Dividend Payment Date

The first quarterly Dividend payment will be \$0.4667 per CPS3 and is expected to be paid on 17 June 2014 (subject to certain Dividend Payment Tests).

The Dividend Rate for the first Dividend Period will be 4.2583% per annum. This has been determined under the CPS3 Terms as follows:

Bank Bill Rate (90 day bank bill swap rate on 8 May 2014):	2.6833% p.a.
plus Margin:	3.40% p.a.
Equivalent unfranked Dividend Rate:	6.0833% p.a.
Multiplied by (1-T):	x 0.70
Fully franked Dividend Rate =	4.2583% p.a.

The first quarterly Dividend will cover a Dividend Period of 40 days from the issue date of 8 May 2014 to (but excluding) the first Dividend Payment Date of 17 June 2014 and is expected to be fully franked.

Maximum Conversion Number

The Issue Date Volume Weighted Average Price ("VWAP") has been calculated as \$12.92.

For the purposes of the Conversion calculations outlined in the CPS3 Prospectus, the Maximum Conversion Number based on the Issue Date VWAP of \$12.92 is:

- 15.4847 Ordinary Shares per CPS3 in the case of a Mandatory Conversion; and
- 38.7116 Ordinary Shares per CPS3 in the case of any other Conversion.

Participation by Suncorp directors and their related persons

The number of CPS3 issued to Suncorp directors and their related persons (being their spouses, parents, children and associates) was 323 in aggregate. This represents 0.0081% of the total number of CPS3 that were issued.

For more information contact:

Securityholders:

CPS3 Offer Information Line:
1300 882 012 (within Australia)
+61 1300 882 012 (outside Australia)
Monday to Friday—8:00am to 7:30pm (Sydney time).

Media:

Analysts/Investors:

Michelle Barry, 0402 892 789
Nick Perchey, 0410 692 512

Definitions

Unless otherwise defined, capitalised words used in this announcement have the meanings given to them in the Prospectus.

Holders of CPS 3

Included below is a statement of the twenty largest holders of CPS3, the number and percentage of CPS3 held by those holders and a distribution schedule of the number of CPS3 holders.

Top 20 Holders			
Rank	Name	Total Units	% IC
1	UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	786581	19.66
2	NATIONAL NOMINEES LIMITED	118000	2.95
3	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	105401	2.64
4	MCA CASH MANAGEMENT FUND LIMITED	95000	2.38
5	J P MORGAN NOMINEES AUSTRALIA LIMITED	81800	2.05
6	NAVIGATOR AUSTRALIA LTD <MLC INVESTMENT SETT A/C>	52620	1.32
7	WILLIMBURY PTY LTD	50000	1.25
8	EASTCOTE PTY LTD <VAN LIESHOUT FAMILY A/C>	39000	0.98
9	UCA CASH MANAGEMENT FUND LTD	37559	0.94
10	SAILBIRD HOLDINGS LTD	35700	0.89
11	UBS NOMINEES PTY LTD	35395	0.88
12	UCA CASH MANAGEMENT FUND LIMITED	28000	0.7
13	AUSTRALIAN EXECUTOR TRUSTEES LIMITED <NO 1 ACCOUNT>	26550	0.66
14	FOPAR NOMINEES PTY LTD	25000	0.63
15	DR ANDREW ALEXANDER CHANG	23000	0.58
16	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <PISELECT>	23000	0.58
17	G C F INVESTMENTS PTY LTD	20000	0.5
18	GCF INVESTMENTS PTY LTD	19500	0.49
19	JONWEN INVESTMENTS PTY LTD	18500	0.46
20	DANIEL PRYOR AND ASSOCIATES PTY LTD <PRYOR FAMILY A/C>	15000	0.38

Distribution Schedule			
Ranges	Investors	Securities	%IC
1 to 1000	4313	1243597	31.09
1001 to 5000	317	733554	18.34
5001 to 10000	38	290558	7.26
10001 to 100000	25	722309	18.06
100001 and Over	3	1009982	25.25
Total	4696	4000000	100

Ends

Important notice to all applicants under the Suncorp Group Limited CPS3 (CPS3) offer

9 May 2014

Suncorp Group Limited (ABN 66 145 290 124) (Suncorp) is pleased to announce that the offer of CPS3 (Offer) has successfully closed, raising \$400 million (prior to Offer expenses). Through the Offer, 4 million CPS3 have been issued at \$100 each.

Allocation policy

The CPS3 allocation policy is described below.

- Due to the large volume of applications received under the Securityholder Offer, it has not been possible to allocate to all Securityholder Offer Applicants the full amount of CPS3 for which they applied. Securityholder Applicants have been allocated the following number of CPS3:

Number of CPS3 applied for	CPS3 allocated
50 – 300	100%
301 – 500	300 CPS3 plus an additional 23% of CPS3 applied for between 301 and 500
Above 500	346 CPS3 and no additional CPS3 applied for above 500

- A scale back was also applied to Syndicate Brokers under the Bookbuild process. Allocations to Syndicate Brokers were determined by Suncorp and the Joint Lead Managers pursuant to the Bookbuild completed on 1 April 2014.
- Allocations to Broker Firm Applicants by a Syndicate Broker were at the discretion of that Syndicate Broker.
- Applications that were accompanied by cheques that were subsequently dishonoured and online Applications for which BPAY® payments were not received have not received an allocation.
- Securityholder Offer Applicants and Broker Firm Offer Applicants can obtain information about their allocation of CPS3 by calling the CPS3 Offer Information Line on the numbers provided below.
- Broker Firm Applicants can also confirm their allocation of CPS3 with their Syndicate Broker from whom they received their allocation.

Deferred settlement trading

CPS3 are expected to commence trading on the Australian Securities Exchange (ASX) on a deferred settlement basis today at approximately 12.00pm (Sydney time) under the ASX code "SUNPE".

Trading of CPS3 is expected to commence on a normal settlement basis on Monday, 14 May 2014.

All successful applicants are responsible for confirming the number of CPS3 allocated to them prior to selling any CPS3.

Applicants who sell CPS3 before receiving their CHESST Transaction Confirmation statement or Issuer Sponsored Holding statement do so at their own risk (even if they obtained information on their allotment from the CPS3 Offer Information Line or from their Syndicate Broker).

Holding Statements and Transaction Confirmation Statements

CHESST Transaction Confirmation statements and Issuer Sponsored Holding statements stating the number of CPS3 issued to each successful applicant are expected to be despatched by 13 May 2014. Any refunds are also expected to be despatched by this date.

Further information

Applicants may call their Syndicate Broker or the CPS3 Offer Information Line on 1300 882 012 (within Australia) or +61 1300 882 012 (outside Australia) between 8:00am and 7:30pm (Sydney time) Monday to Friday (as applicable) to confirm their CPS3 allocation.

Unless otherwise defined, capitalised terms in this advertisement have the same meaning given to them in the replacement Prospectus dated 8 April 2014, which is available at www.suncorpgroup.com.au/cps3. The Offer has now closed, but offers of CPS3 were made under and in accordance with the Prospectus and subscriptions for CPS3 were made through application forms accompanying the Prospectus. This advertisement contains general information only and does not take into account the investment objectives, financial situation or particular needs of any investor (including financial and tax issues). Investors should obtain their own independent advice from a qualified financial advisor having regard to their own investment objectives, financial situation and needs. CPS3 have not been, and CPS3 will not be, registered under the US Securities Act of 1933, as amended (US Securities Act) or the securities laws of any state or other jurisdiction of the United States. CPS3 may not be offered, sold or resold in the United States, or to, or for the account or benefit of, a US person (as defined in the US Securities Act), except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

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