



Suncorp-Metway Ltd
 ABN 66 010 831 722

PROXY FORM

Please return your Proxy forms to:
 Link Market Services Limited
 Level 12, 300 Queen Street, Brisbane, QLD 4000
 PO Box A118, Sydney South, NSW 1234 Australia
 Telephone: 1300 882 012
 Facsimile: (02) 9287 0309
 ASX Code: SUN
 Website: www.linkmarketservices.com.au

You can also lodge your vote online at
 www.linkmarketservices.com.au

Suncorp-Metway Ltd ABN 66 010 831 722
 Registered Office: Level 18 Suncorp Centre
 36 Wickham Terrace, Brisbane Qld 4000

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Appointment of Proxy

I/We, being a member/s of Suncorp-Metway Ltd and entitled to attend and vote hereby appoint the following person as 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 you wish to appoint as proxy (shareholders cannot appoint themselves).

or failing the person named or if no person is named, **the Chairman of the Meeting** to vote for me in accordance with the following directions (or if no directions are given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2.30pm on Wednesday 31 October 2007 in Meeting Rooms 3 and 4, Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Brisbane or at any adjournment of that meeting. **The Chairman intends to vote undirected proxies in favour of the resolutions.**

Voting Directions: To direct your proxy how to vote on any resolution please insert in the appropriate box below. If you do not mark a box, your proxy may vote as he/she thinks fit.

ORDINARY BUSINESS	For	Against	Abstain*
2. Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Directors			
(a) Dr C Hirst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr M D Kriewaldt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr J D Story	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, 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.

Appointment of Second Proxy: A shareholder who is entitled to cast two or more votes may appoint up to two persons (whether shareholders or not) to attend the meeting and vote. If you appoint a second proxy, state below the proportion or number of your voting rights given to the proxy appointed on this form (an additional proxy form will be supplied on request). If you don't specify a proportion or number each proxy can exercise half of your voting rights.

% or number

Lodgement of Proxy: Only those proxies lodged with the Company's share registry, Link Market Services, no later than 2.30pm on Monday 29 October 2007 (being 48 hours before the commencement of the meeting) will be considered valid. Instructions on how to lodge a proxy are provided in the Notice of Meeting on the reverse side of this form.

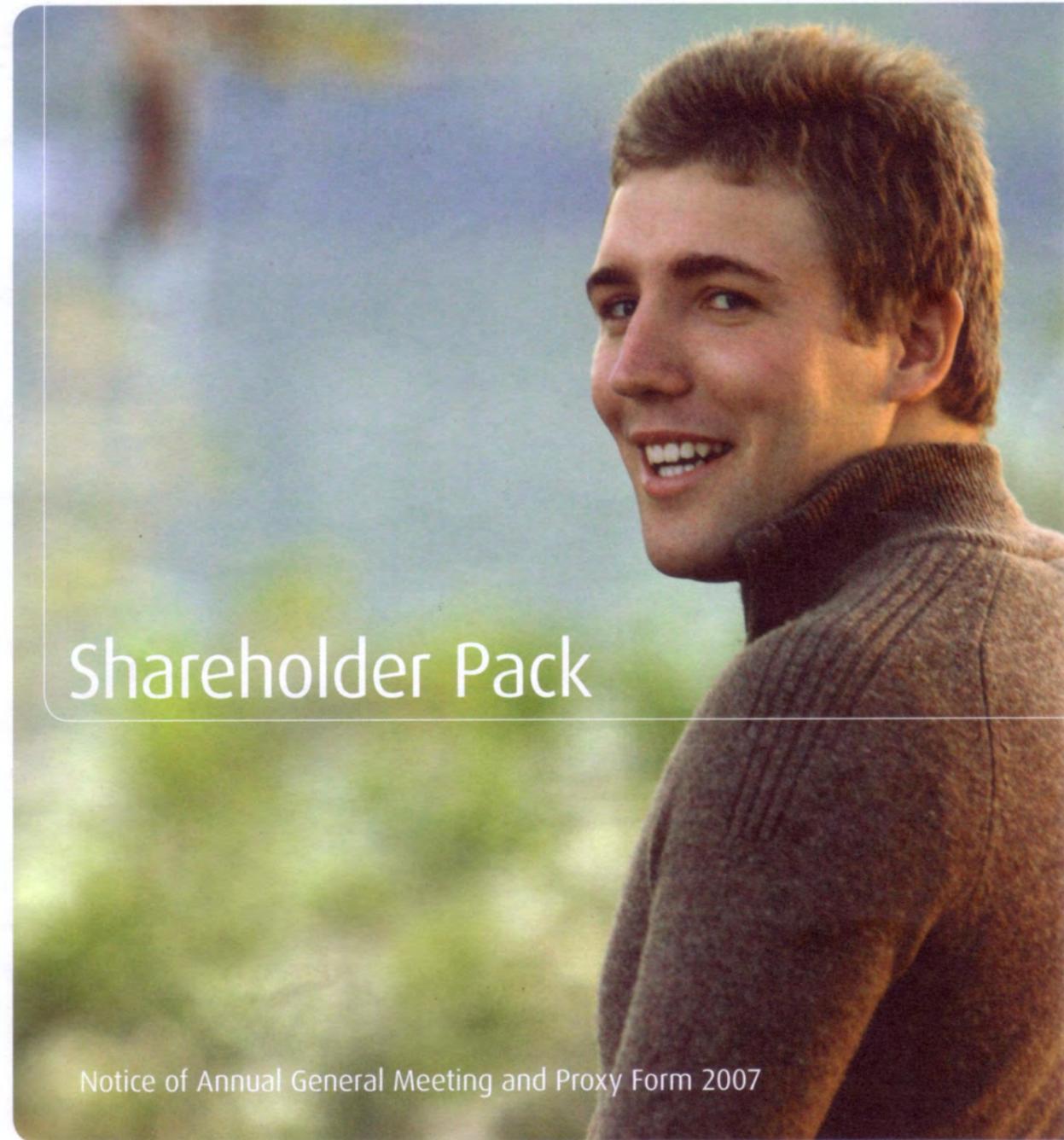
SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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 securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* 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 securityholding. Your personal information may be disclosed to the entity in which you hold shares. 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).

SUN PRX741



Shareholder Pack

Notice of Annual General Meeting and Proxy Form 2007

Chairman's Letter to Shareholders



Dear Shareholder

On behalf of the Board I am pleased to invite you to the Suncorp-Metway Ltd 2007 Annual General Meeting to be held on Wednesday 31 October in Meeting Rooms 3 and 4, Brisbane Convention & Exhibition Centre, cnr of Merivale and Glenelg Streets, South Brisbane.

The meeting is scheduled to commence at 2.30pm (Brisbane time) and will also be webcast live on Suncorp's website at www.suncorp.com.au

Registration is from 1.30pm.

Included with your Notice of Meeting is a personalised Proxy Form and an Explanatory Memorandum. If you are attending the meeting, please bring the Notice of Meeting with you as it contains a barcode that will make registration easier.

Shareholders who will not be attending can lodge a proxy vote either online at www.linkmarketservices.com.au, by mail using the reply paid envelope provided, or by faxing the form to the share registry, Link Market Services Limited, on (02) 9287 0309.

Your proxy must be received at the share registry offices no later than 2.30pm (Brisbane time) on Monday 29 October to be valid.

Customer information booths will be available outside the meeting room should shareholders wish to discuss the Company's banking, insurance or investment services.

At the conclusion of the meeting, I invite you to join the Directors and the Group Executive for afternoon tea.

Kind regards

John Story
Chairman

NOTICE OF ANNUAL GENERAL MEETING Wednesday 31 October 2007

The 19th Annual General Meeting of Suncorp-Metway Ltd ("Company") will be held at 2.30pm on Wednesday, 31 October 2007 in Meeting Rooms 3 and 4, Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Brisbane.

Ordinary Business

1 Financial Reports

To receive and consider the Financial Report and the Reports of the Directors' and the Auditor for the year ended 30 June 2007.

2 Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2007.

(The vote on this resolution is advisory only and does not bind the directors or the Company).

3 Re-election of Directors

To elect directors in accordance with Article 14(5) of the Company's Constitution:

- (a) Dr C Hirst retires by rotation and offers herself for re-election;
- (b) Mr M D Kriewaldt retires by rotation and offers himself for re-election;
- (c) Mr J D Story retires by rotation and offers himself for re-election.

By Order of the Board

C R Chuter
Corporate Secretary
28 September 2007

Entitlement to Attend and Vote

For the purpose of the meeting, persons who are registered holders of ordinary shares as at 7.00pm Sydney time on Monday, 29 October 2007 will be voting members.

Voting by Proxy

Shareholders are entitled to appoint a proxy to vote on their behalf at the meeting and can do so by;

- (a) completing the Proxy Form on the reverse side of this Notice of Meeting and returning it either;
 - to the Company's Share Registry at Link Market Services, Level 12, 300 Queen Street Brisbane or;
 - in the reply paid envelope provided; or
 - by fax to Link Market Services on (02) 9287 0309; or
- (b) by lodging the Proxy Vote online at www.linkmarketservices.com.au

Only those proxies lodged with the Company's share registry, Link Market Services, no later than 2.30pm Brisbane time on Monday 29 October 2007 (being 48 hours before the commencement of the meeting) will be considered valid.

The person appointed as proxy does not need to be a member of the Company and a shareholder can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, a *Certificate of Appointment of a Corporate Representative* must also be lodged.

If a shareholder who has appointed a proxy attends the meeting, the proxy appointment is suspended in accordance with the provisions of the Corporations Act.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read that document in full.

If you have any questions regarding the meeting, please phone the share registry on 1300 882 012

If you are attending this meeting – please bring this notice with you