



# Notice of Annual General Meeting

Tuesday 28 October 2008

**The 20th Annual General Meeting of Suncorp-Metway Ltd ('Company') will be held at 2.30pm on Tuesday, 28 October 2008 in the Ballroom, Sofitel Hotel, 249 Turbot Street, Brisbane.**

## Ordinary business

### 1. Discussion of financial reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2008.

### 2. Remuneration report

To adopt the Remuneration report for the year ended 30 June 2008.

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

### 3. Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- a. That Mr W J Bartlett, who retires in accordance with clause 14(3) of the Company's constitution be re-elected a director of the Company
- b. That Mr C Skilton, who retires in accordance with clause 14(3) of the Company's constitution be re-elected a director of the Company, and
- c. That Dr Z E Switkowski, who retires in accordance with clause 14(3) of the Company's constitution be re-elected a director of the Company.

## Special business

### 4. Adoption of new constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

That the constitution tabled at the meeting be adopted in substitution for and to the exclusion of the Company's current constitution effective from the close of the meeting.

### 5. Approval of previous share issues

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- a. That shareholders approve the issue of 15,924,605 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum
- b. That shareholders approve the issue of 7,350,000 Convertible Preference Shares (CPS) to the parties, for the purposes and on the terms set out in the Explanatory Memorandum
- c. That shareholders approve the issue of 13,539,048 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum
- d. That shareholders approve the issue of 23,117,956 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum

By Order of the Board

### C R Chuter

Corporate Secretary  
26 September 2008

### Entitlement to attend and vote

For the purpose of the meeting, persons who are registered holders of ordinary shares as at 3.30pm Sydney time on Sunday, 26 October 2008 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](http://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 Sunday, 26 October 2008 (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 and Addendum accompanies and forms part of this Notice of Meeting. Shareholders should read these documents in full.

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