

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **SUNCORP GROUP LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	05 April 2019
The previous notice was given to the company on	02 April 2019
The previous notice was dated	02 April 2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	91,599,706	7.05%	71,356,601	5.50%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD	COMMON STOCK	COMMON STOCK
01-Apr-2019	FIL	BUY	13.7473	104,787	104,787
01-Apr-2019	FIL	BUY	13.7473	95,371	95,371
01-Apr-2019	FIL	BUY	13.7473	2,995	2,995
01-Apr-2019	FIL	BUY	13.7473	132,969	132,969
02-Apr-2019	FIL	BUY	13.7885	161,631	161,631
02-Apr-2019	FIL	BUY	13.7885	147,109	147,109
02-Apr-2019	FIL	BUY	13.7885	4,619	4,619
02-Apr-2019	FIL	BUY	13.7885	205,101	205,101
03-Apr-2019	FIL	BUY	13.9000	8,984	8,984
05-Apr-2019	FIL	SELL	13.5700	21,106,671	21,106,671

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A



Sign Here _____

Dated: 09 April 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion / Voting Power	219,225
		JP MORGAN, BOURNEMOUTH (C)		37,560,541
		NATIONAL ASTL BK MELBOURNE (S)		5,785,722
		NORTHERN TRUST LONDON (C)		6,977,208
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON		7,566,518
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	JP MORGAN, BOURNEMOUTH (C)		62,747
		MASTER TRUST BANK OF JAPAN (C)		2,724
		NOMURA TRUST AND BANKING (C)		43,582
FIL INVESTMENTS	Oakhill House, 130	BROWN BROS HARRIMN	10,419,819	

INTERNATIONAL	Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	LTD LUX (C)		
		JP MORGAN, BOURNEMOUTH (C)		2,689,748
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		28,767
Grand Total				71,356,601