

Shareholder Pack 2008/09

Notice of Annual General Meeting, proxy form and explanatory memorandum

For personal use only

'Nothing beats knowing you're helping someone when they really need it, giving them peace of mind when they have no security.'

Katherine Joseph, Case manager, Asteron, Wellington, New Zealand

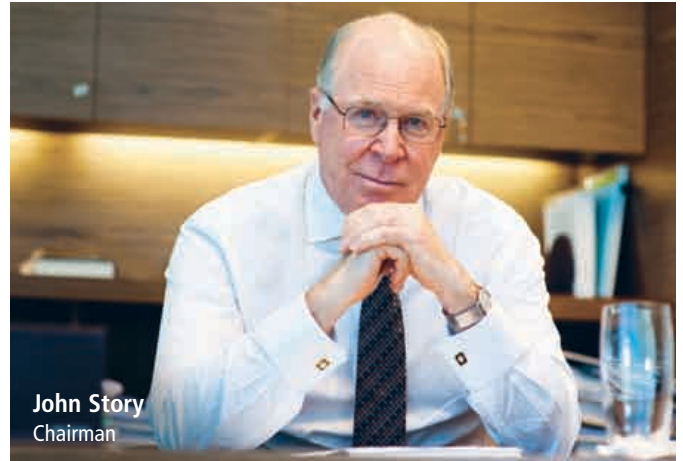


Dream. Build. Protect.



Chairman's letter to shareholders

25 September 2009



John Story
Chairman

Dear Shareholder

On behalf of the Board I am pleased to invite you to the Suncorp-Metway Ltd 2009 Annual General Meeting (AGM) to be held on Wednesday 28 October in the Plaza Ballroom, Brisbane Convention & Exhibition Centre (corner of Merivale and Glenelg Streets) South Brisbane.

The meeting is scheduled to start at 2.30pm (Brisbane time) and will also be webcast live on Suncorp's website at www.suncorpgroup.com.au. Registration is from 1.30pm.

Holders of ordinary shares

If you are a holder of Suncorp ordinary shares, your documentation includes a personalised proxy form and an explanatory memorandum as well as the notice of meeting.

If you are attending the meeting, please bring the notice of meeting with you as it contains a barcode that will make registration easier.

Ordinary shareholders who will not be attending the meeting can lodge their proxy vote either online at www.linkmarketservices.com.au,

by mail using the reply paid envelope provided, or by faxing the proxy 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 26 October 2009 to be valid.

Online proxy voting instructions

If you would like to lodge your proxy vote online, you will require your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to log onto the share registry website www.linkmarketservices.com.au.

To lodge your proxy vote electronically:

- click on the 'Investors' tab; under 'Issuer' select 'Suncorp-Metway Ltd'
- enter your SRN/HIN in 'Holder Identifier'
- enter your last name or company name in 'Surname or Company Name'
- enter your postcode or country code in 'Australia Postcode or Country Code'
- then click 'Validate'
- select 'Proxy Voting' from the menu on the right and follow the prompts to lodge your proxy vote electronically.

Other shareholders

I also welcome the holders of Suncorp reset preference shares or Suncorp convertible preference shares to the AGM. However, only ordinary shareholders are entitled to vote on the business of the meeting.

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

Yours sincerely

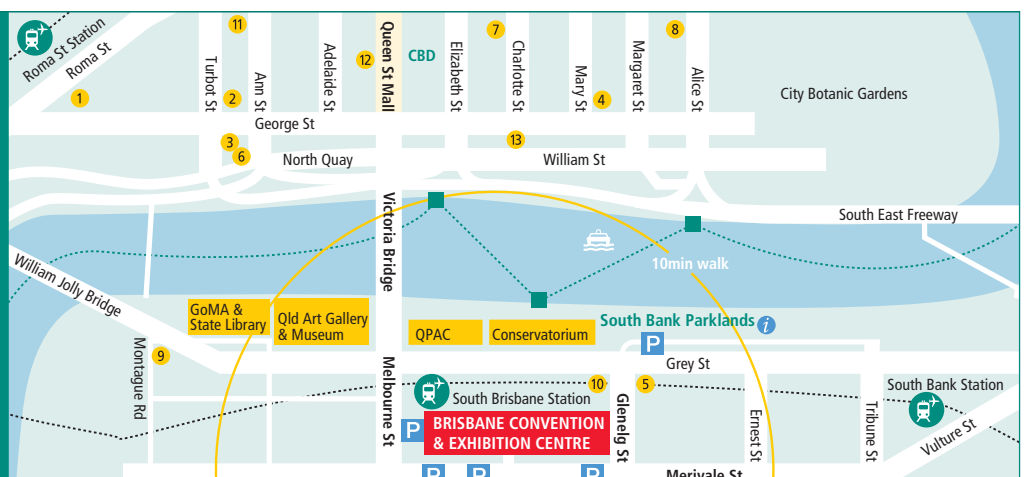
John Story
Chairman

If you have any questions about the meeting, please phone our share registry, Link Market Services Limited, on 1300 882 012.

If you wish to submit a written question for consideration by the Board before the meeting, please email investor.relations@suncorp.com.au or write to GPO Box 1453, Brisbane, Qld 4001.

The AGM will be held in the Plaza Ballroom at the Brisbane Convention & Exhibition Centre, South Brisbane Qld 4101.

- 1 Abbey Apartments
- 2 Hotel George Williams
- 3 Hotel Ibis Brisbane
- 4 Marque Hotel Brisbane
- 5 Mantra South Bank
- 6 Mercure Hotel
- 7 Oaks Festival Towers
- 8 Quay West Suites
- 9 Riverside Hotel South Bank
- 10 Rydges South Bank
- 11 Sebel and Citigate King George Square
- 12 The Chifley at Lennons Hotel
- 13 Treasury Brisbane Hotel



Notice of Annual General Meeting

Wednesday 28 October 2009

The 21st Annual General Meeting of Suncorp-Metway Ltd ('the Company') will be held at 2.30pm (Brisbane time) on Wednesday, 28 October 2009 in the Plaza Ballroom at the Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Brisbane Qld 4101.



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 2009.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2009.

(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 separate ordinary resolutions:

- That Dr I D Blackburne who retires in accordance with clause 24.7 of the Company's Constitution be re-elected a director of the Company
- That Ms P J Dwyer who retires in accordance with clause 24.7 of the Company's Constitution be re-elected a director of the Company
- That Mr E J Kulk who retires in accordance with clause 24.7 of the Company's Constitution be re-elected a director of the Company, and
- That Mr G T Ricketts who retires in accordance with clause 24.7 of the Company's Constitution be re-elected a director of the Company.

Special Business

4. Amendment of the Constitution

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

That the Company's Constitution be amended by:

- replacing clause 24.2(a) with the following:

"Until the Effective Date, at least the prescribed number of Directors, one of whom must be the Managing Director, must be ordinarily resident in Queensland."

- inserting the following new paragraph in clause 24.2:

"(c) With effect on and from the Effective Date, the Managing Director must be ordinarily resident in Queensland"; and

- inserting in clause 3.1 in the appropriate alphabetical order the following: 'Effective Date' means the date on which amendments to the Facilitation Act which require this Constitution to contain a clause substantially in the terms of clause 24.2(c) become binding on the Company. 'Facilitation Act' means the State Financial Institutions and Metway Merger Facilitation Act 1996 (Qld) (as amended).

By Order of the Board

C R Chuter

Corporate Secretary

25 September 2009

Entitlement to attend and vote

For the purpose of the meeting, persons who are registered holders of ordinary shares as at 7pm Sydney time on Monday 26 October 2009 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:

- 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 Limited Level 19, 324 Queen Street Brisbane, Qld 4000, or
- in the reply paid envelope provided, or
- by fax to Link Market Services Limited on 02 9287 0309, or

- lodging the proxy vote online at www.linkmarketservices.com.au

Only those proxies lodged with Link Market Services Limited no later than 2.30pm Brisbane time on Monday, 26 October 2009 (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 2001*.

An explanatory memorandum 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.



Suncorp-Metway Ltd
 ABN 66 010 831 722

LODGE YOUR VOTE

By mail:
 Suncorp-Metway Ltd
 PO Box A50
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

ONLINE www.linkmarketservices.com.au

All enquiries to:
Telephone: 1300 882 012



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Suncorp-Metway Ltd and entitled to attend and vote hereby appoint:

STEP 1 **APPOINT A 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 or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:30pm on Wednesday, 28 October 2009, in the Plaza Ballroom, Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Brisbane, Qld 4101 and at any adjournment or postponement of the meeting.

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. The Chairman intends to vote undirected proxies in favour of each resolution.

STEP 2 **VOTING DIRECTIONS**

ORDINARY BUSINESS	For	Against	Abstain*	SPECIAL BUSINESS	For	Against	Abstain*
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Amendment of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Directors							
(a) Dr I D Blackburne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(b) Ms P J Dwyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(c) Mr E J Kulk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(d) Mr G T Ricketts	<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 in computing the required majority on a poll.

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 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. In accordance with the Company's constitution, where a shareholder has appointed more than one proxy, none of the appointed proxies are entitled to vote on a show of hands. However those proxies would be entitled to vote on a poll.

% or number

Lodgement of Proxy: Only those proxies lodged with the Company's share registry, Link Market Services, no later than 2:30pm (Brisbane time) on Monday, 26 October 2009 (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.

STEP 3 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).

SUN PRX901

For personal use only

