



**Suncorp-Metway Limited ABN 66 010 831 722**

16 February 2009

Dear Shareholder

### **Suncorp Entitlement Offer – Notification to Ineligible Retail Shareholders**

Suncorp-Metway Limited (**Suncorp**) is in the process of raising up to A\$1.3 billion (underwritten to \$855 million<sup>1</sup>) of new equity capital through an accelerated pro-rata non-renounceable entitlement offer (**Entitlement Offer**) and institutional placement (**Offer**). Details are as announced to the Australian Securities Exchange (**ASX**) on 5 February 2009. Under the Offer, new Suncorp shares (**New Shares**) are being offered at an offer price of \$4.50 per New Share.

The Entitlement Offer consists of an institutional entitlement offer (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**).

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are shareholders who:

- (a.) were registered as a Suncorp shareholder as at 7.00pm (AEDT) on the Record Date;
- (b.) have a registered address in Australia or New Zealand;
- (c.) are not in the United States and are not "U.S. persons" (as defined under Regulation S under the United States Securities Act of 1933, as amended (**Securities Act**)) (**U.S. Persons**) and are not acting for the account or benefit of U.S. Persons;
- (d.) were not an institutional shareholder eligible to participate under the Institutional Entitlement Offer (or an ineligible institutional shareholder); and
- (e.) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Unfortunately, as you do not satisfy the eligibility criteria for an Eligible Retail Shareholder, Suncorp is unable to extend to you the opportunity to participate in the Retail Entitlement Offer.

Under the terms of the Retail Entitlement Offer, you are not eligible to subscribe for New Shares and you will not be sent a copy of the Offer documents.

This letter is to inform you about the Retail Entitlement Offer, the details of which are provided below and is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter.

<sup>1</sup> Subject to no termination rights arising under the underwriting agreement prior to settlement on 18 February 2009.

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The restrictions upon eligibility are because of legal limitations in some countries, the relatively small number of shareholders there, the small number of shares they hold and the potential cost of complying with regulatory requirements in those countries. Suncorp has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in all countries in connection with the Retail Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), **Suncorp wishes to advise you that it will not be extending the Retail Entitlement Offer to you.**

If you have any questions in relation to any of the above matters and this letter, please seek professional advice or contact the Suncorp Entitlement Offer Information Line on 1300 851 394 (from within Australia) or +61 8280 7912 (from outside Australia) at any time between 8.30am and 5.00pm (AEDT) Monday to Friday during the offer period.

### **Entitlement Offer Details**

The Entitlement Offer is being made by Suncorp in accordance with section 708AA of the Corporations Act 2001, as notionally modified by ASIC Class Order 08/35. The Offer also includes an institutional placement of New Shares (**Institutional Placement**). The Retail Entitlement Offer is being made to eligible retail shareholders, as outlined above, on the basis of 1 New Share for every 5 existing shares held at 7.00pm (AEDT) on the record date (**Entitlement**). The record date is Tuesday 10 February 2009 (**Record Date**). Eligible retail shareholders will also be able to apply for New Shares in excess of their Entitlement. New Shares in excess of Entitlements will only be allocated if there are sufficient New Shares from eligible retail shareholders who do not take up their full Entitlements, subject to any scale-back that Suncorp may apply (in its absolute discretion).

Yours faithfully



**C R Chuter**  
Corporate Secretary

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person. Neither the entitlements nor the New Shares have been or will be registered under the Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act.

**Note:** The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs.