

SUNCORP 

**Building futures and
protecting what matters**

**Notice of 2023
Annual General Meeting**

Suncorp Group Limited
ABN 66 145 290 124

Notice of 2023 Annual General Meeting

The Annual General Meeting (AGM) of Suncorp Group Limited (Suncorp, or the Company) will be held on:

Date Tuesday 26 September 2023

Time 11.00am Australian Eastern Standard Time (AEST)

Where **In person**

Ballroom, Sofitel Brisbane Central

249 Turbot Street, Brisbane, Queensland

Shareholder registration will be available from 10.00am AEST

Online

Online shareholder registration will be available from 10.30am AEST



Chairman's message

Dear Shareholder,

It is my pleasure to invite you to Suncorp's 2023 Annual General Meeting (AGM) to be held on Tuesday 26 September 2023, at 11.00am AEST.

The focus at Suncorp on delivering our strategic plan resulted in another strong year for Suncorp, despite the backdrop of continued global political and economic volatility. I am proud of the resilience of our company, and what our employees have delivered for our customers, communities, and shareholders during 2022-23.

Suncorp's achievements continue to be guided by our purpose of building futures and protecting what matters. Underpinning this is the ongoing investment in our people, innovation, processes, and products.

Format and business of the AGM

This year's AGM will again be held as a hybrid meeting. Shareholders will have the opportunity to attend the AGM in person, at the Sofitel in Brisbane, or online. You will find further information on how to participate on the next two pages of this Notice of Meeting.

This Notice of Meeting also sets out the business of the AGM. With the Board's endorsement, we will be seeking your vote on the following resolutions, as explained on following pages:

- 2022-23 Remuneration Report
- Grant of performance rights to the Group CEO & Managing Director (Group CEO)
- Re-election of Elmer Funke Kupper and Simon Machell as directors. Elmer and Simon are required to stand for re-election this year as they were last elected or re-elected by shareholders in October 2020.

Sale of Suncorp Bank

You will recall that in July 2022 we announced the sale of Suncorp Bank to Australia and New Zealand Banking Group (ANZ). Since that time, Suncorp has been working constructively with the relevant government and regulatory bodies to progress approvals associated with the sale. Earlier this month, the Australian Competition & Consumer Commission (ACCC) announced it would not approve the proposed sale. Like many shareholders, we are disappointed with this outcome.

Your Board remains firmly of the view that the sale of our Bank to ANZ is in the best interests of all our stakeholders. That is why we are supporting ANZ in seeking a review of the ACCC determination by the Australian Competition Tribunal (Tribunal). In support of ANZ's application, Suncorp has made its own review application to the Tribunal and will participate fully in its own right throughout the Tribunal process. We appreciate your patience while the authorisation process remains underway. During this time, the executive team, overseen by your Board, will continue to focus on operating and investing in the Bank, and delivering valued outcomes to our customers. We welcome the opportunity to address related questions during the AGM.

FY21 long-term incentive awards

We have outlined in the 2022-23 Remuneration Report a decision made by the Board in connection with the FY21 long-term incentive (LTI) awards, recognising the implications of the delay in the Bank sale process.

Shareholders approved the grant of the FY21 LTI awards to the Group CEO at the 2020 AGM. Eligible senior executives also received FY21 LTI awards on the same terms. In the normal course of business, this grant would have been tested against the performance measures at 30 June 2023, being the end of a three year performance period.

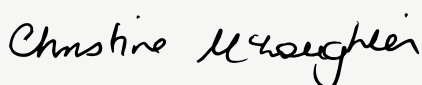
At the 2022 AGM, in light of the announced Bank sale and the ensuing challenges the sale would have presented in assessing outcomes against the performance measures, shareholder approval was obtained to make adjustments to the FY21 LTI performance rights to test them early (after a two year performance period) at 30 June 2022. At this time, 40.1% of the FY21 LTI performance rights had met the performance measures. These LTI performance rights were converted to share rights and a further one year service condition was imposed.

Given the ongoing regulatory approval process for the proposed Bank sale and in light of the need to continue to maintain executive stability and momentum in the delivery of strategic initiatives, the Board determined it was fair and reasonable to test the FY21 LTI awards at 30 June 2023 as originally planned. Considering the strong financial performance of the Group (including total shareholder return of 60% over the period), a further grant of share rights, equal to 44.5% of the original FY21 LTI grant, was made to the Group CEO and eligible senior executives in FY24. In total, 84.6% of the FY21 LTI awards achieved the performance measures at 30 June 2023. These rights remain subject to service conditions and malus criteria until 30 June 2024. This means the outcome for the Group CEO and senior executives is the same as what would have occurred if the original FY21 LTI awards were tested against the performance measures and vested in the normal course.

In relation to other on-foot and future LTI awards, the Board will assess the circumstances and performance in the normal course at the end of the relevant performance period, including for the FY22 LTI awards at 30 June 2024 (noting the FY22 LTI awards were similarly tested early at 30 June 2022). The Board expects that the unique circumstances in relation to the ongoing regulatory approval process that affected the FY21 LTI awards will not apply to the FY22 LTI awards. The Board anticipates the Tribunal's review of the ACCC determination regarding the Bank sale will be completed during FY24. The Board's decision in relation to the FY21 LTI awards should therefore not be viewed as reflective of the Board's future intention in respect of any other LTI awards.

Your Board appreciates your ongoing support, and we look forward to engaging with you, whether in person or online, on Tuesday 26 September.

Yours faithfully,



Christine McLoughlin, AM
Chairman

25 August 2023

How to participate in the AGM

1



In person

In the Ballroom of Sofitel Brisbane Central, which is located at 249 Turbot Street, Brisbane, Queensland

Shareholder registration will be available from 10.00am AEST

Please note, shareholders and visitors will be asked to produce a valid form of identification before being admitted to the AGM

If you plan to vote during the AGM, you can lodge your vote using the LinkVote+ app on your mobile or tablet device. The LinkVote+ app is available for download prior to the AGM, from the Apple app store or Google Play

2



Online - AGM platform

Shareholders will be able to observe the AGM proceedings, vote online, as well as ask questions online or via phone

Further information is provided to the right. A detailed guide on how to participate and a list of frequently asked questions are available on our website at suncorpgroup.com.au/investors/AGM

3



Webcast

Shareholders will be able to observe the AGM proceedings, either live or at a later time of their choosing, via the Suncorp Group website at suncorpgroup.com.au/investors/AGM

To participate online in the AGM

1



What you will need

A computer, tablet or mobile device with internet access – please note that a desktop or laptop computer will provide the best viewing experience

2



Before the AGM

Ensure your browser is compatible with the online AGM platform

3



On the day of the AGM

Go to meetings.linkgroup.com/suncorp23 then enter the requested details to access the online AGM platform

4



Online shareholder registration will be available from 10.30am AEST



Proxyholders

If you have appointed a proxyholder to vote, ask questions or make comments on your behalf online during the AGM, your proxy will need a proxy number, so they can obtain access to the online voting and question facilities (once they have accessed the online AGM platform using the instructions above). Link will provide the proxy number via email no later than 24 hours prior to the AGM. Alternatively, proxyholders can call Link on 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia) no earlier than Monday 25 September 2023 to request confirmation of the proxy number. Please follow the additional process outlined above if your proxy is to ask a question or make a comment via phone

To vote online before or during the AGM

Please read this Notice of Meeting in full before voting or appointing a proxy

Before the AGM



You can vote or appoint a proxy online at linkmarketservices.com.au – you will need your Shareholder Number* and postcode for your shareholding (or country, if you are located outside Australia)

or



If you have received this Notice of Meeting by email, you can vote or appoint a proxy online using the personalised voting instructions included in the email



Please note, if you are voting before the AGM or appointing a proxy, your directions must be received by Link (Suncorp's share registry) by no later than 5.00pm AEST on Friday 22 September 2023 to be valid

During the AGM



Visit meetings.linkgroup.com/suncorp23 then enter the requested details to access the online AGM platform



Click on the 'Get a Voting Card' box



Enter your Shareholder Number* and postcode/country, then complete and submit your vote



Detailed instructions are included in the Online AGM Guide that is available on the Suncorp Group website at: suncorpgroup.com.au/investors/AGM

To ask questions or make comments before or during the AGM

Before the AGM (online)



Select the 'Ask Question' option when voting or appointing a proxy online at linkmarketservices.com.au (see instructions to the left)

or



Email your question or comment to investor.relations@suncorp.com.au



If you are submitting a question or comment before the AGM, please ensure it is received by 5.00pm AEST on Friday 22 September 2023 (or by 5.00pm AEST on Tuesday 19 September 2023, if your question is for the auditor – see page 9 for further details)

During the AGM (online or via phone)



Visit meetings.linkgroup.com/suncorp23 and follow the instructions to the left to access the online AGM platform



Click on the 'Ask a Question' box



If you have voted before the AGM and have therefore not already entered your Shareholder Number* and postcode/country to obtain a voting card on the online AGM platform, you will be prompted to enter those details before you may ask a question or make a comment

If you wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by no later than Monday 25 September 2023, to register your participation and obtain the required access code

Notice of 2023 Annual General Meeting

Business

Financial and other matters

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2023 (2022-23 or FY23).

To receive questions and comments in relation to the management of the Company and the performance of the Company generally.

NOTE: THERE IS NO REQUIREMENT FOR SHAREHOLDERS TO APPROVE THESE REPORTS.

Resolution 1

Remuneration Report

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

To adopt the Remuneration Report for the financial year ended 30 June 2023.

NOTE: THIS RESOLUTION IS ADVISORY ONLY AND DOES NOT BIND THE COMPANY OR DIRECTORS.

Resolution 2

Grant of performance rights to the Group Chief Executive Officer & Managing Director

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

That approval is given for the grant of 230,867 performance rights under the Suncorp Group Equity Incentive Plan, to the Group Chief Executive Officer & Managing Director, Mr Steven Johnston, as set out in the Explanatory Memorandum.

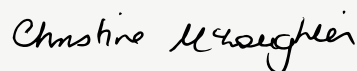
Resolution 3

Re-election of directors

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

- a) That Mr Elmer Funke Kupper be re-elected as a director of the Company in accordance with the Company's Constitution.
- b) That Mr Simon Machell be re-elected as a director of the Company in accordance with the Company's Constitution.

By Order of the Board



Christine McLoughlin, AM

Chairman
25 August 2023

AN EXPLANATORY MEMORANDUM ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING. SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

Important information for shareholders

Voting

1. Entitlement to vote

To be eligible to vote and ask questions at the AGM, you must be a registered holder of ordinary shares in Suncorp as at 7.00pm AEST on Sunday 24 September 2023.

Eligible holders of ordinary shares in Suncorp may vote on all resolutions, subject to the voting information described in sections 2-7 below.

2. How to vote

Eligible shareholders (as set out in 1. above) can choose to vote in one of four ways.

a) Lodge a direct vote before the AGM by:

- completing a shareholder voting form online at linkmarketservices.com.au, and
- using the personalised voting instructions provided to you via email (if you received this Notice of Meeting by email) to vote online at linkmarketservices.com.au, or using your printed personalised voting form (if you elected to receive printed AGM materials).
- To be considered valid, shareholder voting forms must be received by Link (Suncorp's share registry) by 5.00pm AEST on Friday 22 September 2023.

b) Attend the AGM and vote, either in person (or by proxy), or in the case of corporate shareholders, by corporate representative, by:

- using the LinkVote+ app on your mobile or tablet device. The LinkVote+ app is available for download prior to the AGM, from the Apple app store or Google Play. Link representatives will be available at the AGM to assist shareholders and proxyholders with any questions they may have in relation to using the LinkVote+ app, or
- for those shareholders and proxyholders who prefer, paper voting cards will be available at the AGM.

c) Lodge a vote online during the AGM by:

- logging onto the online AGM platform at meetings.linkgroup.com/suncorp23, and entering the requested details
- clicking on 'Get a voting card'
- entering your Shareholder Number* and postcode for your shareholding (or country, if outside Australia)
- completing and submitting your vote.

d) Appoint a proxy before the AGM, to vote on your behalf during the AGM, either online or in person.

You may appoint a proxy by completing a shareholder voting form – see 2a) above for further details on how to access a form.

If your proxyholder is to vote or ask questions on your behalf online during the AGM, they will need a proxy number, so they can obtain access to the online voting and question facilities. Link will provide the proxy number via email no later than 24 hours prior to the AGM. Alternatively, proxyholders can call Link on 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia) no earlier than Monday 25 September 2023 to request confirmation of the proxy number. Please see the Questions and Comments

section on page 9 if your proxyholder is to ask a question or make a comment via phone.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no number or proportion is specified, each proxy will be entitled to cast 50% of the votes.

Any person appointed as a proxy does not need to be a shareholder, and a shareholder can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of Corporate Representative (Certificate). A Certificate for completion can be obtained by calling Link on 1300 882 012 (within Australia) or +61 2 8767 1219 (outside Australia) or online at linkmarketservices.com.au. Completed Certificates must be received by Link by 5.00pm AEST on Friday 22 September 2023.

If a shareholder who has lodged a direct vote or appointed a proxy prior to the AGM then chooses to vote online or in person during the AGM, the previous voting instructions will be automatically cancelled.

3. Appointing the Chairman of the AGM as your proxy

You may appoint the Chairman of the AGM as your proxy. If you direct the Chairman of the AGM how to vote on a resolution, your vote will be cast in accordance with your direction.

If you do not name a proxy, or you appoint a proxy (other than the Chairman of the AGM) and your proxy is either not recorded as attending the AGM or does not vote on a resolution, the Chairman of the AGM will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting.

If you do not direct the Chairman of the AGM how to vote on a resolution, or the Chairman of the AGM becomes your proxy by default and you have not directed your proxy how to vote, then by completing and submitting your shareholder voting form you will be expressly authorising the Chairman of the AGM to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

The Chairman of the AGM intends to vote any undirected proxies given by shareholders to her in favour of Resolutions 1-3 and those shareholders will be taken to have expressly authorised the Chairman of the AGM to exercise the proxy as she sees fit.

* Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

4. Voting restrictions

Resolution 1 – Remuneration Report

The Company will disregard any votes cast on Resolution 1:

- by, or on behalf of, a member of the KMP whose remuneration details are included in the 2022-23 Remuneration Report, or their closely related parties (regardless of the capacity in which the vote is cast), or
- by any member of the KMP as at the date of the AGM, or their closely related parties, as proxy for another shareholder.

However, votes will not be disregarded if they are cast on Resolution 1 by:

- a person as proxy or attorney for a shareholder entitled to vote on Resolution 1, in accordance with a direction on the shareholder voting form to vote in that way, or
- the Chairman of the AGM, as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with an express authorisation in the shareholder voting form to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

Resolution 2 – Grant of performance rights to the Group Chief Executive Officer & Managing Director

The Company will disregard any votes cast in favour of Resolution 2:

- by, or on behalf of, Mr Steven Johnston, or any of his associates (regardless of the capacity in which the vote is cast), or
- by any member of the KMP as at the date of the AGM, or their closely related parties, as proxy for another shareholder.

However, votes will not be disregarded if they are cast in favour of Resolution 2 by:

- a person as a proxy or attorney for a shareholder who is entitled to vote on Resolution 2, in accordance with a direction given to the proxy or attorney to vote on Resolution 2 in that way; or
- the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given in the shareholder voting form to vote on the resolution as the Chairman of the AGM decides, even though Resolution 2 is connected with the remuneration of a KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2, and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of the voting restrictions set out in this section:

- closely related party of a member of the KMP is defined in the Corporations Act and includes a spouse, child or dependant of the member (or a child or dependant of the member's spouse) and certain other close family members, as well as any companies controlled by a member of the KMP.
- associate is defined in the ASX Listing Rules and includes a spouse, child, and certain other close family members, as well as any companies controlled by a person (unless the contrary is established).

5. Voting procedure

Voting on all resolutions for consideration at the AGM will be conducted by poll.

6. Conduct of the meeting

Technical difficulties may arise during the course of the AGM. The Chairman of the meeting has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising her discretion, the Chairman of the meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where she considers it appropriate, the Chairman of the meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a vote or appoint a proxy before the AGM as set out in section 2 on page 7, even if they plan to attend the AGM online/in person.

7. For more information

Please read the:

- Shareholder Voting Form
- Online AGM Guide, and
- Online AGM FAQs,

which are available on the Suncorp Group website at suncorpgroup.com.au/investors/AGM.

8. Copies of information

Shareholders who wish to obtain a copy of the Company's 2022-23 Annual Report or Constitution (free of charge), may contact Link by email at suncorp@linkmarketservices.com.au, or by phone on:

- 1300 882 012 (inside Australia) or
- +61 2 8767 1219 (outside Australia).

Questions and comments

The Chairman of the AGM will provide shareholders with a reasonable opportunity to ask relevant questions or make relevant comments as each item of business is considered.

Shareholders will also be given an opportunity to ask relevant questions of the Company's auditor, KPMG, who will be in attendance at the AGM (see page 10 for details of questions that may be addressed to the auditor).

Shareholders are encouraged to submit their questions or comments in advance of the AGM, by:

- selecting the 'Ask Question' option when voting or appointing a proxy online at linkmarketservices.com.au (see section 2 on page 7 for further details), or
- emailing your question or comment to investor.relations@suncorp.com.au.

If you are submitting a question or comment before the AGM, please ensure it is received by 5.00pm AEST on Friday 22 September 2023 or by 5.00pm AEST on Tuesday 19 September 2023 if your question is for the auditor.

Shareholders will also have an opportunity to ask questions during the AGM, either in person or online, by:

- logging onto the online AGM platform at meetings.linkgroup.com/suncorp23, and entering the requested details, then
- clicking on the 'Ask a Question' box
- if you have voted before the AGM and have therefore not already entered your Shareholder Number and postcode/country to obtain a voting card on the online AGM platform, you will be prompted to enter those details before you may ask a question or make a comment.

For those shareholders or proxyholders participating online who prefer to ask a question or make a comment orally rather than via the AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by no later than Monday, 25 September 2023, to register your participation and obtain the required access code.

In the interests of all participating shareholders as a whole:

- Please ensure that your question or comment relates to an item of business. If you have a customer-related question or comment, please contact our Customer Relations team using the contact details on the last page of this Notice of Meeting. Customer-related questions that are asked during the AGM will be referred to our Customer Relations team for response.
- Where similar questions are received from different shareholders, the Chairman of the AGM will provide a single response, in order to streamline the conduct of the AGM.
- The Chairman of the AGM will retain full authority to conduct an orderly AGM. In particular:
 - questions or comments that are offensive in any way will be taken as being out of order and will not be acknowledged at all, during or following the AGM; and
 - other offensive or disruptive conduct, by those who are participating in person during the AGM, will also be taken as being out of order, and the relevant participant/s will be asked to leave the AGM.

Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Tuesday, 26 September 2023 at 11.00am AEST. It contains information relevant to the business to be considered at the AGM and shareholders should read this section in full.

Business

Financial and other matters

The Chairman of the AGM will provide shareholders with a reasonable opportunity to ask questions concerning the Company's 2022-23 Financial Report, Directors' Report and Auditor's Report (which are contained in the 2022-23 Annual Report), and the Company's performance generally.

There is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy or electronic notification, the 2022-23 Annual Report is available on the Suncorp Group website at suncorpgroup.com.au/investors/reports.

The Chairman of the AGM will also provide shareholders with an opportunity to ask the Company's auditor (KPMG) questions relevant to:

- the conduct of the audit
- the preparation and content of the Auditor's Report
- the accounting policies adopted by the Company in relation to the preparation of the financial statements, and
- the independence of the auditor.

The Chairman of the AGM will provide shareholders with a reasonable opportunity to ask questions concerning the announced sale of Suncorp Bank to ANZ. The transaction is subject to a range of regulatory and government approvals. Subject to all approvals being received, we expect completion by the middle of the 2024 calendar year.

The ways in which shareholders can ask questions or make comments are outlined on page 9 of this Notice of Meeting.

Resolution 1

Remuneration Report

The Remuneration Report, as contained in the Company's 2022-23 Directors' Report, has been submitted to shareholders for consideration and adoption. Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the Remuneration Report which provides information on:

- the remuneration principles, framework and approach adopted by the Board for FY23 in determining the nature and amount of remuneration of directors and senior executives
- the operation of incentive plans, including the performance measures that apply to the different components of the variable remuneration framework, why those performance measures were chosen and the performance outcomes
- the grant of additional share rights to the Group CEO & Managing Director (Group CEO) and eligible senior executives as a result of the FY21 long-term incentive (LTI) award being tested against the performance measures in the normal course at 30 June 2023
- remuneration governance
- remuneration alignment with risk and conduct, and
- remuneration details for directors and senior executives.

Changes have also been made to the executive remuneration structure in alignment with the proposed Bank sale transition process and to ensure compliance with APRA's Remuneration Prudential Standard (CPS 511). See the 2022-23 Remuneration Report for detail.

The Board believes the remuneration arrangements, as outlined in the Remuneration Report, are strategically aligned, fair and competitive.

Shareholders should note the vote on the Remuneration Report is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

Board recommendation

Noting each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board recommends shareholders vote in favour of the resolution to adopt the Remuneration Report.

Resolution 2

Grant of Performance Rights to the Group Chief Executive Officer & Managing Director

The Board is seeking the approval of shareholders for the grant of 230,867 performance rights under the Suncorp Group Equity Incentive Plan (SGEIP) to the Group CEO, Mr Steven Johnston. This grant constitutes Mr Johnston's long-term incentive (LTI) opportunity for FY24.

Shareholder approval under ASX Listing Rule 10.14 is not required in relation to this grant as any shares allocated to Mr Johnston as an LTI award under the SGEIP will not be issued by the Company but will be acquired on market (as permitted under the SGEIP).

However, the Board wishes to seek shareholder approval of this grant in recognition of the importance of shareholder engagement on key remuneration issues, such as the remuneration of the Group CEO.

If shareholders do not approve the grant of these performance rights at the AGM, it is intended that an equivalent LTI award will be provided to Mr Johnston in cash, subject to the same performance and service conditions outlined below.

Under the SGEIP, for the Group CEO, there is a three-year performance period (aligned with Suncorp's business planning process) and a 4-6 year deferral period. A performance right will become a vested right following a three-year performance period, subject to the satisfaction of performance measures and service conditions. Vested rights entitle the participant to one fully paid ordinary share in the Company (or under limited circumstances, a cash payment in lieu of an allocation of ordinary shares) at no cost. For the Group CEO, one-third of any vested rights will be converted to fully paid ordinary shares at the end of Years 4, 5 and 6.

Excluding the limited circumstances where vested rights may be cash settled, at the end of the relevant deferral period (at the end of Years 4, 5 and 6) vested rights are converted to shares and a payment equal to the notional dividends earned on those shares during the performance period and deferral period is paid, less any applicable superannuation and taxes (dividend equivalent payment). The dividend equivalent payment aligns the Group CEO reward to the shareholder experience and is only paid on vested rights, being those rights which have satisfied the performance measures and relevant service conditions. If a performance right does not vest, no dividend equivalent payment will be made.

Under the SGEIP, the Board may in its discretion make adjustments to the terms of Mr Johnston's performance rights when assessing performance against the applicable performance measures and the value Mr Johnston will ultimately derive from this grant. The Board reserves the right to make adjustments having regard to the impact of the proposed Suncorp Bank transaction. Any such exercise of discretion in respect of these performance rights would be disclosed in the relevant year's Remuneration Report.

If there are any other corporate actions or capital reconstructions by the Company, the Board has a discretion, where it considers it appropriate, to make adjustments to the terms of the performance rights, to eliminate any material advantage or disadvantage to the Group CEO.

Group CEO's remuneration

Mr Johnston's FY24 remuneration consists of:

- Fixed pay of \$2.07 million.
- Standard target and maximum short-term incentive (STI) opportunity of 100% of fixed pay, plus an additional temporary incentive of 20% of fixed pay based on achievement of measures linked to the successful sale and separation of Suncorp Bank. The additional temporary incentive of 20% of fixed pay was intended to apply for FY23, however given regulatory delays resulted in the proposed Bank sale not completing in FY23, the Board decided to instead roll this into FY24 when performance can be appropriately assessed. See page 81 of the Annual Report for further information.
- LTI allocation of 150% of fixed pay.

To meet the requirements of APRA's Remuneration Prudential Standard (CPS 511), the Group CEO's remuneration mix was required to be restructured in FY24. It now has a greater emphasis on the LTI component, with the LTI component deferred over a longer deferral period of 4-6 years. This will enhance long-term shareholder alignment while also preserving the application of remuneration consequences (through the application of malus and/or clawback) over a longer timeframe if needed.

To comply with CPS 511, the Group CEO's proposed LTI allocation increased from 100% to 150% of fixed pay and, to offset this, the Group CEO's standard maximum STI opportunity reduced from 150% to 100% of fixed pay. While the Group CEO's total target remuneration increased as a result of this change, there was no increase in the total maximum remuneration opportunity. The Group CEO received no fixed pay increase in FY24.

Face value and number of performance rights

The Board has endorsed an award of performance rights with a face value of \$3.105 million (150% of fixed pay) (Group CEO's performance rights) as Mr Johnston's FY24 LTI allocation.

The face value of the Group CEO's performance rights takes into account a number of factors including the size of the role, and the extent to which total target pay and total maximum pay is market competitive when compared with a comparator group of companies.

The face value of a performance right is the volume weighted average price (VWAP) of the Company's ordinary shares on the ASX over the five trading days leading up to 1 July 2023, being the start of the performance period.

As a consequence, Mr Johnston will be allocated 230,867 performance rights. The number of performance rights to be granted to Mr Johnston has been calculated by dividing the Group CEO's FY24 LTI opportunity (\$3.105 million) by the face value of a performance right (\$13.4493), then rounding down to the nearest whole number.

The purpose of the LTI allocation is to focus the Group CEO on the Company's long-term business strategy, align his interests with those of shareholders and support the creation of long-term shareholder value.

Performance rights are provided because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest and shares are allocated on any vested rights.

Subject to shareholder approval, the Group CEO's performance rights will be granted to Mr Johnston as soon as practicable after the AGM and in any event, no later than 12 months after the date of the AGM. The grant of performance rights under the SGEIP will, subject to the terms and conditions described below, allow Mr Johnston to obtain ordinary shares in the Company.

Performance and deferral period

The performance period will begin on 1 July 2023 and end on 30 June 2026. This aligns to the Company's business planning process and with all other FY24 LTI allocations for senior executives. However, as stated above, the deferral period for the Group CEO is 4-6 years, commencing on 1 July 2023. One-third of any vested rights are converted to fully paid ordinary shares after the end of Years 4, 5 and 6.

Performance measures

The Board has determined the performance measures in light of CPS 511 and the proposed sale of Suncorp Bank. One of the requirements of CPS 511 is that there must be a material weighting on non-financial measures. Consequently, the Board has determined the most appropriate performance measures for the FY24 LTI allocation are:

- two market measures based on Relative Total Shareholder Return (TSR), collectively weighted at 70%, and
- two non-financial measures, Relative Suncorp Group Insurance Customer Net Promoter Score (NPS) (Consumer) and Relative Trust and Reputation, collectively weighted at 30%.

Detail on these performance measures is below.

Relative TSR

Relative TSR has been chosen as an LTI performance measure because it provides alignment between the Group CEO's reward outcome and the shareholder experience. TSR is a method of calculating the return shareholders would earn if they held a notional number of shares over a period of time. TSR measures the growth in the Company's share price together with the value of dividends received during the performance period, assuming all of those dividends are reinvested into new shares. TSR will vary over time but reflects the market perception of the Company's overall performance relative to the relevant Comparator Group.

Performance is measured by ranking the Company's TSR against the relevant Comparator Group.

Relative TSR Broad-Based Comparator Group (35% weighting)

The Broad-Based Comparator Group is based on entities in the S&P/ASX 100 index at the beginning of the performance period.

The Broad-Based Comparator Group has been chosen as it offers a relative measure of changes in shareholder value by comparing the Company's return to shareholders against the returns of companies of a similar size and investment profile.

The ranking of the Company's TSR at the end of the performance period determines the extent to which performance rights vest, in accordance with the vesting schedule shown below:

Relative TSR performance outcome	Percentage of performance rights subject to the Relative TSR measure against the Broad-Based Comparator Group that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

There will be no re-testing of relative TSR performance after the end of the performance period. Where the relative TSR performance condition for the Broad-Based Comparator Group is not met, the applicable number of performance rights will lapse.

Relative TSR Customised Comparator Group (35% weighting)

The Customised Comparator Group is based on selected S&P/ASX 100 financial organisations that are domiciled in Australia at the beginning of the performance period.

This Comparator Group compares the Company's return to shareholders against the returns of large companies in the financial sector that are exposed to similar external factors.

The Comparator Group comprises the following 15 S&P/ASX 100 financial organisations: AMP Limited, ASX Limited, Australia and New Zealand Banking Group Limited, Bank of Queensland Limited, Bendigo and Adelaide Bank Limited, Challenger Limited, Commonwealth Bank of Australia, Insurance Australia Group Limited, Macquarie Group Limited, Medibank Private Limited, National Australia Bank Limited, NIB Holdings Limited, QBE Insurance Group Limited, Steadfast Group Limited, and Westpac Banking Corporation.

The ranking of the Company's TSR at the end of the performance period determines the extent to which performance rights vest, in accordance with the following vesting schedule.

Relative TSR performance outcome	Percentage of performance rights subject to the Relative TSR measure against the Customised Comparator Group that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

There will be no re-testing of relative TSR performance after the end of the performance period. Where the relative TSR performance condition for this Customised Comparator Group is not met, the applicable number of performance rights will lapse.

Relative Suncorp Group Insurance Customer NPS (Consumer) (20% weighting)

This non-financial measure has been included to achieve compliance with CPS 511 and is based on Suncorp's Australian insurance brands being AAMI, APIA, GIO, Suncorp, Shannons, Bingle, Terry Scheer and CIL. Performance is assessed by aggregating responses (which are weighted by customer base) for each brand and then assessing performance on a relative basis against a Comparator Group.

The Comparator Group consists of eight insurance brands being Allianz Australia, Budget Direct, Coles Insurance, NRMA, RACQ, RACV, Woolworths Insurance, and Youi. This Comparator Group covers the 'autoclub' and 'price challenger' general insurers. Comparator Group NPS outcomes are independently sourced from RFI - DBM Consumer Atlas.

Relative performance is assessed based on the change in NPS score over the performance period in accordance with the vesting schedule below and is verified by Suncorp Internal Audit. This is aligned to Suncorp's strategy to convert customers to advocates at a higher rate than the most direct comparators.

Relative Suncorp Group Insurance Customer NPS (Consumer) outcome	Percentage of performance rights subject to the Relative Suncorp Group Insurance Customer NPS (Consumer) measure that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

Relative Trust and Reputation (10% weighting)

This non-financial measure has been included to achieve compliance with CPS 511 and has been chosen because trust and reputation play a key role in the extent to which a broad range of stakeholders view Suncorp as trustworthy and credible. A positive reputation can increase customer engagement and loyalty, enable Suncorp to attract and retain talented employees, strengthen relationships with governments and communities, and in turn contribute towards a sustainable business.

Trust and Reputation is assessed independently by The RepTrak Company. It is calculated based on final rank of the RepTrak score at the end of the performance period against a Comparator Group of ten insurance entities being Allianz Australia, Budget Direct, Bupa, HCF, Insurance Australia Group, Medibank Private, NIB Holdings Limited, QBE Insurance Group, Youi and Zurich.

Relative performance is assessed in accordance with the vesting schedule below.

Relative Trust and Reputation outcome	Percentage of performance rights subject to the Relative Trust and Reputation measure that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

Disclosure

The Board will set out how Suncorp has performed against all performance measures in the 2025-26 Remuneration Report.

Malus and clawback criteria

Malus and clawback criteria will apply to any performance rights or vested rights (deferred incentive) awarded as part of the Group CEO's LTI opportunity under the SGEIP. Malus means an adjustment to reduce the value of all or part of a deferred incentive before it has vested. Clawback means the recovery of some or all of the deferred incentive that has been paid or vested. In exercising its discretion, the Board will consider whether applying malus or clawback is necessary to protect the Group's financial soundness or to respond to unforeseen circumstances.

Treatment of Group CEO's performance rights on cessation of employment

Unvested performance rights will generally lapse if Mr Johnston resigns or he is summarily dismissed.

If Mr Johnston's employment is terminated for any other reason, the unvested performance rights will continue beyond cessation of employment and will vest or lapse depending on whether the performance measures are achieved, subject to malus and clawback criteria. In each case, the Board has discretion to determine otherwise.

Any vested rights will continue beyond cessation of employment and convert into shares (or be settled as a cash payment) in the normal course, subject to malus and clawback criteria.

Trading of shares

Shares allocated upon conversion of any vested performance rights under the SGEIP are subject to the Suncorp Group Securities Trading Policy.

Hedging prohibition

Executives and employees of the Suncorp Group who receive equity or equity-linked deferred remuneration are prohibited from hedging their economic exposures before the equity or equity-linked remuneration is fully vested and converted into shares. In the event of a breach, the individual's entitlement to performance rights or securities is forfeited with immediate effect.

Other information

Since being appointed as Group CEO, Mr Johnston has been granted 694,742 performance rights as an LTI award at no cost under the SGEIP. There are 187,152 performance rights remaining on foot. These performance rights were approved by shareholders at the 2019, 2020, 2021 and 2022 AGMs. Further detail on these grants can be found in section 9 of the 2022-23 Remuneration Report.

There is no loan provided to the Group CEO in connection with the SGEIP.

If approved by shareholders, details of the performance rights granted to Mr Johnston under this resolution will be published in the Company's 2023-24 Remuneration Report. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the LTI offer under the SGEIP after shareholder approval of this resolution and who were not named in this Notice of Meeting will not be made an award under the SGEIP until approval is obtained.

Board recommendation

The Board, with Mr Johnston abstaining, recommends shareholders vote in favour of the resolution to grant performance rights under the SGEIP to the Group CEO on the terms set out above.

Resolution 3

Re-election of Directors

The Company's Constitution requires that no non-executive director may retain office for more than three years or until the third AGM following that director's appointment and the Company must hold an election of directors each year.

Accordingly, Mr Elmer Funke Kupper and Mr Simon Machell each retire and submit themselves for re-election by shareholders, having previously been elected or re-elected (as relevant) by shareholders in October 2020.

The Board has reviewed the performance of Mr Funke Kupper and Mr Machell, and is satisfied:

- as to each person's confirmation that they will continue to have sufficient time to fulfil their duties as non-executive directors of the Company, and
- they each continue to bring diligence, commitment, valuable expertise and experience to the deliberations of the Board and its Committees. Further commentary specific to Mr Funke Kupper and Mr Machell, in support of their re-election as a director, follows.



Elmer Funke Kupper

BBA, MBA

Non-executive director

Elmer Funke Kupper has been a director of the Company since January 2020. He is a member of the Audit, People and Remuneration, and Nomination Committees.

Elmer is a respected business leader and company director. He has significant financial services experience and has served as Chief Executive Officer of two listed companies.

Elmer brings to Suncorp significant leadership experience in transforming business models through the adoption of technology and digital services. The companies he led offered their services through retail and wholesale technology platforms, supported by significant data and data analytics capabilities. He brings considerable experience in the management of technology programs and technology risk, including cyber security.

Elmer also brings experience in navigating demanding regulatory environments, and has worked closely with state and federal governments, regulators, customers and shareholders.

Elmer was previously Managing Director and CEO of the Australian Securities Exchange (ASX Limited), and a director of the Business Council of Australia. Prior to that he was Managing Director and CEO of Tabcorp. He held senior executive positions at ANZ Bank over more than 10 years and was a member of its Management Board. He started his career as a management consultant with McKinsey & Company.

Elmer is currently a non-executive director of MYOB Group Co Pty Ltd, the Australian holding company of the MYOB Group.

Board recommendation

The Board considers that Mr Funke Kupper's significant financial services and leadership experience, including technology-led business transformation and navigating regulatory environments, brings great value to the deliberations of the Board, and its Audit and People and Remuneration Committees.

Mr Funke Kupper is considered by the Board to be an independent, non-executive director of the Company.

The Board, with Mr Funke Kupper abstaining, recommends shareholders vote in favour of the re-election of Mr Funke Kupper as a director of the Company.

Simon Machell

BA (Hons), FCA

Non-executive director

Simon Machell has been a director of the Company since April 2017. He is a member of the Audit, People and Remuneration, and Nomination Committees.

Simon is a non-executive director of Prudential Assurance Company Singapore. He is also chairman of the Pacific Life Re Limited Australian entity board, and a director of its Bermuda entity boards. As a non-executive director of Tesco Bank and Chairman of Tesco Underwriting in the UK, Simon has considerable insight into changing customer expectations and engaging customers through digital channels.

Simon brings to Suncorp an international perspective on current industry trends in insurance, and insights into the risks and opportunities associated with emerging technologies and new business models. He has deep operational and strategic knowledge of the insurance industry and has planned and delivered significant change programs. In his executive career, Simon spent ten years in CEO roles at Norwich Union/Aviva and has extensive skills in the day to day management of an insurance business. He has expertise in claims management, sales and finance and gained his experience in Asia Pacific and Europe. This domain knowledge allows him to both support and challenge management on all insurance related matters.

Simon's other insurance related roles outside of Australia ensure that the Suncorp approach remains globally competitive and best in class.

Board recommendation

The Board considers that Mr Machell's deep and current strategic and operational knowledge of the insurance industry internationally, together with his chartered accounting background, brings great value to the deliberations of the Board and its Audit and People and Remuneration Committees.

Mr Machell is considered by the Board to be an independent, non-executive director of the Company.

The Board, with Mr Machell abstaining, recommends shareholders vote in favour of the re-election of Mr Machell as a director of the Company.

Further Information on Suncorp Group

Suncorp's 2022-23 Annual Report is available on the Suncorp Group website at suncorpgroup.com.au/investors/reports.

You can obtain a copy on request by contacting our share registry, Link Market Services (see the shareholder enquiries contact details below).

To see more, go online
suncorpgroup.com.au

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