



Suncorp-Metway Limited ABN 66 010 831 722

5 November 2009

**CONTINUING MEMBER NOTICE
PURSUANT TO RULE 16 OF SUNCORP'S CONSTITUTION**

Dear Shareholder

At its annual general meeting on 28 October 2009, Suncorp-Metway Limited ('Suncorp') advised shareholders of its intention to sell non-marketable parcels of shares under rule 16.2 of the Suncorp constitution.

This gives shareholders whose total holding of Suncorp ordinary shares was valued at less than \$500, the threshold defined by the ASX listing rules, at 29 October 2009 ('record date') an opportunity to sell their shares. Suncorp will meet all brokerage costs associated with the sale.

At the record date, Suncorp's closing share price was \$8.61, which means shareholders with 58 Suncorp shares or less are considered to hold non-marketable parcels.

Our records show that you held a non-marketable parcel of shares at the record date. Following is information about what you need to do to sell or retain your holding.

What you need to do:

A. To sell your holding

If you wish to dispose of your Suncorp shares you do not need to do anything.

If you do not sign and return the enclosed share retention form by 5.00pm (AEST) / 6.00pm (AEDT) on 4 January 2010 ('closing date') or, alternatively, increase your shareholding to a marketable parcel or more by that date, Suncorp will sell your shares (as well as the shares of other 'non-electing' shareholders) on your behalf on the ASX, or in such other manner as it may determine, and account to you for the sale proceeds.

If your shares are in a CHESS holding, Suncorp may, after the closing date, move your shares from the CHESS holding to an issuer sponsored or certificated holding for the purpose of the sale.

The sale proceeds to which you are entitled will be calculated by dividing the total proceeds from the sale of all shares sold by this procedure by the total number of shares sold under the procedure and multiplying the average sale price by the number of your shares sold.

Whilst Suncorp and its nominee broker, RBS Morgans, will endeavour to ensure the best available sale price is achieved for your shares, no assurance or certainty can be provided by Suncorp or RBS Morgans about the price at which the shares are sold.

The proceeds will be paid to you by cheque in Australian dollars. Suncorp will meet all brokerage costs associated with the sale of your shares.

B. To retain your holding

If you wish to retain your shareholding you must complete and return the enclosed share retention form in accordance with the instructions on the form by 5.00pm (AEST) / 6.00pm (AEDT) on 4 January 2010.

If you do not complete and return the form, or if you do not increase your shareholding to a marketable parcel, by 5.00pm (AEST) / 6.00pm (AEDT) 4 January 2010, your shares will be sold. In order for an increase in shareholding to take effect by the closing date, shares will need to be purchased at least 4 business days prior to 4 January 2010.

If you wish to increase your shareholding to a marketable parcel you should contact your broker.

If you have more than one Suncorp shareholding it may be appropriate to consolidate them into the one holding. Please contact Suncorp's share registry, Link Market Services Limited, on the telephone numbers below for more details.

Neither Suncorp nor its directors make any recommendation to you in relation to the options outlined in this notice. Suncorp values all its shareholders and welcomes your continued participation as a shareholder.

However, should you wish to sell your shares, this offers you a convenient and cost effective way to do so. If you are in any doubt as to what course of action to take please consult your legal, financial or other adviser.

Enclosed with this letter are the following:

1. Share retention form;
2. reply-paid envelope; and
3. Rule 16 of Suncorp's constitution.

If you have any questions concerning this letter please contact Link Market Services on 1300 882 012 or +61 2 8280 7450.

Yours faithfully

Cliff Chuter
Company Secretary