

ASX announcement

One Company
Many Brands



28 August 2014

Notification of Change of Director's Interests

Attached is an Appendix 3Y - Change of Director's Interests Notice in respect to changes in the relevant interest in the Company's securities held by Suncorp Group Limited's Managing Director and Group CEO, Mr Patrick Snowball.

The sale of Ordinary Shares was undertaken in order to meet expected tax obligations and Mr Snowball continues to hold a substantial holding in the Company's securities as outlined in the attached Appendix 3Y.

A handwritten signature in cursive script that reads "Darren Solomon".

Darren Solomon
Company Secretary
Suncorp Group Limited

attach.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	SUNCORP GROUP LIMITED
ABN	66 145 290 124

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Patrick Joseph Robert Snowball
Date of last notice	5 November 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Director can exercise the right to vote and dispose of ordinary shares registered in the name of Zeban Nominees Ltd and Brown Brothers Harriman Limited as custodian for Mr PJR Snowball Performance Rights and Shares held in both the Executive Performance Share Plan (EPSP) and the Suncorp Group Equity Incentive Plan (EIP), are registered in the name of Pacific Custodians Pty Limited (<i>Trustee of the EPSP and the EIP</i>) ABN 66 009 682 866
Date of change	22 August 2014
No. of securities held prior to change	<ul style="list-style-type: none"> ▪ 17,640 Ordinary shares held in name of Brown Brothers Harriman Limited as custodian for Mr PJR Snowball ▪ 69,693 Ordinary shares held in name of Zeban Nominees Ltd ▪ 388,000 Ordinary shares held in the EPSP ▪ 746,752 Performance Rights over shares held in the Executive Performance Share Plan (EPSP Shares). (The Director has no present right to receive any of the EPSP Shares and has no present right or power to exercise, or control the exercise of the right to vote in relation to, or the right to dispose of any of the EPSP Shares, which are subject to certain performance criteria to be assessed over the relevant performance periods). ▪ 324,396 Performance Rights over shares held in the Suncorp Group Equity Incentive Plan (EIP Shares). (The Director has no present right to receive any of the EIP Shares and has no present right or power to exercise, or control the exercise of the right to vote in relation to, or the right to dispose of any of the EIP Shares, which are subject to certain performance criteria to be assessed over the relevant performance periods).
Class	Ordinary shares
Number acquired	Not applicable
Number disposed	83,763
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$14.55 per share

No. of securities held after change	<ul style="list-style-type: none"> ▪ 3,570 Ordinary shares held in name of Zeban Nominees Ltd ▪ 388,000 Ordinary shares held in the EPSP ▪ 746,752 Performance Rights over shares held in the Executive Performance Share Plan (EPSP Shares). (The Director has no present right to receive any of the EPSP Shares and has no present right or power to exercise, or control the exercise of the right to vote in relation to, or the right to dispose of any of the EPSP Shares, which are subject to certain performance criteria to be assessed over the relevant performance periods). ▪ 324,396 Performance Rights over shares held in the Suncorp Group Equity Incentive Plan (EIP Shares). (The Director has no present right to receive any of the EIP Shares and has no present right or power to exercise, or control the exercise of the right to vote in relation to, or the right to dispose of any of the EIP Shares, which are subject to certain performance criteria to be assessed over the relevant performance periods).
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	The on-market sale was made to fund an impending tax obligation

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	In accordance with the Suncorp Group Securities Trading Policy, restrictions do not apply to participation in an employee share plan.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.