

# ASX announcement

One Company  
Many Brands



25 November 2014

## Notification of Change of Director's Interests

The attached Appendix 3Y relates to the grant of performance rights to the Managing Director and Group CEO, Mr Patrick Snowball that was approved by a resolution of Shareholders at the Annual General Meeting (**AGM**) of Suncorp Group Limited (**Company**) on 23 October 2014.

A summary of all resolutions passed at the AGM, including Shareholder approval of the grant of the performance rights, was disclosed to the ASX on 23 October 2014.

The intention to submit this grant of performance rights for Shareholder approval was also disclosed in the Company's Notice of AGM, a copy of which was lodged with the ASX on 19 September 2014.

The attached Appendix 3Y was not issued within the prescribed time period under the ASX Listing Rules due to an administrative oversight and not due to a lack or inadequacy of compliance arrangements.

In accordance with ASX Listing Rule 3.19B, the Company is aware of its disclosure obligations and considers that it has adequate arrangements in place with its directors which are enforced to ensure that the Company is able to comply with ASX Listing Rule 3.19A.

A handwritten signature in black ink that reads "Darren Solomon".

**Darren Solomon**  
Company Secretary  
Suncorp Group Limited

*attch.*

# 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

<b>Name of entity</b>	<b>SUNCORP GROUP LIMITED</b>
<b>ABN</b>	<b>66 145 290 124</b>

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.

<b>Name of Director</b>	Patrick Joseph Robert Snowball
<b>Date of last notice</b>	17 October 2014

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Performance Rights are issued under the Suncorp Group Equity Incentive Plan ( <b>EIP</b> ) which are registered in the name of Pacific Custodians Pty Limited (Trustee of the EPSP and the EIP) ABN 66 009 682 866
<b>Date of change</b>	23 October 2014
<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"> <li>▪ 3,570 Ordinary shares held in name of Zeban Nominees Ltd</li> <li>▪ 688,000 Ordinary shares held in the EPSP</li> <li>▪ 446,752 Performance Rights over shares held in the Executive Performance Share Plan (<b>EPSP Shares</b>). (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)</li> <li>▪ 324,396 Performance Rights over shares held in the Suncorp Group Equity Incentive Plan (<b>EIP Shares</b>). (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)</li> </ul>
<b>Class</b>	Performance Rights
<b>Number acquired</b>	276,839
<b>Number disposed</b>	nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$14.4488 per Performance Right - refer Annexure A

<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>▪ 3,570 Ordinary shares held in name of Zeban Nominees Ltd</li> <li>▪ 688,000 Ordinary shares held in the EPSP</li> <li>▪ 446,752 Performance Rights over shares held in the Executive Performance Share Plan (<b>EPSP Shares</b>). (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).</li> <li>▪ 601,235 Performance Rights over shares held in the Suncorp Group Equity Incentive Plan (<b>EIP Shares</b>). (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).</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Acquired on market - Refer Annexure A

## 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.

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

## Part 3 – +Closed period

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

+ See chapter 19 for defined terms.

## Annexure A

The changes refer to an increase in Performance Rights in which the Director has an interest under the Suncorp Group Equity Incentive Plan (EIP); and the registered holder of the shares acquired on market is Pacific Custodians Pty Limited (Trustee).

### **Granting of Performance Rights:**

In accordance with a resolution of Shareholders on 23 October 2014, the Director has been granted 276,839 Performance Rights (2014 Offer) under the EIP which entitles the Director to receive up to a maximum of 276,839 shares on vesting, subject to satisfaction of certain Performance Criteria to be assessed over a Performance Period commencing on 1 October 2014 and ending on 30 September 2017.

The Director has no present right to receive any shares and no present right or power to exercise, or control the exercise or the right to vote in relation to, or the right to dispose of, any of the shares which were acquired by the Trustee for the purposes of the 2014 Offer. The Director may receive all, some, or none of the shares following assessment of the Performance Criteria at the end of the Performance Period or otherwise in accordance with the EIP Rules.

At the end of the Performance Period, the Company must assess the relevant Performance Criteria and then direct the Trustee to allocate to the Director the number of shares to which the Director is entitled under the EIP Rules and the terms of the 2014 Offer. Once shares are allocated to a person under the EIP, the person has substantially the same rights in respect of those shares as if they were the beneficial owner of them.

Further information on the grant of performance rights to the Managing Director and Group Chief Executive Officer can be found in the 2014 Notice of Annual General Meeting.

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+ See chapter 19 for defined terms.