

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme

ACN/ARSN

1. Details of substantial holder(1)

Name

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

/ /

The previous notice was given to the company on

/ /

The previous notice was dated

/ /

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address

Signature

print name

capacity

sign here

date / /

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 4 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

Kayla McGrory, Authorised Signatory				09-Dec-15		
				Date		
2. Changes in relevant interests						
SUNCORP GROUP LTD (SUN)						
Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected		Person's votes affected
13-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	12.85	ord	23,402	23,402
13-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-6,680	-6,680
13-Nov-15	BlackRock Financial Management, Inc.	on mkt buy	12.87	ord	82,974	82,974
16-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-6,680	-6,680
16-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	12.76	ord	-4,887	-4,887
16-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	12.76	ord	-678	-678
16-Nov-15	BlackRock Japan Co., Ltd.	on mkt sell	12.63	ord	-293	-293
16-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	12.74	ord	-5,058	-5,058
16-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	12.74	ord	5,078	5,078
16-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt buy	12.76	ord	992	992
16-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	12.74	ord	1,238	1,238
17-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.03	ord	-9,496	-9,496
17-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.03	ord	-15,375	-15,375
17-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.03	ord	-438	-438
17-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt buy	13.03	ord	4,994	4,994
18-Nov-15	BlackRock Financial Management, Inc.	on mkt buy	13.13	ord	7,171	7,171
18-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	4,152	4,152
18-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-18,210	-18,210
18-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.17	ord	325	325
18-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.17	ord	2,275	2,275
18-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.17	ord	-8,877	-8,877
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	5,961	5,961
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	6,623	6,623
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	3,705	3,705
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	36,874	36,874
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	37,110	37,110
18-Nov-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	-32,427	-32,427
18-Nov-15	BlackRock Asset Management Deutschland AG	on mkt buy	13.17	ord	4,067	4,067
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	19,231	19,231
18-Nov-15	BlackRock Advisors, LLC	on mkt buy	13.13	ord	7,847	7,847
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.17	ord	11,453	11,453
18-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.13	ord	5,183	5,183
19-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	15,008	15,008
19-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	1,114	1,114
19-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.38	ord	-1,762	-1,762
19-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-9,602	-9,602
19-Nov-15	BlackRock Fund Advisors	on mkt buy	13.38	ord	15,676	15,676

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected	Person's votes affected	
19-Nov-15	BlackRock Asset Management Canada Limited	in specie	n/a	ord	4,429	4,429
20-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.41	ord	-11,701	-11,701
20-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-7,280	-7,280
20-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-20,040	-20,040
20-Nov-15	BlackRock Japan Co., Ltd.	on mkt sell	13.38	ord	-260	-260
20-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	642	642
20-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	4,920	4,920
23-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.53	ord	1,076	1,076
23-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-10,020	-10,020
23-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-1,670	-1,670
23-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.51	ord	-11,666	-11,666
23-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt buy	13.53	ord	3,190	3,190
23-Nov-15	BlackRock Financial Management, Inc.	in specie	n/a	ord	909,509	909,509
23-Nov-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	6,404	6,404
24-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.53	ord	1,614	1,614
24-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-8,350	-8,350
24-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.53	ord	975	975
24-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.56	ord	7,046	7,046
24-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.56	ord	7,044	7,044
24-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.56	ord	8,758	8,758
24-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.53	ord	5,058	5,058
24-Nov-15	BlackRock Financial Management, Inc.	on mkt buy	13.53	ord	27,534	27,534
24-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.53	ord	2,248	2,248
25-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.44	ord	-11,113	-11,113
25-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.44	ord	-742	-742
25-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-18,213	-18,213
25-Nov-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	184,490	184,490
26-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt buy	13.50	ord	136,086	136,086
27-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.47	ord	-35,115	-35,115
27-Nov-15	BlackRock Fund Advisors	on mkt buy	13.47	ord	11,064	11,064
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-4,670	-4,670
30-Nov-15	BlackRock (Netherlands) B.V.	on mkt sell	13.39	ord	-2,459	-2,459
30-Nov-15	BlackRock Investment Management, LLC	on mkt sell	13.39	ord	-16,435	-16,435
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt buy	13.52	ord	45,660	45,660
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-6,002	-6,002
30-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-6,680	-6,680
30-Nov-15	BlackRock Fund Advisors	on mkt sell	13.39	ord	-35,856	-35,856
30-Nov-15	BlackRock Fund Advisors	in specie	n/a	ord	-11,834	-11,834
30-Nov-15	BlackRock Fund Advisors	on mkt sell	13.39	ord	-54,684	-54,684
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-6,297	-6,297
30-Nov-15	BlackRock Investment Management (UK) Limited	on mkt sell	13.39	ord	-20,110	-20,110
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-25,189	-25,189
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-1,568	-1,568
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-47,950	-47,950
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-14,000	-14,000
30-Nov-15	BlackRock Japan Co., Ltd.	on mkt buy	13.47	ord	1	1
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-894	-894
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-62,023	-62,023

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected		Person's votes affected
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-9,014	-9,014
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-7,374	-7,374
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-4,916	-4,916
30-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt buy	13.39	ord	853	853
30-Nov-15	BlackRock (Netherlands) B.V.	on mkt sell	13.39	ord	-3,720	-3,720
30-Nov-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.39	ord	-11,699	-11,699
30-Nov-15	BlackRock (Netherlands) B.V.	on mkt buy	13.39	ord	3,892	3,892
30-Nov-15	BlackRock Investment Management (UK) Limited	on mkt sell	13.39	ord	-2,465	-2,465
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-8,259	-8,259
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-3,459	-3,459
30-Nov-15	BlackRock Asset Management Canada Limited	on mkt buy	13.39	ord	1,599	1,599
30-Nov-15	BlackRock Asset Management Canada Limited	on mkt sell	13.39	ord	-47,001	-47,001
30-Nov-15	BlackRock Asset Management Canada Limited	in specie	n/a	ord	45,660	45,660
30-Nov-15	BlackRock Advisors (UK) Limited	on mkt sell	13.39	ord	-3,263	-3,263
30-Nov-15	BlackRock Financial Management, Inc.	on mkt buy	13.39	ord	20,456	20,456
30-Nov-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.39	ord	-11,226	-11,226
30-Nov-15	BlackRock Financial Management, Inc.	on mkt buy	13.39	ord	13,895	13,895
30-Nov-15	BlackRock Investment Management (UK) Limited	on mkt buy	13.39	ord	1,172	1,172
30-Nov-15	BlackRock Fund Advisors	on mkt sell	13.39	ord	-22,176	-22,176
01-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.66	ord	-4,778	-4,778
01-Dec-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	-20,201	-20,201
01-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.72	ord	634	634
01-Dec-15	BlackRock Institutional Trust Company, National Association	on mkt sell	13.72	ord	-1,599	-1,599
01-Dec-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	59,849	59,849
01-Dec-15	BlackRock Investment Management (Australia) Limited	in specie	n/a	ord	-804,382	-804,382
02-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	7,504	7,504
02-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	-8,350	-8,350
02-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	557	557
02-Dec-15	BlackRock Advisors (UK) Limited	on mkt sell	13.68	ord	-437	-437
02-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	-9,602	-9,602
02-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.68	ord	1,300	1,300
02-Dec-15	BlackRock Investment Management (UK) Limited	on mkt sell	13.68	ord	-18,584	-18,584
02-Dec-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-128,490	-128,490
03-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	-11,834	-11,834
03-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.54	ord	-12,470	-12,470
03-Dec-15	BlackRock Asset Management Deutschland AG	on mkt buy	13.55	ord	4,654	4,654
03-Dec-15	BlackRock Advisors (UK) Limited	in specie	n/a	ord	-2,456	-2,456
03-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.55	ord	4,912	4,912
03-Dec-15	BlackRock Fund Advisors	on mkt sell	13.53	ord	-210	-210
03-Dec-15	BlackRock Asset Management Canada Limited	on mkt buy	13.55	ord	813	813
03-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.54	ord	-997	-997
03-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.54	ord	-1,013	-1,013
03-Dec-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.55	ord	6,949	6,949
03-Dec-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	-55,994	-55,994

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected		Person's votes affected
04-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.41	ord	3,371	3,371
04-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	-10,020	-10,020
04-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.41	ord	3,575	3,575
04-Dec-15	BlackRock Advisors (UK) Limited	on mkt sell	13.41	ord	-4,753	-4,753
04-Dec-15	BlackRock Institutional Trust Company, National Association	on mkt buy	13.41	ord	8,538	8,538
04-Dec-15	BlackRock Advisors (UK) Limited	on mkt buy	13.41	ord	377	377
04-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	9,588	9,588
04-Dec-15	BlackRock Fund Advisors	on mkt buy	13.41	ord	11,374	11,374
07-Dec-15	BlackRock Fund Advisors	in specie	n/a	ord	15,008	15,008
07-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.57	ord	-71,066	-71,066
07-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.52	ord	-40,901	-40,901
07-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt sell	13.52	ord	-148,554	-148,554
07-Dec-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	-4,569	-4,569
07-Dec-15	BlackRock Fund Advisors	on mkt buy	13.61	ord	1,296	1,296
07-Dec-15	BlackRock Institutional Trust Company, National Association	in specie	n/a	ord	4,569	4,569
07-Dec-15	BlackRock Investment Management (Australia) Limited	on mkt buy	13.52	ord	4,221	4,221
07-Dec-15	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	ord	23,565	23,565

Annexure B

This is Annexure B of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

09-Dec-15

Kayla McGrory,

Authorised Signatory

Date

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Netherlands) B.V.	Rembrandt Tower, 17th floor Amstelplein Amsterdam Netherlands
BlackRock Advisors (UK) Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1 Canada
BlackRock Asset Management Deutschland AG	Max-Joseph-Straße 6 D-80333 Munich, Germany
BlackRock Asset Management North Asia Limited	16/F, Cheung Kong Center No. 2 Queen's Road Central Hong Kong
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock Investment Management (Australia) Limited	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue London EC2N 2DL United Kingdom
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)

This is Annexure C of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

09-Dec-15
 Kayla McGrory, Authorised Signatory Date

Type of agreement:	Global Master Securities Lending Agreement
Parties to agreement:	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
Transfer date:	Refer to Annexure A (transactions identified as collateral transfers)
Holder of voting rights:	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
Are there any restrictions on voting rights? If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
Scheduled return date (if any):	Not applicable.
Does the borrower have the right to return early? If yes, detail	Yes. Upon an Event of Default under the GMSLA, the GMSLA provides, broadly, that both parties payment and delivery obligations will be accelerated and replaced with an obligation of one party to pay a single cash sum to the other determined in accordance with the provisions of the GMSLA (as modified by the Annex). The GMSLA provides that the parties' right to terminate the Agreement upon notice will not affect the parties' existing obligations in respect of any outstanding loans of securities. The Annex amended and restricted the Borrower's termination rights – i.e. Borrower may not have the right to terminate and return the borrowed securities - as the Borrower was to borrow the securities issued by it (or its sister company) to provide protection against the insolvency of the issuer and so usual rights of termination in a GMSLA were restricted. Subject to the terms of the relevant Loan, the Borrower, may early terminate a Loan and return Equivalent Securities at any time provided that it "shall cease to have such entitlement if an Act of Insolvency with respect to any Security Issuer or any of the Borrower's or any Security Issuer's affiliates has occurred, or any such person takes any steps preparatory to any of the matters which would constitute an Act of Insolvency
Does the lender have the right to recall early? If yes, detail	Yes, at notice.
Will the securities be returned on settlement? If yes, detail any exceptions	Yes.

A copy of this agreement will be provided to SUNCORP GROUP LTD or the Australian Securities and Investments Commission upon request.