

**Form 603  
Corporations Act 2001  
Section 671B**

**Notice of Initial Substantial Holder**

To: **SUNCORP GROUP LTD.**  
ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FIL Limited and the entities listed in Annexure A ("FIL"),  
ACN/ARSN (if applicable)

The holder became a substantial holder on 14 December 2015

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	64,365,678	64,365,678	5.00%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Refer to Annexure A

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Refer to Annexure A

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD\$	Common Stock	Common Stock
08/19/2015	FIL	BUY	13.42	4,520	4,520
08/20/2015	FIL	BUY	13.33	2,278	2,278
08/25/2015	FIL	BUY	12.66	183,490	183,490
08/25/2015	FIL	BUY	12.66	70,849	70,849
08/25/2015	FIL	BUY	12.66	6,617	6,617
08/26/2015	FIL	BUY	12.75	1,679	1,679
08/26/2015	FIL	BUY	12.75	1,795	1,795
08/27/2015	FIL	BUY	13.15	110,309	110,309
09/03/2015	FIL	BUY	12.56	7,369	7,369
09/07/2015	FIL	BUY	12.44	57,075	57,075
09/15/2015	FIL	BUY	12.30	21,451	21,451
09/15/2015	FIL	BUY	12.41	6,373	6,373
09/17/2015	FIL	BUY	12.54	390	390
09/22/2015	FIL	DIVIDEND REINVESTMENT	12.92	119	119
09/22/2015	FIL	DIVIDEND REINVESTMENT	12.92	133	133
09/25/2015	FIL	BUY	12.29	82,230	82,230
10/07/2015	FIL	BUY	12.13	42,625	42,625
10/12/2015	FIL	BUY	12.92	1,996	1,996
10/12/2015	FIL	BUY	12.89	155,270	155,270
10/21/2015	FIL	BUY	13.07	6,570	6,570
10/28/2015	FIL	BUY	13.20	6,697	6,697
11/09/2015	FIL	BUY	13.05	323	323
11/11/2015	FIL	BUY	12.99	621	621
11/12/2015	FIL	BUY	12.93	603	603
11/13/2015	FIL	BUY	12.88	283	283
11/17/2015	FIL	BUY	12.91	147,354	147,354
11/25/2015	FIL	BUY	13.43	12,058	12,058
12/03/2015	FIL	BUY	13.53	11,755	11,755
12/03/2015	FIL	BUY	13.53	671	671
12/03/2015	FIL	BUY	13.53	904	904
12/04/2015	FIL	BUY	13.41	2,433	2,433
12/14/2015	FIL	BUY	11.86	2,112	2,112
12/14/2015	FIL	BUY	11.86	425,879	425,879

12/14/2015	FIL	BUY	11.86	137,864	137,864
12/14/2015	FIL	BUY	11.86	589,970	589,970
12/14/2015	FIL	BUY	11.86	212,813	212,813
12/14/2015	FIL	BUY	11.86	168,410	168,410
12/14/2015	FIL	BUY	11.86	108,279	108,279
12/14/2015	FIL	BUY	11.86	35,538	35,538
12/14/2015	FIL	BUY	11.86	49,241	49,241
			<b>Total Buy</b>	<b>2,676,946</b>	<b>2,676,946</b>

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are all follows:

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

## 7. Addresses

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

Refer to Annexure A

Sign Here \_\_\_\_\_



Dated: 16 December 2015

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

### Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares	
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	BROWN BROS HARRIMN LTD LUX (C) JP MORGAN, BOURNEMOUTH (C) NATIONAL ASTL BK MELBOURNE (S) NORTHERN TRUST LONDON (C) BROWN BROTHERS HARRIMAN AND C CITIBANK LTD MELBOURNE (C) CITIBANK LONDON	Investment Discretion/ Voting Power	1,371,508 41,722,368 5,863,665 76,414 76,189 3,557,459 5,715,508	
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Suite 2201, Level 22, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C) JP MORGAN, BOURNEMOUTH (C) HSBC INST TRST SER ASIA LTD(C)		756,423 651,535 1,824,489	
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS FRANKFURT (C) JPMORGAN CHASE BANK NA LDN BNP PARIBAS SEC SRVS ITALY NORDEUTSCHE LNBK GIRO(C)		41,496 59,927 152,391 514,368	
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROS HARRIMN LTD LUX (C) JP MORGAN, BOURNEMOUTH (C) MASTER TRUST BANK OF JAPAN (C) BROWN BROTHERS HARRIMAN AND C NOMURA TRUST AND BANKING (C) HSBC BANK PLC (C) CITIBANK NA, HONG KONG BR (S) NORTHERN TRUST LUX (C)		18,617 522,137 108,735 24,146 47,977 237,195 147,301 437,647	
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		194,985	
FIL LIFE INSURANCE LIMITED	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY		243,198	
<b>Grand Total</b>					<b>64,365,678</b>