

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of Change of Interests of 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)

There was a change in the interests of the substantial holder on	11 February 2016
The previous notice was given to the company on	16 December 2015
The previous notice was dated	16 December 2015

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	64,365,678	5.00%	77,365,902	6.01%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			<b>AUD \$</b>	<b>Common Stock</b>	<b>Common Stock</b>
15/12/2015	FIL	BUY	11.43	313,217	313,217
15/12/2015	FIL	BUY	11.62	71,644	71,644
15/12/2015	FIL	BUY	11.43	101,395	101,395
15/12/2015	FIL	BUY	11.62	23,191	23,191
15/12/2015	FIL	BUY	11.43	433,905	433,905
15/12/2015	FIL	BUY	11.62	99,244	99,244
15/12/2015	FIL	BUY	11.43	1,470	1,470
15/12/2015	FIL	BUY	11.62	438	438
15/12/2015	FIL	BUY	11.43	156,516	156,516

15/12/2015	FIL	BUY	11.62	35,801	35,801
15/12/2015	FIL	BUY	11.43	123,856	123,856
15/12/2015	FIL	BUY	11.62	28,334	28,334
15/12/2015	FIL	BUY	11.43	79,635	79,635
15/12/2015	FIL	BUY	11.62	18,215	18,215
15/12/2015	FIL	BUY	11.43	26,136	26,136
15/12/2015	FIL	BUY	11.62	5,979	5,979
15/12/2015	FIL	BUY	11.43	36,215	36,215
15/12/2015	FIL	BUY	11.62	8,284	8,284
16/12/2015	FIL	Transition In	11.42	292,250	292,250
17/12/2015	FIL	BUY	11.59	914	914
17/12/2015	FIL	BUY	11.55	4,632	4,632
21/12/2015	FIL	SELL	11.63	(53)	(53)
22/12/2015	FIL	BUY	11.66	10,477	10,477
22/12/2015	FIL	BUY	12.14	2,280	2,280
23/12/2015	FIL	BUY	11.81	1,304	1,304
29/12/2015	FIL	BUY	11.92	17,480	17,480
31/12/2015	FIL	BUY	12.18	128,448	128,448
31/12/2015	FIL	BUY	12.18	3,083	3,083
8/01/2016	FIL	BUY	11.51	502	502
11/01/2016	FIL	BUY	11.42	52,934	52,934
11/01/2016	FIL	BUY	11.42	23,901	23,901
11/01/2016	FIL	BUY	11.42	550,000	550,000
12/01/2016	FIL	BUY	11.59	51,427	51,427
12/01/2016	FIL	BUY	11.59	23,233	23,233
12/01/2016	FIL	BUY	11.59	530,000	530,000
12/01/2016	FIL	BUY	11.59	16,582	16,582
13/01/2016	FIL	BUY	11.81	12,873	12,873
13/01/2016	FIL	BUY	11.69	14,417	14,417
13/01/2016	FIL	BUY	11.81	10,823	10,823
13/01/2016	FIL	BUY	11.69	6,471	6,471
13/01/2016	FIL	BUY	11.81	4,858	4,858
13/01/2016	FIL	BUY	11.69	150,166	150,166
13/01/2016	FIL	BUY	11.81	112,733	112,733
14/01/2016	FIL	BUY	11.52	2,699	2,699
14/01/2016	FIL	BUY	11.55	14,414	14,414
14/01/2016	FIL	BUY	11.52	10,597	10,597
14/01/2016	FIL	BUY	11.55	56,589	56,589
14/01/2016	FIL	BUY	11.52	4,747	4,747
14/01/2016	FIL	BUY	11.55	25,350	25,350
14/01/2016	FIL	BUY	11.52	109,530	109,530
14/01/2016	FIL	BUY	11.55	584,894	584,894
15/01/2016	FIL	BUY	11.36	7,094	7,094

15/01/2016	FIL	BUY	11.55	4,262	4,262
15/01/2016	FIL	BUY	11.67	615	615
15/01/2016	FIL	BUY	11.70	3,128	3,128
15/01/2016	FIL	BUY	11.55	371,832	371,832
15/01/2016	FIL	BUY	11.41	46,521	46,521
15/01/2016	FIL	BUY	11.36	27,848	27,848
15/01/2016	FIL	BUY	11.70	12,464	12,464
15/01/2016	FIL	BUY	11.67	2,231	2,231
15/01/2016	FIL	BUY	11.55	16,733	16,733
15/01/2016	FIL	BUY	11.36	12,475	12,475
15/01/2016	FIL	BUY	11.70	5,583	5,583
15/01/2016	FIL	BUY	11.67	1,000	1,000
15/01/2016	FIL	BUY	11.55	7,496	7,496
15/01/2016	FIL	BUY	11.41	141,595	141,595
15/01/2016	FIL	BUY	11.55	1,131,742	1,131,742
15/01/2016	FIL	BUY	11.36	287,837	287,837
15/01/2016	FIL	BUY	11.67	23,063	23,063
15/01/2016	FIL	BUY	11.55	172,952	172,952
15/01/2016	FIL	BUY	11.70	128,825	128,825
15/01/2016	FIL	BUY	11.41	11,884	11,884
15/01/2016	FIL	BUY	11.55	94,983	94,983
18/01/2016	FIL	BUY	11.34	370,840	370,840
18/01/2016	FIL	BUY	11.31	64,841	64,841
18/01/2016	FIL	BUY	11.34	25,929	25,929
18/01/2016	FIL	BUY	11.31	4,533	4,533
18/01/2016	FIL	BUY	11.34	10,841	10,841
18/01/2016	FIL	BUY	11.31	1,896	1,896
18/01/2016	FIL	BUY	11.34	1,128,750	1,128,750
18/01/2016	FIL	BUY	11.31	197,328	197,328
18/01/2016	FIL	BUY	11.34	268,908	268,908
18/01/2016	FIL	BUY	11.31	47,019	47,019
18/01/2016	FIL	BUY	11.34	94,732	94,732
18/01/2016	FIL	BUY	11.31	16,561	16,561
19/01/2016	FIL	BUY	11.31	136,627	136,627
19/01/2016	FIL	BUY	11.31	36,639	36,639
19/01/2016	FIL	BUY	11.31	16,011	16,011
19/01/2016	FIL	BUY	11.31	415,851	415,851
19/01/2016	FIL	BUY	11.31	364,073	364,073
19/01/2016	FIL	BUY	11.31	34,901	34,901
20/01/2016	FIL	BUY	11.29	28,646	28,646
20/01/2016	FIL	BUY	11.29	12,866	12,866
20/01/2016	FIL	BUY	11.24	8,164	8,164
20/01/2016	FIL	BUY	11.29	300,000	300,000

21/01/2016	FIL	BUY	11.38	24,500	24,500
21/01/2016	FIL	BUY	11.38	11,765	11,765
21/01/2016	FIL	BUY	11.38	255,000	255,000
22/01/2016	FIL	BUY	11.37	35,446	35,446
22/01/2016	FIL	BUY	11.37	24,089	24,089
22/01/2016	FIL	BUY	11.37	10,966	10,966
22/01/2016	FIL	BUY	11.37	42,598	42,598
22/01/2016	FIL	BUY	11.39	141,098	141,098
22/01/2016	FIL	BUY	11.37	245,000	245,000
25/01/2016	FIL	BUY	11.52	34,762	34,762
25/01/2016	FIL	BUY	11.52	14,696	14,696
25/01/2016	FIL	BUY	11.52	350,542	350,542
27/01/2016	FIL	BUY	11.47	21,167	21,167
27/01/2016	FIL	BUY	11.47	8,949	8,949
27/01/2016	FIL	BUY	11.40	31,737	31,737
27/01/2016	FIL	BUY	11.47	213,458	213,458
1/02/2016	FIL	BUY	11.81	25,065	25,065
1/02/2016	FIL	BUY	11.81	7,434	7,434
1/02/2016	FIL	BUY	11.81	235,000	235,000
2/02/2016	FIL	BUY	11.71	32,246	32,246
2/02/2016	FIL	BUY	11.71	11,879	11,879
2/02/2016	FIL	BUY	11.71	310,000	310,000
3/02/2016	FIL	BUY	11.45	3,647	3,647
3/02/2016	FIL	BUY	11.45	4,789	4,789
8/02/2016	FIL	BUY	11.32	2,037	2,037
8/02/2016	FIL	BUY	11.37	14,462	14,462
8/02/2016	FIL	BUY	11.37	4,779	4,779
8/02/2016	FIL	BUY	11.37	125,000	125,000
8/02/2016	FIL	SEL	11.32	(3,590)	(3,590)
8/02/2016	FIL	SEL	11.32	(4,234)	(4,234)
11/02/2016	FIL	BUY	10.69	48,424	48,424
11/02/2016	FIL	BUY	10.69	16,242	16,242
11/02/2016	FIL	BUY	10.69	135,660	135,660
11/02/2016	FIL	BUY	10.69	658	658
11/02/2016	FIL	BUY	10.69	24,390	24,390
11/02/2016	FIL	BUY	10.69	19,281	19,281
11/02/2016	FIL	BUY	10.69	15,450	15,450
11/02/2016	FIL	BUY	10.69	8,072	8,072
11/02/2016	FIL	BUY	10.69	5,611	5,611
			<b>Total Buys</b>	<b>13,008,101</b>	<b>13,008,101</b>
			<b>Total Sells</b>	<b>(7,877)</b>	<b>(7,877)</b>
			<b>Net Buys</b>	<b>13,000,224</b>	<b>13,000,224</b>

**4. Present Relevant Interest**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

**5. Changes in Association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

NA

**6. Addresses**

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

Refer to Annexure A



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

Dated: 15 February 2016  
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 Relevent 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 CO CITIBANK LTD MELBOURNE (C) CITIBANK LONDON	Investment Discretion/ Voting Power	1,416,593
				46,362,947
				6,317,566
				112,783
				78,755
				4,688,948
				5,886,979
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, 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)		791,869
				651,535
				1,956,020
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	
			548,430	
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 CO NOMURA TRUST AND BANKING (C) HSBC BANK PLC (C) CITIBANK NA, HONG KONG BR (S) NORTHERN TRUST LUX (C)	15,529	
			564,735	
			108,682	
			36,903	
			47,977	
			237,195	
			147,301	
			437,647	
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)	341,199	
FIL LIFE INSURANCE LIMITED	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY	243,198	
FIL INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)	5,364,000	
FIL INVESTMENT SERVICES (UK) LIMITED	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	JP MORGAN, BOURNEMOUTH (C)	755,297	
<b>Grand Total</b>				<b>77,365,902</b>