

25 August 2025

2025 Notice of Annual General Meeting

Suncorp (ASX: SUN | ADR: SNMCY) has today released its 2025 Notice of Annual General Meeting (AGM).

Suncorp’s 2025 AGM will be held on Thursday 25 September 2025, as a hybrid meeting. Shareholders will have the opportunity to attend the AGM in person, at Sofitel Brisbane Central, or participate online. More information is available in the Notice of AGM or on the [Annual General Meeting](#) site.

ENDS

Authorised for lodgement with the ASX by the Company Secretary.

ENDS

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**SUNCORP**



**Building futures  
and protecting  
what matters**

**Notice of 2025 Annual  
General Meeting**

## Notice of 2025 Annual General Meeting

The Annual General Meeting (AGM) of Suncorp Group Limited (Suncorp, or the Company) will be held on:

**Date** Thursday 25 September 2025

**Time** 10.00am Australian Eastern Standard Time (AEST)

**Where** **In person**

Ballroom, Sofitel Brisbane Central

249 Turbot Street

Brisbane

Shareholder registration will be available from 9.00am AEST

**Online**

Online shareholder registration will be available from 9.30am AEST

See pages 4 and 5 of this Notice of Meeting for further information on how to participate



CityCat Bus Train Parking

# Chairman's message

Dear Shareholder

It is my pleasure to invite you to Suncorp's 2025 AGM to be held on Thursday 25 September 2025, at 10.00am AEST.

FY25 will be remembered as a defining year for Suncorp. Following a significant simplification journey, Suncorp began its new chapter as a standalone trans-Tasman general insurer, with an ongoing commitment to create value for our customers, communities and shareholders.

Having finalised the sale of Suncorp Bank, including the return of capital to shareholders, and subsequently the sale of our New Zealand Life insurance business, your Board was pleased to endorse Suncorp's refreshed strategic plan, which firmly focusses the organisation on modernising at pace to deliver value for customers, at the same time addressing the critical issue of insurance affordability and accessibility. This continues to grow in importance and is exacerbated by ongoing cost of living challenges and the prevalence of extreme weather impacting our communities.

## Format of the AGM

This year's AGM will again be held as a hybrid meeting. Shareholders will have the opportunity to attend the AGM in person, at the Sofitel in Brisbane, or online. You will find further information on how to participate on pages 4 and 5 of this Notice of Meeting.

## Business of the AGM

This Notice of Meeting also sets out the business of the AGM. With the Board's endorsement, we will be seeking your vote on the following resolutions, as explained on the following pages:

- Adoption of the 2024-25 Remuneration Report
- Grant of performance rights to the CEO & Managing Director (CEO)
- Election of David Whiteing, who joined your Board as a director on 13 February this year. David brings to the Board extensive financial services and contemporary technology and transformation experience, relevant for Suncorp's next chapter as a dedicated general insurer which is underpinned by key technology investments
- Re-election of Ian Hammond and Sally Herman OAM as directors. Ian and Sally were last re-elected by shareholders in September 2022 and are therefore required to stand for re-election again this year. Ian is seeking re-election for his third and final term. Sally is seeking re-election for her fourth and final term, to facilitate measured Board renewal.

## Board renewal

As you know, I recently announced that I will retire from your Board at the conclusion of the 2025 AGM. Having fulfilled my commitment to finalise the complex sale of Suncorp Bank, including the return of capital to shareholders, and subsequently endorsing Suncorp's strategic plan as a pure-play insurer, this is a logical time for change.

The Board has elected current non-executive director Duncan West as my successor to Chair Suncorp. Duncan has served on your Board for almost four years, including as Chair of the Risk Committee and a member of the Audit Committee. He brings more than 40 years' business experience in the insurance and financial services sector. I am confident Duncan, together with your CEO Steve Johnston, will continue to lead Suncorp successfully into its next chapter.

The ongoing, measured renewal of Directors will remain a focus for Duncan and your Board. I am pleased that Ian Hammond and Sally Herman OAM will each be standing for another term on your Board.

It has been a great privilege to serve on your Board over the past decade, including as Chairman for the past seven years. Your Board and I appreciate your ongoing support. We look forward to engaging with you, whether in person or online, on Thursday 25 September.

Yours faithfully

*Christine McLoughlin*

**Christine McLoughlin, AM**

Chairman  
25 August 2025



## To participate in the AGM

1



### In person

In the Ballroom of the Sofitel Brisbane Central. A map and directions are included on page 2.

Registration for shareholders attending in person will be available from 9.00am AEST.

Please note, shareholders and visitors will be asked to produce a valid form of identification before being admitted to the AGM.

If you plan to vote during the AGM, you can lodge your vote using the Vote+ app on your mobile or tablet device. The Vote+ app is available for download prior to the AGM, from the Apple app store or Google Play.

### Accessibility

Every effort will be taken to ensure those attending the AGM can participate fully. For further information on the Sofitel's accessibility facilities please refer to their website:

<https://www.sofitelbrisbane.com.au/accessibility-factsheet>

If you have special requirements or accessibility accommodations please provide them during registration

2



### Online – AGM platform

Shareholders will be able to observe the AGM proceedings, vote online, as well as ask questions online or via phone

3



### Webcast

Shareholders will be able to observe the AGM proceedings, either live or at a later time of their choosing, via the Suncorp website at [suncorpgroup.com.au/investors/AGM](https://suncorpgroup.com.au/investors/AGM)

## Further Information

A detailed guide on how to participate and a list of frequently asked questions are available on our website at [suncorpgroup.com.au/investors/AGM](https://suncorpgroup.com.au/investors/AGM)

## To participate online in the AGM

1



### What you will need

A computer, tablet or mobile device with internet access – please note that a desktop or laptop computer will provide the best viewing experience

2



### Before the AGM

Ensure your browser is compatible with the online AGM platform

3



### On the day of the AGM

Go to [meetings.openbriefing.com/suncorp25](https://meetings.openbriefing.com/suncorp25), then enter the requested details to access the online AGM platform

4



Online shareholder registration will be available from 9.30am AEST

## To vote online before or during the AGM

Please read this Notice in full before voting or appointing a proxy

### Before the AGM



You can vote or appoint a proxy online at [au.investorcentre.mpms.mufig.com](https://au.investorcentre.mpms.mufig.com) – you will need your Shareholder Number\* and postcode for your shareholding (or country, if you are located outside Australia)

or



If you have received this Notice of Meeting by email, you can vote or appoint a proxy online using the personalised voting instructions included in the email



Please note, if you are voting before the AGM or appointing a proxy, your directions must be received by MUFG Corporate Markets (Suncorp's share registry) by no later than 10.00am AEST on Tuesday 23 September 2025 to be valid

### During the AGM



Visit [meetings.openbriefing.com/suncorp25](https://meetings.openbriefing.com/suncorp25) then enter the requested details to access the online AGM platform



Click on the 'Get a Voting Card' box



Enter your Shareholder Number\* and postcode/country, then complete and submit your vote



Detailed instructions are included in the Online AGM Guide that is available on the Suncorp website at [suncorpgroup.com.au/investors/AGM](https://suncorpgroup.com.au/investors/AGM)

\* Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

## To ask questions or make comments before or during the AGM

### Before the AGM (online)



Select the 'Ask Question' option when voting or appointing a proxy online at [au.investorcentre.mpms.mufig.com](https://au.investorcentre.mpms.mufig.com) (see instructions to the left)

or



Email your question or comment to [investor.relations@suncorp.com.au](mailto:investor.relations@suncorp.com.au)



If you are submitting a question or comment before the AGM, please ensure it is received by 10.00am AEST on Tuesday 23 September 2025 (or by 5.00pm AEST on Thursday 18 September 2025, if your question is for the auditor – see page 8 for further details)

### During the AGM (online or via phone)



Visit [meetings.openbriefing.com/suncorp25](https://meetings.openbriefing.com/suncorp25) and follow the instructions (to the left) to access the online AGM platform



Click on the 'Ask a Question' box



If you have voted before the AGM and have therefore not already entered your Shareholder Number\* and postcode/country to obtain a voting card on the online AGM platform, you will be prompted to enter those details before you may ask a question or make a comment

If you wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call the share registry on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by no later than Wednesday 24 September 2025, to register your participation and obtain the required access code.



### Proxyholders

If you have appointed a proxyholder to vote, ask questions or make comments on your behalf online during the AGM, your proxy will need a proxy number, so they can obtain access to the online voting and question facilities (once they have accessed the online AGM platform using the instructions above). The share registry will provide the proxy number (to the email address provided when appointing the proxyholder) no later than 24 hours prior to the AGM. Alternatively, proxyholders can call the share registry on 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia) no earlier than Wednesday 24 September 2025 to request confirmation of the proxy number. Please follow the additional process outlined above if your proxy is to ask a question or make a comment via phone.

## Business

### Financial and other matters

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2025 (2024-25 or FY25).

To receive questions and comments in relation to the management of the Company and the performance of the Company generally.

**Note:** there is no requirement for shareholders to approve these reports.

### Resolution 1

#### Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To adopt the Remuneration Report for the financial year ended 30 June 2025.

**Note:** this resolution is advisory only and does not bind the company or directors.

### Resolution 2

#### Grant of performance rights to the Chief Executive Officer & Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That approval is given for the grant of 149,024 performance rights under the Suncorp Group Equity Incentive Plan, to the Chief Executive Officer & Managing Director, Mr Steven Johnston, as set out in the Explanatory Memorandum.

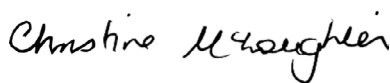
### Resolution 3

#### Election/Re-election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- That Mr David Whiteing be elected as a director of the Company in accordance with the Company's Constitution.
- That Mr Ian Hammond be re-elected as a director of the Company in accordance with the Company's Constitution.
- That Ms Sally Herman be re-elected as a director of the Company in accordance with the Company's Constitution.

By Order of the Board



**Christine McLoughlin, AM**

Chairman  
25 August 2025

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read these documents in full.

## Important Information for Shareholders

### Voting

#### 1. Entitlement to vote

To be eligible to vote and ask questions at the AGM, you must be a registered holder of ordinary shares in Suncorp as at 7.00pm AEST on Tuesday 23 September 2025.

Eligible holders of ordinary shares in Suncorp may vote on all resolutions, subject to the voting information described in sections 2-7 below.

#### 2. How to vote

Eligible shareholders (as set out in 1. above) can choose to vote in one of four ways.

##### a. Lodge a direct vote before the AGM by:

- using the personalised voting instructions provided to you via email (if you received this Notice of Meeting by email) to vote online, or using your printed personalised voting form (if you elected to receive printed AGM materials), or
- voting online at [au.investorcentre.mpms.mufg.com](https://au.investorcentre.mpms.mufg.com).

To be considered valid, shareholder voting forms must be received by MUFG Corporate Markets (Suncorp's share registry) by **10.00am AEST on Tuesday 23 September 2025**.

##### b. Attend the AGM and vote, either in person (or by proxy) or in the case of corporate shareholders, by corporate representative, by:

- using the Vote+ app on your mobile or tablet device. The Vote+ app is available for download prior to the AGM, from the Apple app store or Google Play. Representatives from the share registry will be available at the AGM to assist shareholders and proxyholders with any questions they may have in relation to using the Vote+ app, or
- for those shareholders and proxyholders who prefer, paper voting cards will be available at the AGM.

##### c. Lodge a vote online during the AGM by:

- logging onto the online AGM platform at [meetings.openbriefing.com/suncorp25](https://meetings.openbriefing.com/suncorp25), and entering the requested details
- clicking on 'Get a voting card'
- entering your Shareholder Number and postcode for your shareholding (or country, if outside Australia)
- completing and submitting your vote.



**d. Appoint a proxy before the AGM, to vote on your behalf during the AGM, either online or in person**

You may appoint a proxy by completing a shareholder voting form – see 2a. above for further details on how to access a form.

If your proxyholder is to vote or ask questions on your behalf online during the AGM, they will need a proxy number, so they can obtain access to the online voting and question facilities. The share registry will provide the proxy number (to the email address provided when appointing the proxyholder) no later than 24 hours prior to the AGM. Alternatively, proxyholders can call the share registry on 1300 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia) no earlier than Wednesday 24 September 2025 to request confirmation of the proxy number. Please see the Questions and Comments section on page 8 if your proxyholder is to ask a question or make a comment via phone.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no number or proportion is specified, each proxy will be entitled to cast 50% of the votes.

Any person appointed as a proxy does not need to be a shareholder, and a shareholder can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of Corporate Representative (Certificate). A Certificate for completion can be obtained by calling the share registry on 1300 882 012 (within Australia) or +61 2 8767 1219 (outside Australia) or online at [mpms.mufg.com/en/mufg-corporate-markets](https://mpms.mufg.com/en/mufg-corporate-markets). Completed Certificates must be received by the share registry by **10.00am AEST on Tuesday 23 September 2025**.

If a shareholder who has lodged a direct vote or appointed a proxy prior to the AGM then chooses to vote online or in person during the AGM, the previous voting instructions will be automatically cancelled.

### 3. Appointing the Chairman of the AGM as your proxy

You may appoint the Chairman of the AGM as your proxy. If you direct the Chairman of the AGM how to vote on a resolution, your vote will be cast in accordance with your direction.

If you do not name a proxy, or you appoint a proxy (other than the Chairman of the AGM) and your proxy is either not recorded as attending the AGM or does not vote on a resolution, the Chairman of the AGM will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting.

If you do not direct the Chairman of the AGM how to vote on a resolution, or the Chairman of the AGM becomes your proxy by default and you have not directed your proxy how to vote, then by completing and submitting your shareholder voting form you will be expressly authorising the Chairman of the AGM to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

The Chairman of the AGM intends to vote any undirected proxies given by shareholders to her in favour of Resolutions 1-3 and those shareholders will be taken to have expressly authorised the Chairman of the AGM to exercise the proxy as she sees fit.

## 4. Voting restrictions

### Resolution 1 – Remuneration Report

The Company will disregard any votes cast on Resolution 1:

- by, or on behalf of, a member of the KMP whose remuneration details are included in the 2024-25 Remuneration Report, or their closely related parties (regardless of the capacity in which the vote is cast), or
- by any member of the KMP as at the date of the AGM, or their closely related parties, as proxy for another shareholder.

However, votes will not be disregarded if they are cast on Resolution 1 by:

- a person as proxy or attorney for a shareholder entitled to vote on Resolution 1, in accordance with a direction on the shareholder voting form to vote in that way, or
- the Chairman of the AGM, as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with an express authorisation in the shareholder voting form to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

### Resolution 2 – Grant of performance rights to Chief Executive Officer & Managing Director

The Company will disregard any votes cast in favour of Resolution 2:

- by, or on behalf of, Mr Steven Johnston, or any of his associates (regardless of the capacity in which the vote is cast), or
- by any member of the KMP as at the date of the AGM, or their closely related parties, as proxy for another shareholder.

However, votes will not be disregarded if they are cast in favour of Resolution 2 by:

- a person as a proxy or attorney for a shareholder who is entitled to vote on Resolution 2, in accordance with a direction given to the proxy or attorney to vote on Resolution 2 in that way, or
- the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given in the shareholder voting form to vote on the resolution as the Chairman of the AGM decides, even though Resolution 2 is connected with the remuneration of a KMP, or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2, and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of the voting restrictions set out in this section:

- closely related party of a member of the KMP is defined in the Corporations Act 2001 (Cth) (Corporations Act) and includes a spouse, child or dependant of the member (or a child or dependant of the member's spouse) and certain other close family members, as well as any companies controlled by a member of the KMP.
- associate is defined in the ASX Listing Rules and includes a spouse, child, and certain other close family members, as well as any companies controlled by a person (unless the contrary is established).



## 5. Voting procedure

Voting on all resolutions for consideration at the AGM will be conducted by poll.

## 6. Conduct of the meeting

Technical difficulties may arise during the course of the AGM. The Chairman of the meeting has discretion as to whether and how the AGM should proceed in the event a technical difficulty arises. In exercising her discretion, the Chairman of the AGM will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where she considers it appropriate, the Chairman of the AGM may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a vote or appoint a proxy before the AGM as set out in section 2 on page 7, even if they plan to attend the AGM online/in person.

## 7. For more information

Please read the:

- Shareholder Voting Form
- Online AGM Guide, and
- Online AGM FAQs,

which are available on the Suncorp website at [suncorpgroup.com.au/investors/AGM](https://suncorpgroup.com.au/investors/AGM).

## 8. Copies of information

Shareholders who wish to obtain a copy of the Company's 2024-25 Annual Report or Constitution (free of charge), may contact the share registry by email at [suncorp@cm.mpms.mufg.com](mailto:suncorp@cm.mpms.mufg.com), or by phone on:

- 1300 882 012 (inside Australia), or
- +61 2 8767 1219 (outside Australia).

## Questions and comments

The Chairman of the AGM will provide shareholders with a reasonable opportunity to ask relevant questions or make relevant comments as each item of business is considered.

Shareholders will also be given an opportunity to ask relevant questions of the Company's auditor, KPMG, who will be in attendance at the AGM (see page 9 for details of questions that may be addressed to the auditor).

Shareholders are encouraged to submit their questions or comments in advance of the AGM, by:

- selecting the 'Ask Question' option when voting or appointing a proxy online at [au.investorcentre.mpms.mufg.com](https://au.investorcentre.mpms.mufg.com) (see section 2 on page 7 for further details), or
- emailing your question or comment to [investor.relations@suncorp.com.au](mailto:investor.relations@suncorp.com.au).

If you are submitting a question or comment before the AGM, please ensure it is received by 10.00am AEST on Tuesday 23 September 2025 or by 5.00pm AEST on Thursday 18 September 2025 if your question is for the auditor.

Shareholders will also have an opportunity to ask questions during the AGM, either in person or online, by:

- logging onto the online AGM platform at [meetings.openbriefing.com/suncorp25](https://meetings.openbriefing.com/suncorp25), and entering the requested details, then
- clicking on the 'Ask a Question' box
- if you have voted before the AGM and have therefore not already entered your Shareholder Number and postcode/country to obtain a voting card on the online AGM platform, you will be prompted to enter those details before you may ask a question or make a comment.

For those shareholders or proxyholders participating online who prefer to ask a question or make a comment orally rather than via the AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call the share registry on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by no later than Wednesday, 24 September 2025, to register your participation and obtain the required access code.

In the interests of all participating shareholders as a whole:

- please ensure that your question or comment relates to an item of business. If you have a question or comment that relates to:
  - your shareholding, please contact the share registry using the contact details on the last page of this Notice of Meeting. Share registry and Suncorp representatives will also be available at the AGM venue to provide assistance.
  - a customer matter, please contact our Customer Relations team using the contact details on the last page of this Notice of Meeting. Customer-related questions that are asked during the AGM will be referred to our Customer Relations team for response.
- where similar questions are received from different shareholders, the Chairman of the AGM will provide a single response, in order to streamline the conduct of the AGM.
- the Chairman of the AGM will retain full authority to conduct the AGM in the interests of all participating shareholders as a whole. In particular:
  - questions or comments that are offensive in any way will be taken as being out of order and will not be acknowledged at all, during or following the AGM, and
  - other offensive or disruptive conduct, by those who are participating in person during the AGM, will also be taken as being out of order, and the relevant participant/s will be asked to leave the AGM.

# Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Thursday 25 September 2025 at 10.00am AEST. It contains information relevant to the business to be considered at the AGM and shareholders should read this section in full.

## Business

### Financial and other matters

The Chairman of the AGM will provide shareholders with an opportunity to ask questions concerning the Company's 2024-25 Financial Report, Directors' Report and Auditor's Report (which are contained in the 2024-25 Annual Report), and the Company's performance generally.

There is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy or electronic notification, the 2024-25 Annual Report is available on the Suncorp website at [suncorpgroup.com.au/investors/reports](https://suncorpgroup.com.au/investors/reports).

The Chairman of the AGM will also provide shareholders with an opportunity to ask the Company's auditor (KPMG) questions relevant to:

- the conduct of the audit
- the preparation and content of the Auditor's Report
- the accounting policies adopted by the Company in relation to the preparation of the financial statements, and
- the independence of the auditor.

The ways in which shareholders can ask questions or make comments are outlined on page 8 of this Notice of Meeting.

## Resolution 1

### Remuneration Report

The Remuneration Report, as contained in the Company's 2024-25 Directors' Report, has been submitted to shareholders for consideration and adoption. Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the Remuneration Report which provides information on:

- remuneration governance
- the remuneration principles, framework and approach adopted by the Board for FY25 in determining the nature and amount of remuneration of directors and senior executives
- changes in the FY26 executive remuneration framework
- the operation of incentive plans, including the performance measures that apply to the different components of the variable pay framework, why those performance measures were chosen and the performance outcomes
- remuneration alignment with risk and conduct, and
- remuneration details for directors and senior executives.

The Board believes the remuneration arrangements, as outlined in the Remuneration Report, are strategically aligned and drive high performance.

Shareholders should note the vote on the Remuneration Report is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

### Board recommendation

Noting each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board recommends shareholders vote in favour of the resolution to adopt the Remuneration Report.

## Resolution 2

### Grant of Performance Rights to the Chief Executive Officer & Managing Director

The Board is seeking the approval of shareholders for the grant of 149,024 performance rights under the Suncorp Group Equity Incentive Plan (SGEIP) to the CEO, Mr Steven Johnston. This grant constitutes Mr Johnston's Long-Term Incentive (LTI) opportunity for FY26. The purpose of the LTI opportunity is to provide executive reward outcomes which align to the creation of long-term sustainable shareholder value.

Shareholder approval under ASX Listing Rule 10.14 is not required in relation to this grant as any shares allocated to Mr Johnston as an LTI award under the SGEIP will not be issued by the Company but will be acquired on market (as permitted under the SGEIP).

However, the Board wishes to seek shareholder approval of this grant in recognition of the importance of shareholder engagement on key remuneration issues, such as the remuneration of the CEO. If shareholders do not approve the grant of these performance rights at the AGM, it is intended an equivalent LTI award will be provided to Mr Johnston in cash, subject to the same performance and service conditions outlined below.

Under the SGEIP, a performance right will become a vested right following a four-year performance period, subject to the satisfaction of performance measures and service conditions. Vested rights entitle the participant to one fully paid ordinary share in the Company (or under limited circumstances, a cash payment in lieu of an allocation of ordinary shares) at no cost. For the CEO, one-third of any vested rights will be converted to fully paid ordinary shares at the end of each of Years 4, 5 and 6. Accordingly, the total LTI deferral period for the CEO is 4-6 years.

Excluding the limited circumstances where vested rights may be cash settled, at the end of the relevant deferral period vested rights are converted to shares and a payment equal to the notional dividends earned on those shares during the performance period and deferral period is paid, less any applicable superannuation and taxes (dividend equivalent payment). The dividend equivalent payment aligns the CEO reward to the shareholder experience.

If a performance right does not vest, no dividend equivalent payment will be made.

Under the SGEIP, the Board may in its discretion make adjustments to the terms of Mr Johnston's performance rights when assessing performance against the applicable performance measures and the value Mr Johnston will ultimately derive from this grant.

If there are any other corporate actions or capital reconstructions by the Company, the Board has a discretion, where it considers it appropriate, to make adjustments to the terms of the performance rights, to eliminate any material advantage or disadvantage to the CEO.

### CEO's remuneration

Mr Johnston's FY26 remuneration consists of:

- Fixed pay (inclusive of superannuation) of \$2.142 million, unchanged from FY25
- Short-term incentive (STI) opportunity of 100% of fixed pay at target and 125% of fixed pay at maximum, with any award delivered as a mix of cash (less superannuation and tax) and deferred share rights, and
- LTI opportunity of 150% of fixed pay, delivered as performance rights.

### Face value and number of performance rights

The Board has endorsed an award of performance rights with a face value of \$3,213,000 (150% of his fixed pay) as Mr Johnston's FY26 LTI opportunity.

The face value of the CEO's performance rights takes into account a number of factors, including the nature of the role, and the size and scale of the strategy the CEO is implementing throughout Suncorp.

The face value of a performance right is the volume weighted average price (VWAP) of the Company's ordinary shares on the ASX over the five trading days leading up to 1 July 2025, being the start of the performance period.

The number of performance rights to be granted to Mr Johnston has been calculated by dividing the CEO's FY26 LTI opportunity (\$3,213,000) by the face value of a performance right (\$21.5602), then rounding down to the nearest whole number. Accordingly, Mr Johnston will be allocated 149,024 performance rights.

Performance rights are provided because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest and shares are allocated on any vested rights.

Subject to shareholder approval, the CEO's performance rights will be granted to Mr Johnston as soon as practicable after the AGM and in any event, no later than 12 months after the date of the AGM. The grant of performance rights under the SGEIP will, subject to the terms and conditions described below, allow Mr Johnston to obtain ordinary shares in the Company.

### Performance and deferral period

The performance period is four years. It will begin on 1 July 2025 and end on 30 June 2029. This aligns to all other FY26 LTI offers for senior executives.

The deferral period for the CEO is 4-6 years, commencing on 1 July 2025. If the performance measures and service conditions are satisfied, one-third of any vested rights are converted to fully paid ordinary shares after the end of each of Years 4, 5 and 6.

### Performance measures

The Board has determined the most appropriate performance measures for the FY26 LTI allocation are:

- two financial measures based on Relative Total Shareholder Return (TSR) and Cash Return on Tangible Equity (Cash RoTE), collectively weighted at 70%, and
- two non-financial measures based on Relative Suncorp Group Net Promoter Score (NPS) (Consumer Australia) and Relative Trust and Reputation, collectively weighted at 30%.

These measures are strategically aligned, and the material weighting on non-financial measures ensures compliance with the Australian Prudential Regulation Authority's (APRA) Remuneration Prudential Standard (CPS 511). Detail on these measures is below.

### Relative TSR (40% weighting)

Relative TSR provides alignment between the CEO’s reward outcome and the shareholder experience. TSR is a method of calculating the return shareholders would earn if they held a notional number of shares over a period of time. TSR measures the growth in the Company’s share price together with the value of dividends received during the performance period, assuming all of those dividends are reinvested into additional shares. TSR will vary over time and reflects the market perception of the Company’s overall performance relative to the comparator group.

Performance is measured based on the final rank of the Company’s TSR against a comparator group at the end of the 4 year performance period. The comparator group is S&P / ASX 100 organisations (less organisations in the energy sector, metals and mining industry, and real estate investment trusts) at the beginning of the performance period. Accordingly, the comparator group reflects a broad-based group of organisations of a similar size and investment profile, excluding those least comparable to the Company.

The vesting schedule of the relative TSR performance measure is shown in the following table:

Relative TSR performance outcome	Percentage of performance rights subject to the Relative TSR measure that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

There will be no re-testing of relative TSR performance after the end of the performance period. Where the relative TSR performance measure for the comparator group is not met, the applicable number of performance rights lapse.

### Cash RoTE (30% weighting)

Cash RoTE is Suncorp’s most relevant internal long-term financial measure. It is an appropriate measure as it is a key driver of absolute shareholder value. Cash RoTE was previously included in the LTI plan, however it was removed from FY23 given the anticipated Suncorp Bank sale made it challenging to set and assess performance targets and assess performance. Given the Suncorp Bank sale is complete, it is appropriate to reintroduce this measure into the LTI plan.

Cash RoTE is defined as cash earnings divided by average equity excluding goodwill and other acquired intangibles. Cash RoTE targets are based on the 4-year straight average of Cash RoTE over FY26, FY27, FY28 and FY29.

Cash RoTE performance outcome	Percentage of performance rights subject to the Cash RoTE measure that may vest
Below threshold	0%
Threshold	50%
Between threshold and stretch	Straight line vesting between 50% and 100%
Stretch	100%

The level of Cash RoTE performance corresponding to threshold and stretch has been determined having regard to Suncorp’s three-year business plan, extrapolated out for the fourth year based on reasonable plan assumptions, its cost of capital and investor expectations. Once there are no commercial sensitivities, the Cash RoTE threshold and stretch will be retrospectively disclosed in the 2028-29 Remuneration Report.

There will be no re-testing of Cash RoTE performance after the end of the performance period. Where the Cash RoTE performance measure is not met, the applicable number of performance rights lapse.

Relative Suncorp Group NPS (Consumer Australia) (20% weighting)

NPS is a standard and accepted market measure of customer advocacy and provides insight into the customer experience. It is strategically aligned as it is consistent with Suncorp’s multi-brand strategy and long-term goal to improve customer experiences across all of Suncorp’s brands against competitor brands.

This measure aligns to the APRA principles in respect of prudent risk taking and long-term soundness because it incentivises strong customer outcomes and any material risk matter that arises over the performance period is expected to be reflected in customer advocacy and the NPS score. In addition, strong customer advocacy is needed to create sustainable long term value.

This measure is based on Suncorp’s Australian consumer brands being AAMI, APIA, GIO, Suncorp, Shannons, Bingle, Terri Scheer and CIL Insurance. Performance is assessed by aggregating responses (which are weighted by customer base) for each brand and then assessing performance on a relative basis against a comparator group.

The comparator group covers eight insurance brands being the ‘autoclub’ and ‘price challenger’ general insurers (Budget Direct, Coles, Everyday Insurance, NRMA Insurance, RACQ, RACV and Youi) as well as Allianz. Comparator group NPS outcomes are independently sourced, currently from RFI Global - Atlas.

Relative performance is assessed based on the percentage improvement in NPS score relative to the comparator group over the performance period in accordance with the vesting schedule below. The outcome will be verified by Suncorp Internal Audit. This is aligned to Suncorp’s strategy to convert customers to advocates at a higher rate than the most direct comparators.

Relative Suncorp Group NPS (Consumer Australia) performance outcome	Percentage of performance rights subject to the Relative Suncorp Group NPS (Consumer Australia) measure that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

Relative Trust and Reputation (10% weighting)

Trust and Reputation play a key role in the extent to which a broad range of stakeholders view Suncorp as trustworthy and credible. A positive reputation can increase customer engagement and loyalty, enable Suncorp to attract and retain talented employees, strengthen relationships with governments and communities, and in turn contribute towards a sustainable business.

This measure aligns to APRA’s principles in respect of prudent risk taking and long-term soundness because sustainable businesses are underpinned by strong trust and reputation. In addition, the measure incentivises decisions to be made having regard to Suncorp’s diverse stakeholders. Any significant risk matter that arises over the performance period is expected to be reflected in the reputation score.

Trust and Reputation is assessed independently by The RepTrak Company. It is calculated based on final rank of the RepTrak score at the end of the performance period against a comparator group of ten insurance entities being Allianz Australia, Budget Direct, Bupa, HCF, Insurance Australia Group Limited, Medibank Private Limited, NIB Holdings Limited, QBE Insurance Group Limited, Youi and Zurich.

Relative performance is assessed in accordance with the vesting schedule below.

Relative Trust and Reputation performance outcome	Percentage of performance rights subject to the Relative Trust and Reputation measure that may vest
Below the 50th percentile (below median performance)	0%
At the 50th percentile (median performance)	50%
Between the 50th and 75th percentiles	Straight line vesting between 50% and 100%
At or above the 75th percentile	100%

Disclosure of performance outcomes

The performance outcome of all the LTI performance measures will be disclosed in the 2028-29 Remuneration Report.

### Malus and clawback criteria

Malus and clawback criteria will apply to any performance rights or vested rights (deferred incentive) awarded as part of the CEO's LTI opportunity under the SGEIP. Malus means an adjustment to reduce the value of all or part of a deferred incentive before it has vested. Clawback means the recovery of some or all of the deferred incentive that has been paid or vested within two years from the payment or vesting date.

In considering whether malus or clawback should apply, the Board will consider the severity of the matter against the below criteria:

- the participant has engaged in misconduct (such as acting fraudulently or dishonestly) which has led to termination or significant adverse outcomes
- the participant is accountable for a significant failure of financial or non-financial risk management
- where there has been a significant failure or breach of accountability, fitness and propriety or compliance obligations
- the participant's variable pay, or other benefit received, was determined based on a significant error or a significant misstatement of criteria on which the variable remuneration determination was based
- the participant acted (or failed to act) in a manner which contributed to significantly adversely impacting a group company, customers, counterparties, shareholders and / or the reputation of Suncorp, or
- any other reasonable significant considerations.

### Treatment of CEO's performance rights on cessation of employment

Unless the Board determines otherwise:

- unvested performance rights will lapse if Mr Johnston resigns.
- if Mr Johnston's employment is terminated for any other reason, the unvested performance rights will be pro-rated for the time worked in the performance period and continue beyond cessation of employment and will vest or lapse depending on whether the performance measures are achieved, subject to malus and clawback criteria.
- other than when termination is due to summary dismissal, any vested rights will continue beyond cessation of employment and convert into shares (or be settled as a cash payment in limited circumstances) in the normal course, subject to malus and clawback criteria.

Mr Johnston's unvested performance rights and vested rights will lapse if he is summarily dismissed.

### Trading of shares

Shares allocated upon conversion of any vested performance rights under the SGEIP are subject to the Suncorp Securities Trading Policy.

### Hedging prohibition

Executives and employees of Suncorp who receive equity or equity-linked deferred remuneration are prohibited from hedging their economic exposures before the equity or equity-linked remuneration is fully vested and converted into shares. In the event of a breach, the individual's entitlement to performance rights or securities is forfeited with immediate effect.

There is no loan provided to the CEO in connection with the SGEIP.

If approved by shareholders, details of the performance rights granted to Mr Johnston under this resolution will be published in Suncorp's 2025-26 Remuneration Report. Any additional persons covered by ASX Listing Rule 10.1<sup>4</sup> who become entitled to participate in the LTI offer under the SGEIP after shareholder approval of this resolution and who were not named in this Notice of Meeting will not be made an award under the SGEIP until approval is obtained.

### Board recommendation

The Board, with Mr Johnston abstaining, recommends shareholders vote in favour of the resolution to grant performance rights under the SGEIP to the CEO on the terms set out above.

## Resolution 3

### Election and Re-election of Directors

The Company's Constitution requires a non-executive director who is appointed by the Board to seek election by shareholders at the next AGM following that director's appointment. Accordingly, Mr David Whiteing, whose appointment was announced by the Company on 12 December 2024 and became effective 13 February 2025, submits himself for election by shareholders.

The Company's Constitution also requires no non-executive director retain office for more than three years or until the third AGM following that director's appointment. In addition, the Company must hold an election of directors each year.

Accordingly, Mr Ian Hammond and Ms Sally Herman OAM will submit themselves for re-election by shareholders, having previously been re-elected by shareholders in September 2022.

Board renewal remains a priority to ensure optimal composition is maintained, including an appropriate mix of skills, experience and diversity to support our strategic priorities.

The Board has reviewed the candidacy of Mr Whiteing and performance of Mr Hammond and Ms Herman, and is satisfied:

- that comprehensive background checks have been undertaken in connection with Mr Whiteing's appointment, in accordance with Suncorp's Fit and Proper Policy (which in turn meets APRA's requirements), and no matters of concern have been identified.
- as to each person's confirmation they will continue to have sufficient time to fulfil their duties as non-executive directors of the Company.
- they each bring/continue to bring diligence, commitment, valuable expertise and experience to the deliberations of the Board and its Committees.
- they each satisfy the Board's independence criteria, which align with the guidance provided by the ASX and other regulators. In addition, the Board has robust processes to manage actual, potential or perceived conflicts of interest, as outlined in Suncorp's FY25 Corporate Governance Statement.

Further commentary specific to each director, in support of their election or re-election as a director, follows.



**David Whiteing**

BBusSc, Finance and Economics

**Non-Executive Director**

David Whiteing was appointed a director of the Company in February 2025. He is a member of the Nomination Committee.

David brings to Suncorp more than 30 years' experience leading innovative technology programs in a range of sectors including professional and financial services. His international experience spans complex, enterprise-wide technology strategy and transformation, cybersecurity, capability building and data analytics.

David is passionate about forward-thinking leadership and emerging technology and has contributed to national technology policy through Australia's National Cyber Strategy.

In addition to his role at Suncorp, David holds non-executive director positions with Macquarie Bank Limited and Silicon Quantum Computing Pty Ltd. David has previously held appointments on advisory boards responsible for guiding major transformation programs for the University of Technology Sydney and the Australian Bureau of Statistics.

David's executive career experience includes Managing Director of Data and Cyber Transformation at Singtel Optus Pty Limited, Global Chief Operating Officer for Standard Chartered based in Singapore, and Group Executive and Chief Information Officer at the Commonwealth Bank of Australia.

#### Board recommendation

The Board considers that Mr Whiteing has made a strong contribution to the Board's deliberations since joining in February 2025, particularly through his extensive financial services and contemporary technology and transformation experience.

Mr Whiteing is considered by the Board to be an independent, non-executive director of the Company.

The Board, with Mr Whiteing abstaining, recommends shareholders vote in favour of the election of Mr Whiteing as a director of the Company.





**Ian Hammond**  
BA (Hons), FCA, FCPA, FAICD  
Non-Executive Director

Ian Hammond has been a director of the Company since October 2018. He is Chairman of the Audit Committee, and a member of the Risk and Nomination Committees.

Ian has an extensive knowledge of the financial services industry, and expertise in financial reporting and risk management. He has deep experience across the insurance, banking, wealth management and property sectors, and a keen interest in digital and technology trends.

He is also Chairman of Mission Australia.

Previously Ian was a non-executive director of Perpetual Limited, Citigroup Pty Limited and Venues NSW. Ian spent more than 35 years at PwC, including 26 years as a partner. He was lead partner for several of Australia's major financial institutions and was previously a member of the Australian Accounting Standards Board and the International Accounting Standards Board.

#### **Board recommendation**

The Board considers Mr Hammond's knowledge of the financial services industry, and expertise in financial reporting and risk management bring great value to the deliberations of the Board and Risk Committees, and to his role as Chairman of the Audit Committee in particular.

Mr Hammond is considered by the Board to be an independent, non-executive director of the Company. He is seeking re-election for his third and final term.

The Board, with Mr Hammond abstaining, recommends shareholders vote in favour of the re-election of Mr Hammond as a director of the Company.



**Sally Herman, OAM**  
BA, GAICD  
Non-Executive Director

Sally Herman, OAM has been a director of the Company since October 2015 and is a member of the Risk and Nomination Committees.

Sally brings to Suncorp strong expertise in running retail banking and insurance products, setting strategy for financial services businesses, and working with customers, shareholders, regulators and government. She has deep executive experience running customer-facing financial services businesses in Australia and the United States of America. She has held board positions (including on subsidiary boards) of financial services organisations for over 20 years, with a focus on governance, regulation and compliance.

Sally's current listed company directorships include Breville Group Limited, Premier Investments Limited and Abacus Storage Funds Management Limited. She is also a director of MinterEllison.

Sally was previously a director of listed company E & P Financial Group Limited, a director of Irongate Funds Management Limited, responsible entity of listed trust Investec Australia Property Fund and Abacus Property Group Limited.

During her senior executive career at Westpac, Sally oversaw stakeholder engagement including customers, shareholders, government and regulators. Her Westpac experience also included running the product function of retail and business banking, including general insurance and internet banking.

#### **Board recommendation**

The Board considers Ms Herman's strong expertise in running retail insurance and banking products, setting strategy for financial services businesses, and working with customers, shareholders, regulators and government, bring great value to the deliberations of the Board and Risk Committee.

Ms Herman is considered by the Board to be an independent, non-executive director of the Company. She is seeking re-election for her fourth and final term.

The Board, with Ms Herman abstaining, recommends shareholders vote in favour of the re-election of Ms Herman as a director of the Company.

Suncorp confirms that this document complies with the notice of meeting content requirements set out in the ASX Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

## Further Information on Suncorp

Suncorp's 2024-25 Annual Report is available on the Suncorp website at [suncorpgroup.com.au/investors/reports](https://suncorpgroup.com.au/investors/reports).

You can obtain a copy on request by contacting our share registry, MUFG Corporate Markets (see the shareholder enquiries contact details below).

### To see more, go online

[suncorpgroup.com.au](https://suncorpgroup.com.au)

#### Registered office

Level 23  
Heritage Lanes  
80 Ann Street  
Brisbane, Queensland, 4000

#### Shareholder enquiries

MUFG Corporate Markets (AU) Limited  
[suncorp@cm.mpms.mufg.com](mailto:suncorp@cm.mpms.mufg.com)  
1300 882 012 (inside Australia)  
+61 2 8767 1219 (outside Australia)

#### Investors

[investor.relations@suncorp.com.au](mailto:investor.relations@suncorp.com.au)

#### General product enquiries

13 11 55

#### Customer Relations

By phone 1300 264 053 (Mon-Fri 9am-5pm AEST)

By email [idr@suncorp.com.au](mailto:idr@suncorp.com.au)

#### In writing

Suncorp Customer Relations

PO Box 14180

Melbourne City Mail Centre, Victoria, 8001



Suncorp Group Limited  
ABN 66 145 290 124

## LODGE YOUR VOTE



### ONLINE

<https://au.investorcentre.mpms.mufig.com>



### BY EMAIL

[proxies.au@cm.mpms.mufig.com](mailto:proxies.au@cm.mpms.mufig.com)



### BY MAIL

Suncorp Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
PO Box A50  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND\*

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150 or  
Liberty Place, Level 41, 161 Castlereagh Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 882 012  
Outside Australia: +61 2 8767 1219



**X99999999999**

## VOTING FORM

I/We being a member(s) of Suncorp Group Limited and entitled to attend and vote hereby appoint:

**A**

### VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 25 September 2025**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item.

**OR**

**B**

### APPOINT A PROXY



appoint the  
Chairman  
of the Meeting  
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 25 September 2025** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Ballroom, Sofitel Brisbane Central, 249 Turbot Street, Brisbane** or logging in online at <https://meetings.openbriefing.com/suncorp25> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 1 & 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 2, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Voting directions will only be valid and accepted by the Company if they are signed and received no later than 10:00am (AEST) on Tuesday, 23 September 2025. Please read the voting instructions overleaf before marking any boxes with ☒

### Items

For Against Abstain\*

For Against Abstain\*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3a Election of Director –  
Mr David Whiteing

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Grant of Performance Rights to the  
Chief Executive Officer & Managing  
Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3b Re-election of Director –  
Mr Ian Hammond

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3c Re-election of Director –  
Ms Sally Herman

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular item, your direct vote will not be counted in computing the required majority if you are voting under Box A, or if you are voting under Box B, you are directing your proxy not to vote on your behalf and your votes will similarly not be counted in computing the required majority.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form must be signed by the shareholder. In the case of a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the Power of Attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make handwritten corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

## VOTING UNDER BOX A – VOTING DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. You may vote by marking one of the boxes opposite each resolution. If you do not mark any of the boxes opposite a resolution, your vote will be invalid for that resolution.

Custodians and nominees may, with the share registry's consent, identify on this form the total number of votes in each of the categories "For" and "Against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, and vote during the Meeting, your vote during the Meeting will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

## VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step B. If you wish to appoint someone other than the Chairman as your proxy, please write the name and email address of that individual or body corporate in the box provided at Step B. A proxy need not be a shareholder of the Company.

If you complete both Box A and Box B, or neither of Box A or Box B, this form will be deemed to be an appointment of proxy to the Chairman.

## DEFAULT TO CHAIRMAN

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's KMP.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the proportion or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution then, subject to the rest of this section and the restrictions in the Notice of Meeting, your proxy may vote as he or she chooses.

If the Chairman is your proxy (either by appointment or default), and you do not complete any of the boxes by marking "For", "Against" or "Abstain" opposite a resolution on this form, the Chairman intends to exercise your vote in favour of each resolution. If you wish to appoint the Chairman as your proxy with a direction to vote against, or to abstain from voting on a resolution, you should specify this by marking the "Against" or "Abstain" boxes opposite the resolution on this form.

If you mark more than one box on a resolution your vote on that resolution will be invalid.

## APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional voting form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first voting form and the second voting form state the proportion of your voting rights or number of shares applicable to that form. If the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both voting forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the shareholder must sign.

**Joint Holding:** where the holding is in more than one name, any one joint shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form and return both documents by mail or by hand. By signing this form you declare that you have not received any notice of revocation of your appointment as attorney.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

## CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

## HOW TO LODGE THIS VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address listed below by **10:00am (AEST) on Tuesday, 23 September 2025**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



### ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



### BY EMAIL

[proxies.au@cm.mpms.mufig.com](mailto:proxies.au@cm.mpms.mufig.com)



### BY MAIL

Suncorp Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



### BY FAX

+61 2 9287 0309



### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Liberty Place  
Level 41  
161 Castlereagh Street  
Sydney NSW 2000

\* in business hours (Monday to Friday, 9:00am–5:00pm)