



SUNCORP-METWAY LIMITED
(ABN 66 010 831 722)

**Domestic Medium Term Notes, Transferable Deposits
and Other Debt Instruments Programme**

Issue of

A\$750,000,000 Floating Rate Medium Term Notes due 23 April 2019 (“MTNs”)

The date of this Pricing Supplement is 17 April 2014.

This document constitutes the Pricing Supplement relating to the issue of the Tranche of Securities described herein. Terms used in the Conditions set forth in the Information Memorandum dated 21 June 2013 (the "**Information Memorandum**") bear the same meaning where used in this Pricing Supplement. This Pricing Supplement is supplemental to and must be read in conjunction with such Information Memorandum and the Deed Poll dated 21 June 2013 ("**Deed Poll**"), each issued in relation to the Programme.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the MTNs or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

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| 1. Issuer: | Suncorp-Metway Limited (ABN 66 010 831 722) |
| 2. (i) Series Number: | MET060 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency or Currencies: | Australian Dollars |
| 4. Issue Amount: | A\$750,000,000 |
| 5. Issue Price: | 100 per cent. of the Issue Amount |
| 6. Specified Denomination: | A\$10,000, provided that the minimum consideration payable for the issue and transfer of MTNs: <ul style="list-style-type: none">(a) in Australia, will be at least A\$500,000 (or its equivalent in an alternative currency and, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act; and(b) outside Australia, will be at least A\$200,000. |

7.	Issue Date and Interest Commencement Date:	23 April 2014
8.	Maturity Date:	23 April 2019
9.	Interest Basis:	Floating Rate (further particulars specified below)
10.	Final Redemption Amount:	The outstanding principal amount as at the date of redemption.
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Status of the Securities where MTNs:	Senior
13.	Listing:	Not Applicable
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Security Provisions:	Not Applicable
16.	Floating Rate Security Provisions	Applicable
	(i) Interest Payment Dates:	23 January, 23 April, 23 July and 23 October of each year, up to, and including, the Maturity Date, with the first Interest Payment Date being on 23 July 2014.
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Additional Business Centre:	Not applicable
	(iv) Manner in which the Rates of Interest to be determined:	Screen Rate Determination
	(v) Party responsible for calculating the Rates of Interest and Interest Amounts:	Austraclear Services Limited (ABN 28 003 284 419)
	(vi) Screen Rate Determination:	
	- Reference Rate:	90 day BBSW
	- Interest Determination Date:	The first day of each Interest Period.
	- Relevant Screen Page:	Reuters Page BBSW (or such replacement page of that service which displays the information).
	(vii) Margin:	+1.10 per cent. per annum
	(viii) Minimum Rate of Interest:	Not Applicable
	(ix) Maximum Rate of Interest:	Not Applicable

- (x) Day Count Fraction: Actual/365 (Fixed)
- (xi) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Securities, if different from those set out in the Conditions: Not Applicable

17. Zero Coupon Security Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Issuer Call: Not Applicable

19. Investor Put: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

20. (i) Form of Securities: Registered
(ii) Type of Securities: Senior MTNs

21. Additional Financial Centre or other special provisions relating to Payment Dates: Not Applicable

22. Public Offer Test compliant: Yes

23. Condition 9.3 (Taxation): Applicable

24. Other terms or special conditions: Not Applicable

DISTRIBUTION

25. If syndicated, names of the Joint Lead Managers and Dealers: Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)

Commonwealth Bank of Australia (ABN 48 123 123 124)

National Australia Bank Limited (ABN 12 004 044 937)

Westpac Banking Corporation (ABN 33 007 457 141)

26. Additional selling restrictions: The section of the Information Memorandum entitled “*Subscription and Sale*” is amended as set out in Schedule 1 to this Pricing Supplement

OPERATIONAL INFORMATION

27. Registrar: Austraclear Services Limited (ABN 28 003 284 419)

28. Common Code: 105942907

29. ISIN: AU3FN0022976

30. Any clearing systems other than Austraclear :

Interests in the MTNs may also be traded through Euroclear and Clearstream, Luxembourg. Entitlements in respect of holdings of interests in MTNs in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as nominee of Euroclear and entitlements in respect of holdings of interests in MTNs in Clearstream, Luxembourg would be held in the Austraclear System by a nominee of J.P. Morgan Chase Bank, N.A. as custodian of Clearstream, Luxembourg

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in the Pricing Supplement.

Signed on behalf of Suncorp-Metway Limited (ABN 66 010 831 722):

By: 

Duly authorised *ANDREW GORDON POWER*

By: 

Duly authorised *REBECCA ELIZABETH PIMM*

SCHEDULE

The section of the Information Memorandum entitled “*Subscription and Sale*” is amended by deleting the selling restriction entitled “Singapore” and replacing it with the following:

“Singapore

This Information Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act, Chapter 289 of Singapore, as amended (“**Securities and Futures Act**”).

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell the Securities, nor make the Securities the subject of an invitation for subscription or purchase, nor will it circulate or distribute the Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities, whether directly or indirectly to persons in Singapore other than:

- (a) to an institutional investor under Section 274 of the Securities and Futures Act;
- (b) to a relevant person pursuant to Section 275(1) of the Securities and Futures Act, or any person pursuant to Section 275(1A) of the Securities and Futures Act, and in accordance with the conditions specified in Section 275 of the Securities and Futures Act; or
- (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, to notify (whether through the distribution of this Information Memorandum or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any Securities or otherwise) each of the following relevant persons specified in Section 275 of the Securities and Futures Act which has subscribed or purchased Securities from and through that Dealer, namely a person who is:

- (a) a corporation (which is not an accredited investor) (as defined in Section 4A of the of the Securities and Futures Act) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

that securities (as defined in Section 239(1) of the Securities and Futures Act) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferable for six months after that corporation or that trust has acquired the Securities pursuant to an offer made under Section 275 of the Securities and Futures Act except:

- (A) to an institutional investor or to a relevant person defined in Section 275(2), of the Securities and Futures Act, or any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the Securities and Futures Act;
- (B) where no consideration is or will be given for the transfer;
- (C) where the transfer is by operation of law;
- (D) as specified in Section 276(7) of the Securities and Futures Act; or
- (E) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.”