

QBE INSURANCE GROUP LIMITED

Shareholder Communication Guidelines

2015

Contents

1	Overview	3
2	Communications with shareholders	3
2.1	Annual General Meetings.....	3
2.2	Annual Report	4
2.3	Announcements to the ASX.....	4
2.4	Investor and Analyst Briefings	4
2.5	Methods of Communication – Distribution.....	4
2.6	Share Registry	5

1 Overview

- 1.1 QBE Insurance Group Limited (**Company**) is committed to regularly communicating with its shareholders in a timely and accessible manner, and to encouraging shareholder participation at its general meetings.
- 1.2 The purpose of these guidelines is to set out the processes by which the Company will strive to ensure that shareholders are provided with appropriate information and facilities to allow them to exercise their rights effectively. Additionally, the Company recognises that potential investors and interested stakeholders may wish to obtain information about the Company.

2 Communications with shareholders

2.1 Annual General Meetings

- (a) Within the required statutory period before each Annual General Meeting (**AGM**), the Company will distribute to shareholders a notice of meeting and proxy form in accordance with the requirements of the *Corporations Act 2001* (**Corporations Act**), the ASX Listing Rules (**Listing Rules**) and the Company's constitution. The Company will make directors, members of the management team and the external auditor available to shareholders at the AGM. It will allow shareholders in attendance at the AGM a reasonable opportunity to ask questions regarding the items of business. It will also provide shareholders who are unable to attend the meeting with an opportunity to submit questions in advance of the meeting. The Company encourages shareholders to provide email addresses so that notices of meeting and explanatory material can be sent to shareholders via email and provide shareholders with the opportunity to lodge proxies electronically.
- (b) AGMs are an opportunity for shareholders to hear from and engage with the Board, management and the Company's external auditor. The Company webcasts its AGM for the benefit of shareholders who cannot attend in person.
- (c) The Company will request that the external auditor attend AGMs and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.
- (d) The Company and its Board encourages shareholders to actively participate at AGMs. To encourage effective participation at AGMs, the Company will ensure that:
- (i) notices will be honest, accurate and not misleading;
 - (ii) notices will encourage shareholder participation in the event they cannot attend in person by clearly referring to shareholders' right to appoint a proxy or proxies and by enclosing a proxy appointment form with the Notice which clearly indicates how a shareholder may appoint a proxy, direct their proxy how to vote on a particular resolution if they so choose, and if they appoint the Chairman of the meeting as their proxy, how the Chairman intends to vote undirected proxies;
 - (iii) the Company will combine or "bundle" resolutions in a notice of meeting in limited circumstances; and
 - (iv) the Company will give clear guidance in notices containing resolutions for the election of, or any removal of, directors.

2.2 Annual Report

- (a) The Company aims to ensure that its annual report provides shareholders with a good understanding of the Company's activities, performance and position for the previous financial year.
- (b) The Company's annual report will be made available electronically via its website. Shareholders can also elect to receive a printed copy of the annual report.

2.3 Announcements to the ASX

- (a) Significant developments affecting the Company may be the subject of an announcement to ASX under the Company's continuous disclosure obligations.
- (b) All major ASX announcements made to the market, including annual and half-year financial results, are placed on the Company's website as soon as practicable after release.

2.4 Investor and Analyst Briefings

- (a) Investor and analyst briefings may occur whenever the Board deems appropriate. Presentation material will be released to ASX before such briefings take place, and where appropriate, the Company will utilise webcasting or teleconferencing technology to broadcast the briefings.

2.5 Methods of Communication – Distribution

- (a) Whenever possible, the Company will provide shareholders with the option to receive communications from and send communications to the Company electronically.
- (b) The Company aims to provide shareholders with comprehensive and timely access to Company information and releases through its website. Information available on the Company's website will include:
 - (i) the names, photographs and brief biographical information for each of the Company's directors and senior executives;
 - (ii) the Company's constitution, board charter and the charters of each of its Board committees;
 - (iii) the Company's corporate governance policies including Securities Dealing Policy and Continuous Disclosure Policy;
 - (iv) copies of the Company's annual reports and financial statements;
 - (v) copies of any announcements to ASX;
 - (vi) Shareholder calendar
 - (vii) the full text of notices of meetings and any accompanying documents;
 - (viii) presentation materials provided at investor and analyst briefings;
 - (ix) if the Company keeps them, webcasts of investor and analyst briefings;

- (x) if the Company keeps them, webcasts of meetings of shareholders;
and
- (xi) a means for the shareholders to submit enquiries directly to the Company.

2.6 Share Registry

- (a) Shareholders are able to access information relevant to their holding, as well as update personal information via the Company's share registrar, Computershare Investor Services Limited.
- (b) Shareholders may direct any enquiries relating to their holding to the dedicated QBE call centre operated by Computershare Investor Services Limited by calling 1300 723 487.