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# QBE Insurance Group Limited

## Nomination Committee Charter

### Role

The Nomination Committee (“Committee”) is appointed by the Group Board to assist the Board in appointing Directors so that the Board as a whole has the necessary range of skills, knowledge and experience to be effective.

In carrying out this role, the Committee may consider the matters described below.

The Committee may decide matters within its scope; otherwise it will make recommendations to the Group Board on them.

The Committee has the powers necessary to enable it to perform its role.

### Scope

The Committee may consider:

- the necessary and desirable competencies of Directors, including identifying, assessing and enhancing relevant competencies;
- any gaps in relevant competencies on the Board;
- Directors’ succession plans, including maintaining an appropriate mix of skills, knowledge and experience and taking into account the challenges and opportunities facing QBE in the future;
- re-election of Non-executive Directors (NEDs) at the AGM and the voting recommendation to shareholders in the notice of meeting;
- process of selecting candidates for NED positions;
- board size;
- induction steps for new Directors;
- continuing education for Directors;
- board and committee review procedure, including of the Chairman and engaging any consultant;
- procedures for appointing a new Chairman;
- charter for the Committee;
- its performance against that charter and otherwise;
- any special projects either delegated by the Group Board or as part of its scope, deemed necessary by the Committee.

The Committee need not deal with every item above.

The Committee may refer matters to the Group Board or another Committee.

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## Membership

The Committee will comprise the whole Board.

The Group Chairman will chair the Committee.

## Meetings

The Committee will usually meet two times a year.

The Chairman may call a special meeting on her own motion or will do so if requested by any Committee member.

A quorum for meetings will be two Committee members.

Resolutions may be passed either unanimously or by a majority of votes of Committee members.

A notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers will usually be forwarded to each Committee member and any other individual invited to attend not less than three working days prior to the meeting date.

## Access and Advice

The Committee has free and unfettered access to senior managers (such as in human resources), including to seek additional information and explanation during its meetings.

The Committee may engage third party experts at QBE's cost in a manner that should ensure the engagement, including any advice received, is independent. The experts may attend Committee meetings.

DATED: 17 May 2013