



Dear Shareholder

On behalf of the Board of Directors, it is my pleasure to invite you to attend QBE's Annual General Meeting (AGM) on Thursday, 9 May 2019. The meeting will be held in the Ballrooms 3 & 4, The Westin Sydney, No.1 Martin Place, Sydney, NSW commencing at 10.00am (Sydney time). The Chairman's and Group CEO's speeches will be webcast live and uploaded to our website at www.qbe.com.

Included with this Notice of Meeting are Explanatory Notes and a Proxy Form. I encourage you to read the Explanatory Notes so you have a full understanding of the resolutions being put forward at the AGM.

The 2018 Annual Report provides you with a detailed overview of business performance. Our enclosed 2018 'In Review' Broadsheet, provides you with a summary of the key areas of interest to our shareholders. Copies of both the Annual Report and the Broadsheet may be viewed on our website at www.qbe.com. If you requested a printed copy of the Annual Report, it will be mailed to you separately.

At this year's AGM, shareholders are being asked to approve two separate equity awards to our Group CEO, Pat Regan. This is a one-off consequence of changes we are making to our executive remuneration structure for 2019, in response to shareholder feedback at last year's AGM.

Under this change, we have replaced the old Executive Incentive Plan (EIP), for which awards were based on past performance, with a new long-term incentive (LTI) plan, for which awards are subject to future performance targets.

Implementation of these changes requires two separate resolutions for this AGM only – one pertaining to 2018 and the other setting the framework for the Group CEO's remuneration in 2019.

Accordingly, resolution 3 relates to the deferred equity award under the old EIP, as part of the Group CEO's remuneration arrangements for 2018. The value of this award is based on the Board's assessment of the Group CEO's performance in 2018 – both financial and strategic – against pre-determined targets set at the start of 2018. A detailed description of the performance that resulted in the Group CEO's proposed deferred equity EIP award is included in the Remuneration Report.

Resolution 4 relates to the new LTI award under the Group CEO's new remuneration arrangements for 2019. The 2019 LTI requires shareholder approval upfront for the maximum award, should the Group CEO meet the future performance targets which are set out in the enclosed Notice of Meeting.

A recent history of the types of award proposed for the QBE Group CEO presented for shareholder approval at the AGM follows:

AGM year	Group CEO equity awards presented for shareholder approval
2016	2016 LTI award
2017	No award made
2018	2017 EIP deferred equity award
2019	2018 EIP deferred equity award and 2019 LTI award
2020*	2020 LTI award

* Assumes the new executive remuneration structure for 2019 will remain in place for 2020

We are inviting shareholders who are unable to attend the meeting to submit questions. You will find a form for this purpose in your AGM pack. We will endeavour to address as many questions as possible at the AGM. If you have received this form electronically, you can submit your question online at www.investorvote.com.au.

Votes at the meeting will be by way of a poll. A person intending to vote on shares held in a company name must bring an authority signed on behalf of the company in favour of the person attending.

We look forward to welcoming you at the meeting. If you are unable to attend, I encourage you to vote either by using the Proxy Form or by appointing your proxy online at www.investorvote.com.au.

Yours sincerely

A handwritten signature in black ink, appearing to read 'W. Marston Becker'. The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

W. Marston Becker
Chairman