



15 April 2019

The Manager
Market Announcements Office
ASX Limited
Level 4
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

QBE INSURANCE GROUP LIMITED EMPLOYEE EQUITY GRANTS

In accordance with Listing Rule 3.10.3, we advise of the Grants of Conditional Rights under the QBE Insurance Group Limited (QBE) Long Term Incentive (LTI) Plan.

Grant of Conditional Rights under the QBE LTI Plan

1. Class of securities

Conditional Rights in respect of QBE shares.

A Conditional Right is a contractual promise by QBE to acquire one fully paid ordinary QBE Share (or, at the discretion of the People and Remuneration Committee, the equivalent Market Value in cash), where certain conditions are met.

2. Number of Securities

We note the following Grant of Conditional Rights and the allocation of Notional Dividends:

- grant of 805,841 Conditional Rights allocated on 10 April 2019 with an effective date of 4 March 2019; and
- allocation of 18,183 Notional Dividends on 18 April 2019.

3. Principal terms of the Conditional Rights Grant

The following is a summary of the principal terms of the Conditional Rights Grants.

The LTI Grant for executive key management personnel (excluding the Group Chief Executive Officer) has multiple vesting dates commencing from 2022 through to 2024 and is subject to the achievement of a variation of performance hurdles over the relevant performance periods.

The LTI Plan Rules detail the treatment of the Conditional Rights held by a participant in certain circumstances including:

- The participant ceasing employment;
- The People and Remuneration Committee applying malus.

Subject to satisfaction of the vesting conditions under the LTI Plan Rules, the Board has determined that a Conditional Right does not require exercise and that upon vesting,

participants will automatically become entitled to receive QBE Shares on the applicable vesting date.

4. Issue Price

No consideration is payable on the grant of the Conditional Rights or, following vesting, on the delivery of the QBE Shares.

5. Purpose of the Issue

Remuneration of executive key management personnel (excluding the Group Chief Executive Officer).

6. Shareholder Approval

Shareholder approval is not required for the purpose of the Grants. The Grants to any Executive Directors will be made in reliance of Listing Rule 10.15B and any QBE Shares delivered on vesting are required to be purchased on market.

Yours sincerely



Carolyn Scobie
Group General Counsel & Company Secretary