

QBE Insurance Group Limited ABN 28 008 485 014  
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31 May 2019

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

Dear Sir/Madam

**On market share buy-back – notification of cancellation of shares**

In accordance with ASX Listing Rule 3.8A, attached is the ASIC form 484 notifying the cancellation of 3,809,850 QBE shares as part of the on market share buy-back.

Following the cancellation of shares for the buyback, the total number of shares on issue is 1,321,395,211.

Yours faithfully

A handwritten signature in blue ink that reads 'Peter Smiles'.

Peter Smiles  
**Deputy Company Secretary**

Attach.

# Change to company details

**Company details**

Company name  
**QBE INSURANCE GROUP LIMITED**  
Australian Company Number (ACN)  
**008 485 014**

**Lodgement details**

Who should ASIC contact if there is a query about this form?

Name  
**SMILES, PETER**  
ASIC registered agent number (if applicable)  
**17210**

**Signature**

This form must be signed by a current officeholder of the company.

I certify that the information in this form is true and complete

Name  
**PETER SMILES**

Capacity  
**Secretary**

Signature



Date signed  
**31-05-2019**

### C1 Cancellation of shares

Reason for cancellation

#### Shares cancellation details

Reason for cancellation

**ss.257H(3) Share buyback - Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place**

The cancelled shares are listed below:

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)	
ORD	3809850	47478364.89	

Earliest Date of cancellation      **06-05-2019**

### C3 Change to share structure

The updated details for this changed share class are shown in the table below.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY SHARES	1321395211	13113260193.15	0.00

Earliest date of change      **06-05-2019**