

QBE Insurance Group Limited ABN 28 008 485 014
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12 March 2020

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

Dear Sir/Madam

**Resolutions under section 249N of the Corporations Act for consideration at QBE's
2020 Annual General Meeting**

Please find attached an announcement for release to the market.

This release has been authorised by the Company Secretary.

Yours faithfully

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

Peter Smiles
Company Secretary

Encl.



QBE

MARKET RELEASE

12 March 2020

Resolutions under section 249N of the Corporations Act for consideration at QBE's 2020 Annual General Meeting

In accordance with ASX Listing Rule 3.17A, QBE gives notice that the attached resolutions have been requisitioned under section s249N of the *Corporations Act*, for consideration at the QBE Insurance Group Annual General Meeting, to be held in Sydney on 7 May 2020.

The proposed resolutions have been requisitioned by shareholders.

QBE's Board welcomes this dialogue on these important matters and will give the proposed resolutions thorough consideration before providing its recommendations to shareholders in the 2020 AGM Notice of Meeting, to be published in early April.

- ENDS -

For further information, please contact:

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MARKET RELEASE

12 March 2020

Attachment

Resolution 1 – Amendment to the Constitution

To insert into our company’s constitution beneath ‘Business of Annual and Other General Meetings’ the following new sub-clause 32(c): “The company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material financial relevance and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.”

Resolution 2 – QBE World Heritage policy

Shareholders request that the company develop a policy which guarantees QBE does not invest in, insure or advocate^[1] for any projects or works that could result in negative impacts occurring within the boundaries of a World Heritage or Ramsar property.

[1] Advocacy defined as taking a public position in favour of such projects through advertising, lobbying, press releases, formulation of company policy or allowing industry bodies that represent the company to undertake any such activity on behalf of the company.