

QBE Insurance Group Limited ABN 28 008 485 014
Level 27, 8 Chifley Square, SYDNEY NSW 2000 Australia
GPO Box 82, Sydney NSW 2001
telephone + 612 9375 4444 • facsimile + 612 9231 6104

www.qbe.com



29 November 2017

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

Dear Sir/Madam

Redemption of USD 2.40% Senior Notes Due 1 May 2018 ("Notes")

Please find attached an announcement for release to the market.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Carolyn Scobie', is written over the 'Yours faithfully' text.

Carolyn Scobie
Company Secretary

Attachment



MARKET RELEASE

29 November 2017

REDEMPTION OF USD 2.40% SENIOR NOTES DUE 1 MAY 2018 ("NOTES")

QBE announces that it will redeem the outstanding Notes on 29 December 2017.

The Notes will be redeemed for a redemption amount to be determined in accordance with the original transaction documentation on 26 December 2017 together with accrued interest.

A copy of the Notice of Redemption is attached.

For further information, please contact:

Debt Relations

Paul Byrne
Group Treasurer
Tel: +61 2 9375 4226
Cell: +61 (0) 481 440 005
Paul.byrne@qbe.com

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Level 27, 8 Chifley Square
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Australia
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Media Enquiries

David Symons
Cell: +61 (0) 410 559 184
Email: david.symons@qbe.com

QBE Insurance Group Limited is listed on the Australian Securities Exchange and is recognised as one of the top 20 global insurance and reinsurance companies as measured by net earned premium and has operations in 37 countries.

DISCLAIMER

This market release does not constitute an offer to sell or a solicitation of an offer to buy, any securities in the United States. The securities referenced herein have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States absent registration except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable U.S. state securities laws.

NOTICE OF REDEMPTION OF QBE INSURANCE GROUP LIMITED

2.40% SENIOR NOTES DUE 2018

Redemption Date: December 29, 2017

(CUSIP: 74728G AD2; ISIN: US74728GAD25; Common Code: 09259874 (144A))¹
(CUSIP: Q78063 AF3; ISIN: USQ78063AF38; Common Code: 092560058 (Reg S))

Reference is made to the Indenture, dated as of May 1, 2013 (the “Indenture”), by and among QBE Insurance Group Limited (the “Company”), the Bank of New York Mellon, as trustee (the “Trustee”), relating to the Company’s 2.40% Senior Notes due 2018 (the “Notes”). Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Indenture.

WE HEREBY NOTIFY YOU THAT:

- On the Redemption Date, the Company has elected to redeem the aggregate principal amount of Notes outstanding as of such date pursuant to Section 1102 of the Indenture and the terms set forth in the Notes (the “Redemption”), at a redemption price (the “Redemption Price”) equal to the greater of:
 - 100% of the principal amount of the Notes to be redeemed; or
 - as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (not including any portion of such payments of interest accrued to the Redemption Date) discounted to the Redemption Date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate, plus 30 basis points,

plus, in either of the above cases, accrued and unpaid interest thereon to the Redemption Date. Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Indenture.
- Funds will be deposited with The Bank of New York Mellon, as paying agent under the Indenture (the “Paying Agent”) by 10:00 a.m. (New York City time) on the Redemption Date in amounts sufficient to pay amounts necessary to effect the Redemption. On the Redemption Date, the redemption price for each Redemption will become due and payable upon each Note to be redeemed. Unless the Company defaults in making the payment of the applicable redemption prices set forth above, interest on the applicable Notes redeemed will cease to accrue on and after the Redemption Date.

¹ The CUSIP, ISIN and Common Code numbers are included solely for the convenience of the holders of the Notes and no representation is hereby made regarding the correctness or accuracy of such numbers included in this notice or otherwise printed on the Notes. Redemption of the Notes may not be affected by any deficiency in CUSIP/ISIN numbers.

- The Notes called for redemption must be surrendered to the Paying Agent in order to collect the applicable redemption prices. The Notes may be presented for redemption at the offices of the Paying Agent, at the address specified below and subject to the terms of the Indenture:

The Bank of New York Mellon
as Trustee
101 Barclay Street
21st Floor West
New York, New York 10286
United States of America
Attention: Global Corporate Trust

With a copy to:

BNY Mellon Corporate Trust
Level 2, 35 Clarence Street
Sydney, NSW, 2000
Attention: Corporate Trust
Fax: +61 2 9551 5000

[Signature Page Follows]

QBE INSURANCE GROUP LIMITED

By: PRG

Name: Patrick Regan
Title: Director

By: [Signature]

Name: Paul Byrne
Title: Group Treasurer

Dated: November 28, 2017