

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

QBE Insurance Group Limited

ABN

28 008 485 014

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | USD Tier 2 subordinated convertible notes due 2044 (Subordinated Notes) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,500 |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>The Subordinated Notes are direct, unsecured and subordinated debt obligations of QBE Insurance Group Limited (QBE), issued in registered form.</p> <p>The main features of the Subordinated Notes include:</p> <ul style="list-style-type: none"> • a term of 30 years (maturing 2 December 2044); • Subordinated Notes will bear 6.75% per annum interest, payable semi annually in arrears; • interest will be reset on 2 December 2024 and 2 December 2034 to a rate calculated by reference to the then mid market swap rate plus a margin of 4.30% per annum; • QBE has an option to defer payment of interest in certain circumstances (which will not constitute an event of default); • QBE has an option to redeem the Subordinated Notes at face value on 2 December 2024 and 2 December 2034 and at any time for certain tax and regulatory events (in each case subject to the prior written approval of the Australian Prudential Regulation Authority (APRA)); • if APRA determines QBE to be non-viable, all the Subordinated Notes (or in certain circumstances some of them) will convert into QBE ordinary shares; and • the number of QBE ordinary shares issued on conversion will be based on a volume-weighted average price (VWAP) over a certain period around the time APRA determines QBE to be non-viable, less a discount of 1%. The number of QBE ordinary shares issued on conversion will be capped at a maximum of 20% of the VWAP of the QBE ordinary shares at the issue date.
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. Prior to conversion, Subordinated Notes carry no right to participate in dividends payable in respect of other securities of QBE.</p> <p>The Subordinated Notes constitute direct and unsecured, subordinated obligations of QBE, ranking in a winding-up of QBE:</p> <ul style="list-style-type: none"> • ahead of the obligations of QBE in respect of instruments of QBE issued as Tier 1 Capital (as defined by APRA from time to time) (whether or not constituting Tier 1 Capital at the issue date or at the time of commencement of the winding-up of QBE) and any shares (including ordinary shares) in the capital of QBE (Junior Ranking Instruments); • equally among themselves and with the obligations of QBE in respect of any instrument that ranks in a winding-up of QBE as the most junior claim ranking senior to Junior Ranking Instruments (including other instruments issued after 1 January 2013 as relevant Tier 2 capital instruments) (Equal Ranking Instruments); and • behind the obligations of QBE in respect of the claims of all creditors of QBE which would be entitled to be admitted in the winding-up of QBE other than claims in respect of Equal Ranking Instruments or Junior Ranking Instruments (Senior Ranking Debt). <p>In a winding-up of QBE, claims for amounts owing by QBE in connection with Subordinated Notes are subordinated to claims in respect of Senior Ranking Debt, in that:</p> <ul style="list-style-type: none"> • all claims in respect of Senior Ranking Debt must be paid in full before any claim in respect of the Subordinated Notes is paid; and • until the claims in respect of Senior Ranking Debt have been paid in full, holders of Subordinated Notes must not claim in the winding-up of QBE in competition with the creditors under Senior Ranking Debt. <p>If conversion of the Subordinated Notes occurs in accordance with the terms, the QBE ordinary shares issued on conversion will rank equally in all respects with all other QBE ordinary shares.</p>
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5	Issue price or consideration	USD700,000,000
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds from the issue of the Subordinated Notes will be used primarily to fund the retirement of senior debt and otherwise for general corporate purposes.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable.
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable.

⁺ See chapter 19 for defined terms.

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 December 2014	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	Number	+Class
		1,364,945,301	Ordinary Shares

+ See chapter 19 for defined terms.

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,500	Subordinated Notes
	500	Subordinated, unsecured notes due 2038
	1,858,088	Un-exercised employee options
	13,211,874	Un-exercised employee conditional rights
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

Part 2 - Pro rata issue

11 Is security holder approval required?	Not applicable.
12 Is the issue renounceable or non-renounceable?	Not applicable.
13 Ratio in which the +securities will be offered	Not applicable.
14 +Class of +securities to which the offer relates	Not applicable.
15 +Record date to determine entitlements	Not applicable.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17 Policy for deciding entitlements in relation to fractions	Not applicable.

+ See chapter 19 for defined terms.

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|--|------------------------|
| <p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p> | <p>Not applicable.</p> |
| <p>19 Closing date for receipt of acceptances or renunciations</p> | <p>Not applicable.</p> |

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20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable.
- 33 ⁺Issue date Not applicable.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable.	
39	+Class of +securities for which quotation is sought	Not applicable.	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not applicable.	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable.	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		Not applicable.	Not applicable.

Peter Smiles
Deputy Company Secretary
3 December 2014

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