



Clarification re 2021 AGM Notice of Meeting

The Notice of Meeting for IAG's 2021 AGM, released on 14 September 2021, contained a one digit typographical error in the Explanatory Notes to Resolution 5 "Allocation of share rights to Mr Nick Hawkins, Managing Director and Chief Executive Officer".

There are no changes to the resolutions for the 2021 AGM. However, attached to this Release is an updated Notice of Meeting for IAG's 2021 AGM which, on page 6, includes a single digit correction to the vesting schedule for the proposed LTI awards linked to Total Shareholder Return.

The correction is to the middle row of the table under the heading "Total Shareholder Return Performance Hurdle" – namely, the vesting was stated as commencing at 0%, but it should have read as 50%. This row in the table now reads:

Between the 50th and 75th percentile	pro-rata vesting (on a straight line basis) between 50% -100%
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We confirm that the LTI award vesting schedule in IAG's 2021 Remuneration Report is accurate, and did not include the above error.

This updated 2021 AGM Notice of Meeting has also been made available on IAG's website at <https://www.iag.com.au/shareholder-centre/annual-meetings>.

This release has been authorised by IAG's Group General Counsel & Company Secretary

About IAG

IAG is the parent company of a general insurance group (the Group) with controlled operations in Australia and New Zealand. The Group's businesses underwrite over \$12 billion of premium per annum, selling insurance under many leading brands, including: NRMA Insurance, CGU, SGIO, SGIC, Swann Insurance and WFI (Australia); and NZI, State, AMI and Lumley (New Zealand). IAG also has an interest in a general insurance joint venture in Malaysia. For further information, please visit www.iag.com.au.

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The logo consists of the lowercase letters 'iag' in a white, sans-serif font, centered within a solid purple circle. The background of the entire page is a black and white photograph of a plant with long, narrow, slightly curved leaves, possibly a willow or similar species, with some leaves in sharp focus and others blurred in the background.

iag

Creating a stronger, more resilient IAG.

Notice of Meeting 2021
9.30am on Friday, 22 October 2021
Insurance Australia Group Limited

Dear shareholder

On behalf of the Board of Insurance Australia Group Limited (**IAG**), I am pleased to invite you to participate in our 2021 Annual General Meeting (**AGM**), which will be held on Friday 22 October 2021, commencing at 9.30am (Sydney time). Attached is our Notice of Meeting that sets out the business of the AGM.



In light of the escalating impact of the COVID-19 delta variant in Sydney at the time at which this Notice of Meeting was being prepared, and in keeping with IAG's purpose – *to make your world a safer place* – we have decided it is safest for our shareholders to participate in this year's AGM online. Whilst we are disappointed that the Board will not be able to connect with you in the usual way at a physical venue this year, we are confident that (like last year) we will be able to hold a fulsome and meaningful AGM with online participation. We do hope that life will have returned to a more normal state next year, and we will be able to host shareholders in person for this important event.

We will broadcast the AGM from IAG's registered head office in Sydney and, as flagged above, shareholders (other than those who are Directors and Management in attendance for the broadcast) will not for safety reasons be able to attend this physical venue. All the information you need to participate online in our 2021 AGM, including how to access the Notice of Meeting and how to lodge your voting form and shareholder questions, is contained in the AGM Access Notice that has been sent to all shareholders. A detailed guide on how to participate online has been lodged with Australian Securities Exchange (ASX), and is also on our website at <https://www.iag.com.au/shareholder-centre/annual-meetings>.

In the event it is necessary for IAG to provide updates in relation to how the 2021 AGM will be held or conducted, we will provide this on IAG's website and also via lodgements with the ASX.

Even if you plan to participate in and vote at the AGM online, we encourage you to submit your votes in advance of the Meeting (along with any questions) so that your votes are still counted if for any reason you cannot vote on the day. You can vote in advance by direct voting or the appointment of a proxy.

As recently announced, both Duncan Boyle and I will not be standing for re-election at this year's AGM and will instead retire at the end of the Meeting. On behalf of the Board, I sincerely thank Duncan for his dedicated service, and substantial contribution to IAG. It is my great pleasure to hand over the Chairmanship of this very special company to my long-term colleague on this Board, Tom Pockett, at the conclusion of the Meeting.

Thank you for your continued support of IAG. I look forward to welcoming you online to our AGM.

Yours sincerely

A handwritten signature in black ink, which appears to read 'Elizabeth Bryan'.

Elizabeth Bryan AM
Chairman

Notice of 2021 AGM

Notice is given that IAG's 2021 AGM will be held on Friday, 22 October 2021 at 9.30am (Sydney time).

Shareholders can participate in the AGM through the online Lumi platform at web.lumiagm.com. Further information on how to participate in the online Lumi platform is set out in this Notice of Meeting, in the AGM Access Notice and in the Online Platform Guide. These materials are available at <https://www.iag.com.au/shareholder-centre/annual-meetings>.

Ordinary Business

Resolutions 1 to 5 are **SUPPORTED** by the Directors and the Chairman intends to vote all available proxies in favour of these Resolutions.

1 Receipt of financial statements and reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2021.

Note: *There is no requirement for shareholders to approve these reports.*

2 Adoption of Remuneration Report

Resolution 1

To consider, and if thought fit, pass the following resolution as an **ordinary** resolution:

'To adopt the Remuneration Report for the financial year ended 30 June 2021.'

Note: *The vote on this Resolution is advisory only and does not bind the Directors or the Company.*

3 Re-Election and Election of Directors

Resolution 2

To consider, and if thought fit, pass the following resolution as an **ordinary** resolution:

'To re-elect as a Non-Executive Director, Michelle Tredenick, who retires by rotation in accordance with the Constitution and, being eligible, offers herself for re-election.'

Resolution 3

To consider, and if thought fit, pass the following resolution as an **ordinary** resolution:

'To elect as a Non-Executive Director, David Armstrong, who has been appointed to the Board since the last AGM and offers himself for election in accordance with the Constitution.'

Resolution 4

To consider, and if thought fit, pass the following resolution as an **ordinary** resolution:

'To elect as a Non-Executive Director, George Sartorel, who has been appointed to the Board since the last AGM and offers himself for election in accordance with the Constitution.'

4 Allocation of share rights to Mr Nick Hawkins, Managing Director and Chief Executive Officer

Resolution 5

To consider, and if thought fit, pass the following resolution as an **ordinary** resolution:

'That approval is given to allocate to the Managing Director and CEO (CEO), Mr Nick Hawkins, Deferred Award Rights (DARs) and Executive Performance Rights (EPRs) in accordance with the terms of the DAR and EPR plans and as described in the Explanatory Notes.'

Further details on each item of business are set out in the Explanatory Notes which form part of this Notice of Meeting.

Participating Online

When participating online, you will be able to view the live webcast of the Meeting, ask questions and make comments, and submit your vote in real time. To do this you will need a desktop or mobile or tablet device with internet access. When you log on to the AGM platform at web.lumiagm.com on the morning of the AGM, you will need to enter IAG's meeting number (which is 350797911) and provide your details (including SRN or HIN) to be verified as a shareholder. You will then be given details as to how to vote and ask questions during the AGM.

You can also dial in to the Meeting by using a fixed or mobile phone to access a teleconference – this will enable you to listen to the AGM and to ask a question, but not vote. Details on the various voting options are set out below.

Voting

Entitlement to Vote

The Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on Wednesday, 20 October 2021 will be entitled to vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

All Resolutions will be by Poll

Each resolution considered at the Meeting will be conducted by a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

Voting Methods

Shareholders have various voting options as outlined below.

Voting online during the AGM

Shareholders may vote live online during the AGM. More information on how to use the online AGM platform (including how to vote and ask questions during the AGM) is available in the Online Platform Guide. Please note that if you plan to use the teleconference facility to ask a question, you will still need to log in to the online platform if you wish to vote (i.e. you cannot vote by telephone).

Direct voting prior to the AGM

A direct vote allows shareholders to vote on the items of business before the AGM. To do this, shareholders should mark either “For”, “Against” or “Abstain” for each item of business on the Voting Form, which can be accessed by following the instructions in the AGM Access Notice.

Please note that a shareholder who has cast a direct vote in advance can still participate and view the AGM via the online platform. However, by doing so, the shareholder will automatically cancel their direct vote unless the shareholder instructs us or our share registrar, Computershare Investor Services Pty Limited (Computershare), not to cancel their direct vote.

Voting by Proxy

A shareholder is entitled to appoint a proxy. The proxy need not be a shareholder and may be a corporation.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise up to half of the shareholder's votes.

Shareholders can direct their proxy how to vote by following the instructions on the Voting Form and are encouraged to do so. Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chairman, who will vote those proxies as directed.

Corporate Representative

A corporate shareholder or proxy which is a body corporate may appoint a person as its corporate representative. The appointment must comply with section 250D of the Corporations Act. The form to make this appointment can be downloaded from the Computershare website at www.investorcentre.com under the ‘Printable forms’ tab and then ‘Corporate Forms’. The representative should submit this form to Computershare prior to the AGM as evidence of his or her appointment.

Appointing the Chairman as your proxy

A shareholder may appoint the Chairman as their proxy.

If a shareholder appoints the Chairman of the Meeting as proxy (or the Chairman is appointed as a proxy by default) and the shareholder does not direct the Chairman of the Meeting how to vote, the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of the relevant resolutions, even though the resolutions may relate to the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 to 5.

Power of attorney

If a shareholder has appointed an attorney for the purposes of the AGM, or if the Voting Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Computershare by the Voting Deadline (defined below), unless this document has been previously lodged with Computershare for notation. Powers of attorney may be submitted by post or by hand delivery to Computershare at the address shown below.

Voting Deadline

To be valid, direct votes, Voting Forms and proxies must be received by Computershare in Sydney **before 9.30am (Sydney time) on Wednesday, 20 October 2021 (Voting Deadline)**.

Voting Forms, proxies or electronic voting instructions may be submitted:

- at www.investorvote.com.au. You will need information shown on your AGM Access Notice to vote directly or submit proxy instructions this way;
- by mail to GPO Box 242, Melbourne VIC 3001; or
- by facsimile to Computershare on +61 (0)3 9473 2555.

Intermediaries with access to Intermediary Online through Computershare should lodge their votes through www.intermediaryonline.com.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will consider the number of shareholders affected and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, shareholders are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to participate in the AGM online.

Explanatory Notes

1 Receipt of financial statements and reports

The Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2021 (collectively, the **Reports**) will be put before the AGM. The Reports are contained in the Company's Annual Report for the financial year ended 30 June 2021 (**2021 Annual Report**) which is available on our website at www.iag.com.au/results-and-reports.

This item does not require a formal resolution to be put to the Meeting. Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Reports, Management, and the business of the Company more generally. The Company's external auditor will also attend the AGM, and shareholders will have a reasonable opportunity to ask them questions in relation to the audit.

If you wish to submit written questions to the Company or questions relating to the conduct of the audit and the content of the Auditor's Report to the external auditor in advance of the AGM, you may do so online at www.investorvote.com.au, by mail to GPO Box 242, Melbourne VIC 3001, or by fax on 03 9473 2555 (within Australia) and +61 3 9473 2555 (outside Australia). Questions must be received **no later than 5.00pm on Friday, 15 October 2021**. We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

2 Adoption of Remuneration Report

Resolution 1: Adoption of Remuneration Report

The Remuneration Report includes information regarding:

- our remuneration policy, practices and strategy; and
- the structure of Key Management Personnel (**KMP**) remuneration arrangements, and details on how we seek to align senior executive remuneration with the interests of all our stakeholders, including our customers, the community and shareholders.

The Board is confident that IAG's remuneration policies are in line with governance requirements and continue to support the Company's financial and strategic goals, which ultimately benefit all our stakeholders.

The 2021 Remuneration Report can be found on pages 35 to 58 of the 2021 Annual Report and on our website at www.iag.com.au/results-and-reports.

Shareholders will be given the opportunity to ask questions about, and to make comments on, the Remuneration Report at the AGM.

The vote on this Resolution is advisory only and does not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing our remuneration policies and practices.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Company's KMP whose remuneration is disclosed in the 2021 Remuneration Report (and their closely related parties) in any capacity; and
- (b) as proxy by a person who is a KMP at the date of the Meeting (and their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction on the Voting Form; or
- by the Chairman of the Meeting in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

For the purpose of these voting exclusions, **closely related party** is defined in the Corporations Act and includes a spouse, dependant, and certain other close family members, as well as any companies controlled by a member of the KMP.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 1. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

3 Re-election and election of Directors

The Board has reviewed the performance of Michelle Tredenick, the Director standing for re-election, and the contribution she has made to the Board. The Board has also considered the skills and expertise that Michelle Tredenick brings to the Board.

Additionally, the Board considers that the skills and experience of the Directors seeking election for the first time will enhance the skills and experience represented on the Board, including in the areas of insurance expertise and financial experience.

For the reasons outlined above and in each Director's profile, the Board recommends the shareholders vote in favour of each Director standing for re-election or election (with the relevant Director abstaining in relation to their own election or re-election).

Profiles of the Directors are set out below. The Board considers Michelle Tredenick, David Armstrong and George Sartorel to be independent.

Resolution 2: Re-election of Michelle Tredenick



Michelle was appointed as a Director of IAG on 13 March 2018 and is a Member of the Board People and Remuneration Committee (PARC) and the Board Risk Committee.

The Board considers Michelle Tredenick to be an Independent Director.

Michelle has held a number of senior executive roles, in major Australian companies, including National Australia Bank, MLC and Suncorp. She has over 25 years of experience in financial services with roles spanning Chief Information Officer, Head of Strategy and Corporate Development and senior leadership roles in Corporate Superannuation, Insurance and Wealth Management businesses.

Michelle was appointed as a Non-Executive Director of First Sentier Investors in June 2020. She is a Director of Cricket Australia (since 2015) and Urbis Pty Ltd (since 2016). Michelle is also a member of the Ethics Centre Board and a member of the Senate of the University of Queensland.

Directorships of other listed companies in the last three years:

- Bank of Queensland Limited (2011 – 2020)

Board recommendation

The Directors (other than Michelle Tredenick) recommend that shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 3: Election of David Armstrong



The Board has approved the appointment of David Armstrong as a Director of IAG effective 1 September 2021, subject to completion of satisfactory background checks. He is currently a Member of the Board's Audit Committee, and will assume the role of Chairman of the Audit Committee at the conclusion of this AGM.

David has more than 40 years of experience in professional services, including as a partner at PricewaterhouseCoopers (**PwC**). He has significant knowledge and understanding of banking and capital markets, real estate and infrastructure and is well versed in reporting, regulatory and risk challenges faced by the industry.

Mr Armstrong's other directorships and interests include National Australia Bank, The George Institute for Global Health (Chair), Opera Australia Capital Fund Limited, Australian Museum (President) and Lizard Island Reef Research Foundation.

Board recommendation

The Directors (other than David Armstrong) recommend that shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 4: Election of George Sartorel



The Board has approved the appointment of George Sartorel as a Director of IAG effective 1 September 2021, subject to completion of satisfactory background checks.

George is a globally proven Insurance Chief Executive Officer, with extensive operational, business and technology experience spanning property, casualty, health, life insurance and asset management gained over his 30-year career with Allianz in leadership positions across Australia, Italy, Turkey and Europe.

George has also served as a director of BIMA and a member of the Financial Centre Advisory Panel (Monetary Authority of Singapore).

Board recommendation

The Directors (other than George Sartorel) recommend that shareholders vote in favour of Resolution 4. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 5: Allocation of share rights to Mr Nick Hawkins, CEO

Background

It is proposed to allocate Deferred Award Rights (**DARs**) and Executive Performance Rights (**EPRs**) to the Managing Director and CEO (**CEO**), Mr Nick Hawkins, on the terms outlined below.

Why is shareholder approval being sought?

Under the ASX Listing Rules, shareholder approval is required for the issue of equity securities to Directors. Shareholder approval is not required for the issue of equity securities under an employee incentive scheme where the underlying shares to satisfy the vesting of those securities are required by the terms of the scheme to be purchased on market. Any shares allocated to Mr Hawkins on vesting and exercise of his DARs and EPRs must be acquired on market, so shareholder approval is not required under the ASX Listing Rules. However, we are voluntarily seeking shareholder approval as a matter of good governance.

If shareholder approval is not obtained, the Board may consider alternative arrangements to appropriately remunerate and incentivise Mr Hawkins in his role as CEO.

Background

Under Mr Hawkins' employment agreement with the Company, his remuneration includes:

- fixed pay (base salary plus superannuation);
- a short term Incentive (**STI**) entitlement payable in cash;
- a deferred STI entitlement in the form of DARs which vest in tranches over a period of two years; and
- a long term incentive (**LTI**) entitlement provided in the form of EPRs.

Explanatory Notes

The cash STI, DARs and EPRs are “at risk”. DARs are only awarded if Mr Hawkins meets the targets necessary to earn an STI. Similarly, EPRs only vest if the applicable performance hurdles are met. Both DARs and EPRs are designed to align Mr Hawkins’ interests with those of shareholders and are subject to adjustment at the discretion of the Board.

An overview of the DAR and EPR plans is provided below and full details of the plans (including information in relation to performance hurdles) can be found at www.iag.com.au/shareholder-centre/annual-meetings.

Proposed deferred STI arrangements – DARs

During the year ended 30 June 2021, Mr Hawkins’ STI was 130% of his fixed pay for the period he was Deputy CEO (1 July 2020 – 1 November 2020), and 150% of his fixed pay for the period he was CEO and Managing Director. The actual STI payment made, if any, is determined by the Board based on achievement of a mix of financial and non-financial targets and an overall assessment of performance by the Board.

The Board has currently determined that 50% of any STI that is awarded will be paid as cash and the remaining 50% will be deferred for up to two years. The deferred amount is provided as a grant of DARs. Deferring a portion of STI into DARs is designed to provide a retention incentive and align Mr Hawkins’ interests with those of shareholders. DARs will only vest for Mr Hawkins if he meets the conditions required for vesting.

Each DAR is a right to acquire an ordinary share in the Company. DARs are granted for nil consideration and a nominal exercise price of \$1 is payable for the exercise of each allocation of DARs.

How many DARs will be granted to Mr Hawkins?

Subject to Resolution 5 being approved, the Board has determined that Mr Hawkins will be granted a maximum number of 124,800 DARs.

That number was calculated using the following formula:

$$D = (STI \times Z) / S$$

Where:

D = the number of DARs to be offered rounded up to the nearest 100;

STI = the dollar amount of Mr Hawkins’ STI award for the financial year ended 30 June 2021 as determined by the Board, being \$1,268,778;

Z = the proportion of the STI that the Board has determined will be deferred and offered as an award of DARs (currently 50%); and

S = the volume weighted average share price of IAG shares over the 30 trading days up to 30 June 2021, being \$5.085244.

If Resolution 5 is approved, the DARs will be granted to Mr Hawkins on or after 1 November 2021 but within two months of the Meeting. The Board has determined that the DARs to be granted to Mr Hawkins will vest as follows:

- 50% on the second trading day after the release of the Company’s 2022 annual results; and
- 50% on the second trading day after the release of the Company’s 2023 annual results.

Proposed LTI arrangements – EPRs

Mr Hawkins will be provided an LTI award in the form of EPRs. Each EPR is a right to acquire an ordinary share in the Company (or a cash amount equivalent to the value of an ordinary share in the Company, as determined by the Board), subject to meeting applicable performance hurdles.

If Resolution 5 is approved, EPRs will be granted to Mr Hawkins as soon as practicable on or after 1 November 2021 but, in any event, within 12 months of the Meeting (**November 2021 LTI grant**).

The performance hurdles that must be met before EPRs become exercisable create a direct link between the remuneration paid to executives and IAG’s strategic financial objectives. In the Board’s view, this supports IAG’s economic sustainability and is in the long-term interests of shareholders.

The performance hurdles relevant to the November 2021 LTI grant are:

- Total Shareholder Return of IAG relative to a peer group of companies. This hurdle will apply to 50% of the grant of EPRs; and
- Cash Return on Equity measured relative to IAG’s Weighted Average Cost of Capital (**WACC**). This hurdle will apply to 50% of the grant of EPRs.

Each of these performance hurdles is measured over a four year period and discussed in further detail below:

Total Shareholder Return Performance Hurdle

Total Shareholder Return is measured against that of the top 50 industrial companies within the S&P/ASX 100 Index (**Peer Group**). Industrial companies are defined by Standard & Poor’s as being all companies excluding those defined as being in the Energy sector (Global Industry Classification Standard) (**GICS Tier 1**) and the Metals & Mining industry (**GICS Tier 3**). Companies which are no longer part of the index at the end of the performance period (e.g. due to acquisition or delisting) may be removed from the Peer Group.

The proportion of EPRs in the Total Shareholder Return component of the November 2021 LTI grant that may vest is determined in accordance with the following table (subject to the discretion of the Board):

IAG TSR Ranking relative to Peer Group (for 50% of the LTI award)	Percentage of EPRs in the TSR component of the LTI award to vest
Less than the 50th percentile	0%
Between the 50th and 75th percentile	pro-rata vesting (on a straight line basis) between 50%-100%
75th percentile or greater	100%

Cash Return on Equity

Cash Return on Equity is measured relative to IAG's WACC.

The proportion of EPRs in the Cash Return on Equity component of the November 2021 LTI grant that may vest is determined in accordance with the following table (subject to the discretion of the Board):

Cash Return on Equity relative to WACC (for 50% of the LTI award)	Percentage of EPRs in the Cash Return on Equity component of the LTI award to vest
Cash Return on Equity < 1.4 times WACC	0%
Cash Return on Equity = 1.4 times WACC	20%
Cash Return on Equity is between 1.4 times WACC and 1.9 times WACC	pro-rata vesting (on a straight line basis) between 20% and 100%
Cash Return on Equity ≥ 1.9 times WACC	100%

EPRs will be granted at no cost to Mr Hawkins and may be exercised at no cost if the performance hurdles are met. The Board retains the discretion to adjust any unvested EPRs downwards if it decides it is prudent to do so.

How many EPRs will be granted to Mr Hawkins?

Subject to Resolution 5 being approved, the Board has determined that Mr Hawkins will be granted a maximum number of 531,000 EPRs.

That number was calculated using the following formula:

$$E = (1.50 \times F) / S$$

Where:

E = the number of EPRs to be offered rounded up to the nearest 100;

1.50 = the proportion of fixed pay that is constituted by the LTI award, being 150%;

F = the dollar value of Mr Hawkins' fixed pay at the time of grant, being \$1,800,000; and

S = the volume weighted average share price of IAG shares on the 30 trading days up to 30 June 2021, being \$5.085244.

Cessation of employment and potential adjustments

If Mr Hawkins ceases employment with the Company due to retirement, redundancy, death, or total and permanent disablement or with the approval of the Board:

- his DARs continue to become exercisable on their scheduled vesting date, unless the Board determines that they become exercisable on an earlier date or that some or all of them lapse;
- he will retain his EPRs which will continue to be subject to the same performance hurdles, unless the Board determines that some or all of them lapse.

If Mr Hawkins ceases employment for any other reason (excluding serious misconduct), his unexercisable DARs and EPRs will lapse.

If Mr Hawkins' employment is terminated in circumstances of serious misconduct, his DARs and EPRs will lapse on cessation of employment irrespective of whether they have become exercisable.

Other discretions

The Board also has additional discretions in relation to the EPRs and DARs. For example:

- The Board may suspend or delay the date on which DARs and/or EPRs become exercisable for a particular holder of DARs and/or EPRs including in circumstances where the Board has determined that it requires a further period of time to determine whether the holder's DARs and/or EPRs should be subject to adjustment in accordance with the rules of the respective plan.
- If there a change of control event, such as a takeover or scheme of arrangement, the Board has sole and absolute discretion to determine how DARs and/or EPRs may be dealt with, including whether all or some of the outstanding EPRs and/or EPRs on issue will vest or lapse.
- DARs and EPRs are subject to the Board's powers to make adjustments to the award of DARs and EPRs as set out in the rules of the respective plans.
- Mr Hawkins' entitlement to shares on exercise of DARs and/or EPRs may also be adjusted to take account of capital reconstructions and bonus issues.
- The Board retains an overriding discretion to adjust vesting outcomes by determining that all or a portion of unexercised DARs and/or EPRs will lapse, including in light of considerations relating to financial soundness, business performance and unforeseen consequences.

Explanatory Notes

Additional information

- Mr Hawkins is the only Executive Director of the Company and therefore is the only Director eligible to participate in the DAR and EPR plans.
- A total of 1,963,000 EPRs have been granted to Mr Hawkins under the Series 6 EPR Plan in prior years (commencing from 2013) of which:
 - 753,594 have vested and been exercised;
 - 300,040 have lapsed as a result of performance conditions not being met;
 - 894,468 are unvested and remain on foot; and
 - 14,898 were consolidated as part of the Capital Management Initiative in November 2018.

These awards were granted to Mr Hawkins under long term incentive arrangements for no cost.

- A total of 538,600 DARs have been granted to Mr Hawkins under the Series 6 DAR plan in prior years (commencing from 2011) of which:
 - 507,403 have vested and been exercised;
 - 30,600 are unvested and remain on foot; and
 - 597 were consolidated as part of the Capital Management Initiative in November 2018.

These awards were granted to Mr Hawkins under short term incentive arrangements for no cost.

- IAG grants DARs and EPRs because they align the interests of Mr Hawkins and shareholders but do not provide Mr Hawkins with the full benefits of share ownership (such as dividend and voting rights) unless the DARs and EPRs vest and are exercised.
- No loan has been, or is intended to be, given by the Company to Mr Hawkins in relation to the proposed grants of DARs or EPRs.
- Details of securities issued to the CEO under the DARs and EPRs plans are published in the Company's Annual Report.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5:

- (a) in favour of the resolution by Mr Hawkins or any of his associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is KMP at the date of the Meeting (and their closely related parties),

unless the vote is cast on Resolution 5:

- as a proxy or attorney for a person entitled to vote on Resolution 5 in accordance with a direction given to the proxy or attorney to vote in that way;
- by the Chairman of the Meeting as proxy for a person entitled to vote on Resolution 5 in accordance with an express authorisation to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Directors (other than Mr Hawkins) recommend that shareholders vote in favour of Resolution 5. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.



Shareholder information

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Online information

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You can also register to receive email news alerts when IAG makes important announcements.