



---

QBE INSURANCE GROUP LIMITED

# Share Purchase Plan

21 APRIL 2020

## Important notices

This SPP Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. The information in this SPP Booklet is not investment advice or a recommendation to acquire SPP Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs (including financial and taxation considerations) as an investor. It is recommended that you read the entire SPP Booklet and seek professional investment advice from your financial adviser or other professional adviser before deciding whether to apply for SPP Shares.

A cooling-off regime does not apply in relation to the acquisition of SPP Shares. You cannot withdraw your Application once it has been submitted.

By submitting your Application, you are accepting the risk that the market price of Shares may change between the date you submit your Application and the Issue Date. This means it is possible that, between the time you make your Application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.

QBE will not issue SPP Shares to an applicant if those SPP Shares, either alone or in conjunction with the issue of SPP Shares under other Applications received by QBE, would contravene any law or the ASX Listing Rules.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This SPP Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this SPP Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States, to any person that is, or is acting for the account or benefit of, a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States) or in any other jurisdiction in which such an offer would be illegal. The SPP Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares to be offered and sold under the SPP will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act), in reliance on Regulation S under the U.S. Securities Act.

# Key dates

Event	Date (and time if relevant)
Record Date	7.00pm (Sydney time) on 9 April 2020
Opening Date and dispatch of this SPP Booklet	21 April 2020
Closing Date	5.00pm (Sydney time) on 11 May 2020
SPP results announcement	14 May 2020
Issue Date	20 May 2020
SPP Shares commence trading on ASX	21 May 2020
SPP holding statements dispatched to shareholders	22 May 2020

Note: This timetable is indicative only and subject to change. The commencement of trading and quotation of SPP Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, QBE reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice.

# Index

Key dates	2
Important notices	2
Chairman's letter	3
How to apply	4
Frequently asked questions	5
SPP terms and conditions	7
Glossary	13
Corporate directory	15

# Chairman's letter

---

21 April 2020

Dear Shareholder

## QBE Share Purchase Plan

On behalf of the Board of QBE Insurance Group Limited (ABN 28 008 485 014) (**QBE**), I am pleased to offer you the opportunity to participate in the QBE Share Purchase Plan (**SPP**). The SPP provides each Eligible Shareholder with an opportunity to apply for up to A\$30,000 worth of QBE fully paid ordinary shares (**Shares**). Participation is optional.

Shares purchased under the SPP (**SPP Shares**) will be at the same price, or lower, than Shares issued under the recent institutional Placement, as detailed on page 5. No brokerage or transaction costs will be payable in respect of the application for, and the issue of, SPP Shares.

QBE is targeting to raise approximately A\$120 million (-US\$75 million) under the SPP. At our absolute discretion, we may issue more or less SPP Shares than that target amount. If we receive more Applications for SPP Shares than the target, Applications may need to be scaled back depending on demand.

In view of the COVID 19 pandemic, QBE is undertaking a comprehensive capital plan to bolster the Group's capital, reduce gearing and improve earnings resilience. This includes QBE raising capital through this SPP and the recent institutional Placement, which together are expected to raise around A\$1.3 billion.

To be eligible to participate in the SPP, you must have been a registered holder of Shares at the Record Date (7.00pm (Sydney time) on 9 April 2020) and shown on the Register to have an address in Australia or New Zealand (**Eligible Shareholder**). Details of the SPP Offer, including how to apply, are on page 4.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

The fastest and easiest way to apply and pay is by BPAY<sup>®</sup>. Alternatively, you can complete and return the enclosed personalised Application Form with your Application payment.

Please ensure that the Registrar receives your Application and Application payment by the Closing Date (expected to be 5.00pm (Sydney time) on 11 May 2020).

This SPP Booklet sets out the details and the terms and conditions of the SPP and I encourage you to read it carefully and in full, and to seek your own financial and taxation advice in relation to the SPP Offer, before making a decision on whether to participate. If you have any additional questions you can call QBE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet).

On behalf of the Board of QBE, I thank you for your continued support.

Yours sincerely

**Michael Wilkins**  
**AO**  
**Chairman**

<sup>1</sup>Registered to BPAY Pty Ltd ABN 69 079 137 518.

# Summary of SPP offer

## Eligible Shareholders

Registered holders of Shares at 7.00pm (Sydney time) on 9 April 2020 with a registered address in Australia or New Zealand that are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person).

## Application amount

Eligible Shareholders can apply for a Parcel of SPP Shares, up to an aggregate of A\$30,000 across all their holdings, regardless of how many Shares they currently hold. Parcels have a dollar value of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.

## Issue Price

The Issue Price per SPP Share is the

lesser of:

- A\$8.25, being the same price paid by institutional investors under the Placement; and
- the VWAP of Shares traded on the ASX during the five trading days up to, and including, the Closing Date (expected to be 11 May 2020), less a 2% discount, rounded to the nearest cent.

## Ranking of SPP Shares

SPP Shares will rank equally with existing Shares.

## Scaleback

QBE has absolute discretion to scale back Applications depending on demand. In the event of a scaleback, the value of shares allocated to you may be less than the Parcel you initially applied for. If this occurs, any excess money will be refunded to you. We expect to announce the final outcome of the SPP, including any scaleback, on 14 May 2020.

## Refunds

Any refunds will be made as soon as practical after the SPP closes. No interest will be paid on any money refunded.

## When to apply

The SPP Offer opens at 9.00am (Sydney time) on 21 April 2020 and is expected to close at 5.00pm (Sydney time) on 11 May 2020.

## Issue Date of SPP Shares

SPP Shares are expected to be issued on 20 May 2020.

## Dispatch of holding statements for SPP Shares and commencement of trading of SPP

It is expected that SPP Shares will commence trading on the ASX on 21 May 2020 and that holding statements for SPP Shares will be dispatched to shareholders on 22 May 2020.

# How to apply

If you would like to apply to participate in the SPP, please visit QBE's SPP website at [www.qbesppoffer.com](http://www.qbesppoffer.com), or follow the instructions on the enclosed Application Form. You have two options:

### 1. Apply online or by telephone using BPAY®

You can make a payment by BPAY® equivalent to the dollar amount of the Parcel you wish to apply for. To do this, you must use the Biller Code and unique reference number shown on your personalised Application Form.

If you make your payment with BPAY® you do not need to return the

Application slip attached to your Application Form. This is the fastest and easiest way to apply.

### 2. Apply using your enclosed personalised Application Form

You can complete the personalised Application slip and attach a cheque, bank draft or money order. Cheques, bank drafts and money orders should be made payable to "QBE Insurance Group Limited" and crossed "Not Negotiable". QBE will not accept payment by cash.

Payments must be made in Australian dollars. Your Application slip together with your Application payment equal to the dollar amount of the Parcel of SPP Shares that

you have applied for, should be submitted by post in the reply paid envelope enclosed to:

QBE share registry  
GPO Box 505, Melbourne VIC 3001

The SPP Offer opens at 9.00am (Sydney time) on 21 April 2020 and closes on the Closing Date (expected to be 5.00pm (Sydney time) on 11 May 2020). If you wish to participate, you should ensure that the Registrar receives your Application (including Application payment) by no later than the Closing Date.

You will not be able to withdraw or modify your Application or Application payment once you have submitted it. Interest will not be paid on any Application monies received.

# Frequently asked questions

## What is the SPP?

The SPP is an offer by QBE to Eligible Shareholders to apply for up to A\$30,000 worth of Shares at the Issue Price without paying any brokerage or transaction costs.

## How much is QBE targeting to raise under the SPP?

QBE is targeting to raise approximately A\$120 million (-US\$75 million) under the SPP, with the ability to scale back Applications should it receive demand above that target or to issue a higher amount above the target, at its absolute discretion (and, if a higher amount is issued, to either accept Applications in full or scale back Applications, at its absolute discretion).

## Who is eligible to participate in the SPP?

An Eligible Shareholder is a registered holder of Shares at the Record Date (being 7.00pm (Sydney time) on 9 April 2020) and shown on the Register to have an address in Australia or New Zealand.

Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States or are acting for the account or benefit of a person in the United States are not eligible to participate in the SPP on behalf of those persons.

## What is the Issue Price of the SPP Shares?

The Issue Price per SPP Share is the lesser of:

- A\$8.25, being the same price paid by institutional investors under the Placement; and
- the VWAP of Shares traded on the ASX during the five trading days up to, and including, the Closing Date (expected to be 11 May 2020), less a 2% discount, rounded to the nearest cent.

The final VWAP will be provided on QBE's SPP website at [www.qbesppoffer.com](http://www.qbesppoffer.com) shortly after the close of the SPP Offer.

## What costs are associated with the SPP?

There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for, and the issue of, SPP Shares.

## Do I have to participate in the SPP?

No. Participation in the SPP is optional. If you do not wish to participate in the SPP, no action is required on your part.

To decide if you would like to participate in the SPP, QBE recommends you seek professional investment advice from your financial adviser or other professional adviser, and you monitor the market price of the Shares (which is quoted on the ASX website at [www.asx.com.au](http://www.asx.com.au)). This SPP Booklet does not purport to contain all of the information that you may need to make an investment decision.

## What is the market price of the Shares?

The market price of the Shares can be obtained from the ASX's website ([www.asx.com.au](http://www.asx.com.au)) by searching for the ASX code "QBE" in the "price search" section.

## What do I do if I am a Custodian?

If you are a Custodian, you may choose whether or not to apply for SPP Shares on behalf of your Eligible Beneficiaries.

If you wish to apply as a Custodian to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate before your Application will be accepted. Applications

by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

Custodians should contact the Registrar on QBE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet) to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.

By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (among other things) that each Eligible Beneficiary has not applied for an amount exceeding A\$30,000 across all of their holdings.

QBE is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.

Each Custodian must not participate in the SPP on behalf of, and must not distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States or any person acting for the account or benefit of a person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person. Failure to comply with these restrictions may result in violations of applicable securities laws.

## Can my offer under the SPP be transferred to a third party?

No. Under the SPP Offer, you cannot transfer your offer to apply for SPP Shares to anyone else.

## How much can I invest under the SPP?

If you are an Eligible Shareholder,

## Frequently asked questions

you may apply for up to a total of A\$30,000 worth of SPP Shares across all your holdings.

### **What will happen if QBE scales back Applications?**

If QBE scales back Applications in its absolute discretion, you may receive less SPP Shares than the Parcel of SPP Shares for which you have applied. Should this happen, the difference between the value of SPP Shares issued to you (calculated using the Issue Price) and the Application payment you made will be refunded to you, without interest.

If a refund is made for shareholders whose dividends are paid in Australian or New Zealand dollars, payment will be made in the same manner that QBE's dividends are paid. This may be either by direct deposit to a bank account or by cheque, according to your instructions held by the Registrar, at the time the payment is made. Refunds will be made as soon as practical after the SPP closes.

### **Will I receive notification of my issue?**

Yes. The Registrar will send you a holding statement or allotment confirmation on or around 22 May 2020 which will include details of the number of SPP Shares issued to you and the Issue Price of the SPP Shares.

You are responsible for confirming your allocation of SPP Shares before trading SPP Shares to avoid the risk of selling SPP Shares you do not own.

### **Can I withdraw my Application (e.g. if the market price of Shares falls after submitting my Application?)**

No. Your Application, once submitted, is unconditional and may not be withdrawn even if the market price of the Shares is less than the Issue Price.

By submitting your Application, you are accepting the risk that the market price of the Shares may change between the date on which you submit your Application and the Issue Date. This means that, up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.

### **What do I do if I receive more than one Application Form by post or email?**

Eligible Shareholders who receive more than one Application Form under the SPP because, for example, they hold Shares in more than one capacity or in different registered holdings, may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with a total dollar amount exceeding A\$30,000 across all of their holdings.

### **What rights will the SPP Shares have?**

SPP Shares will rank equally with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the Issue Date.

### **Where can I obtain more information on the risks associated with QBE and holding Shares?**

Please note there are various risks associated with investments in the Shares. Please refer to QBE's ASX announcements, the investor presentation published by the Company on 14 April 2020 and the 2019 Annual Report published by the Company on 17 February 2020 for further information on risks relating to the Company and an investment in the Shares. These documents can be obtained from the ASX's website ([www.asx.com.au](http://www.asx.com.au)) or at [www.qbe.com/investor-relations/reports-presentations](http://www.qbe.com/investor-relations/reports-presentations).

You should note in particular that there have been significant

fluctuations and volatility in the prices of equity securities in recent months, which may have been caused by general rather than company-specific factors, including the general state of the economy, the response to the COVID-19 pandemic, investor uncertainty, geo-political matters, and global hostilities and tensions. In particular, the COVID-19 pandemic has resulted in significant market falls and volatility both in Australia, the United States and overseas, including in the prices of equity securities. As detailed above, there continues to exist considerable uncertainty as to the further impact of COVID-19 on the Australian and global economy and share markets including in relation to governmental action, work stoppages, university and school stoppages, lockdowns, quarantines, travel restrictions and the impact on the economy and share markets. Any of these events and resulting fluctuations may materially adversely impact the market price of the Shares. Please refer to the Investor Presentation published by the Company on 14 April 2020 for further information regarding these and certain other risks relating to the Shares.

### **Where can I obtain more information on the SPP?**

If you have any further questions you can call QBE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet).



# SPP terms and conditions

## Important notice

Please read these terms and conditions carefully as you will be bound by them if you apply for SPP Shares. Eligible Shareholders whose Applications are accepted will also be bound by QBE's Constitution which is available at [www.qbe.com/investor-relations/corporate-governance/qbe-charters-and-constitution](http://www.qbe.com/investor-relations/corporate-governance/qbe-charters-and-constitution).

## 1 Offer

- (a) QBE offers each Eligible Shareholder the opportunity to apply for specific Parcels of SPP Shares up to A\$30,000 worth of SPP Shares under the SPP subject to and in accordance with these SPP Terms and Conditions (the **SPP Offer**).
- (b) The SPP Offer opens at 9.00am (Sydney time) on 21 April 2020 and closes on the Closing Date (expected to be 5.00pm (Sydney time) on 11 May 2020).
- (c) The SPP Offer is made in Australia under and in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
- (d) The SPP Offer is made in New Zealand under and in accordance with the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.
- (e) The SPP Offer to each Eligible Shareholder (whether you are a Custodian or you hold Shares on your own account) is made on the same terms and conditions.

## 2 Eligible Shareholders

- (a) Subject to sections 2(c) to 2(i), all persons registered as holders of Shares at the Record Date, and shown on the Register to have an address in Australia or New Zealand may participate in the SPP, provided that such holder is not in the United

States and is not acting for the account or benefit of a person in the United States (or, in the event that such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person) (referred to as **Eligible Shareholders**).

- (b) Directors and employees of QBE Group are entitled to participate in the SPP if they are Eligible Shareholders.
- (c) Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States or are acting for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.
- (d) The SPP Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares to be offered and sold under the SPP will only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.
- (e) A Custodian must not participate in the SPP on behalf of, nor distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States or any person acting for the account or benefit of a person in the United States (to the extent

such person is acting for the account or benefit of a person in the United States).

- (f) Consistent with the representations, warranties and acknowledgements contained in section 4 of these SPP Terms and Conditions and the Application Form included with this SPP Booklet, you may not submit any completed Application Forms for any person in the United States or any person who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.
- (g) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under section 4(a) (viii) by one joint holder will be effective in respect of the other joint holder(s).
- (h) If you are a Custodian, you may apply for up to A\$30,000 worth of SPP Shares for each Eligible Beneficiary subject to you annexing to your Application Form a certificate (**Custodian Certificate**)<sup>2</sup> addressed to QBE with the following information as required by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*:
  - (i) confirmation that:
    - (A) you hold Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not Custodians; and/or
    - (B) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more other persons

<sup>2</sup>The Custodian Certificate can be obtained by contacting the Registrar on QBE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet).

## SPP terms and conditions

- (each a participating beneficiary), and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
- (ii) confirmation that each participating beneficiary has subsequently instructed the following persons:
- (A) where sub-paragraph (i) (A) above applies - you; or
- (B) where sub-paragraph (i) (B) above applies - the Downstream Custodian, to apply for SPP Shares on their behalf under the SPP;
- (iii) the number of participating beneficiaries and their names and addresses;
- (iv) in respect of each participating beneficiary:
- (A) where sub-paragraph (i) (A) above applies - the number of Shares that you hold on their behalf; or
- (B) where sub-paragraph (i) (B) above applies - the number of Shares to which the beneficial interests relate;
- (v) in respect of each participating beneficiary:
- (A) where sub-paragraph (i) (A) above applies - the number or the dollar amount of SPP Shares they have instructed you to apply for on their behalf; or
- (B) where sub-paragraph (i) (B) above applies - the number or the dollar amount of SPP Shares they have instructed the Downstream Custodian to apply for on their behalf;
- (vi) confirmation that there are no participating beneficiaries in respect of which the total application price for the following exceeds A\$30,000:
- (A) SPP Shares applied for by you under the SPP in accordance with the instructions referred to in sub-paragraph (v) above; and
- (B) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by them to you or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) confirmation that a copy of this SPP Booklet was given to each participating beneficiary; and
- (viii) where sub-paragraph (i) (B) above applies - the name and address of each Custodian who holds beneficial interests in the Shares held by you in relation to each participating beneficiary.
- (i) If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules in section 3(b) apply.
- (j) If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.
- 3 Applying for SPP Shares**
- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase SPP Shares in a Parcel with a dollar amount of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and:
- (i) make payment online or by telephone using BPAY® equivalent to the dollar amount of the Parcel you wish to apply for (including providing the Biller Code and unique reference number provided to you on your Application Form for purposes of the SPP only) (**Online / Telephone Application**). Contact your financial institution to make your payment from your cheque or savings account; or
- (ii) complete the Application Form and provide a cheque, bank draft or money order made payable to “QBE Insurance Group Limited” and crossed “Not Negotiable” (**Written Application**). Please ensure that sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received,
- so that it is received by the Registrar by 5.00pm (Sydney time) on the Closing Date (expected to be 5.00pm (Sydney time) on 11 May 2020). Payments must be in Australian dollars. QBE will not accept payment by cash.
- If QBE receives an amount that is not equal to A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000



## SPP terms and conditions

- or A\$30,000, QBE will round down the dollar amount of SPP Shares that you are applying for to the next lowest Parcel or, if QBE receives less than A\$1,000, reject your Application and refund your Application payment that is not used to purchase SPP Shares, without interest, as soon as practicable following the issue of SPP Shares.
- (b) Eligible Shareholders (other than Custodians) who receive more than one offer under the SPP via post or email (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with a total dollar amount of more than A\$30,000.
- (c) QBE may accept or reject your Application for SPP Shares at its absolute discretion. QBE may reject your Application in the following circumstances (among others):
- (i) your Application Form is incorrectly completed, incomplete or otherwise determined by QBE to be invalid;
  - (ii) you have applied for SPP Shares with a total Application price of less than A\$1,000;
  - (iii) your cheque, bank draft or money order is dishonoured or the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the Parcel you have applied for;
  - (iv) your BPAY® payment is incomplete or invalid;
  - (v) unless you are a Custodian, it appears that you are applying to acquire SPP Shares with a total Application price in excess of A\$30,000 under the SPP;
  - (vi) you are a Custodian and you have not provided the required Custodian Certificate;
  - (vii) your Application Form or BPAY® payment is received after the SPP Closing Date. Late payments will be refunded, without interest, as soon as practicable following the issue of Shares; or
  - (viii) QBE believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements).
- (d) If the value of the Parcel you have applied for cannot be divided by the Issue Price to give a whole number of SPP Shares, there will be a rounding up to the nearest whole number of SPP Shares.
- #### 4 Acknowledgements by Making an Application
- (a) If you make an Online / Telephone Application or Written Application, by making that Online / Telephone Application or Written Application, you:
- (i) acknowledge that you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;
  - (ii) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
- (iii) acknowledge that you are an Eligible Shareholder using the unique reference number provided to you on the Application Form;
  - (iv) irrevocably and unconditionally agree to these SPP Terms and Conditions, including the terms of the Application Form;
  - (v) agree to be bound by the terms of QBE's Constitution (as may be amended from time to time);
  - (vi) declare you are over 18 years of age and have full legal capacity and power to exercise and perform all of your rights and obligations under the SPP Offer;
  - (vii) acknowledge your Application is irrevocable and unconditional and cannot be varied by you;
  - (viii) if you are applying on your own behalf (and not as a Custodian), certify that the total of the Application price for the following does not exceed A\$30,000:
    - (A) the SPP Shares the subject of your Application; and
    - (B) any other SPP Shares applied for by you or on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Application;
  - (ix) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify that:
    - (A) you are a Custodian;
    - (B) you held Shares on behalf of the Eligible Beneficiary as at the Record Date

## SPP terms and conditions

- who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this SPP Booklet;
- (C) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with a total Application price of more than A\$30,000; and
- (D) the information in the Custodian Certificate submitted with your Application Form is true and correct and not misleading;
- (x) accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Register;
- (xi) are responsible for any dishonour fees or other costs QBE may incur in presenting a cheque for payment that is dishonoured;
- (xii) acknowledge that no interest will be paid on any Application payment held pending the issue of the SPP Shares or subsequently returned to you for any reason;
- (xiii) authorise QBE and the Registrar and their respective officers or agents to do anything on your behalf necessary for SPP Shares to be issued to you, including to act on instructions of the Registrar upon using the contact details set out in your Application Form;
- (xiv) acknowledge that the information contained in this SPP Booklet, including the SPP Terms and Conditions and your Application Form is not a financial product or investment advice nor a recommendation that SPP Shares are suitable for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;
- (xv) acknowledge that this SPP Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in QBE and is given in the context of QBE's past and ongoing continuous disclosure announcements to the ASX;
- (xvi) acknowledge that none of QBE or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of QBE;
- (xvii) acknowledge that, to the extent permitted by any applicable law, QBE is not liable for any exercise of its discretions referred to in this SPP Booklet;
- (xviii) represent and warrant that the law of any place does not prohibit you from being given this SPP Booklet and the Application Form, nor does it prohibit you from making an Application for the SPP Shares and that you are otherwise eligible to participate in the SPP;
- (xix) represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (xx) acknowledge that the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Shares may not be offered, sold or resold, directly or indirectly, in the United States;
- (xxi) acknowledge that the SPP Shares will only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- (xxii) represent that you have not, and you agree that you will not, send this SPP Booklet or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States; and
- (xxiii) acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the ASX or Chi-X, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States.
- (b) In addition, if you make a Written Application, by making that Written Application, you:
- (i) authorise QBE to correct any errors in your Application Form; and
- (ii) acknowledge that QBE may determine that your Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is

## SPP terms and conditions

incomplete, contains errors or is otherwise defective.

### 5 Issue Price of SPP Shares

- (a) The Issue Price per SPP Share is the lesser of:
- A\$8.25, being the same price paid by institutional investors under the Placement; and
  - the VWAP of Shares traded on the ASX during the five trading days up to, and including, the Closing Date (expected to be 11 May 2020), less a 2% discount, rounded to the nearest cent.
- (b) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under section 3(a) or, if there is a scaleback, the number of SPP Shares calculated under section 7.
- (c) You acknowledge the risk that the market price of Shares may change (i.e. rise or fall) between the date you submit your Application and the Issue Date, which may mean that the Issue Price you pay for the SPP Shares may exceed or be less than the market price of Shares on the Issue Date.
- (d) QBE will apply to ASX for quotation of the SPP Shares. It is anticipated that the trading of the SPP Shares on the ASX will commence on 21 May 2020.

### 6 Rights Attaching to the SPP Shares

SPP Shares, once issued, will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

### 7 Scaleback

- (a) QBE may in its absolute discretion allocate to you less SPP Shares than the value of the Parcel for which you have

applied for. QBE may in its absolute discretion determine to apply any scaleback to the extent and in the manner it sees fit.

- (b) If there is a scaleback, you may receive less than the Parcel for which you have applied. If a scaleback produces a fractional number of SPP Shares when applied to your Parcel, the number of SPP Shares you will be allocated will be rounded up to the nearest whole number of SPP Shares.
- (c) In the event of a scaleback, the difference in value between the Application payment, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you, without interest, by direct deposit (to your nominated account as recorded on the Register) or by cheque, without interest, as soon as practicable following the Issue Date.

### 8 Costs of Participation in the SPP

No brokerage or transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, SPP Shares.

### 9 New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to registered holders of Shares at the Record Date (7.00pm (Sydney time) on 9 April 2020) shown on the register to have addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory

authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

Application payments must be made in Australian dollars.

### 10 QBE Determination Final

QBE may determine in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of QBE will be conclusive and binding on all participants and other persons to whom the determination relates.

### 11 Waiver, Amendment, Suspension and Withdrawal

QBE may, at its absolute discretion, waive compliance with any provision of these SPP Terms and Conditions (including by accepting late Applications, either generally or in particular cases), amend or vary these SPP Terms and Conditions (including by changing the timetable for the SPP, such as the Closing Date and Issue Date), or suspend or withdraw the SPP Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where QBE does not notify you of the event.

### 12 No Underwriting

The SPP will not be underwritten.

### 13 Governing Law

These SPP Terms and Conditions are governed by the laws in force in New South Wales.

### 14 Privacy Policy

- (a) By completing and submitting an Application Form you acknowledge that you have

## SPP terms and conditions

read this SPP Booklet and the SPP Terms and Conditions.

- (b) QBE is required to collect certain information about shareholders under company and tax law. Applicants will be asked to provide personal information to QBE (directly or via its agents, including the Registrar).
- (c) You acknowledge that the personal information submitted as part of the Application Form or other forms and otherwise provided to QBE (directly or via its agents, including the Registrar) will be collected, used and disclosed by QBE (and its agents, including the Registrar) in order to process your Application, service your needs as a shareholder, provide facilities and services that you request, carry out appropriate administration, send you information about the products and services of members of the QBE Group, including future offers of securities and as otherwise required or authorised by law (including, without limitation, any law relating to taxation, money laundering or counter-terrorism). Such disclosure may include disclosure to third parties including other members of the QBE Group and to QBE's agents, service providers, auditors and advisers. Such disclosure may also include disclosure to domestic and overseas regulators or other government agencies (including ASIC and the ATO), stock exchanges, and the public by way of public registers maintained by regulators or other bodies. Some of these recipients may be located outside Australia (including in New Zealand) where your personal information may not receive the same level of protection as afforded under Australian law.

- (d) You acknowledge that if you do not provide the personal information required by the Application Form or other forms, it might not be possible to process your Application, administer your shareholding and/or send you information about the products and services of members of the QBE Group, including future offers of securities.
- (e) If you do not wish to receive information about the products and services of members of the QBE Group, including future offers of securities, please contact QBE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet) and request that QBE does not send you marketing material.
- (f) QBE's privacy policy is available on QBE's website [www.qbe.com/au/about/governance/privacy-policy](http://www.qbe.com/au/about/governance/privacy-policy) and contains information about how you may access and seek correction of the personal information that QBE holds about you, how you may complain about a breach of the Privacy Act 1988 (Cth) by QBE and how QBE will deal with such a complaint.

### 15 Taxation

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in the Shares

#### Foreign Account Tax Compliance Act (FATCA) withholding and reporting

In order to comply with FATCA, QBE (or, if Shares are held through another financial institution, such other financial institution) may be required (pursuant to an agreement with the United States or under applicable law including pursuant to the terms of an applicable intergovernmental agreement

entered into between the United States and any other jurisdiction) (i) to request certain information from holders or beneficial owners of Shares, which information may be provided to the US Internal Revenue Service (IRS), and (ii) to withhold tax on any portion of payments with respect to Shares treated as a 'foreign passthru payment' made two years after the date on which the final regulation that defines 'foreign passthru payment' is published if such information is not provided or if payments are made to certain foreign financial institutions that have not entered into a similar agreement with the United States (and are not otherwise required to comply with the FATCA regime under applicable law including pursuant to the terms of an applicable intergovernmental agreement entered into between the United States and any other jurisdiction).

If QBE or any other person is required to withhold amounts under or in connection with FATCA from any payments made with respect to Shares, holders and beneficial owners of Shares will not be entitled to receive any gross up or additional amounts to compensate them for such withholdings. FATCA is complex and its application to the Shares remains uncertain. Eligible Shareholders are advised to consult their own tax advisers about the application of FATCA to the Shares.

This information is based on guidance issued by the IRS or other relevant tax authority as at the date of this SPP Booklet. Future guidance may affect the application of FATCA to QBE, shareholders or beneficial owners of Shares.

# Glossary

The following definitions apply throughout this SPP Booklet unless the context requires otherwise.

<b>A\$ or \$</b>	Australian dollars
<b>Application</b>	a valid and submitted Application Form (with attached payment) or a payment via BPAY®
<b>Application Form</b>	the application form relating to the SPP that you received with this SPP Booklet, including the instructions. This may include a deemed application form in the same terms, where a valid BPAY® payment is made
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the market operated by it, as the context requires
<b>ASX Listing Rules</b>	the listing rules of ASX as amended from time to time
<b>ATO</b>	Australian Taxation Office
<b>Beneficiary</b>	either or both of the following: <ul style="list-style-type: none"> <li>• one or more persons on whose behalf a Custodian holds Shares; and/or</li> <li>• a Downstream Custodian</li> </ul>
<b>Closing Date</b>	the last day on which Applications will be accepted (expected to be 5.00pm (Sydney time) on 11 May 2020)
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time
<b>Custodian</b>	a custodian, trustee or nominee within the definition of “custodian” in <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>
<b>Custodian Certificate</b>	has the meaning given in clause 2(h) of the SPP Terms and Conditions
<b>Downstream Custodian</b>	another Custodian on whose behalf a Custodian holds Shares, who holds the beneficial interests in Shares on behalf of one or more persons
<b>Eligible Beneficiary</b>	a Beneficiary of a Custodian with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is in Australia or New Zealand, and not in the United States or acting for the account or benefit of a person in the United States
<b>Eligible Shareholder</b>	a registered holder of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand, provided that such holder is not in the United States and is not acting for the account or benefit of a person in the United States (or, in the event that such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person)
<b>Issue Date</b>	the date on which SPP Shares are issued (expected to be 20 May 2020)
<b>Issue Price</b>	the issue price per SPP Share is the lesser of: <ul style="list-style-type: none"> <li>• A\$8.25, being the same price paid by institutional investors under the Placement; and</li> <li>• the VWAP of Shares traded on the ASX during the five trading days up to, and including, the Closing Date, less a 2% discount, rounded to the nearest cent</li> </ul>
<b>Opening Date</b>	9.00am (Sydney time) on 21 April 2020
<b>Parcel</b>	a parcel of SPP Shares, with a dollar amount of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, calculated at the Issue Price
<b>Placement</b>	the placement of Shares to institutional investors, announced on 14 April 2020
<b>QBE</b>	QBE Insurance Group Limited



## Glossary

<b>QBE Group</b>	QBE and its controlled entities taken as a whole
<b>Record Date</b>	7.00pm (Sydney time) on 9 April 2020
<b>Register</b>	the register of shareholders maintained by the Registrar
<b>Registrar</b>	Computershare Investor Services Pty Limited ABN (48 078 279 277)
<b>Share</b>	a fully paid ordinary share in QBE
<b>Share Purchase Plan or SPP</b>	this share purchase plan being offered to Eligible Shareholders under this SPP Booklet
<b>SPP Booklet</b>	this booklet
<b>SPP Offer</b>	has the meaning given in clause 1(a) of the SPP Terms and Conditions
<b>SPP Share</b>	a new Share issued under the SPP
<b>SPP Terms and Conditions</b>	the terms and conditions of the SPP set out in this SPP Booklet, including this Glossary and the Application Form, starting on page 7 of this SPP Booklet
<b>U.S. Securities Act</b>	the United States Securities Act of 1933 as amended
<b>VWAP</b>	the volume-weighted average price of Shares calculated as the average of the daily volume weighted average sales prices (such average and each such daily average sales price being expressed in Australian dollars and cents and rounded to the nearest full cent, with A\$0.005 being rounded upwards) of Shares sold on ASX during the five trading days up to, and including, the Closing Date but does not include any “crossing” transacted outside the “Open Session State” or any “special crossing” transacted at any time, each as defined in the market operating rules of the ASX or any overseas trades or trades pursuant to the exercise of options over Shares

# Corporate directory

---

## **QBE**

QBE Insurance Group Limited  
ABN 28 008 485 014  
Level 27, 8 Chifley Square,  
SYDNEY NSW 2000 Australia  
[www.qbe.com](http://www.qbe.com)

## **Legal Advisor**

Allens  
Deutsche Bank Place  
Corner Hunter and Phillip Streets  
Sydney NSW 2000

## **Registrar**

Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001

## **QBE SPP Information Line**

Shareholders with questions in relation to the  
SPP may contact QBE's SPP Information Line on:

### **Monday to Friday**

**8.30am to 5.00pm (Sydney time)**

1300 723 487  
(toll free within Australia)

+61 3 9415 4840  
(from outside Australia)

### **Monday to Friday**

**10.30am to 7.00pm (New Zealand time)**

0800 11 77 71  
(toll free within New Zealand)

[www.qbesppoffer.com](http://www.qbesppoffer.com)



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES