

QBE Insurance Group Limited ABN 28 008 485 014
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9 May 2019

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

Dear Sir/Madam

2019 Annual General Meeting of Shareholders – Results of Meeting

I refer to our letters earlier today in relation to QBE's 2019 Annual General Meeting.

Please find attached for the market's information, a summary of the proxy votes and poll voting results.

Yours faithfully

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

Peter Smiles
Deputy Company Secretary

Attachment

For personal use only

**QBE Insurance Group Limited
2019 Annual General Meeting
Thursday, 09 May 2019
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Item 2 To adopt the Remuneration Report	Ordinary	872,455,879 89.14%	104,068,156 10.63%	2,261,204 0.23%	2,992,681	875,095,043 89.37%	104,115,875 10.63%	3,002,463	Carried
Item 3 To approve the grant of Conditional Rights under the 2018 Executive Incentive Plan to the Group Chief Executive Officer	Ordinary	758,610,112 77.49%	218,024,104 22.27%	2,306,585 0.24%	3,962,111	760,085,213 77.71%	218,079,343 22.29%	4,045,246	Carried
Item 4 To approve the grant of Conditional Rights under the 2019 Long-term Incentive Plan to the Group Chief Executive Officer	Ordinary	942,834,646 96.71%	29,757,293 3.05%	2,344,953 0.24%	7,965,986	945,603,715 96.95%	29,788,472 3.05%	8,007,222	Carried
Item 5a To re-elect Mr John Green as a Director	Ordinary	902,446,930 92.04%	75,630,741 7.71%	2,398,949 0.25%	2,426,291	905,288,715 92.29%	75,666,559 7.71%	2,443,233	Carried
Item 5b To re-elect Mr Rolf Tolle as a Director	Ordinary	931,408,515 94.97%	46,915,059 4.78%	2,408,091 0.25%	2,171,247	934,280,383 95.22%	46,926,782 4.78%	2,191,343	Carried
Item 5c To elect Mr Fred Eppinger as a Director	Ordinary	958,757,211 97.76%	19,541,611 1.99%	2,414,537 0.25%	2,189,553	961,629,770 98.01%	19,563,619 1.99%	2,196,301	Carried
Item 6 Conditional Resolution: Conditional Spill Resolution	Ordinary	35,090,511 3.58%	941,253,250 96.17%	2,382,935 0.25%	3,051,123	Resolution was not required			~
Item 7a To amend the constitution	Special	21,992,089 2.31%	925,339,174 97.44%	2,381,727 0.25%	33,189,922	22,059,250 2.32%	928,118,266 97.68%	33,206,814	Not Carried
Item 7b Exposure Reduction Targets	Ordinary	74,226,544 7.83%	871,086,461 91.92%	2,382,648 0.25%	35,207,259	Resolution was not required			~

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.