

QBE Insurance Group Limited ABN 28 008 485 014  
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[www.qbe.com](http://www.qbe.com)



5 March 2018

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

Dear Sir/Madam

**Resolutions under section 249N of the Corporations Act for consideration at  
QBE's 2018 Annual General Meeting**

Please find attached an announcement for release to the market.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Carolyn Scobie', written in a cursive style.

Carolyn Scobie  
**Company Secretary**

Encl.



# QBE

## MARKET RELEASE

5 March 2018

### Resolutions under section 249N of the Corporations Act for consideration at QBE's 2018 Annual General Meeting

In accordance with ASX Listing Rule 3.17A, QBE gives notice that the attached resolutions for consideration at its Annual General Meeting to be held on 3 May 2018 have been received under section 249N of the Corporations Act from 114 shareholders representing approximately 0.019% of QBE's shares on issue.

QBE Group CEO, Mr Pat Regan said, "It's widely recognised that a changing climate is giving rise to important issues across the insurance sector. Indeed, we have a program of sustainability-related work that is already underway across our business. In this context, the matters raised in the resolutions proposed by Market Forces and Local Government Super are important for QBE and its shareholders and we welcome the dialogue. In coming weeks we will be preparing our response to the resolutions."

QBE's 2018 AGM Notice of Meeting will be published in late March and will include the Board's recommendation on these proposed resolutions.

A copy of QBE's 2017 Sustainability Report can be located at:  
<https://www.group.qbe.com/corporate-governance/sustainability-report>

- ENDS -

For further information, please contact:

#### Investor Relations

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QBE Insurance Group Limited is listed on the Australian Securities Exchange, is one of the top 20 global insurance and reinsurance companies as measured by net earned premium and has operations in 36 countries.

#### IMPORTANT DISCLAIMER

Any forward-looking statements assume large individual risk and catastrophe claims do not exceed the significant allowance in our business plans; no overall reduction in premium rates in excess of business plans; no significant fall in equity markets and interest rates; no major movement in budgeted foreign exchange rates; no material change to key inflation and economic growth forecasts; recoveries from our strong reinsurance panel; no significant asset sales and no substantial change in regulation. Should one or more of these assumptions prove incorrect, actual results may differ materially from the expectations described in this market release.



## MARKET RELEASE

5 March 2018

### Attachment

#### **Amendment to the Constitution**

“To insert into our company’s constitution beneath ‘Business of Annual and Other General Meetings’ the following new sub-clause 32(c): “The company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material financial relevance and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.”

#### **Climate Risk Disclosure**

“That in order to address our interest in the longer-term success of the company, given the recognised risks and opportunities associated with climate change, we as shareholders of the company request information about the company’s exposure to climate change-related risks. Such information should be provided in routine annual reporting from 2019, in accordance with both the Final Recommendations, and Supplemental Guidance for Insurance Companies, of the Financial Stability Board’s Task Force on Climate-related Financial Disclosures (TCFD).”