

Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

QBE INSURANCE GROUP LIMITED

ABN

28 008 485 014

We (the entity) give ASX the following information.

Part 1 - All issues

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

- 1 *Class of *securities issued or to be issued

Ordinary Shares

- 2 Number of *securities issued or to be issued (if known) or maximum number which may be issued

9,194

- 3 Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

Employee Share and Option Plan unlisted options
\$11.08 Final exercise date 02 March 2024

Senior Executive Equity Scheme (SEES) unlisted options
\$7.49 Final exercise date 17 March 2006

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes				
5 Issue price or consideration	A\$11.08 250 A\$ 0.00 20 A\$ 7.49 8,924				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise of employee options. Issue of bonus shares (notional dividends) at no cost.				
7 Dates of entering +securities into uncertificated holdings or despatch of certificates	22.09.05				
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="686 1500 989 1534">Number</th> <th data-bbox="989 1500 1279 1534">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1534 989 1751">768,787,905</td> <td data-bbox="989 1534 1279 1751">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	768,787,905	Ordinary Shares
Number	+Class				
768,787,905	Ordinary Shares				

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Various options and conditional rights over un-issued shares at various prices totalling 21,270,334 (see attached Annexure 'A')
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on *security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	
33	*Despatch date	

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

(now go to 43)

All entities

Fees

43 Payment method (tick one)

☐

Cheque attached

☐

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

☒

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

(Company secretary)

Date: 23 September 2005

Print name:

Duncan Ramsay

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+ See chapter 19 for defined terms.

This is Annexure "A" of 1 page referred to in Appendix 3B, Form of Application for Official Quotations of Additional Securities, signed by me and dated 23 September 2005.

Duncan Ramsay
COMPANY SECRETARY

9.	Number of Options/ Conditional Rights	Class	Final Exercise Date
	6,030	Options	30 September 2005
	33,700	Options	30 September 2005
	5,000	Options	31 December 2005
	26,850	Options	01 April 2006
	2,264	Options	01 April 2006
	317,500	Options	24 May 2006
	155,000	Options	31 May 2006
	140,000	Options	31 March 2007
	230,000	Options	31 March 2007
	440,000	Options	31 March 2007
	34,509	Options	17 March 2006
	100,000	Options	14 March 2006
	2,383,104	Options	12 March 2007
	110,884	Options	9 April 2007
	157,915	Options	2 March 2007
	66,255	Options	12 March 2008
	10,000	Options	2 November 2006
	74,750	Options	2 March 2024
	2,848,038	Options	2 March 2008
	209,637	Options	2 March 2008
	114,694	Options	1 April 2008
	2,650,574	Options	2 March 2011
	225,043	Options	2 March 2011
	207,182	Options	2 March 2011
	119,505	Options	2 March 2009
	118,587	Options	7 April 2011
	126,175	Options	2 March 2010
	991,624	Conditional Rights	12 March 2006
	47,026	Conditional Rights	9 April 2006
	1,227,447	Conditional Rights	2 March 2007
	45,651	Conditional Rights	1 April 2007
	1,250,029	Conditional Rights	2 March 2008
	45,361	Conditional Rights	7 April 2008
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	500,000*	Options	30 November 2007
	641,390#	Options	31 July 2006
	630,970#	Options	31 July 2006
	200,093#	Options	31 July 2006
	563,998#	Options	31 July 2006
	363,549#	Options	31 July 2006
	350,000#	Options	31 July 2006
	21,270,334		

*Options issued to a third party subject to a number of performance hurdles.

#Options issued to third parties.