



17 August 2012

The Manager  
Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**QBE INSURANCE GROUP LIMITED**  
ABN 28 008 485 014

Head Office  
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Sydney NSW 2000

Postal Address  
GPO Box 82  
Sydney NSW 2001

Telephone: (02) 9375 4444  
Facsimile: (02) 9235 3166  
DX 10171 Sydney Stock Exchange

Dear Sir/Madam

**Re: FINAL DIRECTOR'S INTEREST NOTICE**

Further to our announcement today regarding Group CEO Succession, we attach for announcement to the market, a 3Z - Final Director's Interest Notice for Frank O'Halloran who today resigns as Group Chief Executive Officer and an Executive Director of the Board of QBE Insurance Group Limited.

Yours faithfully

A handwritten signature in dark ink that reads 'D Ramsay'.

Duncan Ramsay  
Company Secretary

**Encl.**

# Appendix 3Z

## Final Director's Interest Notice

*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 30/9/2001.

|                       |                                    |
|-----------------------|------------------------------------|
| <b>Name of entity</b> | <b>QBE INSURANCE GROUP LIMITED</b> |
| <b>ABN</b>            | <b>28 008 485 014</b>              |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                                                 |                  |
|-------------------------------------------------|------------------|
| <b>Name of director</b>                         | Frank O'Halloran |
| <b>Date of last notice</b>                      | 3 May 2012       |
| <b>Date that director ceased to be director</b> | 17 August 2012   |

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                         |                             |                                 |
|-----------------------------------------|-----------------------------|---------------------------------|
| <b>Number &amp; class of securities</b> |                             |                                 |
| 1,327,361                               | fully paid ordinary shares  | Francis M O'Halloran            |
| 31,402                                  | fully paid ordinary shares  | Francis M O'Halloran            |
| 175,000                                 | fully paid ordinary shares  | FM & RA O'Halloran S/F A/C      |
| 253,186                                 | unlisted options            |                                 |
| 299,210                                 | unlisted conditional rights |                                 |
| 24,103                                  | unlisted conditional rights | (accrued notional bonus shares) |

+ See chapter 19 for defined terms.

## Appendix 3Z

### Final Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

| <b>Name of holder &amp; nature of interest</b><br>Note: Provide details of the circumstances giving rise to the relevant interest | <b>Number &amp; class of securities</b> |
|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>N/A</b>                                                                                                                        | <b>N/A</b>                              |

#### Part 3 – Director's interests in contracts

|                                                                  |            |
|------------------------------------------------------------------|------------|
| <b>Detail of contract</b>                                        | <b>N/A</b> |
| <b>Nature of interest</b>                                        | <b>N/A</b> |
| <b>Name of registered holder<br/>(if issued securities)</b>      | <b>N/A</b> |
| <b>No. and class of securities to which<br/>interest relates</b> | <b>N/A</b> |

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+ See chapter 19 for defined terms.