



2 April 2013

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

QBE INSURANCE GROUP LIMITED
ABN 28 008 485 014

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Dear Sir/Madam

Re: CHANGE OF DIRECTOR'S INTEREST NOTICE

Attached for announcement to the market, please find an Appendix 3Y - Change of Director's Interest Notice for John Neal. Mr Neal's QBE shareholding increased following the issue of ordinary shares under QBE's reinvestment plans for the 2012 final dividend paid on 28 March 2013.

This notice also includes an increase on Mr Neal's unlisted conditional rights for the grant of 59,443 conditional rights under the 2012 Long Term Incentive Plan, together with an additional 1,648 notional shares on unlisted conditional rights for the dividend paid on 28 March 2013.

Yours faithfully

A handwritten signature in dark ink, appearing to read "D Ramsay", written over a light yellow rectangular background.

Duncan Ramsay
Company Secretary

Encl.

Appendix 3Y

Change of 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 30/09/01 Amended 01/01/11

Name of entity	QBE INSURANCE GROUP LIMITED
ABN	28 008 485 014

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John David Neal
Date of last notice	15 March 2013

Part 1 - Change of director's relevant interests in securities

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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	27 & 28 March 2013
No. of securities held prior to change	138,095 ordinary shares John D Neal 28,939 ordinary shares John Neal 104,697 unlisted options 203,658 unlisted conditional rights 19,787 unlisted conditional rights (accrued notional bonus shares)
Class	Ordinary Shares Unlisted conditional rights
Number acquired	1,233 ordinary shares 59,443 unlisted conditional rights 1,648 unlisted conditional rights (accrued notional bonus shares)

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	139,114 ordinary shares John D Neal 29,153 ordinary shares John Neal 104,697 unlisted options 263,101 unlisted conditional rights 21,435 unlisted conditional rights (accrued notional bonus shares)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of 1,233 ordinary shares under QBE's dividend reinvestment plans. Grant of 59,443 conditional rights under the 2012 Long Term Incentive plan as approved by Shareholders at the AGM on 27 March 2013. Additional 1,648 notional bonus shares on unlisted conditional rights for the dividend paid on 28 March 2013.

Part 2 – Change of director's interests in contracts

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.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.