Rule 3.19A.2

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	6 May, 2016

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	17 May, 2016
No. of securities held prior to change	152,955 ordinary shares 62,260 ordinary shares 70,647 ordinary shares 180 ordinary shares 893,916 unlisted conditional rights 62,876 unlisted conditional rights (accrued notional bonus shares)
Class	Unlisted Conditional Rights Unlisted Conditional Rights (accrued notional bonus shares)

+ See chapter 19 for defined terms.

Number acquired	402,194 Unlisted Conditional Rights 11,236 Unlisted Conditional Rights (accrued notional bonus shares)
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	152,955 ordinary shares 62,260 ordinary shares 70,647 ordinary shares 180 ordinary shares 1,296,110 unlisted conditional rights 74,112 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 402,194 Unlisted Conditional Rights under the QBE Long Term Incentive Plan approved by shareholders at the 2016 Annual General Meeting Issue of 11,236 Unlisted Conditional Rights (accrued notional bonus shares) under the QBE Long Term Incentive Plan

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

+ See chapter 19 for defined terms.

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

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.

+Rule 3.19A.2

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	Patrick Regan
Date of last notice	6 May, 2016

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	17 May, 2016
No. of securities held prior to change	543,116 fully paid ordinary shares 129,118 unlisted conditional rights (Sign-on rights subject to Service conditions) 489,836 unlisted conditional rights 39,584 unlisted conditional rights (accrued notional bonus shares)
Class	Unlisted Conditional Rights Unlisted Conditional Rights (accrued notional bonus shares)

+ See chapter 19 for defined terms.

Number acquired	219,378 Unlisted Conditional Rights 6,128 Unlisted Conditional Rights (accrued notional bonus shares)
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	543,116 fully paid ordinary shares 129,118 unlisted conditional rights (Sign-on rights subject to Service conditions) 709,214 unlisted conditional rights 45,712 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 219,378 Unlisted Conditional Rights under the QBE Long Term Incentive Plan approved by shareholders at the 2016 Annual General Meeting Issue of 6,128 Unlisted Conditional Rights (accrued notional bonus shares) under the QBE Long Term Incentive Plan

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

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.