

QBE Insurance Group Limited ABN 28 008 485 014
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10 April 2025

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

Dear Sir/Madam

Changes to proposed amendment to the QBE Constitution

Please find attached an announcement for release to the market.

This release has been authorised by the QBE Disclosure Committee.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Carolyn Scobie", followed by a period.

Carolyn Scobie
Company Secretary

Attachment

For personal use only



MARKET RELEASE

10 April 2025

CHANGES TO PROPOSED AMENDMENT TO THE QBE CONSTITUTION

QBE Insurance Group Limited (QBE) advises that it has amended the terms of Resolution 5 in the Notice of Meeting for the 2025 Annual General Meeting (AGM), to be held on 9 May 2025, regarding proposed amendments to the QBE Constitution.

Resolution 5 proposes a number of amendments to the QBE Constitution which QBE considers are important, including the insertion of provisions to explicitly contemplate the holding of meetings using only virtual meeting technology (ie, a virtual meeting). This is consistent with the requirements of the *Corporations Act 2001* (Cth) which requires that a company may only hold virtual meetings where its constitution expressly permits it to do so.

Whilst it was noted in the explanatory notes for Resolution 5 that QBE has no current intention of holding virtual-only meetings and would only make such a determination in the future having regard to the prevailing circumstances, QBE has become aware of reservations expressed about companies including in their constitution explicit provisions regarding the ability to hold virtual meetings.

In light of this, QBE has determined to amend Resolution 5 to withdraw the amendment to Rule 30 of the QBE Constitution. All other proposed amendments to the Constitution will remain and be put to shareholders for approval at the 2025 AGM. For completeness, all other proposed changes to the QBE Constitution regarding virtual attendance at shareholder meetings will remain as those references are relevant in the context of hybrid meetings. Hybrid meetings are the form of meeting QBE has held since the pandemic and they offer shareholders in person and on-line avenues to engage with the company.

A revised copy of the proposed amendments to the QBE Constitution can be obtained prior to the AGM from QBE's website (www.qbe.com/agm) or by emailing shares@qbe.com. A copy of the proposed amended QBE Constitution will also be available for inspection at the AGM.

The amendment to the terms of Resolution 5 will not affect the validity of proxy forms, or any proxy or direct votes, already submitted in respect of the Resolution 5 or the remaining items of business to be considered at the AGM. Shareholders can withdraw or re-lodge any proxies already lodged with the Share Registry, or change any direct vote, if they wish to do so.

– ENDS –

For further information, please contact:

Investor Relations

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