**NOTICE OF INTENTION TO APPLY TO THE FEDERAL COURT OF AUSTRALIA FOR CONFIRMATION OF A SCHEME FOR THE TRANSFER OF THE QBE RE AND SYDNEY RE INSURANCE BUSINESS OF QBE INSURANCE (INTERNATIONAL) LIMITED TO QBE INSURANCE (AUSTRALIA) LIMITED UNDER DIVISION 3A OF PART III OF THE INSURANCE ACT 1973 (CTH).**

TAKE NOTICE that QBE Insurance (Australia) Limited ACN 003 191 035 (**QIA**)intends to make an application to the Federal Court of Australia in Sydney on **2 March 2016 at 10:15am**, or on such later or earlier date or time as the Court appoints, for confirmation of a scheme to transfer the reinsurance business written or assumed by QBE Insurance (International) Limited ACN 000 000 948 (**QII**) to QIA (**Scheme**). The reinsurance business was formerly conducted through QBE Re and Sydney Re prior to QIA assuming liability for the business.

QIA and QII are incorporated in Australia and are subsidiaries under the QBE Group of companies. QIA and QII are authorised under the *Insurance Act* *1973* (Cth) to carry on general insurance business in Australia.

**Persons who are insured under insurance contracts written or assumed by QIA or who may be otherwise affected by the terms of the Scheme (Affected Policyholders) may attend the Court hearing and request to be heard by the Court on the application for confirmation of the Scheme.** The hearing will be held at the New South Wales Registry of the Federal Court of Australia. It would be helpful if any Affected Policyholder who wishes to appear before the Court would notify the solicitor for QIA, Mark Lindfield of DibbsBarker, Level 9, Angel Place, 123 Pitt Street, Sydney NSW 2000 (phone: +61 2 8233 9500 or email:[mark.lindfield@dibbsbarker.com](mailto:mark.lindfield@dibbsbarker.com)) of their intention to do so at least seven days prior to the hearing date specified above. **Affected Policyholders are not required to take any action if they have no objection to the Scheme.**

A copy of this notice, the Scheme, a summary of the Scheme and the actuarial reports of Warrick Gard of Ernst & Young dated 26 October 2015, Benoit Laganiere of QIA dated 2 November 2015 and Jack Jiang of QII dated 4 November 2015 (**Actuarial Reports**) upon which the Scheme is based (**Scheme Documents**), will be available for public inspection free of charge between the hours of 9.00am and 5.00pm (local time) every day (except weekends and public holidays) for the period commencing on 11 January 2016 and ending on 2 February 2016 at the offices of QBE Australia at the following addresses:

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| **New South Wales** Level 5  2 Park Street  Sydney NSW 2000 | **Victoria** Level 2 628 Bourke Street Melbourne VIC 3000 | **Queensland** Level 13 145 Ann Street  Brisbane QLD 4000 |
| **Western Australia** Level 18 200 St Georges Terrace Perth WA 6000 | **South Australia** Level 9 400 King William Street  Adelaide SA 5000 | **Tasmania** Level 7 85 Macquarie Street Hobart TAS 7000 |
| **Northern Territory** Level 2 43 Mitchell Street Darwin NT 0800 | **Australian Capital Territory** Level 7 220 Northbourne Avenue  Braddon ACT 2600 |  |

Any Affected Policyholder may obtain a copy of the Scheme Documents free of charge by contacting James Gorman on **+61 2 9375 4189** or by email at [qbere.runoff@qbe.com](mailto:qbere.runoff@qbe.com)

If you have any other enquiries you may contact James Gorman at the contact details referred to above.

A copy of the Scheme Documents can be viewed during the period set out above on the website maintained by QBE Asia Pacific at: <http://www.qbeap.com/> and at the website maintained by QBE Singapore at <http://www.qbe.com.sg/>

We recommend that each Affected Policyholder obtain and review the Scheme, the summary of the Scheme and the Actuarial Reports, which contains a discussion of the impact of the Scheme on policyholders.

**THIS NOTICE HAS BEEN PREPARED BY QIA**

Dated: 21 December 2015