

QBE Insurance Group Limited

ABN 28 008 485 014

Corporate Governance Statement

2016



Corporate governance statement

QBE Insurance Group Limited (QBE) is committed to the highest standards of corporate governance. The QBE Group has a vision and six ONE QBE values that recognise its customers, people, shareholders and the community. QBE believes that a culture that rewards transparency, integrity and performance will promote its long-term sustainability and the ongoing success of its business.

This Corporate Governance Statement relates to the 2015 Financial Year, and should be read in conjunction with QBE's 2015 Annual Report and the 2015 Sustainability Report. This Corporate Governance Statement has been approved by the Board and is dated 23 February 2016.

Board and management

Board functions

The Board Charter sets out the matters expressly reserved for the Board and those delegated to its Committees and management. In accordance with its Charter, the Board:

- oversees corporate governance;
- selects and supervises the Group Chief Executive Officer;
- provides direction to management;
- approves the strategies and major policies of the QBE Group;
- monitors performance against plan;
- considers regulatory compliance;
- monitors people-related strategies (including people development and succession planning);
- reviews information technology and other resources; and
- ensures that an effective risk management strategy is established and maintained.

Strategic issues are reviewed at least annually by the Board. To help the Board maintain its understanding of the business and to effectively assess management, Directors have regular presentations by the divisional chief executive officers and other senior managers of the various divisions on relevant topics; including budgets, three-year business plans and operating performance. The Board receives updated forecasts during the year. The independent Directors also have contact with senior executives at numerous times and in various forums during the year.

Visits by independent Directors to the QBE Group's offices in key locations are encouraged. The Board meets regularly in Australia and, due to QBE's substantial overseas operations, usually spends time in the United Kingdom and the United States each year. The Board visited the QBE Group's operations in London in June and in New York in October of 2015. Delegations from the Board also visited in Hong Kong in August and Miami in October of 2015 to meet with and receive presentations from local management.

Each formal Board meeting normally considers reports from the Group Chief Executive Officer and the Group Chief Financial Officer, together with other relevant reports. The independent Directors regularly meet in the absence of management. The Chairman and Group Chief Executive Officer in particular, and Directors in general, have substantial contact outside Board and Committee meetings.

Details of the number of Board meetings held during the 2015 Financial Year and attendance by Directors are set out in the Directors' Report in the 2015 Annual Report.

The Board delegates responsibility to the Group Chief Executive Officer for management of the business on a day-to-day basis.

Senior management functions

Management's responsibilities are to:

- develop a draft strategy, make recommendations to the Board and implement the Board approved strategy subject to market conditions;
- prepare annual budgets and three-year business plans;
- carry on day-to-day operations within the Board approved annual budget and three-year business plans subject to market conditions;
- design and maintain internal controls;
- set up and keep under review an effective risk management and compliance management system, and monitor and manage all material risks consistent with the strategic objectives, risk appetite statements and policies approved by the Board;
- inform the Board of material matters, and keep the Board and market fully informed about material continuous disclosure; and
- ensure succession plans exist for all senior management positions other than the Group Chief Executive Officer.

QBE has operated under an extensive written system of delegated authorities for many years. In particular, a written delegated authority with specified limits is approved by the Board each year to enable the Group Chief Executive Officer to conduct the QBE Group's business in accordance with detailed budgets and business plans. This authority deals with topics such as underwriting, reinsurance protection, claims, investments, acquisitions and expenses. The Group Chief Executive Officer delegates his authority to management throughout the QBE Group on a selective basis, taking into account expertise and past performance. Compliance with delegated authorities is closely monitored by management and adjusted as required for actual performance, market conditions and other factors. Management and the QBE Group's internal audit teams review compliance with delegated authorities and any breach can lead to disciplinary procedures, including dismissal.

Corporate governance statement CONTINUED

Chairman

The Chairman of the Board of QBE is Mr Marty Becker, who was appointed as the independent Chairman of the Board in April 2014. In his role as Chairman, Mr Becker is responsible for ensuring that the Board functions as an effective and cohesive group. Mr Becker works closely with Mr John Neal, the Group Chief Executive Officer, to determine the strategic direction for QBE and to establish high standards of governance and leadership.

Committees

The Board is supported by several Committees which meet regularly to consider audit, risk management, investments, remuneration and other matters. The main Committees of the Board are the Audit, Investment, Remuneration, Nomination and Risk and Capital Committees. Further sub-committees of the Board may be convened to confer on particular issues from time to time. Any independent Director may attend a Committee meeting. The Committees have free and unfettered access to QBE's senior managers and may consult external advisers at QBE's cost, including requiring their attendance at Committee meetings, with the consent of the Chairman. A report on each Committee's last meeting is provided to the next Board meeting.

Each Committee comprises at least three independent Directors and each Committee Chairman is an independent Director who is not the Chairman of the Board (excluding the Nominations Committee, the Chairman of which is Mr Marty Becker). Each Committee operates under a written Charter approved by the Board. These Charters are available at www.qbe.com. The membership of each Committee is provided on our website at www.qbe.com and details of the number of Committee meetings held during the 2015 Financial Year and attendance by Committee members at Committee meetings are set out in the Directors' Report in the 2015 Annual Report.

Further information regarding the Committees can be found throughout this Corporate Governance Statement.

Company Secretary

The Company Secretary acts as secretary to the Board and all of the Committees and is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary.

The Company Secretary's role is described in the Board Charter and includes communication with regulatory bodies and the Australian Securities Exchange (ASX), all statutory and other filings, assisting with good information flows within the Board and its Committees and between independent Directors and senior management, as well as facilitating induction and professional development as required. The Company Secretary may also provide guidance to Directors in respect of legal and regulatory responsibilities.

Board skills and experience

Directors are selected to achieve a broad range of skills, experience and expertise complementary to the QBE Group's insurance activities. At the date of this Corporate Governance Statement, the Board comprised eight Directors, being an independent Chairman, five other independent Directors, and the Group Chief Executive Officer and Group Chief Financial Officer.

The Board has a skills matrix covering the competencies and experience of each Director. When the need for a new Director is identified, the required experience and competencies of the new Director are defined in the context of this matrix and any gaps that may exist.

The Board's skills matrix is below.

SKILLS	INDUSTRY
Financial literacy	General insurance
Legal	Reinsurance
Governance	Investment banking
Strategy	Private equity
Commercial expertise	Financial services
Risk management	Accounting
Government relations	Investment
Executive leadership	

Details of individual Directors, including their qualifications and experience, independence status and the period of office serving on the Board, are set out in the Board of directors and Group executive committee sections in the 2015 Annual Report and can also be found on the QBE website at www.qbe.com.

Independence of the Board

The majority of the Board are independent Directors. The roles of Chairman and Group Chief Executive Officer are not exercised by the same individual. All Non-executive Directors who served during the year were considered independent, applying the "independence" definition of the ASX Corporate Governance Council. When applying this definition, the Board has determined that an independent Director's relationship with QBE as a professional adviser, consultant, supplier, customer or otherwise is not material unless amounts paid under that relationship exceed 0.1% of QBE's revenue. None of the independent Directors provide services to QBE other than in their capacity as an independent Director and they do not have a business relationship with any other Director on the Board or otherwise with QBE.

Directors are required to advise the Board on an ongoing basis of any interest they have that they believe could conflict with QBE's interests. If a potential conflict does arise, either the Director concerned may choose not to, or the Board may decide that he or she should not, receive documents or take part in Board discussions whilst the matter is being considered.

Tenure

The mere fact that a Director has served on the QBE Board for a lengthy period of time does not, of itself, suggest a lack of independence. However, the Board has agreed that an independent Director's term should be approximately 10 years. The Board considers that a mandatory limit on tenure would deprive the QBE Group of valuable and relevant corporate experience in the complex world of international general insurance and reinsurance. The tenure of each Director is set out in the Board of directors and Group executive committee sections in the 2015 Annual Report and can also be found on the QBE website at www.qbe.com.

Corporate governance statement CONTINUED

QBE's constitution provides that no Director, except the Group Chief Executive Officer, shall hold office for a continuous period in excess of three years or past the third AGM following a Director's appointment, whichever is the longer, without submission for re-election. Under QBE's constitution, there is no maximum fixed term or retirement age for independent Directors.

The Board has a Nomination Committee which meets regularly during the year around the time of the Board meetings. The Committee assists the Board in appointing Directors so that the Board as a whole has the necessary range of skills, knowledge and experience to be effective. The Nomination Committee is comprised of all the independent Directors of the Board and is chaired by Mr Marty Becker.

Board selection process

A formal process for the selection and appointment of Directors is undertaken by the Nomination Committee and Board. Before the Board appoints a new Director or puts forward a candidate for election, appropriate background checks are undertaken. External consultants may be employed, where necessary, to search for prospective Directors. Candidates are assessed against the required skills and on their qualifications, backgrounds and personal qualities. In addition, candidates must have the required time to commit to the position. The Board regularly reviews the mix of skills that is required. Under QBE's constitution, the size of the Board is limited to 12 Directors. The Board considers that a maximum of 12 will reflect the largest realistic size of the Board that is consistent with:

- maintaining the Board's efficiency and cohesion in carrying out its governance duties on behalf of shareholders;
- reducing the risk of a Director being insufficiently involved and informed in the business of QBE; and
- providing individual Directors with greater potential to contribute and participate.

QBE also provides shareholders with all material information in its possession that is relevant to a decision on whether or not to elect or re-elect a Director through a number of channels, such as the Notice of Meeting, Director biographies and other information contained in the Annual Report.

The Board adopted revised Non-executive Director Nomination, Performance Evaluation and Tenure Guidelines in September 2014. The Board believes that orderly succession and renewal contributes to strong corporate governance and is achieved by careful planning and continual review. As an ongoing evaluation, the Board regularly discusses its make up in relation to the mix of skills, diversity and geographic location of Directors to meet the needs of QBE.

Director induction and training

Upon appointment, each independent Director (and senior executive) is provided with a written agreement which sets out the terms of their appointment. Directors also attend induction sessions upon their appointment, where they are briefed on QBE's history and vision, strategy, financials, and risk and governance frameworks.

The Board ensures it has the information it requires to be effective including, where necessary, independent professional advice. An independent Director may seek such advice at QBE's cost with the consent of the Chairman. Directors are also provided with ongoing professional development and training programs to enable them to develop and maintain their skills and knowledge at QBE's cost, with the consent of the Chairman.

Performance evaluation and remuneration

Performance evaluation - Board and Directors

The Chairman oversees the performance of the Board, its Committees and each Director. The Board regularly reviews its performance through internal and external assessments, and recommendations for either improvement or increased focus are agreed and then implemented.

In 2015, a Board evaluation was undertaken using the services of external consultants. The review covers the performance of the Board and its Committees. The Chairman is in regular liaison with the independent Directors regarding their performance. The result of the review will be reported to the Chairman and discussed in detail by the Board in the first half of 2016.

Performance evaluation - senior management

The Remuneration Committee oversees the performance of senior management. In addition, the Board continually monitors the performance of the senior management through regular contact and reporting.

In 2015, QBE continued to use a balanced scorecard of individual key performance indicators (KPIs) to ensure that a broader view of performance and specific strategic priorities are considered when assessing performance and incentive outcomes. Other than as set out in the Remuneration Report in the 2015 Annual Report, senior management have 20% of their Short Term Incentive outcome determined with reference to individual KPIs.

The scorecard is aligned to QBE's business plans and measures objectives which support the elements of QBE's value creation model. The Remuneration Report in the 2015 Annual Report sets out a summary of the key objectives and outcomes for the Group Chief Executive Officer. The Group Chief Executive Officer's scorecard was formulated initially through a discussion between the Group Chief Executive Officer and the Chairman and was approved by the Board. The scorecards for the rest of senior management (which are consistent with and support the scorecard for the Group Chief Executive Officer) were approved by the Remuneration Committee.

The 2015 objectives for senior management were used to measure their performance for the 2015 year. These performance evaluations occurred in 2016.

Remuneration Committee

The Board has a Remuneration Committee which meets at least quarterly to assist it in overseeing major remuneration practices of the QBE Group. The Remuneration Committee is comprised of independent Directors and was chaired by Mr John Graf until his retirement on 31 December 2015. The new Chairman of the Committee is Mr John M Green.

Remuneration policies and practices

Details of QBE's policies and practices regarding the remuneration of executives and independent Directors (being Key Management Personnel) are set out in the Remuneration Report in the 2015 Annual Report.

Corporate governance statement CONTINUED

Other than meeting statutory superannuation requirements, QBE does not have in place any retirement benefit schemes for independent Directors.

QBE's Trading Policy for dealing in securities of QBE Insurance Group Limited or other entities outlines QBE's approach to derivatives or otherwise limiting the economic risk of participating in an equity-based remuneration scheme. The Trading Policy is available at www.qbe.com.

Group governance

Group governance framework

The Board approved a new framework in 2013, which continued to evolve during 2014 and 2015. The framework includes, in particular:

- revised roles for the boards of divisional holding companies and divisional insurers; and
- divisions having committees similar to the QBE Board.

There is now a greater liaison between the QBE Board and the divisional holding boards. The QBE Board also meets separately with local independent Directors at least once a year. These changes followed a review of governance at QBE Group and divisional levels.

Group guidelines

The QBE Group has adopted a Code of Business Ethics and Conduct for all senior executives and employees, involving both legal obligations and the reasonable expectations of stakeholders. This Code requires that business be carried out in an open and honest manner with our customers, shareholders, employees, regulatory bodies, outside suppliers, intermediaries and the community at large. The Code also deals with confidentiality, conflicts of interest and related matters. The Code is available at www.qbe.com.

Divisions may develop codes of conduct based on the QBE Group Code, with some differences to allow for the requirements of the particular countries in which the division operates.

Director conduct is covered by the Non-executive Directors' Nomination, Performance Evaluation and Tenure Guidelines. These Guidelines cover Director conduct, particularly in regard to tenure, performance and evaluation. The Guidelines are available at www.qbe.com.

There are also policies covering anti-discrimination, employment, harassment, QBE values and behaviours, health and safety, privacy, whistle-blowing and many other business practices. These policies, like the Code of Business Ethics and Conduct, are underpinned by the QBE Group's vision and values statements. The vision and values statements form part of the induction information given to new Directors and employees.

QBE in Australia follows the General Insurance Code of Practice; a self-regulated code developed by the Insurance Council of Australia (ICA) relating to the provision of products and services to customers of the general insurance industry in Australia. QBE in Australia is also a member of the Financial Ombudsman Service; an ASIC approved external dispute resolution body which deals with general insurance disputes between consumers and insurers.

Similar insurance practice rules apply to the QBE Group in certain other countries outside Australia.

Continuous disclosure

The Board adopted a revised Continuous Disclosure Policy in February 2015, which is available at www.qbe.com.

QBE takes its continuous disclosure obligations very seriously and issues market releases during the year to satisfy those obligations. All ASX announcements made since 1 January 2015 are set out on QBE's website at www.qbe.com.

Diversity and inclusion

QBE's core purpose is to give people the confidence to achieve their ambitions. QBE creates an inclusive and innovative workplace for its people and looks for opportunities to leverage its global footprint and expertise. It is committed to creating an inclusive organisation that respectfully embraces all employees irrespective of differences, both visible and invisible. QBE aims to create a workplace that is fair, equitable, diverse and inclusive in order to attract, retain and develop the best people globally.

The QBE Board and Group Executive Committee work collaboratively to set specific objectives related to workforce diversity and inclusion and these objectives and principles are documented in the QBE Diversity and Inclusion Policy available at www.qbe.com.

As a global company with a workforce of more than 16,000 people spanning 37 countries, QBE has the opportunity to leverage a broad range of skills and experience from across its network. These skills are harnessed through a global mobility program that encourages employees to seek roles with QBE in overseas offices to broaden their skills and exposure to other cultures and ways of working.

Diversity and inclusion are key drivers of innovation, productivity, engagement and collaboration and QBE has made significant progress aligned with the Workforce Diversity Policy which was set in 2013. It assessed and reported progress to the Remuneration Committee and to the Group Diversity & Inclusion Council during the course of 2015.

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Below is a summary of progress achieved against objectives outlined in the Workforce Diversity Policy in 2015:

COMMITMENT	ACHIEVEMENTS IN 2015
Reasonable participation of women in senior leadership roles	<ul style="list-style-type: none"> Annual reporting to the Remuneration Committee on progress against gender representation at senior leadership levels; A new target for female representation at senior management levels was set at 35% by 2020 using a new definition of senior management roles globally. This target was determined using research on projected growth and historical trends of QBE's recruitment, retention and talent practices; and Proactive management of Level 2 high potential females. 33% have now progressed to a new or broader role at the same level and one has been promoted to a Level 1 position. 62% are nominated as successors for other Level 2 roles and/or roles at Level 1 and 68% have participated in further development e.g. Leadership Academy Programs or Leadership Insights 360 developmental discussions.
Participation of women in accelerated talent programs that provide development focused on attainment of leadership roles	<ul style="list-style-type: none"> Participation of female talent in our Global Leadership Academy: We continue to monitor male to female attendance in our Global Leadership Academy Programs - in 2015, of 545 employees who have participated in the Academy, 43% were female. A total of 1,837 employees who have participated in the Academy since inception, 41% in total have been female; and Expansion of the 'Career Development Reviews' to the next level down to Level 3, identifying potential and key female talent.
Regular monitoring and management of pay equity between women and men within job families in each region	<ul style="list-style-type: none"> Under the direction of the Group Diversity & Inclusion Council, further analysis was conducted in October 2015 across areas that included internal pay relativity by job family and level, external pay relative to benchmark roles by job family and level and the distribution of salary review budgets; and Key observations and recommended global actions from the analysis were presented to the Remuneration Committee in December 2015.
Improved awareness of options for flexible working arrangements and family support programs available in each region	<ul style="list-style-type: none"> Introduction across divisions globally of a variety of initiatives to mobilise flexibility in the workplace. These included online guides, face-to-face training and internal promotion of telecommuting and flex time/part-time roles; and Introduction of a new question in the Staff Survey - <i>I have the flexibility I need to manage my work and personal/caring responsibilities</i>. Achievement of 70% was reported in 2015 staff survey.
Availability of employee education specific to the benefits of work force diversity and manager education, focusing on work force diversity management, including role redesign to encourage flexible working arrangements	<ul style="list-style-type: none"> Integration of diversity and inclusion into Leadership & Talent by incorporating new inclusive leadership behaviours within the QBE Leadership Essential Competency Model, Leadership Academy Programs and 360 Insights Feedback Tool; and Launch of new Inclusive Leadership Handbook to be used as a practical tool showcasing tips for leaders on how to foster a culture of inclusion, drive higher engagement and team performance together with development of diverse pipelines of talent.

A new Diversity and Inclusion Policy was developed in 2015 outlining a set of priorities for QBE which were agreed by the Group Executive (in their capacity as members of the Group Diversity & Inclusion Council) and are overseen by them within their divisions.

These new objectives will encourage culture change across QBE globally and support the needs of the business:

- **Diverse Leadership Representation:** foster inclusive, gender balanced leadership teams;
- **Inclusive Capabilities:** effectively manage and drive collaboration and inclusion in teams and leverage flexibility to increase productivity and retention;
- **Strong Pipeline of Diverse Talent:** offer all employees the opportunity to develop and progress their careers - maximizing the ability to attract, retain and optimise all talent;
- **Higher Engagement of all Employees:** create a fair, inclusive and respectful environment for all employees; and
- **Customer Satisfaction and Retention:** harness our global workforce to drive innovation and creativity in supporting diverse customer needs.

QBE recognises the importance of diversity and inclusion extends to all areas of our business practices. The following new set of guiding principles, which promote awareness and proactive diversity management, have been endorsed and will be applied across the QBE Group:

- The ONE QBE values promote collaboration and teamwork - QBE expects all employees to foster and promote a work environment that is respectful of each other, its customers, its shareholders and the community - acting with honesty and integrity;
- QBE openly embraces the unique diversity, skills and qualities of all its employees and encourages an environment that is open to learning, is culturally sensitive, flexible, safe, and attractive as an employer;
- QBE promotes a high level of engagement and performance by ensuring all employees have equal access to the opportunity to learn, develop and grow, acknowledging its employees have a wealth of knowledge, skills and ideas to contribute;
- QBE demonstrates appropriate workplace behaviours and takes accountability to eliminate all forms of unlawful discrimination - QBE listens, engages, and understands its employees and responds appropriately to their individual needs; and

Corporate governance statement CONTINUED

- QBE leaders role model and reinforce the inclusive behaviours outlined in its Leadership Essentials Competency Model ensuring that its people management practices and decisions are based on fairness and merit. This includes how QBE hires, identifies talent, rewards and develops its people.

Gender diversity measures

In December 2015, the Remuneration Committee set a new Board gender goal of 30% by 2020, aligned with the QBE objective of fostering inclusive, gender balanced leadership. QBE's workforce as at 31 December 2015 is made up of 53% (7,872) women and 47% (6,943) men.

Details of gender representation across management levels together with targets set for achievement by 2020 are set out below:

GENDER REPRESENTATION	ACTUAL 31 DECEMBER 2015	BASELINE 31 DECEMBER 2014	GENDER TARGET BY 2020
QBE Board	22%	29%	30%
Group Executive positions (Level 0)	10%	11%	
Level 1	20%	20%	
Level 2	21%	22%	
Level 3	29%	29%	
Women in management (Total % of Levels 0, 1, 2 & 3)	27%	27%	35%
Women in workforce	53%	56%	

Respecting the rights of shareholders

QBE respects the rights of its shareholders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

QBE aims to provide shareholders with up-to-date information. QBE also provides regular communications to shareholders and other stakeholders through a number of publications including the Annual Report, Half Year Report, Annual Review and Sustainability Report. Hard copies of these documents are sent to shareholders who have opted to receive these in printed form. All reports are available at www.qbe.com. The website also provides information about QBE's history, vision and corporate governance, as well the biographies about Directors and the QBE Group Executives.

QBE provides shareholders the option to receive all communications from QBE and its share registry electronically, and encourages shareholders to do so where possible. Shareholders can discuss their shareholding with either the shareholder services department or the share registry; both located in Sydney.

QBE welcomes shareholder participation at its Annual General Meeting (AGM), either in person or by proxy. The AGM is held in Sydney each year and webcast to shareholders that are unable to attend in person. Shareholders are also encouraged to provide questions or comments ahead of the meeting, and ask any direct questions to the Chairman or the external auditor at the AGM. All resolutions in the Notice of Meeting have explanatory notes.

QBE adopted revised Shareholder Communication Guidelines in 2015. These are available at www.qbe.com.

QBE has a comprehensive investor relations program that facilitates effective communication with its investors. The Group Chief Executive Officer, Group Chief Financial Officer, Group Chief Risk Officer, Group Chief Strategy Officer, Group General Counsel and Company Secretary, Global Head of Investor Relations, divisional chief executives and divisional finance officers generally deal with analysts, investors, media, rating agencies and others, taking account of regulatory guidelines including those issued by the ASX on continuous disclosure. The presentations on the 30 June and 31 December results and other major presentations are sent to the ASX before the presentations commence and are available promptly on the QBE Group's website. The 30 June and 31 December presentations are also webcast live and subsequently archived on the QBE Group's website.

Financial and other reporting

Audit Committee

The Board has an Audit Committee which meets at least quarterly to support the Board in overseeing the effectiveness of the QBE Group's financial reporting and risk management framework. In particular, the Audit Committee oversees and monitors the integrity of the QBE Group's financial reporting. The Audit Committee is comprised of independent Directors and is chaired by Sir Brian Pomeroy.

CEO and CFO declaration

Prior to the Audit Committee's review and the Board's approval of the 2015 Annual Report, the Group Chief Executive Officer and Group Chief Financial Officer provided a declaration to the Board that, in their opinion, the financial records were properly maintained, that the financial statements complied with the appropriate accounting standards and that they gave a true and fair view of the financial position and performance of the QBE Group. The declaration also provides that the opinion of the Group Chief Executive Officer and Group Chief Financial Officer was based on a sound system of risk management and internal control which is operating effectively.

External auditor independence

QBE firmly believes that the external auditor must be, and must be seen to be, independent. The external auditor confirms its independence in relation to the Annual Reports and the Audit Committee confirms this by separate enquiry. The Audit Committee has contact with the external auditor in the absence of management in relation to the Annual Reports and otherwise as required. The external auditor also regularly confers with the Audit Committee in the absence of management as part of each Committee meeting. The external auditor attends the AGM and a representative is available to answer questions from shareholders relevant to the audit.

The Audit Committee has free and unfettered access to the external auditor. The external auditor, the Group Head of Internal Audit and the Group Chief Actuary have free and unfettered access to the Audit Committee.

Corporate governance statement CONTINUED

QBE has issued an internal guideline on external auditor independence. Under this guideline, the external auditor is not allowed to provide the excluded services of preparing accounting records, financial reports or asset or liability valuations. Furthermore, it cannot act in a management capacity, as a custodian of assets or as a share registry.

The Board believes some non-audit services are appropriate given the external auditor's knowledge of the QBE Group. QBE may engage the external auditor for non-audit services other than excluded services subject to the general principle that fees for non-audit services should not exceed 50% of all fees paid to the external auditor in any one financial year. External tax services are generally provided by an accounting firm other than the external auditor.

The Audit Committee approves the audit plan each year and receives regular information on the external auditor's fees. QBE also considers the terms of engagement of the external auditor every few years; the last occasion concluding in February 2015. The *Corporations Act 2001* and Australian professional auditing standards require rotation of the lead engagement partner after five years. The lead engagement partner of the external auditor was last rotated in 2014.

In the event that the Audit Committee thought it appropriate to change the firm undertaking QBE's external audit, it would conduct an appropriate competitive tender process.

Actuarial review

It is a longstanding practice of the Directors to ensure that the QBE Group's insurance liabilities are assessed by actuaries. The central estimate of QBE Group's insurance liabilities, comprising outstanding claims and premium liabilities, is determined by experienced internal actuarial staff. Actuarial staff form an independent view, separate from management, of both the central estimate and the probability of adequacy of outstanding claims and premium liabilities. At 31 December 2015, in excess of 98% of QBE's outstanding claims central estimate was also reviewed by external actuaries. The material exception is North American Crop that is quick to settle but where the most accurate estimate is obtained very close to the reporting date. External actuaries are generally from organisations that are not associated with the external auditor.

Internal audit

A global internal audit function is critical to the risk management process. QBE's internal audit function reports to the Group Chief Financial Officer and the Audit Committee on the monitoring of the QBE Group's worldwide operations. Internal audit provides independent assurance that the design and operation of the controls across the QBE Group are effective. The internal audit function operates under a written charter from the Audit Committee. Other governance documents include a reporting protocol, internal audit manual, internal audit issue rating system, internal audit opinion levels and internal audit timetables. A risk-based internal audit approach is used so that higher risk activities are reviewed more frequently.

Risk management

QBE is in the business of managing risk. The Board and management are fully committed to ensuring that a disciplined approach to managing risk delivers leading practice and that QBE Group's risk management processes and systems are robust and independent. QBE's risk framework supports its businesses across all divisions and provides a sound foundation for reducing uncertainty and volatility in business performance.

Risk and Capital Committee

The Board monitors the QBE Group's performance and, as such, plays a significant role in ensuring that an effective risk management strategy is established and maintained. The Board has a Risk and Capital Committee which meets at least quarterly to support the Board in overseeing the effectiveness of QBE Group's risk and capital management frameworks. The proper oversight of these frameworks supports strategic objectives, informs business plans and ensures that current and future risks are identified, assessed and monitored in line with risk appetite. Under its Charter, the Risk and Capital Committee is required to review the risk framework periodically to confirm it continues to be sound. This review was undertaken during 2015 as part of the annual refresh of the risk management strategy.

The Risk and Capital Committee is comprised of independent Directors and is chaired by Ms Jann Skinner. The Risk and Capital Committee has access to the Group Chief Risk Officer and other relevant senior management.

Economic, social and environmental risk

QBE recognises that economic, environmental and social issues are critical to the sustainability of all businesses over the longer term, and that the insurance industry has an important role in ensuring these issues are appropriately prioritised across society. In order to provide a focus for QBE's activities in this area, in late 2015 QBE became a signatory to the United Nations Environment Programme Finance Initiative: Principles for Sustainable Insurance (UNEP:PSI).

The Principles are a framework for the global insurance industry to address environmental, social and governance risks and opportunities. The United Nations hopes that insurers that embed sustainability in their business operations can catalyse the kinds of financial and investment flows and long-term perspectives needed for sustainable development.

QBE has a track record of developing products and services which encourage better risk management and that improve community understanding in relation to risk, insurance and sustainability issues. In particular, QBE recognises the impact climate change can have upon a business in terms of potential claim patterns and also the potential for extending and adapting its product lines and services to take account of the changing world.

Further information about how QBE approaches sustainability and environmental, social and governance issues more broadly can be found in the 2015 Sustainability Report.

Further details of how QBE manages risk are set out in the Chief Risk Officer's Report in the 2015 Annual Report. An overview of QBE's risk framework, including QBE's key economic material risks and how these are mitigated, is also set out in note 4 to the Financial Report in the 2015 Annual Report.

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