Australian Securities and Investments Commission
Office address (inc courier deliveries):
Level 5, 100 Market Street
Sydney NSW 2000

Mail address for Sydney office:
GPO Box 9827
Brisbane QLD 4001

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www.asic.gov.au

Our Ref: CAS-57815-B2M9N7

18 September 2020

Ms Carolyn Scobie
QBE Insurance Group Limited
C/ - Guy Foster
Allens
Deutsche Bank Place
Corner Hunter and Phillip Streets
Sydney NSW 2000 Australia

By email only to: Guy.Foster@allens.com.au

Dear Ms Scobie

Notice requiring the giving of all reasonable assistance

I am authorised by the Australian Securities and Investments Commission (ASIC) to exercise the powers of ASIC under Part 3 of the *Australian Securities and Investments Commission Act 2001* (ASIC Act).

I enclose a Notice issued under s19 of the ASIC Act, requiring the Company to give to ASIC all reasonable assistance in connection with the investigation referred to in the Notice (Notice).

This Notice is issued because ASIC, on reasonable grounds, suspects or believes that the Company can give information relevant to a matter that it is investigating, or is to investigate, under Division 1 of Part 3 of the ASIC Act.

This Notice uses the same definitions as used in the direction to provide reasonable assistance that was served on QBE on 16 September 2020 with barcode NTC 2005017.

The reasonable assistance to be provided to ASIC by QBE by **3pm 21 September 2020** is:

s 47F, s 47G (1)(a)

[redacted]

s 47F, s 47G (1)(a)

I draw the Company's attention to the notice of relevant statutory provisions that is enclosed with the Notice which deals with the Company's rights and obligations under the Notice and with the privileges against self-incrimination and exposure to a penalty. An additional note is attached to the Notice which deals further with the privileges against self-incrimination and exposure to a penalty and with the application of legal professional privilege to the Notice. The additional note also refers to some of the offence and penalty provisions that apply in relation to the Notice.

Should you have any queries regarding this matter please do not hesitate to contact me on s 22 or email to s 22 @asic.gov.au.

Privacy
The books/information required to be produced may include personal information. Please refer to our Privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information, and how to complain about breaches of your privacy.

Yours sincerely,

s 22

Senior Specialist, Corporations and Corporate Governance Enforcement
Australian Securities and Investments Commission

Encl.

ASIC
Australian Securities & Investments Commission

NTC2005077

FORM 1

Regulation 4

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION REGULATIONS 2001

Australian Securities and Investments Commission

NOTICE REQUIRING REASONABLE ASSISTANCE IN CONNECTION WITH AN INVESTIGATION

To: QBE Insurance Group Limited
Level 27, 8 Chifley Square,
Sydney NSW 2000
ACN 008 485 014

In relation to an investigation s 47F, s 47G (1)(a) [redacted]. you are notified that, under subsection 19(2) of the *Australian Securities and Investments Commission Act 2001* ('the Act') you are required to give the Australian Securities and Investments Commission (ASIC) all reasonable assistance in connection with the investigation in the terms set out in the letter which attaches this notice.

Please note section 68 of the Act (relating to self-incrimination). The effect of that provision is set out at the end of this form.

Dated: 18 September 2020

s 22 [redacted]

s 22 [redacted]
Senior Specialist, Corporations and Corporate Governance Enforcement
Signature of person authorised by the Commission

NOTICE OF RELEVANT STATUTORY PROVISIONS

1. You must not fail to comply with this Notice without reasonable excuse (see subsection 63(1) of the Act).

2. It is not a reasonable excuse for failure to comply with this Notice that giving information or signing a record or producing a book might tend to incriminate you or expose you to a penalty (see subsection 68(1) of the Act).

3. However, if:

   a) before making an oral statement or signing a record in answer to this Notice you claim that making the statement or signing the record might tend to incriminate you or expose you to a penalty; and

   b) making the statement or signing the record might in fact tend to incriminate you or expose you to a penalty;

   the statement, or the fact that you have signed the record, is not admissible in evidence in any criminal proceedings, or proceedings for the imposition of a penalty, against you other than proceedings in respect of the falsity of the statement or the record.

4. The right to make a claim of this kind is not available to a body corporate (see subsections 68(2) and (3) of the Act).

ADDITIONAL INFORMATION RELATING TO THE NOTICE

PRIVILEGES AGAINST SELF-INCRIMINATION AND EXPOSURE TO A PENALTY

Subsection 68(3) does not apply to certain proceedings for the imposition of a non-monetary penalty. Those proceedings are specified in s1349 of the Corporations Act. They comprise proceedings for the imposition of a penalty under the following parts of the Corporations Act:

(a) a disqualification under Part 2D.6;

(b) a declaration under s853C;

(c) a suspension or cancellation under s915B;

(d) a suspension or cancellation under s915C;

(e) a banning order under s920A;

(f) an order under s921A;

(g) a cancellation or suspension under Div 3 of Part 9.2;

(h) a requirement to give an undertaking under s1292(9)(b) or (c); or

(i) a cancellation or suspension under Div 2 of Part 9.2A.

Examples of those proceedings include court or administrative proceedings to ban a person from managing a corporation or from providing financial services.

LEGAL PROFESSIONAL PRIVILEGE

For the purposes of your obligations arising from the Notice, ASIC will accept that it is a reasonable excuse to not provide information during an examination or in response to a request for reasonable assistance if that information is covered by legal professional privilege (LPP). Accordingly, you are not obliged to provide during an examination or in response to a request for reasonable assistance, information that is covered by LPP.

LPP may be relied upon as a reasonable excuse for you not providing information where:

- you are the holder of that privilege and you claim the privilege;
- you claim the privilege on behalf of its holder; or
- you reasonably believe that the information comprised in the answer is covered by LPP but you do not have authority to claim the privilege on behalf of the holder. In this instance, you may indicate that the information is covered by LPP belonging to another person.

If you claim or indicate that any information that you are required to provide is subject to LPP, it will be necessary for you to provide to the Inspectors sufficient information to allow them to make an informed decision about whether your claim or indication can be supported.

A person who claims LPP on the basis that the privilege belongs to themselves must establish that the privilege exists. A person indicating that information is covered by LPP belonging to

another person must provide the name and contact details of that other person, and the basis for their reasonable belief that the information is covered by LPP.

LPP claims over information in documents

If you are claiming LPP over information in documents, you should identify the document over which LPP is claimed, by individually itemising each document and providing the following information in respect of each document:

(a) the names of all authors and recipients of the document together with their positions and employer, if any;

(b) the date of the document;

(c) the type of document e.g. email or letter;

(d) the category of legal professional privilege claimed (advice privilege or litigation privilege) and the basis on which the privilege is claimed;

(e) the name of all persons who claim the right to assert the privilege, including any third parties on whose behalf the privilege claim is made;

(f) whether the form of the document is electronic or hard copy;

(g) the address of the premises where the document is kept; and

(h) whether privilege is claimed over the whole or part of the document. Please note, where only part of the document is subject to a claim of privilege, an appropriately masked version of the document must be provided to ASIC.

In the case of a claim of LPP on behalf of another party in respect of a document, you should also provide the following information to ASIC:

(a) the identity of the privilege holder;

(b) the last known contact details of the privilege holder; and

(c) an explanation of the circumstances by which the document came to be within your possession or control.

To the extent that you are able to do so, you are required to provide to ASIC the above details relating to your privilege claims on or before the date on which you are required to provide your reasonable assistance pursuant to the Notice. To the extent that you are unable to provide those details by that date, you may be requested by ASIC to provide them within a reasonable time after you have provided your reasonable assistance pursuant to the Notice.

FAILURE TO COMPLY WITH S19 REQUIREMENT

Subsection 63(1) provides that a person who, without reasonable excuse, fails to comply with a requirement made under section 19 may be subject to a penalty of up to 2400 penalty units ($532,800) (see also s93E).

FALSE OR MISLEADING INFORMATION
Subsection 64(1) provides that a person shall not give information or make a statement that is false or misleading in a material particular and provides for a penalty of up to 6000 penalty units ($1,332,000) (see also s93E).

OBSTRUCTION
Subsection 65(1) provides that a person shall not, without reasonable excuse, obstruct or hinder a person in the exercise of a power under Part 3 and provides for a penalty of up to 2400 penalty units ($532,800) (see also s93E).

CONCEALING, DESTROYING, MUTILATING OR ALTERING A BOOK
Subsection 67(1) provides that where ASIC is investigating, or is about to investigate a matter, a person shall not:
(a) in any case - conceal, destroy, mutilate or alter a book relating to that matter; or
(b) take or send the book out of the State or Territory or Australia.

The penalty is up to 6000 penalty units ($1,332,000) (see also s93E).

BOOKS
Please note that the following terms are defined in the *Corporations Act 2001* ("Corporations Act"); the *ASIC Act 2001* ("ASIC Act") and the *Acts Interpretation Act 1901* (applying as at 1 January 2005 pursuant to s5A of the ASIC Act) ("Acts Interpretation Act"):

"**Books**" includes:
(a) a register; and
(b) financial reports or financial records, however compiled, recorded or stored; and
(c) a document; and
(d) banker's books; and
(e) any other record of information.
[subsection 5(1) ASIC Act]

"**Financial records**" includes:
(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
(b) documents of prime entry; and
(c) working papers and other documents needed to explain:
  (i) the methods by which financial statements are made up; and
  (ii) adjustments to be made in preparing financial statements.
[section 9 Corporations Act]

"**Document**" includes:
(a) any paper or other material on which there is writing;
(b) any paper or other material on which there are marks, figures, symbols or perforations having a meaning for persons qualified to interpret them; and

(c) any article or material from which sounds, images or writings are capable of being reproduced with or without the aid of any other article or device.
[section 25 Acts Interpretation Act]

"Record" includes information stored or recorded by means of a computer.
[section 25 Acts Interpretation Act]