

An aerial photograph of a beach scene. In the foreground, there are large, white, foamy waves crashing onto the shore. Several people are visible in the water, some appearing to be surfing or swimming. Further up the beach, more people are standing, and their long, dark shadows are cast across the sand, indicating a low sun position. The overall tone is bright and somewhat desaturated.

iag

Nice to meet you

Notice of Meeting 2018
Insurance Australia Group Limited

ABN 60 090 739 923



Dear shareholder

I am pleased to invite you to attend the 2018 Annual General Meeting (AGM or meeting) of Insurance Australia Group Limited (IAG or the Company).

The AGM will be held at the Sofitel Sydney Wentworth, 61-101 Philip Street, Sydney in the Grand Ballroom on Friday, 26 October 2018, commencing at 9.30am. A map with directions to the venue appears on the back cover of this booklet.

The following pages contain details on the items of business for the meeting, as well as explanatory notes and voting procedures.

At the AGM you will have the opportunity to vote on:

- the adoption of the Remuneration Report as set out on pages 18 to 38 of the Company's 2018 Annual Report;
- the allocation of share rights in the form of Deferred Award Rights and Executive Performance Rights to Peter Harmer, Managing Director and Chief Executive Officer;
- the re-election of Directors Elizabeth Bryan and Jonathan Nicholson. These Directors are retiring by rotation in accordance with the Company's constitution (Constitution) and are offering themselves for re-election;
- the election of two new Directors, Michelle Tredenick and Sheila McGregor, who have been appointed to the Board of Directors (Board) since the 2017 annual general meeting and offer themselves for election; and
- the Capital Management Initiative proposed by the Company to return surplus capital to shareholders.

The AGM will be Philip Twyman's last as a Non-Executive Director of IAG. Philip will be retiring from the Board at the end of the AGM and I would like to take this opportunity to thank Philip for his dedicated service and contribution to IAG since his appointment.

If you are unable to attend the AGM in person, you may vote directly or appoint a proxy to act on your behalf. You may register voting instructions electronically at www.investorvote.com.au or complete and return the enclosed voting form using any of the methods set out on page 4.

The AGM will be webcast live and may be viewed at www.iag.com.au/shareholder-centre/annual-meetings. An archive of the webcast will be available on the site shortly after the AGM concludes.

A shareholder who is entitled to vote at the AGM may also submit written questions for the Company or the Company's external auditor in advance of the AGM. Questions should be about the business of the Company or the content of the Company's 2018 Annual Report. A shareholder question form is enclosed for your convenience and this form can be returned with your voting form using any of the methods set out on page 4. You can also submit questions online at www.investorvote.com.au.

I look forward to seeing you at the AGM.

Yours sincerely,

Elizabeth Bryan AM
Chairman

Ordinary and special business

Ordinary business

Receipt of financial statements and reports

To receive and consider the Company's financial statements and reports for the financial year ended 30 June 2018.

Adoption of Remuneration Report

Resolution 1

To consider and, if thought fit, pass the following ordinary Resolution:

"That the Company's Remuneration Report for the financial year ended 30 June 2018 be adopted."

Allocation of share rights to Peter Harmer, Managing Director and Chief Executive Officer (CEO)

Resolution 2

To consider, and if thought fit, pass the following ordinary Resolution:

"That approval is given to allocate to the CEO, Peter Harmer, Deferred Award Rights (DARs) and Executive Performance Rights (EPRs) in accordance with the DAR and EPR plan terms and as described in the Explanatory Notes accompanying the 2018 Notice of Meeting."

Election and re-election of Directors

Resolution 3

To consider, and if thought fit, pass the following ordinary Resolution:

"To re-elect as a Non-Executive Director, Elizabeth Bryan, who retires by rotation in accordance with the Constitution and, being eligible, offers herself for re-election."

Resolution 4

To consider, and if thought fit, pass the following ordinary Resolution:

"To re-elect as a Non-Executive Director, Jonathan Nicholson, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election."

Resolution 5

To consider, and if thought fit, pass the following ordinary Resolution:

"To elect as a Non-Executive Director, Sheila McGregor, who has been appointed to the Board since the last AGM and offers herself for election."

Resolution 6

To consider, and if thought fit, pass the following ordinary Resolution:

"To elect as a Non-Executive Director, Michelle Tredenick, who has been appointed to the Board since the last AGM and offers herself for election."

Special business

Equal reduction of capital

Resolution 7

To consider and, if thought fit, pass the following ordinary Resolution:

"That, conditional on the passing of Resolution 8, approval is given for the ordinary share capital of the Company to be reduced by approximately \$462 million, to be effected by the Company paying each shareholder (as at the record date of 1 November 2018) the amount of 19.5 cents for each ordinary share held at that time."

Consolidation of capital following the equal reduction of capital

Resolution 8

To consider and, if thought fit, pass the following ordinary Resolution:

"That, conditional on the passing of Resolution 7, approval is given for the ordinary share capital of the Company to be consolidated through the conversion of every ordinary share in the Company held on the record date of 1 November 2018, into 0.9760 ordinary shares, with effect from 5 November 2018, and that any resulting fraction of a share (for aggregate parcels of shares) be rounded up to the next whole number of ordinary shares, as described in the Explanatory Notes accompanying the 2018 Notice of Meeting."

About voting

How to vote

A. Voting options

In person

Shareholders may vote by attending the AGM and casting their votes in person.

Direct

A direct vote allows shareholders to vote on Resolutions considered at the AGM by lodging their votes with the Company before the AGM, without the need to attend the AGM or appoint a proxy.

You must mark either “For”, “Against” or “Abstain” for each item of business on the voting form for a valid direct vote to be recorded on that item.

Please note that a shareholder who has cast a direct vote may attend the AGM; however, attendance and registration at the AGM will cancel that shareholder’s direct vote unless the shareholder otherwise instructs the Company or the Company’s share registry, Computershare Investor Services Pty Limited (**Computershare**).

Proxy

A shareholder who is entitled to attend and cast a vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at the meeting).

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

If the proxy appointments do not specify the proportion or number of the shareholder’s votes that each proxy may exercise, each proxy may exercise up to half of the shareholder’s votes.

Shareholders can direct their proxy how to vote by following the instructions on the voting form and are encouraged to do so. Shareholders appointing a proxy should also take note of the instructions under “Voting exclusions” set out below.

If a shareholder appoints the Chairman of the meeting or another Director as proxy and does not direct the Chairman of the meeting or Director how to vote, they will vote all available proxies in favour of each Resolution (subject to the “Voting exclusions” set out below).

Voting exclusions

Certain voting exclusions apply to the Resolutions. Details are set out in the Explanatory Notes for the relevant Resolutions accompanying the 2018 Notice of Meeting.

The key management personnel of the Company (other than the Chairman of the meeting) and their closely related parties (as defined under the Corporations Act 2001, which includes their spouses, dependents and companies that they control) (Closely Related Parties) will not be able to vote your proxy on Resolutions 1 or 2 unless you direct them how to vote on the voting form.

If you appoint the Chairman of the meeting as your proxy or if the Chairman of the meeting is appointed as your proxy by default, and you do not mark any of the voting boxes on the voting form for Resolutions 1 and 2, by signing and returning the voting form, you will be giving the Chairman of the meeting your express authority to vote your undirected proxy as she sees fit.

If you appoint any other member of the Company’s key management personnel or any of their Closely Related Parties as your proxy, you are encouraged to direct that person how to vote on Resolutions 1 and 2. If you do not direct that person how to vote on those Resolutions, that person will not be entitled to vote, and will not vote, your proxy on those Resolutions.

Default to the Chairman of the meeting

Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

How to vote directly or by proxy

To be valid, voting forms, proxies or electronic voting instructions must be received by **Computershare, in Sydney before 9.30am (AEDT) on Wednesday, 24 October 2018 (Voting Deadline)**.

Voting forms, proxies or electronic voting instructions may be submitted:

- online at www.investorvote.com.au. You will need information shown on your voting form to register your vote online;
- by post in the pre-addressed envelope provided. Please allow sufficient time for the form to reach Computershare, Sydney, by the Voting Deadline;

- by facsimile to Computershare on +61 (0)3 9473 2555; or
- by hand delivery to Computershare, Level 4, 60 Carrington Street, Sydney, NSW 2000.

Intermediaries with access to Intermediary Online through Computershare should lodge their votes through www.intermediaryonline.com.

B. Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the AGM may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate shareholder’s representative, executed in accordance with the corporate shareholder’s constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporate shareholder.

A form may be obtained from the Computershare website at www.investorcentre.com under the information tab “Downloadable Forms”.

C. Power of attorney

If a shareholder has appointed an attorney to attend and vote at the AGM, or if the voting form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Computershare by the Voting Deadline, unless this document has been previously lodged with Computershare for notation.

Powers of attorney may be submitted by post or by hand delivery to Computershare at the addresses shown above.

D. Shareholders eligible to vote

As determined by the Board, only shareholders who hold ordinary shares in the Company as at 7.00pm (AEDT) on Wednesday, 24 October 2018 will be eligible to vote at the AGM.

Dated in Sydney on 14 August 2018.
By order of the Board.



Rebecca Farrell
Company Secretary

More information

The following Explanatory Notes explain the items of business to be considered at the AGM and form part of the Notice of Meeting. The Explanatory Notes are set out in the order of the items in the Notice of Meeting and should be read with the Notice.

Receipt of financial statements and reports

The Company's 2018 Annual Report contains its financial results, directors' report and auditor's report for the financial year ended 30 June 2018. The Company's 2018 Annual Report was sent to those shareholders who elected to receive it by post or email and is available online at www.iag.com.au/results-and-reports.

Why are the financial statements and reports being presented to shareholders?

It is a requirement under the Corporations Act 2001 to present at the AGM the financial report, Directors' report, and auditor's report of the Company.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial report and other reports and on the business operations and management of the Company.

Questions for the auditor

During discussion of this item the Company's auditor will answer relevant questions.

If you would like to submit a written question to the Company's auditor, please write your question on the shareholder question form provided and submit it using one of the methods set out on page 4 under the section entitled "How to vote directly or by proxy".

Questions may also be lodged as part of the online voting process.

Questions for the auditor (either written or at the meeting) must relate to:

- the preparation and content of the auditor's report or the conduct of the audit (including the independence of the auditor); or
- the accounting policies adopted by the Company in relation to the preparation of its financial statements.

A list of qualifying written questions received will be made available at the AGM. Please note that all written questions to the auditor must be received **no later than 5.00pm Friday, 19 October 2018**.

Resolution 1

Adoption of the Remuneration Report

This Resolution is advisory only and does not bind the Company or the Directors.

However, the Directors will actively consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Remuneration overview

The Board presents the Remuneration Report to shareholders for consideration and adoption. The Remuneration Report contains information about IAG's remuneration policy and practices. It also sets out the remuneration arrangements for key management personnel, including the Non-Executive Directors, the CEO and relevant Group Executives.

The Remuneration Report, which is part of the Company's 2018 Annual Report, can be found on the Company's website at www.iag.com.au/results-and-reports.

IAG's remuneration practices have been designed to:

- align remuneration with the interests of IAG's shareholders;
- support the best interests of IAG's customers;
- maintain market competitiveness to attract and retain high quality people; and
- encourage constructive, collaborative behaviours that support:
 - IAG's long-term financial soundness; and
 - IAG's risk management framework.

The Board is confident that IAG's remuneration policies are in line with governance requirements and continue

to support IAG's (the Group's) financial and strategic goals, which ultimately benefit shareholders, customers, employees and the community.

Shareholders will be given the opportunity to ask questions about, and to make comments on, the Remuneration Report at the AGM.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the key management personnel whose remuneration is disclosed in the Remuneration Report or any Closely Related Parties of those persons; or
- by a member of the key management personnel or any of their Closely Related Parties as a proxy,

unless the vote is cast by a person as a proxy entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote on the voting form; or
- by the Chairman of the meeting following express authorisation on the voting form to vote as she sees fit.

If you choose to appoint a member of the key management personnel (other than the Chairman of the meeting) or one of their Closely Related Parties as your proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the voting form.

Only ordinary shareholders may vote on Resolution 1.

What do the Directors recommend?

The Directors recommend that you vote "For" the Resolution. The Chairman of the meeting intends to vote available proxies given to her "For" the adoption of the Remuneration Report.

Explanatory notes

Resolution 2

Allocation of share rights to Mr Peter Harmer, CEO

Shareholder approval is being sought to grant the following to Mr Peter Harmer, the CEO of the Company:

- DARs – under IAG’s short term incentive (STI) plan, to reward achievement against a mix of financial and non-financial targets. DARs are the deferred portion of the STI awarded for the financial year ended 30 June 2018; and
- EPRs – under IAG’s long term incentive (LTI) plan, subject to performance hurdles designed to drive performance over four years and to strengthen the alignment between the interests of executives and shareholders.

Why is shareholder approval being sought?

The Company is seeking approval for the proposed grant of DARs and EPRs to Mr Harmer in the interests of transparency and good governance.

The Company is not required to seek this approval as shares granted to Mr Harmer to satisfy vested DARs and EPRs will be bought on-market.

Background

Under Mr Harmer’s employment agreement with the Company, his remuneration includes:

- fixed pay (base salary plus superannuation);
- an STI entitlement payable in cash;
- a deferred STI entitlement in the form of DARs which vest in tranches over a period of two years; and
- an LTI entitlement provided in the form of EPRs.

The cash STI, deferred STI (DARs) and LTI (EPRs) entitlements are ‘at risk’. DARs are only awarded if Mr Harmer meets the targets necessary to earn an STI. Similarly, EPRs only vest if they satisfy performance hurdles. Both DARs and EPRs are designed to align Mr Harmer’s interests with those of shareholders.

As a senior executive, Mr Harmer has participated in the DAR and EPR plans since joining the Company in 2010 and, in his capacity as CEO, he continues to be eligible to participate.

No loan has been, or is intended to be, given by the Company to Mr Harmer in relation to the proposed grants of the DARs or EPRs.

Mr Harmer is the only Executive Director of the Company and therefore is the only Director eligible to participate in the DAR

and EPR plans. Mr Harmer was granted 88,100 DARs in November 2017 and 394,200 EPRs in November 2017 pursuant to shareholder approval obtained at the 2017 annual general meeting. The DARs were granted for nil consideration and with a nominal exercise price of \$1 for the exercise of each allocation (subject to adjustment under the ASX Listing Rules for the Capital Management Initiative (described below), if those initiatives are approved). The EPRs were granted for nil consideration with a nil exercise price.

An overview of these plans is provided below and full details can be found at www.iag.com.au/shareholder-centre/annual-meetings.

Details of any securities issued to the CEO under the DAR and EPR plans are published in the Company’s Annual Report.

Proposed deferred STI arrangements – DARs

Consistent with current STI arrangements, the Board has set a maximum annual STI entitlement for Mr Harmer at 150% of his fixed pay. The actual STI payment made, if any, is determined by the Board based on achievement of a mix of financial and non-financial targets and an overall assessment of performance by the Board.

The Board has currently determined that two thirds (2/3) of any STI that is awarded will be paid as cash and the remaining one third (1/3) will be deferred for up to two years. The deferred amount is provided as a grant of DARs. Deferring a portion of STI into DARs is designed to provide a retention incentive and align Mr Harmer’s interests to those of shareholders. DARs will only vest for Mr Harmer if he remains employed with the Company on the test date or meets the conditions required to retain them.

Each DAR is a right to acquire an ordinary share in the Company. DARs are granted for nil consideration and a nominal exercise price of \$1 is payable for the exercise of each allocation of DARs.

How many DARs will be granted to Mr Harmer?

Subject to Resolution 2 being approved, the Board has determined that Mr Harmer will be granted a maximum number of 75,700 DARs.

That number was calculated using the following formula:

$$D = (STI \times Z) / S$$

Where:

D = the number of DARs to be offered rounded up to the nearest 100;

STI = the dollar amount of the Mr Harmer’s STI award for the financial year ended 30 June 2018 as determined by the Board, being \$1,887,000;

Z = the proportion of the STI that the Board has determined will be deferred and offered as an award of DARs (currently 1/3); and

S = the volume weighted average share price of IAG shares over the 30 calendar days up to 30 June 2018, being \$8.32.

If Resolution 2 is approved, the DARs will be granted to Mr Harmer after 1 November 2018 (being the Record Date for the Share Consolidation outlined in Resolution 8 if that Resolution is approved) but within two months of the meeting. The Board has determined that the DARs to be granted to Mr Harmer will vest as follows:

- 50% on the second trading day after the release of the Company’s 2019 annual results; and
- 50% on the second trading day after the release of the Company’s 2020 annual results.

Cessation of employment and potential adjustments

If Mr Harmer ceases employment with the Company due to retirement, redundancy, death, or total and permanent disablement or with the approval of the Board, the Board may determine that:

- his DARs continue to become exercisable on their scheduled vesting date; and/or
- his DARs become exercisable at an earlier date; and/or
- some or all his DARs lapse.

Where Mr Harmer’s employment with the Company is terminated by the Company giving notice, the Board may determine that:

- his DARs become exercisable at an earlier date; and/or
- some or all his DARs lapse.

If Mr Harmer ceases employment with the Company due to resignation, any of his DARs that have not vested and become exercisable lapse on the date his employment ceases.

The early exercise of DARs may be permitted by the Board in other circumstances, such as a takeover or scheme of arrangement of IAG.

Mr Harmer’s entitlement to shares through the exercise of DARs may be adjusted to take account of capital reconstructions and bonus issues; however it will not be affected by the Share Consolidation outlined in Resolution 8 if that Resolution is approved.

Explanatory notes

The Board retains the discretion to adjust any unvested DARs downwards if it decides it is prudent to do so.

Proposed LTI arrangements – EPRs

Mr Harmer is provided an LTI in the form of EPRs. The performance hurdles that must be met before EPRs become exercisable create a direct link between the remuneration paid to executives and IAG's strategic financial objectives. In the Board's view this supports IAG's economic sustainability and is in the long-term interests of shareholders.

Each EPR is a right to acquire an ordinary share in the Company (or a cash amount equivalent to the value of an ordinary share in the Company, as determined by the Board). EPRs will be granted at no cost to Mr Harmer and may be exercised at no cost if the performance hurdles are met. Performance hurdles are measured over a four-year period.

The performance hurdles relevant to the grant will be:

- Total Shareholder Return of IAG relative to a peer group of companies. This hurdle will apply to 50% of the grant of EPRs; and
- Cash Return on Equity measured relative to IAG's weighted average cost of capital. This hurdle will apply to 50% of the grant of EPRs.

How many EPRs will be granted to Mr Harmer?

Subject to Resolution 2 being approved, the Board has determined that Mr Harmer will be granted a maximum number of 377,000 EPRs.

That number was calculated using the following formula:

$$E = (1.65 \times F) / S$$

Where:

E = the number of EPRs to be offered rounded up to the nearest 100;

F = the dollar value of Mr Harmer's fixed pay at the time of grant, being \$1,900,000; and

S = the volume weighted average share price of IAG shares on the 30 calendar days up to 30 June 2018, being \$8.32.

If Resolution 2 is approved, the EPRs will be granted to Mr Harmer as soon as practical after 1 November 2018 (being the Record Date for the Share Consolidation outlined in Resolution 8 if that Resolution is passed) but, in any event, within 12 months of the meeting. The Board retains the discretion to adjust any unvested EPRs downwards if it decides it is prudent to do so.

Cessation of employment and potential adjustments

If Mr Harmer ceases employment with the Company due to retirement, redundancy, death, or total and permanent disablement or with the approval of the Board, he will retain his EPRs which will continue to be subject to the same performance hurdles.

If Mr Harmer resigns from the Company or his employment with the Company is terminated by the Company giving notice, his unvested EPRs lapse on the date his employment ceases, unless the Board exercises its discretion and allows Mr Harmer to retain his EPRs. Where the Board exercises that discretion, Mr Harmer's EPRs will continue to be subject to the same performance hurdles.

The early exercise of EPRs may be permitted by the Board in other circumstances, such as a takeover or scheme of arrangement of IAG.

Mr Harmer's entitlement to shares through the exercise of EPRs may be adjusted to take account of capital reconstructions and bonus issues; however it will not be affected by the Share Consolidation outlined in Resolution 8 if that Resolution is approved.

The Board retains the discretion to adjust any unvested EPRs downwards if it decides it is prudent to do so.

Voting exclusion statement

As this Resolution is connected with the remuneration of a member of the key management personnel for the Company, the Company will disregard any votes cast:

- in favour of Resolution 2 by Mr Harmer or any of his associates; or
- on Resolution 2 by a member of the key management personnel or any of their Closely Related Parties as a proxy, unless the vote is cast as a proxy for a person entitled to vote on Resolution 2;
- in accordance with the directions on the voting form; or
- by the Chairman of the meeting following express authorisation on the voting form to vote as she sees fit.

Only ordinary shareholders may vote on Resolution 2.

What do the Directors recommend?

The Directors (other than Peter Harmer) recommend that you vote "For" the Resolution. The Chairman of the meeting intends to vote available proxies given to her "For" the Resolution.

Explanatory notes

ASX Listing Rule 14.5 requires the Company to hold an election of Directors each year. The Constitution requires one third of eligible Directors to retire from office at each AGM.

Who is standing for re-election?

Elizabeth Bryan and Jon Nicholson retire by rotation in accordance with the Company's Constitution and offer themselves for re-election.

Resolution 3



Elizabeth Bryan AM

Elizabeth was appointed as a Director on 5 December 2014, and became Chairman on 31 March 2016. She is Chairman of the Nomination Committee, and attends all Board committee meetings in an ex officio capacity. Elizabeth is also the Chairman of Insurance Manufacturers of Australia Pty Limited.

Insurance industry experience

Elizabeth brings extensive leadership, strategic and financial expertise to the position of Chairman.

She has over 30 years of experience in the financial services industry, government policy and administration, and on the boards of companies and statutory organisations.

Other business and market experience

In addition to her role as Chairman of IAG, Elizabeth is also currently Chairman of Virgin Australia Group.

Previous roles include chairmanship of Caltex Australia Limited and UniSuper Limited.

Directorships of other listed companies held in the past three years:

- IAG Finance (New Zealand) Limited (a part of the Group) since 2016
- Virgin Australia Group since 2015
- Westpac Banking Corporation (2006 – 2016)
- Caltex Australia Limited (2002 – 2015)

What do the Directors recommend?

The Directors (other than Elizabeth Bryan) recommend that you vote "For" the Resolution.

Resolution 4



Jonathan (Jon) Nicholson

Jon was appointed as a Director in September 2015. He is Chairman of the People and Remuneration Committee and a member of the Risk Committee and the Nomination Committee.

Insurance industry experience

Jon is Non-Executive Chairman of Westpac Foundation, a trustee of Westpac Bicentennial Foundation and a Non-Executive Director of Cape York Partnerships and QuintessenceLabs.

He previously spent eight years with Westpac Banking Corporation, first as chief strategy officer and later as enterprise executive. He retired from Westpac in 2014.

Other business and market experience

Jon's executive career has included senior roles with a variety of financial and corporate institutions, including the Boston Consulting Group. He also held various roles with the Australian government, including senior private secretary to the Prime Minister of Australia (Bob Hawke) and senior positions in the Department of the Prime Minister and Cabinet.

Jon has not been a director of any other listed companies in the last three years.

Only ordinary shareholders may vote on Resolution 4.

What do the Directors recommend?

The Directors (other than Jonathan Nicholson) recommend that you vote "For" the Resolution.

Who is standing for election?

Sheila McGregor and Michelle Tredenick have been appointed to the Board since the last annual general meeting and offer themselves for election.

Resolution 5



Sheila McGregor

Sheila was appointed as a Director on 13 March 2018. She is a member of the Audit Committee and the Nomination Committee.

Insurance industry experience

Sheila served on the boards of the Commonwealth Bank of Australia's life and general insurance subsidiaries (the Colonial Mutual Life Assurance Society Limited and Commonwealth Insurance Limited) between 2005 and 2009, including during the global financial crisis.

Other business and market experience

Sheila is a partner at Gilbert + Tobin and a member of its Board and Partner Remuneration Committee. She heads up the firm's national Technology + Digital Group, advising on business-critical technology and digital issues. Previously, she was a senior partner at Herbert Smith Freehills (then Freehills).

Sheila is a non-executive director of Crestone Holdings Limited, which provides wealth advice and portfolio management services. Between 2009 and 2014, she was chairman of the Royal Women's Hospital Foundation, established principally to raise public funds for the iconic Royal Hospital for Women in Sydney and was previously a director on the board of the Australian Indigenous Chamber of Commerce.

Directorships of other listed companies in the last three years:

- Seven West Media Limited (2015 – February 2017)

Only ordinary shareholders may vote on Resolution 5.

What do the Directors recommend?

The Directors (other than Sheila McGregor) recommend that you vote "For" the Resolution.

Explanatory notes

Resolution 6



Michelle Tredenick

Michelle was appointed as a Director on 13 March 2018. She is a member of the People and Remuneration Committee and the Nomination Committee.

Insurance industry experience

Michelle has held a number of senior executive roles in major Australian companies. She was Chief Information Officer (CIO) for Suncorp, MLC and National Australia Bank, as well as Head of Strategy for MLC and Head of Strategy and Marketing for Suncorp. She was also CEO of MLC's Corporate Superannuation business and Head of its New Zealand Insurance and Wealth Management businesses.

Other business and market experience

Michelle is a Non-Executive Director of the Bank of Queensland (since 2011), where she chairs the Information Technology Committee. She is a director of Cricket Australia (since 2015) and Urbis Pty Ltd (since 2016). Michelle is also a member of The Ethics Centre Board and a member of the Senate of The University of Queensland. She is a former chair of the IAG and NRMA Superannuation Plan (2012 – 2018).

She was awarded Banking and Finance CIO of the Year in 1998 and 2006 and is a Fellow of the Australian Institute of Company Directors.

Directorships of other listed companies in the last three years:

- Bank of Queensland Limited (since 2011)
- Vocation Limited (2013 – December 2015)

Only ordinary shareholders may vote on Resolution 6.

What do the Directors recommend?

The Directors (other than Michelle Tredenick) recommend that you vote "For" the Resolution.

Resolutions 7 and 8

Special business – Capital Management Initiative

The Corporations Act requires a return of capital and share consolidation to be approved by an ordinary resolution of shareholders.

Equal capital reduction and consolidation of capital

Overview

On 15 August 2018, the Company announced a proposed capital management initiative for the Company, entailing:

- a payment of 25 cents per ordinary share (totalling approximately \$592 million) comprising:
 - a capital return of 19.5 cents per ordinary share (totalling approximately \$462 million), as contemplated by Resolution 7 (**Capital Return**); and
 - a fully-franked special dividend of 5.5 cents per ordinary share (totalling approximately \$130 million), subject to the approval of Resolutions 7 and 8 (**Special Dividend**); and
- a consolidation of ordinary shares, as contemplated by Resolution 8 (**Share Consolidation**),

(together, the **Capital Management Initiative**).

The Special Dividend will, if the Capital Return and Share Consolidation are approved, be paid to each person holding ordinary shares in the Company as at the Record Date (see key dates below).

The Capital Return will, if approved, be effected by the Company paying 19.5 cents per ordinary share to each person holding ordinary shares in the Company as at the Record Date, as an equal capital reduction under sections 256B and 256C of the Corporations Act 2001.

The proportion, and terms on which the proposed Capital Return will be made, are the same for all ordinary shareholders. The Capital Return will be made on a pre-consolidation basis.

The Share Consolidation will, if approved, be effected shortly after the Record Date for the Capital Return and Special Dividend (see key dates below) by the Company consolidating every ordinary share into 0.9760 ordinary shares with effect from 5 November 2018 (**Effective Date**).

Purpose of the proposed Capital Management Initiative

The Company currently holds equity capital in excess of targets and regulatory requirements.

In acknowledgement of its surplus capital position to regulatory benchmarks and the absence of significant operational demands on its capital, the Capital Management Initiative proposes returning a portion of the Group's surplus capital to shareholders to ensure that the Group maintains an efficient capital structure.

The surplus capital position from which the Company is returning capital reflects the cumulative capital release from quota share arrangements as well as the expected impact of the divestment of the Group's operations in Thailand, Indonesia and Vietnam.

Why is the Company returning capital this way, rather than other options?

The Company considered a number of different options for returning surplus capital to shareholders and determined that the Capital Management Initiative was the optimal mechanism, principally because it:

- allows the immediate return of a substantial amount of capital by way of a cash payment to all shareholders; and
- applies to all ordinary shareholders equally with no change to shareholders' proportional shareholdings.

Effect of the Capital Management Initiative for ordinary shareholders

The Capital Management Initiative will, if approved:

- combine a Capital Return of 19.5 cents per ordinary share with a Special Dividend of 5.5 cents per ordinary share to distribute an aggregate amount to shareholders of 25 cents per ordinary share (being approximately \$592 million); and
- reduce the Company's ordinary shares on issue, via the Share Consolidation, by approximately 2.4%.

The Capital Management Initiative will not have any effect on the control of the Company.

The Special Dividend is expected to be fully franked and accordingly will reduce the Company's franking balance – see the Annual Report for the year ended 30 June 2018 for further information on the Company's franking balance.

In the Board's view, having regard to the requirements of sections 256B(1) and 254T of the Corporations Act, the Capital Return and the Special Dividend (individually, or taken in context of the Capital Management Initiative as a whole):

- are fair and reasonable to shareholders as a whole; and
- will not materially prejudice the Company's ability to pay its creditors.

Explanatory notes

Share Consolidation

The reduction of the number of ordinary shares on issue, via the Share Consolidation, is intended to be approximately in proportion with the amount distributed to shareholders under the Capital Return:

- if approved, the Share Consolidation will ensure that each ordinary shareholder's proportionate ownership interest in the Company remains unchanged, subject to the rounding up of fractional entitlements to the next whole number of shares; and
- if approved, the proposed Share Consolidation reduces the number of the Company's ordinary shares on issue from approximately 2,368 million to approximately 2,311 million.

The share consolidation ratio of 0.9760 was calculated by referencing the amount of the Capital Return as a proportion of the average of the daily volume weighted average sale price (excluding some special trades) of the Company's ordinary shares traded on the ASX over the consecutive five-day trading period from 6 to 10 August 2018, being \$8.1341 as follows:

$$(\$8.1341 - \$0.195) / \$8.1341 = 0.9760$$

Where the Share Consolidation would leave a shareholder on the register on the Effective Date with a fraction of an ordinary share for its aggregate parcel, the number of post-consolidation ordinary shares held by the shareholder will be rounded up to the nearest whole ordinary share.

Where the shareholder is a nominee or custodian that can demonstrate to the Company's satisfaction that it holds for beneficial shareholders in specified parcels of ordinary shares as at the Effective Date, the Company is not obliged to but may (at its discretion) round those aggregate beneficial holdings up to the nearest whole ordinary share on the basis of the beneficial holdings for that nominee or custodian. No rounding will be accommodated, and appropriate action may be taken, where the Company believes the shareholder is attempting to gain an unwarranted benefit from fractional entitlements. Each shareholder will own the same proportionate interest in the Company after the Share Consolidation, subject to rounding up of aggregate fractional entitlements.

Example

By way of example, a shareholder with 100 shares on the Record Date would expect \$19.50 as a Capital Return and \$5.50 as a Special Dividend (fully franked). The 100 shares would consolidate, using a consolidation ratio of 0.9760, to 97.6 shares which would be rounded up to 98 shares.

Expected effect of the Capital Management Initiative on the Company's share price

The Company's ordinary shares may trade at a lower price following the Capital Management Initiative than they otherwise may have done if the Capital Return and Special Dividend had not occurred. This would be due to the outflow of funds to ordinary shareholders. However, all else being equal, the Share Consolidation is intended to neutralise the effect of the Capital Return on forward earnings per share expectations and similarly to assist to neutralise any reduction in the share price specifically relating to the Capital Return.

The effect of the Special Dividend payment, all else being equal, will likely be that shares trade at a lower price from the 'ex dividend' date as a result of the dividend being declared, as is generally the case with dividend payments.

There can, however, be no assurance as to the nature or size of any impact that the Capital Management Initiative will have on the price of the Company's ordinary shares.

Effect of the Capital Management Initiative on the Group's capital position

The Group is required by its regulator, the Australian Prudential Regulation Authority (APRA), to maintain a minimum amount of regulatory capital, which is called the Prescribed Capital Amount (PCA). The Group sets target ranges for regulatory capital expressed as a multiple of the PCA. The Group's regulatory capital position as at 30 June 2018 is very strong, with a total capital ratio of 2.03 times (x) PCA and a common equity tier 1 ratio of 1.26 x PCA, which are considerably above the Group's target ranges of 1.4-1.6 x PCA and 0.9-1.1 x PCA respectively.

The Capital Management Initiative, if approved, will lead to a reduction in the Group's capital position, which will remain strong. Allowing for the FY18 final dividend, the Capital Return and Special Dividend and the capital benefits of the divestment of the Group's operations in Thailand, Indonesia and Vietnam would mean a pro forma common equity tier 1 ratio of 0.98x at 30 June 2018, which is broadly in the middle of the Group's target range. The pro-forma total capital ratio would remain above the target range of 1.4-1.6 x PCA.

APRA approval

APRA has approved the Capital Return and Special Dividend but has the power to revoke that approval in certain circumstances. The Company will not proceed with the proposed Capital Management Initiative even if Resolutions

7 and 8 are approved if APRA revokes its approval.

Dividend Reinvestment Plan (DRP) eligibility

The Special Dividend is eligible for participation in the Company's DRP. The DRP will operate for the Special Dividend by delivering shares acquired on market with no discount applied. The DRP issue price will be based on an average of the daily volume weighted average sale price of the Company's ordinary shares (excluding some special trades) over the period from 12 November 2018 to 16 November 2018. The last date for receipt of an election notice for participation in the DRP in connection with the Special Dividend is 2 November 2018.

Information about the DRP is available at www.iag.com.au/shareholder-centre/dividends/reinvestment.

The Capital Return is not eligible for participation in the DRP.

Impacts on incentive plans

Shares allocated to certain employees and held in trust under the Company's various incentive plans will receive the benefit of the Capital Return and the Special Dividend and will be adjusted by the Share Consolidation.

Employees are not eligible to receive the Capital Return or Special Dividend in respect of any unvested rights they hold under the Company's various incentive plans. Additionally, the number of any such unvested rights held by an employee will be adjusted by the Share Consolidation ratio if the Share Consolidation is approved.

Impacts on other securities

There are several outstanding debt and hybrid instruments, issued by the Company and its subsidiaries. Holders of these instruments are not eligible for participation in the Capital Management Initiative and there is no adjustment to the terms of these securities for the Capital Management Initiative.

Income Tax consequences

No adverse tax consequences are expected for the Company as a result of the proposed Capital Management Initiative.

The following information set out below in relation to the tax consequences for shareholders is general in nature and should not be relied upon as advice.

Explanatory notes

Tax implications for individual shareholders will depend on the circumstances of the particular shareholder. All shareholders should therefore seek their own professional advice in relation to their tax position. Neither the Company, nor any of its officers, employees or advisers, assumes any liability or responsibility for advising shareholders about the tax consequences of the Special Dividend, Capital Return and/or the Share Consolidation.

The Company has applied for an ATO Class Ruling to confirm the Australian tax consequences for certain shareholders who hold their shares on capital account for tax purposes. It is anticipated that, in broad terms:

- the Special Dividend will be a frankable distribution and treated as a normal dividend for shareholders;
- there should be no immediate tax liability for most shareholders relating to the Capital Return as the tax cost base of shares is instead reduced, thereby deferring any tax payable by shareholders until they dispose of the shares; and
- no capital gains tax event should occur as a result of the Share Consolidation.

The Company expects the above to be confirmed in a Class Ruling to be issued by the ATO after payment of the Capital Return and Special Dividend (if applicable). The ruling will be made available at www.iag.com.au/2018-capital-management-initiative.

Payment arrangements

The Special Dividend and Capital Return will be paid to eligible shareholders by direct credit, to the bank account nominated by each holder for receipt of dividends.

Please provide your payment details by visiting www.computershare.com.au/easyupdate/iag. If you have any questions please do not hesitate to contact the share registry on 1300 360 688.

Key dates

The key dates for the Capital Management Initiative, if approved, are:

Date of AGM and potential shareholder approval	26 October 2018
Last date for trading ordinary shares to be entitled to the Special Dividend and Capital Return	29 October 2018
Last day for trading in pre-consolidated ordinary shares	
Ex date – ordinary shares traded from this date will not be entitled to the Special Dividend or Capital Return	30 October 2018
Commencement of trading in consolidated shares on a deferred settlement basis	
Ordinary shares will trade during this period with the ticker code IAGDA instead of IAG	
Record Date for the Capital Management Initiative	1 November 2018
Entitlements to the Special Dividend and Capital Return will be determined on a pre-consolidation basis	
Record Date for DRP participation	2 November 2018
Share Consolidation Date – post-consolidation ordinary shares entered into register	5 November 2018
Last day of deferred settlement trading	7 November 2018
Ordinary shares resume trading on a normal (T+2) settlement basis, under ticker code IAG	8 November 2018
Payment date for Special Dividend and Capital Return (into notified bank account)	26 November 2018
Dispatch of Holding Statements	26 November 2018
DRP Shares issued	

Disclosure of Directors' interests

Directors' direct and indirect interests in securities of the Company are as follows:

Director	Ordinary shares	Award rights	Hybrid instruments
Elizabeth Bryan Chairman	67,722	Nil	Nil
Peter Harmer Managing Director and CEO	1,118,674	129,650 (DARs) 1,155,850 (EPRs)	Nil
Duncan Boyle Non-Executive Director	32,679	Nil	Nil
Hugh Fletcher Non-Executive Director	85,256	Nil	Nil
Jon Nicholson Non-Executive Director	34,589	Nil	Nil
Helen Nugent AO Non-Executive Director	20,112	Nil	Nil
Sheila McGregor Non-Executive Director	Nil	Nil	Nil
Tom Pockett Non-Executive Director	32,627	Nil	Nil
Michelle Tredenick Non-Executive Director	Nil	Nil	Nil
Phillip Twyman Non-Executive Director	15,522	Nil	5,109 Capital Notes



Shareholder information

Share Registry

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GPO Box 4709, Melbourne VIC 3001 Australia

Hand deliveries:

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Sydney NSW 2000 Australia

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Facsimile +61 (0)2 9292 8072

Website www.iag.com.au

Online information

To view other information about IAG and to manage your shareholding online, visit www.iag.com.au. You can also register to receive email news alerts when IAG makes important announcements.

AUSTRALIA



NEW ZEALAND



ASIA



1 IAG's short tail personal insurance products are distributed in Victoria under the RACV brand, via a distribution relationship and underwriting joint venture with RACV. These products are distributed by RACV and manufactured by Insurance Manufacturers of Australia Pty Limited (IMA), which is 70% owned by IAG and 30% by RACV.

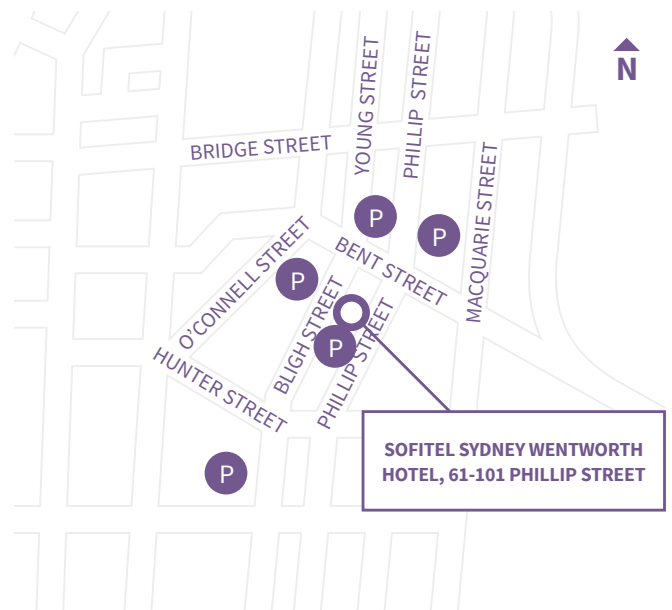
2 IAG owns 100% of Insurance Australia Limited (IAL), the underwriter of general insurance products under the Coles Insurance brand. These products are distributed by Coles under an Authorised Representative Agreement with IAL.

3 IAG owns 49% of the general insurance arm of Malaysia-based AmBank Group, AmGeneral Holdings Berhad (AmGeneral), which trades under the AmAssurance and Kurnia brands.

4 IAG owns 26% of SBI General Insurance Company, a joint venture with State Bank of India.

100% owned unless indicated (all ownership percentages are as at 30 June 2018).

IAG's 2018 AGM will be held on Friday, 26 October 2018 from 9.30am at the Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street. It will be webcast at www.iag.com.au/shareholder-centre/annual-meetings.



GETTING THERE

Train

The closest train station is Wynyard (all suburban lines). For information about train times, please call 131 500.

Bus

For more information about bus routes and timetables, please call 131 500.

Parking

The closest parking station is Wilson Parking situated beneath the Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney.

INFORMATION ABOUT IAG

You can read about IAG's performance for the 2018 financial year in its summary annual review and detailed annual report, which are available by contacting our share registry or by visiting www.iag.com.au.

FURTHER INFORMATION

If you would like any further information regarding the AGM, please contact the Company's share registry on 1300 360 688 if calling from within Australia, or +61 (0)3 9415 4210 from outside Australia, or visit the IAG website at www.iag.com.au/shareholder-centre/annual-meetings.