



# Governance



QBE seeks to maintain a culture that rewards transparency, integrity, and performance. We believe this promotes the long-term sustainability and ongoing success of our business, and is critical to better stakeholder outcomes. We are committed to the highest standards of corporate governance, conduct and compliance.

## Governance and compliance

Our Group Board and management oversee our Group governance framework. Our Group Executive Committee (GEC) has executive accountability for corporate governance-related matters. Our Group Chief Compliance Officer leads our Group compliance function, providing independent assurance and oversight that compliance is managed appropriately across QBE.

Our [Group Code of Ethics and Conduct \(Code\)](#) sets the professional standards we expect of everyone at QBE. We review our Code annually, seeking to ensure it remains current and effective in an ever-changing risk environment. It outlines expected standards of professionalism across the Group, emphasising our commitment to governance and accountability, and to our purpose and vision. QBE employees are required to complete mandatory training annually, including Code training, and 99.4% of employees completed their mandatory training by the due date in 2022.

Breaches of our Code are taken seriously and are reviewed to determine if, and what, consequences should apply. Potential consequences can range from informal coaching and development to a formal warning, impacted remuneration, or termination of employment.

We define 'conduct risk' as the risk that actions by QBE (including inaction) result in unfair outcomes for our customers, communities or stakeholders or detriment to market integrity. Our Group Conduct Risk Policy sets our expectations for managing conduct risk across our business. Our Executive Risk Committee has oversight of conduct risk.

We believe that managing obligations and non-financial risks is critical to achieving better stakeholder outcomes. As part of our performance rating system, ME@QBE, employees now receive two performance ratings for what goals they achieve, and how they achieve them during their annual review.

**99.4%**

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## Trust and transparency

Building trust with our stakeholders, and transparency in all our dealings, are important to us. We do this through public reporting, including via our:

- [Annual and half-yearly reports](#);
- [Financial Inclusion Action Plan progress updates](#);
- [Modern Slavery and Human Trafficking Statement](#);
- Our [climate-related financial disclosures](#) prepared in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures, which track our exposure to climate risk;
- [Annual CDP reporting](#); and
- [Annual Sustainability Report](#).

Responsibility for these disclosures is shared by functions across QBE but, ultimately, the Group Board is accountable for, and approves, all public reports. There are benchmarking disclosures associated with submissions such as S&P's Corporate Sustainability Assessment and the CDP that are approved by the Group Chief Executive Officer.

We have developed a Global Consequence Management Policy that provides a set of consistent principles for the treatment of conduct that falls below QBE standards. This will be rolled out during 2023 and into 2024.

### Tax transparency strategy

QBE supports the voluntary Australian Tax Transparency Code, a set of principles and minimum standards on public disclosure of tax information by medium and large businesses. We publish an [annual Tax Transparency Report](#) outlining our tax strategy and governance. We seek to comply with all applicable tax laws, regulations and disclosure requirements. We also seek to pay the amount that is legally required to be paid in all jurisdictions in which we operate. QBE supports the principle behind multilateral moves towards greater transparency within the corporate sector to increase community understanding of the corporate sector's compliance with tax laws, and build public trust.

The Group Board has oversight of tax governance through the Group's tax risk framework, with local boards having oversight of divisional tax governance. Operationally, the Group Chief Financial Officer is responsible for the Group's tax risk management and for ensuring the implementation of the framework. The Group Chief Financial Officer is assisted by the Group Head of Tax and divisional Chief Financial Officers to ensure that:

- policies and procedures that support the framework are in place and are maintained and applied consistently across the Group; and
- our tax teams have the skills and experience to appropriately implement the framework.



**Tax transparency**

[Click to learn more](#)

## Privacy

We are committed to respecting the privacy of our customers, employees, and other stakeholders, the protection of their personal data from misuse or unauthorised disclosure, and compliance with privacy laws.

QBE maintains a Global Privacy Framework that defines the core principles of our privacy program, and provides the foundation for how QBE seeks to comply with applicable privacy laws globally. This framework was reviewed and updated in 2022, and is summarised at [Global Privacy Framework and Privacy Approach Summary](#).

Our Global Privacy Framework is governed centrally through our Group Compliance team: the Group Privacy Officer reports to the Group Chief Compliance Officer who, in turn, reports to the Group Chief Risk Officer. Additional, divisional privacy programs are managed locally.

We also have a Global Privacy Council that is chaired by the Group Privacy Officer. Its membership includes local divisional privacy officers or privacy compliance leads (or equivalent), Legal, IT-security and compliance personnel. The Global Privacy Council is an advisory, information-sharing and evaluation group that considers global (or multi-divisional) matters with high potential for, or actual, privacy implications. We consider and assess privacy risk locally and globally, including undertaking global privacy impact assessments

via the Global Privacy Council for activities that involve multiple divisions with high, or potentially high, privacy risk.

All QBE staff receive compliance training. This includes Information Security and Privacy training that is relevant to the employee's role. The online training course content includes topics such as data protection; collection, storage and security of personal data; sensitive personal data; and dealing with data breaches.

We maintain a Group Personal Data Breach Standard that was reviewed and renewed in 2022. This outlines our procedures, including steps for responding to actual, or potential, QBE Group personal data breaches.

As part of continuous improvement, the QBE Group Privacy function was subject to an external review in 2022, resulting in improvements being implemented in relation to governance and privacy operations.

Our Group Privacy Policy is available on our [website](#).

## Reconciliation Action Plan

Consistent with our focus on greater First Nations inclusion, in 2022, we continued to progress our 'Innovate' level [Reconciliation Action Plan \(2020-2022\)](#) (RAP). We remain committed to creating meaningful and respectful relationships with, and promoting sustainable opportunities for, Aboriginal and Torres Strait Islander peoples, communities, organisations and businesses.

As a global organisation that was established in Australia, we seek to use our platform and sphere of influence to drive ongoing change, be active allies, and continue to show our respect through listening to, and learning from and about, the oldest living culture on earth.

Our RAP Committee plays an active role in driving greater inclusion within QBE for Aboriginal and Torres Strait Islander employees, customers, suppliers and community. We will launch our fourth RAP in 2023.



**Reconciliation Action Plan**

[Click to learn more](#)

## Human rights and modern slavery

As a global insurer and reinsurer with diverse and complex operations and supply chains, we recognise that we have the potential to negatively impact human rights, causing harm to individuals and communities. Any actual, or potential, violation of human rights is likely to have multifaceted risk consequences, such as reputation, brand, financial, legal, regulatory and operational risk. QBE rejects any form of slavery and takes active measures to prevent modern slavery risk throughout our supply chain.

In 2021, we released our [Group Human Rights Policy](#), which outlines our guiding principles and helps to integrate human rights considerations into existing policies, procedures, frameworks and decision-making tools across our business.

The Group Board oversees human rights and modern slavery-related issues at QBE in line with our broader approach to sustainability. The Board received five updates in 2022 in relation to our action plan. Our Human Rights and Modern Slavery Action Plan will be delivered through enterprise-wide cross-functional collaboration with subject-matter experts across the business.



**Human rights**  
Click to learn more

### Group Conduct Reporting & Whistleblower Policy

Depending on the issue or their location, our people can report concerns to their manager, a senior manager or a relevant team, including People, Compliance, Legal, Risk or Procurement. The criteria for legal whistleblowing protections are jurisdiction dependent. Concerns can also be reported confidentially, including anonymously (where permitted), 24/7/365 via phone or web to our QBE Ethics Hotline, a specialist third-party reporting service, supporting numerous languages, and available in most QBE locations. These channels are further supported by our Code, [Group Conduct Reporting & Whistleblower Policy](#), and supporting documents. Concerns will be investigated in accordance with the requirements of the relevant whistleblowing protections and policy, where applicable. To the extent possible, reports will be kept confidential, and those who report will be kept updated. Where reports are substantiated, we will take appropriate action and document outcomes. QBE will not tolerate actual or threatened detrimental treatment, including retaliation, against anyone who has, or intends to, raise a concern.

### Human rights assessment as an employer

In 2021, QBE assessed that 11 of 31 countries where we have people located are considered to be medium-risk to high-risk in relation to potential human rights issues. Five of these countries are deemed to be high-risk, and we used reputable sources to understand the potential human rights risks. The Group Sustainability and ESG Risk teams engaged with local teams to understand contexts and cultural sensitivities around a wide range of human rights topics. We designed a checklist of risk indicators to further assess human rights risk controls within our workforce management practices.

Our assessment indicated that we have adequate and relevant controls in the form of local procedures, and processes in place to protect our employees' rights wherever we operate. The process also highlighted areas of opportunities for reconsidering certain human rights at a country level, such as the relevance of the right of assembly or explicit acceptance of LGBTIQ+ rights. We will continue to engage with our local teams to strengthen existing controls and processes to protect our people.

