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## Directors and Officers Insurance Proposal Form

**Notice:** You are to disclose in this application, fully and faithfully, all the facts which you know or ought to know, otherwise the policy issued may be void and you may receive nothing from this policy.

### Note to Applicant

- Please note that this proposal form is being completed by the **Applicant** on behalf of all Insureds (as defined in the policy).

#### For the purpose of this proposal form:

- **Applicant** means the entity requesting insurance and any of its Subsidiaries (as defined in the policy);
- **Proposal** means this signed proposal form, the statements, warranties, and representations herein and all attached supplementary information and materials;
- **Securities** means any securities representing a debt or equity interest in the **Applicant**;
- **Us** means Insurance Company.

#### Please enclose with this proposal form:

- The latest Annual Report and Financial Accounts of the **Applicant**.
- Any supplementary information which is material to any questions herein (on the **Applicant's** company letterhead paper).

**Please provide all monetary amounts in US\$ when completing the questions below.**

## 1. General Details

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1.1 Name of the **Applicant**: \_\_\_\_\_

1.2 **Applicant's** main address: \_\_\_\_\_

\_\_\_\_\_

1.3 **Applicant's** country of registration: \_\_\_\_\_

1.4 Which industry segment does the **Applicant** operate in? \_\_\_\_\_

1.5 How long has the **Applicant** been in continuous operation? \_\_\_\_\_

1.6 Has the **Applicant** been involved in, or been the subject of, any merger, acquisition, tender offer, buy-out or change in equity structure in the past five (5) years?  Yes  No

If 'Yes', please provide full details on a separate sheet.

1.7 Is the **Applicant** or any of its directors or officers aware of any plans for a merger, acquisition, tender offer, buy-out or a change in equity structure?  Yes  No

If 'Yes', please provide full details on a separate sheet.

1.8 Has the **Applicant** ever restated its financial results?  Yes  No

If 'Yes', please provide full details on a separate sheet.

1.9 Please advise the level of cover preferred (maximum cover should **not** exceed total asset value):

US\$5m  US\$10m  US\$15m  US\$20m  Other, please specify: \_\_\_\_\_

## 2. Employment Practices

2.1 Please state in respect of the **Applicant** the total:

<i>Number of staff</i>	<i>USA &amp; Canada (Current Year)</i>	<i>USA &amp; Canada (Previous Year)</i>	<i>Other (Current Year)</i>	<i>Other (Previous Year)</i>
(a) permanent employees				
(b) directors and officers				
(c) temporary staff and outsourced employee roles				

2.2 What has been the approximate annual percentage turnover rate of employees (all locations) during the past three (3) years?

Year 1 \_\_\_\_\_ %

Year 2 \_\_\_\_\_ %

Year 3 \_\_\_\_\_ %

2.3 Is the **Applicant** currently undergoing, or contemplating undergoing during the next twelve (12) months, any employee layoffs or retrenchments, including ones resulting from any type of company restructure or office closure?  Yes  No

If 'Yes', please provide full details on a separate sheet.

2.4 Does the **Applicant** have a Human Resources Department?  Yes  No

If 'No', please provide full details of how this function is handled on a separate sheet.

2.5 Does the **Applicant** have a human resources manual or equivalent written management guidelines that address issues such as sexual harassment, employee disciplinary actions, terminations and layoffs?  Yes  No

If 'No', please provide full details of how are these issues are handled and by whom on a separate sheet.

### 3. Securities Details

3.1 If the **Applicant** is publicly listed or traded on a stock exchange(s) please provide **Us** with the following details:

	<b>Stock Exchange</b>	<b>Date of Initial Public Offering (IPO)</b>	<b>Amount of Equity Capital Raised</b>
(a)			
(b)			
(c)			

3.2 Are **Securities** traded in any other way?  Yes  No

If 'Yes', please provide full details on a separate sheet.

_____	_____
_____	_____
_____	_____
_____	_____

3.3 Please provide **Us** with specific details of all **Securities** holders who hold five percent (5%) or more of the ownership interest in the **Applicant**:

<b>Shareholder</b>	<b>% Held</b>
_____	_____
_____	_____
_____	_____
_____	_____

## 4. USA Securities Exposure

This Section **MUST** be completed by the Applicant if it has a USA Securities exposure:

**4.1** If the **Applicant's Securities** are traded in the form of American Depositary Receipts (ADR) and/or 144A programs, please advise:

(a) whether they are sponsored or unsponsored: \_\_\_\_\_

(b) the total size of the program: \_\_\_\_\_

(c) the percentage traded as a total percent of issued share capital: \_\_\_\_\_

(d) the number of ADR shareholders: \_\_\_\_\_

(e) all holdings representing 5% or more of the issued ADR share capital: \_\_\_\_\_

**4.2** Does the Applicant have an internal Audit Committee pursuant to USA statutes, rules or regulations?

Yes

No

If 'No', please provide full details on a separate sheet.

**4.3** If the **Applicant** is required to follow USA Generally Accepted Accounting Principles (GAAP), are the **Applicant's** financial statements in accordance with USA GAAP?

Yes

No

If 'No', please provide full details on a separate sheet.

**4.4** Is the USA Securities and Exchange Commission (SEC), the USA Internal Revenue Service (IRS), or any stock exchange, or any other regulatory body, investigating or requesting information from the **Applicant** or any of its directors, officers or employees?

Yes

No

If 'Yes', please provide full details on a separate sheet.

**4.5** Is the **Applicant** compliant with the Sarbanes Oxley Act of 2002 (USA)?

Yes

No

If 'No', please provide full details as to when the **Applicant** will be compliant on a separate sheet.

## 5. Insurance History

5.1 Please provide the following information/details for pre-existing insurance policies that are not insured with **Us**:

Type	Insurer	Limit (US\$ '000)	Deductible (US\$ '000)	Policy Period
(a) Directors and Officers Liability:				
(b) Professional Indemnity:				
(c) Fidelity:				

5.2 Has the **Applicant** or any of its directors or officers ever had any Insurer decline a proposal or cancel or refuse to renew a Management Liability Insurance policy?  Yes  No

If 'Yes', please provide full details on a separate sheet.

## 6. Claims Information

6.1 Is any stock exchange or regulatory body investigating or requesting information from the **Applicant** or any of its directors, officers, or employees?  Yes  No

If 'Yes', please provide full details on a separate sheet.

6.2 Has any claim been brought against the **Applicant** or any of its directors, officers, partners or trustees during the last five (5) years?  Yes  No

If 'Yes', please provide full details on a separate sheet.

6.3 Does the **Applicant**, or any of its directors, officers, partners or trustees, after full enquiry, have any knowledge of any act, omission, event or circumstance which could give rise to a claim?  Yes  No

If 'Yes', please provide full details on a separate sheet.

## 7. Declaration

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The undersigned authorised Chairman of the Board or President of the **Applicant**:

- declares that this **Proposal** has been completed after full enquiry and that the statements and particulars herein are true and that no material facts have been misstated or omitted; and
- agrees that if the information supplied in this **Proposal** changes between the date of this **Proposal** and the effective date of the insurance, he/she (undersigned) will, in order for the information to be accurate on the effective date of the insurance, immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or authorisations or agreements to bind the insurance; and
- agrees that this **Proposal** shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the policy.

Signed .....

Title .....

(Must be signed by Chairman of the Board or President)

Company .....

Date .....

***Signing this proposal form does not oblige the Applicant to purchase any insurance.***