

DIRECTORS AND OFFICERS LIABILITY INSURANCE PROPOSAL FORM



WeAlwaysStandByYou

IMPORTANT NOTICE

Please Answer **All** Questions Fully.

If The Space Provided Is Insufficient, A Separate Sheet Should Be Attached.

This Form May Be Used For Renewals Or New Business. In The Case Of Renewals, The Underwriters Must Receive The Completed Form, And Acceptance Of The Renewal Terms Advised To Them Prior To Renewal Date, Failing Which No Cover Exists After Such Date.

PLEASE NOTE

This Proposal form must be accompanied by the latest annual report and/or financial statements of the Company.

1. Name of the Company:.....

2. What is the Proposer's Vat Registration number?.....

3. Address of the Company:.....

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4. State business activities of the Company and its subsidiaries:.....

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5. The Company has been continuously in business since (date):.....

6. The Company has continuously paid cash dividends on its

a) Ordinary Shares since (date).....

b) Preference Shares since (date).....

7. The annual election date of Directors of the Company:

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b) The compulsory retirement age, if any, of

i) Directors of the Company

ii) Officers of the Company

c) Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts:

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d) Is Outside Directorship cover required? If so, please list the Directors for which Outside Directorship cover is required:

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8. List the Subsidiary Companies (or attach a list to the proposal form):

<u>Name(s)</u>	<u>% of Ownership</u>	<u>Date Acquired</u>
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9. Shares - please advise:

- a) Total number of ordinary shareholders
 - b) Total number of ordinary shares
 - c) Total number of ordinary shares owned by the Company's Directors
 - d) Total number of ordinary shares owned by the Company's Officers (not Directors)
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10. Are there any shareholders who own 10% or more of the issued shares?

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If so, detail the shareholders and percentages owned:
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11. State Limit of Indemnity required:.....

12. Within the scope of this proposed insurance

- a) Has any claim been made or is now pending against any person proposed for insurance in the capacity of either Director or Officer of the Company? YES NO

If Yes, please give details.
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b) Has any Officer or Director of the Company any knowledge or information of any negligent act, error or omission which might give rise to a claim against them? YES NO

If Yes, please give details.

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NOTE

It is agreed, if such knowledge or information exists, any claim or action subsequently arising therefrom shall be excluded from the proposed insurance.

13. Has the Company, its Directors and Officers ever been involved in or have any knowledge of any pending litigation? YES NO

If Yes, please give details.

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14. Is it proposed to implement within the period of the proposed insurance:

a) an expansion programme YES NO

b) a takeover of another Company YES NO

c) an amalgamation or financial association with another Company or Companies in addition to normal trading expansion of the Company as now constituted?

YES NO

If yes, notice must be given to Underwriters within thirty (30) days after approval by the Directors and an additional premium shall be payable if required.

15. Is this new cover additional to an existing "Errors and Omissions" Policy or a "Professional Indemnity" Policy, or some other such Policy? YES NO

If this is the case, the new Policy would have to be adapted so that it would be complementary to it. If there is an existing Policy, please give full details.

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16. Please supply details of any other relevant information such as your system for checking and your controls and safeguards.

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17. a) Approximate number of employees.

b) What percentage of employees have resigned, been terminated (with or without cause), or retired within the last twelve months?

c) Has the Company undergone in the past three years, or is the Company considering undergoing during the next two years, any employee retrenchments or early retirements, including those resulting from any type of Company restructuring or office, plant or store closing?

YES NO

If yes, please provide details

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d) Are all employment practices guidelines, policies and procedures reviewed by an attorney with experience in employment law?

YES NO

e) During the past three years, has any employee been involved in any claim, enquiry or investigation, complaint, or administrative proceedings regarding an employment-related wrongful act?

YES NO

If yes, please provide details.

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18. Is the Company intending a new public offering of securities within the next year in the RSA, UK, United States of America or elsewhere?

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19. Is the Company:

a) Listed on any Stock Exchange?

YES NO

If so, please state which Exchange, original date listing obtained and dates of last offer, tender and issue:.....

b) Traded in any other way?

YES NO

If so, please specify:

c) If the offer was in the United States of America was it subject to the United States Security Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto?

YES NO

If so, please enclose a copy of the latest 20-F filing or similar made to the USA Regulatory Authorities.

20. Please give the total gross assets of the Company and its subsidiary companies in the United States of America.

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21. Please list any subsidiary company, which has its shares, traded on any Stock Exchange in the United States of America together with the percentage of shares traded.

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22. a) If Directors and Officers Liability Insurances has been carried during the past 3 years please state:-

i) The name of the Insurers

ii) The Period of the Policy

iii) The Indemnity Limit

b) As far as is known, have the Proposers ever been refused this type of Insurance or had a similar Insurance cancelled?

YES NO

If so, please provide details:-

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23. The undersigned Chairman of the Board or Managing Director of the Company declares that to the best of his knowledge the statements set forth herein are true.
It is agreed that this form shall be the basis of the Contract should a Policy be issued.

SIGNED:
(must be signed by the Chairman of the Board or Managing Director)

POSITION: Chairman / Managing Director
(Delete as applicable)

THE COMPANY:

DATE:

PLEASE NOTE

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