



PROPOSAL FORM

DIRECTORS & OFFICERS LIABILITY INSURANCE

IMPORTANT - PLEASE READ BEFORE COMPLETING THIS PROPOSAL FORM

1. The Proposal, together with other information requested by or provided to the Insurers, is required to assist in the evaluation and rating of the risk resulting in the provision of Quotations. Completion of the Proposal does not bind the Proposer or the Insurers to complete the insurance transaction.
2. As the Proposal will form the basis of any insurance contract that may subsequently be issued by the insurers, it is imperative that all Questions be answered in full and to the best of the knowledge and belief of the Proposer – misrepresentation and/or non-disclosure may result in the rejection of claims and/or invalidate the Policy.
3. Should there be insufficient space provided herein, please supply any additional information on separate pages.
4. "Not Applicable" and "N/A" are not suitable responses. **All Questions must be completed in full.**
5. An OFFICIAL Quotation cannot be provided unless all questions have been answered and the **Proposal Form signed and dated.**
6. A full and properly INITIALLED copy of the Proposal Form is required in order for cover to be bound.
7. Please ensure that all responses are clear and legible.
8. **In the event that the Proposer elects not to respond to a Question or specifically request cover in respect of any Section and/or Extension, it will be deemed that cover or a Quotation to include cover is not required.**
9. The completion of this form and the provision of a Quotation and any additional information applicable to the provision of a Quotation, shall not be deemed to be the provision of advice.
10. Should any further/additional information, explanation or advice be required in respect of the product, terms cover etc, this should be sought from an insurance broker.

Tradeforth 6 (Pty) Limited trading as Abelard Underwriting Agency
 Registration No 1996/008912/07
 Ground Floor, 292 Surrey Avenue, Randburg, Johannesburg
 PO Box 2155 Pinegowrie, 2123
 Tel +27 11 326-2951, Fax 0866 351 124 (Local) +27 11 326-2952 (Intl)
 Directors: DJC Cox (Managing), CE Diederiks, CP Norrington*British, K L Waugh

F.A.I.S. Compliance Details
 FSP Licence Number: 28
 Compliance Practice: Associated Compliance
 FSB Practice No: 6377
 Compliance Officer: Peter Veal





IMPORTANT - PLEASE READ BEFORE COMPLETING THIS PROPOSAL FORM

11. Any form completed and/or signed by an insurance broker on behalf of the Proposer will be deemed to have been completed by the Proposer.
12. **Please do not tick or cross response boxes or leave them blank, where applicable, respond either "Yes" or "No"**
13. The Proposal Form should not be signed and initialled unless read and understood. Insurers will consider all signed and initialled Proposal Forms as having being read and understood.

GENERAL INFORMATION

- A. This Proposal Form for a Policy relating to claims made against the Directors and/or Officers of the company shown in answer to Question 1 (a) and of its subsidiary companies (hereafter referred to as the Proposers) during the currency of the said Policy.

B. Claims Made Policy:

This Proposal is for a claims made Policy. This means the Policy covers:

- (i) claims first made against you during the Policy period; and
- (ii) events of which you become aware during the Policy period which could give rise to a future claim provided you notify the Insurers during the Policy period of the circumstances of such events.

After the Policy has expired, no claims can be made on the Policy even though the event giving rise to the claim may have occurred during the Policy period. It is therefore advisable to renew the insurance Policy each year on a claims made basis with retro-active cover.

C. The following documents must be submitted with this Proposal Form:-

- (i) the audited accounts of the company for the last 2 financial years;
- (ii) the latest interim statement (if applicable);
- (iii) a copy of all circular letters sent to the company's shareholders during the past 12 months;
- (iv) the latest audited accounts of the ultimate Holding Company (if applicable).

The particulars and statements contained in this Proposal Form and any other information submitted are the basis for the proposed Policy and will be considered as being incorporated into and constituting a part of the proposed Policy.



REQUIRED INFORMATION

All questions must be answered to enable a quotation to be given. The completion and signature of this Proposal Form does not bind the Proposers or the Insurers to complete a contract of insurance. If there is insufficient space to answer questions, please use an additional sheet and attach it to this form (please indicate question number).

A1. Name of the Company : _____

A2. Postal Address of Head Office : _____

A3. Physical Address of Head Office : _____

A4. Telephone Number: _____
Fax No: _____

A5. Website Address: _____

A6. If the Company stated in A1 is a subsidiary of another company, please state the name and address of the ultimate Holding Company:

A7. Please provide the Company:
Registration Number: _____
VAT Number: _____

B1. Type of Company (eg. Public, Private, Close, Mutual, etc)

B2. Nature of Business:

B3. Date since the Company has continuously carried on the business: _____



C1. Names of each member of the board of Directors of the Company

Name	Date of Appointment

C2. Is cover required under this policy for Directors or Officers of the Company or of its subsidiary companies whilst holding positions in any associated company? Yes ☐ No ☐

If you answered YES to the above question, please provide in respect of each appointment the following:

Company in which Position Held	Country of Incorporation	Activity	Net Profit	Net Worth

D1. a) How many shareholders does the company have? _____

b) Are there any shareholders who own 10% or more of the issued shares?

Yes ☐ No ☐

If YES, detail the shareholders and percentages owned

Name	Percentage

D2. Is the Company:

a) Listed on the Stock Exchange? Yes ☐ No ☐

If YES, please state which exchange, and the date listing was obtained:



- b) Listed on the Unlisted Securities Market? Yes ☐ No ☐
- c) Traded in any other way? Yes ☐ No ☐

If YES, please specify: _____

- D3.** Please detail the total gross assets of the Company and its subsidiary companies together with the number of employees in:

	Total Gross Assets	Number of Employees
United States of America		
Canada		

- D4.** In respect of any subsidiary company in the United States of America, please advise:

- a) The name of the subsidiary: _____
- b) The company's percentage interest: (where not 100% owned please state who owns the minority stock) _____

- D5.** Does the Company or any of its subsidiaries have any of their stock, shares or debentures issued in the United States of America or Canada? Yes ☐ No ☐

If YES, please advise:

- a) On what date the last offer / tender / issue was made? _____
- b) Was the offer subject to the United States Security Act 1933 and / or the Securities Exchange Act of 1934 and / or any amendments thereto?

- c) Please enclose a copy of the latest 20-F filing or similar filing made to the USA Regulatory Authorities, if not applicable please confirm.

- D6.** Has the company made any acquisitions or disposals during the past eighteen months?

Yes ☐ No ☐

If YES, please provide details:

- D7.** Has the Company, within the past 18 months:

- a) Filed any registration statement for a public offering?
Yes ☐ No ☐



b) Issued any shares (common or otherwise)?

Yes ☐ No ☐

c) Is the Company contemplating any such offering or share issue in the next 12 months?

Yes ☐ No ☐

If yes, please provide details:

E1. If Directors and Officers Liability Insurance has been carried during the past 3 years please state:

a) The name of the Insurers:

b) The period of the policy:

c) The Indemnity Limit:

d) The Premium: (for the last policy issued): R.

E2. As far as you are aware has Directors and Officers Liability Insurance ever been refused to any of the members of the board stated in C1 or a similar insurance cancelled?

If YES, please provide details:

E3. If an insurance similar to that now proposed had been or were now in effect would any claim which has been made or which is now against any persons proposed for insurance have fallen within the scope of such insurance?

Yes ☐ No ☐

If YES, please provide details:

E4. Is any person proposed for insurance aware, AFTER ENQUIRY of any circumstances or incident which he / she has reason to suppose might afford grounds for any future claim such as would fall within the scope of the proposed insurance?

Yes ☐ No ☐

If YES, please provide details:



E5. Amount of indemnity required:

R. _____

F1. Declaration

I the undersigned, being a Director or Officer of the company referred to in Item A1 of this Proposal, hereby declare that:

- a) I am authorised to complete this Proposal on behalf of the Company referred to in item A1 of this Proposal, and all subsidiary companies declared herein; and
- b) All answers to the questions contained in this Proposal are, AFTER ENQUIRY, true and correct to the best of my knowledge and belief; and
- c) I have read and understood the notes at the beginning of this Proposal; and
- d) I understand that the submission of this Proposal does not bind either the Insurers or the Company specified in Item A1 or any of the Subsidiary Companies declared herein, to enter into a binding contract of insurance.

Signed: _____

Capacity: _____

Company: _____

Date: _____

It is important that the Company and all the Subsidiary Companies declared herein, and the authorised Officer signing the Declaration above on their behalf, are fully aware of the scope of this insurance so that these questions can be answered correctly. If in any doubt, please contact your broker since non-disclosure may affect an assured's right of recovery under the policy or lead to avoidance.

G. Please ensure that you enclose the following items, if appropriate, with your completed Proposal Form.

- a) The audited account of the company for the last 2 financial years

☐ Enclosed Compulsory

- b) The latest interim statement

☐ Enclosed ☐ Not Applicable

- c) A copy of all circular letters sent to the company's shareholders during the past 12 months

☐ Enclosed Compulsory

- d) The latest audited accounts of the ultimate Holding Company

☐ Enclosed ☐ Not Applicable