



PROPOSAL FORM

DIRECTORS & OFFICERS LIABILITY INSURANCE

Important Notice:

1. This proposal must be completed in ink by a director of the firm or company. All questions must be answered to enable a quotation to be given. Answer questions to the best of your knowledge and belief. The form must be signed and dated.
2. All material facts must be disclosed, as failure to do so may render any policy or certificate voidable, or severely prejudice your rights in the event of a claim. A material fact is one likely to influence acceptance or assessment of the proposal by Underwriters. If you are in any doubt as to what constitutes a material fact, you should consult your broker.

3. 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
- (ii) And events of which you become aware during the policy period which could give rise to a future claim provided you notify the Underwriters 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.

Note: Please read before completing the proposal form

1. 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.
2. In the event that there is any material change in the answers given to the question contained in this proposal form prior to the inception of the policy, the Proposers must notify Underwriters and, at the sole discretion of the Underwriters, any outstanding quotations may be modified or withdrawn.

Tradeforth 6 (Pty) Limited trading as Abelard Underwriting Agency
Registration No 1996/008912/07
Manor House, 6 Conrad Drive, Blairgowrie, 2193
PO Box 2155 Pinetown, 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: Intelligent Compliance and Education (Pty) Ltd
FSB Practice No: 554
Compliance Officer: Peter Veal

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

1. The audited accounts of the company for the last 2 financial years;
2. The latest interim statement (if applicable);
3. A copy of all circular letters sent to the company's shareholders during the past 12 months;
4. 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 Underwriters 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 are not Directors 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 Underwriters of 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