

# DIRECTORS' & OFFICERS' LIABILITY PROPOSAL FORM

## IMPORTANT NOTICE

- Answer all questions leaving no blank spaces.
- If you have insufficient space to complete any of your answers, continue on your headed paper.
- **Please attach latest audited Financial Statements Report.**
- It is the intention of Underwriters that any Contract of Insurance with the Proposer shall be based upon the answers and information provided in this Proposal Form and any other additional information provided by the Proposer. If a quotation is offered it will be the intention of Underwriters to offer coverage only in respect of those entities named in answer to Question 1.
- Completion of this form does not bind the Proposer or Insurer to complete the insurance transaction.

## 1 | GENERAL INFORMATION

### Details of entities to be insured (the "Proposer")

Proposer's Name:

ID number (if Sole Trader):

Date of Birth: / /

Trading Name (if different from above)

Physical Address:

Postal Code:

Practice/Trading Address/es if different from the above:

Company Reg No:

VAT No:

Date Company Established / Services Commenced:

/ /

**As currently constituted**

Date Company Established / Services Commenced:

/ /

**As initially established:**

Contact Name:

Contact number:

Email:

Website:

Company Legal Constitution:

Partnership / Private Company / Public Company / Close Corporation /  
Non-profit Organisation / Government / Sole Proprietor

## THE POWER OF KNOWLEDGE

## 2 | INSURANCE HISTORY

1 Are you in the present or have you in the past been Insured, for the type of Insurance now being proposed?  Yes  No

If Yes, please state: Insurers: \_\_\_\_\_

Limit of Indemnity:	R
Excess:	R
Premium:	R
Date of expiry of coverage:	
Retroactive Date:	

2 For the type of Insurance now being proposed, has any Insurer ever:

i) Required an increased premium or imposed special terms?  Yes  No

ii) Refused to accept or renew any insurance for the body corporate  Yes  No

iii) Cancelled the insurance?  Yes  No

If any answer is Yes to any of the above 3 questions, please provide full details


## 3 | REQUIRED COVER

1 State the LIMIT OF INDEMNITY and EXCESS required:

Limit	R	R	R
Excess	R	R	R

2 Do you require cover in respect of liability incurred but not discovered prior to the effecting of this insurance at a single premium to be negotiated?  Yes  No

3 Name other Companies to be insured in terms of this policy.

COMPANY NAME	RELATIONSHIP

## 4 | PREVIOUS LOSSES / EXISTING CIRCUMSTANCES

1 Is any Principal, AFTER FULL ENQUIRY, aware of any circumstance which might:

i) Give rise to a claim against the Proposer, any predecessor or any past or present Principal?  Yes  No

ii) Cause any loss to the Proposer, any predecessor or any past or present Principal?  Yes  No

iii) Otherwise affect the consideration of this proposal for insurance?  Yes  No

If YES, please provide details:


2 In respect of ANY of the risks to which this proposal relates, has any Claim been made (whether successful or not) against the Proposer or any past or present Principal?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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If YES, please identify details (including loss date, amount claimed and a brief description):


3 What steps have been taken to prevent a recurrence?


4 During the last five years has the company made any claim under a Directors and Officers Liability policy?

No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	Please Specify:

5 Has the company, its directors or officers been involved in any of the following:

- i) antitrust, copyright or patent litigation?
- ii) any civil or criminal action or administrative proceeding alleging a violation of any laws relating to the sale or purchase of any shares, investments or securities?
- iii) any representative actions, class actions or derivative suits?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

If YES, to any of the above, please give details:


6 Are there any pending claims against anyone who will be covered under this insurance, which may fall within the scope of cover afforded by any similar insurance currently or previously in force?

No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	Please Specify:

7 Has anyone who will be covered under this insurance given notice under the provisions of any other similar current or previous insurance of any facts or circumstances which may give rise to a claim being made against the company and/or any director or officer?

No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	Please Specify:

**5 | FINANCIAL INFORMATION**

1 Annual Turnover: R  Total Assets: R

2 If the company operates outside South Africa please give details of the territories and percentage of business operations applicable:

TERRITORY	SERVICES INCOME SPLIT	PRODUCT EXPORTS INCOME SPLIT
South Africa		
Elsewhere in Africa		
USA/Canada		
Elsewhere in the world		
At sea		

3 If the company has changed its name and/or country of registration in the last 5 years please give details:

No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	<i>Please Specify:</i>

## 6 | DETAILS OF OWNERSHIP

1 Indicate legal status of company (public co, private co, Section 21 co, etc):

2 If the shares of the company or subsidiaries are publicly traded, on which Stock Exchange(s) are they listed?

3 If the company has any shares in any American Depository Receipt (ADR) programme please give details:

4 How many shares are owned directly, indirectly or beneficially by the directors and officers?

5 Give details of any shareholder owning directly, indirectly or beneficially more than 10% of the total shares:

6 If the company has announced within the last 24 months any intention, or are there imminent plans, to consolidate or merge with another entity please give details:

7 If the company has sold or distributed any stocks or assets outside the normal course of business during the last 24 months, please give details:

## 7 | DETAILS OF SUBSIDIARIES

1 Please give details of any subsidiaries to be included in this insurance:

Name of Subsidiary	Location	Date Established	Principal Activity

2 If any director or officer of the company sits on any outside board at the behest of the company, please give details:

3 Is cover required for such outside board positions?

Yes

No

## 8 | SHAREHOLDING STRUCTURE

1 Please provide details of any shareholder owning more than 10% of the Ordinary Share Capital of the Company

SHAREHOLDER	% HELD

2 Is the Financial Director/CFO aware of any North American domiciled shareholders as at last financial Year end?

No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	<i>If yes, what is the value and the percentage of total issued share capital held by the known North American domiciled shareholder/s?</i>

## 9 | CORPORATE STRUCTURE

1 During the last five years has:

i) The name of the parent Company been changed?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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*If Yes, please provide details*

ii) Any subsidiary Company been sold or ceased trading?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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*If Yes, please provide details*

iii) The capital structure of the parent Company changed?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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*If Yes, please provide details and a copy of an organogram (if available)*

## 10 | OUTSIDE DIRECTORSHIPS

Is cover required under this policy for Directors or Officers of the Company, or any of its Subsidiary Companies, whilst holding board positions in any associated or external company at the behest of the Company or any of its Subsidiary Companies?

Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
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If Yes, please provide, on a separate page, the following information in respect of each outside position:

Name of company	Net Profit
Percentage Shareholding	Net Worth
Country of Incorporation	Name of Director
Activity	Position Held

NB. Underwriters may require to see Financial Reports and Accounts of these Companies.

**11 | UNITED STATES OF AMERICA and/or CANADA**

1 If cover is required for claims first made in the United States of America and/ or Canada or claims first made elsewhere arising out of the Company's operations in the United States of America and/ or Canada, please complete Section G. If cover is not required please continue to the next section.

i) Please provide the total gross assets of the Group in North America \$ .....

ii) Please list those subsidiaries in North America together with the Company's percentage interest in each:

Name of Subsidiary	Country of Incorporation	% Owned	Ownership of Balance*

\*List entities owning the percentage of the balance

2 Does the Company or any of its subsidiaries have any stock, shares or debentures issued in North America?  Yes  No

If Yes, on what date was the last offer/ tender/ issue made? / /

3 Was the offer subject to the United States Securities Act of 1933 and/ or The Securities Exchange Act of 1934 and/ or any amendment thereto?  Yes  No

4 Does the Company, or any of its subsidiaries, have any debt instruments or commercial paper in North America?  Yes  No

If Yes, please provide reasons.

5 Does the Company fully comply with the Sarbanes-Oxley Act of 2002?  Yes  No

If No, please provide reasons on a separate sheet if needed.

6 Please provide a copy of the last 20-F filing made to the USA regulatory authorities.

If not applicable please state so .....

## DECLARATION

Signing this proposal form binds neither the proposer to complete this insurance, nor does it bind the insurer to accept the proposal. It is agreed that all written statements and attachments furnished to the insurer in conjunction with this proposal are hereby incorporated by reference into this proposal and made part thereof. It is understood and agreed that the insurer has relied upon this proposal and attachments, which shall be the basis of the insurance contract.

The undersigned is an authorised signatory of the Proposer and certifies that reasonable inquiry has been made to obtain the answers herein which are true, correct and complete to the best of his/her knowledge and belief. We undertake to inform the insurer of any material alteration to these facts, whether occurring before or after completion of the insurance contract.

.....  
**NAME**

.....  
**CAPACITY**

.....  
**SIGNATURE OF THE PROPOSER**

.....  
**DATE** DD/MM/YYYY

## BROKER DETAILS

Broker: .....

Contact Person: ..... Tel: .....

Email: ..... Fax number: .....