

PROPOSAL FORM

FINANCIAL INSTITUTIONS DIRECTORS AND OFFICERS LIABILITY INSURANCE



The following documents must be submitted with this proposal form:

- (a) The annual report and financial statements of the company for the last three years;
- (b) The latest interim financial statement (if applicable);
- (c) A copy of all circular letters sent to the company's shareholders during the past 12 months (if applicable);
- (d) The latest financial statement of the ultimate Holding Company if applicable;
- (e) Any Prospectus-type document issued in the last three years.

Proposal Form

1. All questions must be answered giving full and complete answers.
2. Please ensure that this Proposal Form is Signed and Dated.
3. This document is designed to be completed electronically.

LAUW
LONDON AUSTRALIA UNDERWRITING



IMPORTANT NOTICES

THIS POLICY

This policy is an important document. The policy wording and schedule together set out the cover provided, the amount insured and the terms and conditions of your insurance. Please read it carefully and keep it in a safe place.

London Australia Underwriting Pty Ltd, ABN 40 114 962 435, is a coverholder for certain Underwriters at Lloyd's. London Australia Underwriting Pty Ltd has the authority to bind this Policy on their behalf.

YOUR DUTY OF DISCLOSURE

Before you enter into an insurance contract, you have a duty to tell us anything that you know, or could reasonably be expected to know, may affect our decision to insure you and on what terms.

You have this duty until we agree to insure you.

You have the same duty before you renew, extend, vary or reinstate an insurance contract.

You do not need to tell us anything that:

- reduces the risk we insure you for; or
- is common knowledge; or
- we know or should know as an insurer; or
- we waive your duty to tell us about

IF YOU DO NOT TELL US SOMETHING

If you do not tell us anything you are required to, we may cancel your contract or reduce the amount we will pay you if you make a claim, or both.

If your failure to tell us is fraudulent, we may refuse to pay a claim and treat the contract as if it never existed.

CLAIMS MADE POLICY

This Policy operates on a claims made and notified basis. This means that the Policy provides cover for **Claims** first made and **Notified** during the **Policy Period**, subject to the terms and conditions of the Policy.

The Policy does not provide cover in relation to Known Facts (as set out in the relevant exclusion) nor in relation to any actual or alleged act, error, omission or event before the Retroactive Date (if any) specified in the schedule (as set out in the relevant exclusion).

Where you give notice in writing to us of any facts that might give rise to a claim against you as soon as reasonably practicable after you become aware of those facts but before the expiry of the **Policy Period**, you may have rights under Section 40(3) of the Insurance Contracts Act 1984 to be indemnified in respect of any claim subsequently made against you arising from those facts notwithstanding that the claim is made after the expiry of the **Policy Period**. Those rights are in addition to any rights that you may have under the Policy.

CONTINUITY CLAUSE

Where the word "policy" appears herein, the word "certificate" shall be deemed to be substituted therefore where the context allows.

GOVERNING LAW AND SERVICE OF SUIT

Underwriters hereon agree that:

- (a) in the event of a dispute arising under this Insurance, the **Underwriters** at the request of the **Insured** will submit to the jurisdiction of any competent Court in the Commonwealth of Australia. Such dispute shall be determined in accordance with the law and practice applicable in such Court.
- (b) any summons notice or process to be served upon the **Underwriters** may be served upon the Lloyd's General Representative in Australia, Suite 1603, Level 16, 1 Macquarie Place, Sydney NSW 2000, who has authority to accept service and to enter an appearance on the **Underwriters'** behalf, and who is directed at the request of the Insured to give a written undertaking to the **Insured** that he will enter an appearance on the **Underwriters'** behalf.
- (c) If a suit is instituted against any one of the **Underwriters**, all **Underwriters** hereon will abide by the final decision of any such Court or any competent Appellate Court.

GENERAL INSURANCE CODE OF PRACTICE

LAUW and **Underwriters**, through Lloyd's, proudly support and agree to comply with the Insurance Council of Australia's General Insurance Code of Practice, except in relation to any claims adjusted outside Australia. The terms of the Code require us to be open, fair and honest in our dealings with you.

Any enquiry or complaint relating to this Insurance should be referred to the **Underwriters** in the first instance. If this does not resolve the matter or you are not satisfied with the way a complaint has been dealt with, you should write to the Lloyd's **Underwriters'** General Representative in Suite 1603, Level 16, 1 Macquarie Place, Sydney NSW 2000, who will refer your dispute to the Policyholder and Market Assistance Department at Lloyd's of London. Complaints that cannot be resolved by the Policyholder and Market Assistance Department at Lloyd's of London may be referred to an appropriate external dispute resolution service. Further details will be provided at the appropriate stage of the complaints process.

PRIVACY NOTICE

LAUW and **Underwriters** are committed to compliance with the provisions of the Australian Privacy Principles and the Privacy Act 1988 (Commonwealth). In order for **Underwriters** to assess the risk of and provide you with insurance products and assess and manage any claims under those products, it is necessary to obtain personal information from you. If you do not provide us with this information, this may prevent **Underwriters** from providing you with the products or services sought.

If you provide us with information about someone else, you must obtain their consent to do so. LAUW and **Underwriters** may disclose your information to other insurers, their reinsurers, and insurance reference service or other advisers used by **Underwriters** or LAUW on behalf of **Underwriters** such as loss adjusters, lawyers or others who may be engaged to assist in claims handling, underwriting or for the purpose of fulfilling compliance and/or regulatory requirements. These third parties will all be contractually required to adhere to **Underwriters'** privacy obligations.

Our privacy policy contains information about how you can access the information we hold about you, ask us to correct and how you may make a privacy related complaint. You can obtain a copy of our privacy policy [here](#).

Should you require access to your personal information, **Underwriters** may be contacted on (02) 8912 6400.

INFORMATION ABOUT THE COMPANY

1. Company name:

2. Address:

3. Nature of business:

4. Country or State of registration:

5. Web-site address:

6. Does the Company hold a registration pursuant to a New Tax System (Goods and Services Tax) Act 1999?

☐ Yes ☐ No If Yes, what is the registration number?

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

8. (i) Type of company, please indicate:

☐ Public ☐ Private ☐ Mutual ☐ Not for Profit

☐ Listed on the ASX - date of listing:

☐ Listed on any Foreign Exchange - date of listing and Exchange:

☐ Traded in any other way - Please state

9. Date since the Company has continuously carried on business:

10. Provide a complete list of all Subsidiary Companies to be covered hereunder (unless shown in the latest annual report and financial statements attached to this proposal):

☐ More than 4 Subsidiary Companies (Please attach listing)

Subsidiary Company	Country of Registration	% owned by Company

A. OUTSIDE DIRECTORSHIPS

11. Is cover required under this policy for Directors or Officers of the Company or of its subsidiary companies whilst holding Directorships in any other companies?

☐ Yes ☐ No If Yes, please complete Appendix 1: ☐

B. OWNERSHIP

12. How many shareholders does the Company have?

13. Are there any shareholders who own 10% or more of the issued shares?

☐ **Yes** ☐ **No** If Yes, please detail the shareholders and percentages owned:

14. Total number of shares held by Directors and Officers (both directly and beneficially):

C. ASX LISTING

15. What % of the Board are independent directors?

16. What % of the Audit Committee are independent?

17. Does the Audit Committee have clear terms of reference?

☐ **Yes** ☐ **No**

18. Do the non-executive Audit Committee members meet the Auditors without Executive Directors being present?

☐ **Yes** ☐ **No** If Yes, how often?

19. Is the Company compliant with the 10 ASX Corporate Governance Principles and Best Practice Recommendations?

☐ **Yes** ☐ **No** If No, please confirm why not:

D. GROSS ASSETS & EMPLOYEE NUMBERS

Please advise the total gross assets of the Company and the number of employees in:

20. Australia

Gross Assets:

Number of Employees:

21. Overseas (please state)

☐ More than 3 Countries (Attach details)

Country	Gross Assets:	Number of Employees:

22. USA / Canada

Gross Assets:

Number of Employees:

E. USA / CANADA

In respect of any subsidiary company in the USA please advise:

23. The name of the subsidiary:

24. Nature of business:

25. The Company's percentage interest:

Where not 100% owned please state who owns the minority stock:

26. Number of employees:

27. The total Assets:

F. STOCK, SHARES OR DEBENTURES IN THE USA OR CANADA

28. Does the Company or any of its subsidiaries have any of their stock, shares or debentures issued in the USA or Canada?

☐ **Yes** ☐ **No** If Yes, please answer question (a) - (e) below:

(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?

☐ **Yes** ☐ **No**

(c) The percentage traded as a total of issued share capital?

(d) If ADR's please state:

i. Whether level 1, 2 or 3

ii. Percentage traded as a total of issued share capital?

iii. Sponsored or un-sponsored?

iv. The number of ADR shareholders?

(e) Does the proposer have any debt instruments or commercial paper in the USA or Canada?

☐ **Yes** ☐ **No** If Yes, please provide details:

29. Please enclose a copy of the latest 20-F filing or similar filing made to the USA Regulatory Authorities.

☐ **Attached** ☐ **Not Applicable**

G. CHANGES AT THE COMPANY

During the past 36 months has:

30. The name of the Company changed?

☐ Yes ☐ No If Yes, please provide details:

31. Any acquisitions or disposals involving the Company taken place?

☐ Yes ☐ No If Yes, please provide details:

32. The Company merged with any other entity?

☐ Yes ☐ No If Yes, please provide details:

33. The Company changed its capital structure?

☐ Yes ☐ No If Yes, please provide details:

34. Any Subsidiary of the Company been sold or ceased trading?

☐ Yes ☐ No If Yes, please provide details:

35. Has the Company, within the past 18 months, filed any registration statement for a public offering?

☐ Yes ☐ No If Yes, please provide details:

36. Has the Company, within the past 18 months, issued any shares (common or otherwise)?

☐ Yes ☐ No If Yes, please provide details:

H. FUTURE CHANGES

Is the Company:

37. Considering any offering or share issue in the next 12 months?

☐ Yes ☐ No If Yes, please provide details:

38. Currently considering any acquisition, tender offer or merger?

☐ Yes ☐ No If Yes, please provide details:

39. Aware of any proposal relating to its acquisition by another company?

☐ Yes ☐ No If Yes, please provide details:

40. Intending a new public offering of securities within the next 12 months?

☐ Yes ☐ No If Yes, please provide details:

I. GENERAL

Has the company:

41. Changed its external auditor in the past 5 years?

☐ Yes ☐ No If Yes, please provide details:

42. Ever re-stated its financial results?

☐ Yes ☐ No If Yes, please provide details:

43. Experienced, since the date of the latest financial statements attached to this proposal, any developments which have adversely impacted the financial position of the company?

☐ Yes ☐ No If Yes, please provide details:

44. Written policies regarding the ability of Directors & Officers and employees to purchase or sell the Company's shares, including the ability to exercise share options?

☐ Yes ☐ No If Yes, please provide details:

J. ACCOUNTING POLICIES

Please give details of key accounting policies regarding:

45. Revenue Recognition

46. Off-Balance Sheet Finance

47. Asset Impairment

K. DIRECTORS AND OFFICERS

48. Have any Directors or Officers of the company resigned or been replaced in the past 12 months?

☐ Yes ☐ No If Yes, please provide details:

L. DIRECTORS AND OFFICERS LIABILITY INSURANCE

49. Has Directors and Officers Liability Insurance has been carried during the past 3 years?

☐ Yes ☐ No If Yes, please answer (a)-(c) below:

(a) The name of the Insurers:

(b) The period of the policy:

(c) The Indemnity Limit:

50. Have any Directors or Officers of the company resigned or been replaced in the past 12 months?

☐ **Yes** ☐ **No** If Yes, please provide details:

M. CLAIMS / LOSS DETAILS

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

☐ **Yes** ☐ **No** If Yes, please provide details:

52. Has the company ever been the subject of an investigation by a Regulatory body?

☐ **Yes** ☐ **No** If Yes, please provide details:

53. 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:

N. PROPOSED INSURANCE

54. Aggregate Indemnity Limit required, please indicate:

☐ \$1,000,000 ☐ \$2,000,000 ☐ \$5,000,000 ☐ \$10,000,000 ☐ Other, please state: _____

O. STAMP DUTY SPLIT

55. For the purpose of calculating Stamp Duty please confirm the number of employees in the relevant State of Australia:

NSW	VIC	QLD	SA	WA	TAS	ACT	NT	Overseas

DECLARATION

We declare that the above answers, statements, particulars and additional information are true to the very best of the knowledge and belief of the **Proposer**. After full enquiry we also confirm that we have disclosed all information and material facts that may alter the Underwriters' view of the risk, or affect their assessment of the exposures they are covering under the policy. We understand that all answers, statements, particulars and additional information supplied with this proposal form will become part of and form the basis of the policy.

We acknowledge that we have read and understood the content of the **Important Notice** contained in this proposal.

We confirm that we are authorised to complete this proposal on behalf of the Company referred to in **Question 1** of this proposal and all subsidiary companies declared in **Question 11**.

To be signed by two Executive Officers

Name: Date: Signed:
Capacity:

Name: Date: Signed:
Capacity:

APPENDIX 1 – OUTSIDE DIRECTORSHIPS

	Name of Outside Entity	Country of Incorporation	Name/s of Director Involved	Activity	Does the outside entity currently carry D&O Insurance?	a) Who is the Insurer? b) What is the limit of indemnity? c) What is the relevant Policy Number?
1.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
2.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
3.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
4.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
5.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
6.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.
7.					<input type="checkbox"/> Yes <input type="checkbox"/> No	a. b. c.