

PROPOSAL FORM

D&O Management Liability

Please answer **ALL** questions completely.

Should any question or part thereof not be applicable, please state "N/A".

Should insufficient space be provided, please continue on your company letterhead.

Kindly enclose:

- The latest audited Annual Reports / Financial Statements for the Company
- Any Offering / Capital Raising Documents / Listing Particulars published and / or released within the past 12 months or to be released / announced in the forthcoming 12 months

1. Name of Insured _____
2. Physical Address _____ code _____
3. Registration Number _____
4. Company Website _____
5. VAT Number _____
6. Describe ALL business activities _____

7. Are any of your branches based outside the borders of South Africa? Yes No
If YES, give particulars

8. During the last 12 months has
 - a. The name of the Parent Company changed Yes No
 - b. Any M&A taken place Yes No
 - c. Has any subsidiary Company been sold or ceased trading Yes No
 - d. The capital structure of the Parent Company changed Yes No

If YES to any of the above points, please provide details on a separate piece of paper

9. Are any M&A or tender offers under consideration? Yes No

10. Is the Company aware of any proposal relating to its acquisition by another Company? Yes No

11. Is the Company planning a new public offering of securities / capital raising exercise within the next year? Yes No

If YES to points 9, 10, 11 above, please provide details on a separate piece of paper

12. Is the Company
 - a. Private or public _____
 - b. Listed on the JSE Main Board or Alt X and which Sector _____

- Is the Company c. Listed on foreign stock exchanges Yes No

If YES, please specify country, stock exchange and type of listing (e.g. US ADR (and level), direct listing etc.)

13. Please list
 - a. Total number of shareholders _____
 - b. Total number of shares issued _____
 - c. Any shareholding in excess of 20% or more of the Ordinary Share Capital of the Company _____

Please provide details of each – names / percentages

Name	%

14. Provide a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company Subsidiary companies

Subsidiary companies	Country of registration	% owned by Parent Company

15. Do any Management, Officers or Employees hold any of the following?

- a. Outside Board positions (i.e. sit on any non-subsidiary Company boards) Yes No
- b. If Yes, is coverage for such position required? Yes No
- c. Were these appointments at the written behest of the Company? Yes No

(If NO, please note that cover may not be automatic for these appointments.)

If YES, please give details:

Name of Organisation	Director's Name

16. Have any Directors and / or Executive Officers of the Company resigned or been replaced in the past 12 months? Yes No

If YES, please give details:

17. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance? Yes No

18. Has the Company changed its external auditing firm in the past five years? Yes No

19. Does the Company have any plans to remove or replace its external auditor in the next 12 months? Yes No

If YES, why?

20. Have all revenue recognition/share options and accounting practices been approved by your external auditor? Yes No

If NO, why?

21. Has the Company ever restated its financial results or do they anticipate restating them? Yes No

If YES, why?

22. Does the Company anticipate having to take a significant once off charge to earnings, or a restatement of earnings, within the next 12 months? Yes No

If YES, please provide details (all matters arising thereof are excluded from cover under this policy)

23. Does the Company have corporate policies with respect to Directors, Officers and employees ability to purchase or sell the Company's shares, including the ability to exercise share options? Yes No

If YES, how often are these policies reviewed and circulated Who monitors compliance

Privacy and Data Protection

Have you as the proposer implemented the following security controls:

- 5.1 firewalls, anti-virus/anti-malware Yes No
- 5.2 processes to apply security related patches/updates within 3 months of release Yes No
- 5.3 password controls including: length of at least 8 characters; use of passwords not reasonably deemed easily guessable and account lockout as a result of at most 20 failed authentication attempts Yes No
- 5.4 default installation/administration account passwords changed from the default password and where possible accounts are disabled, deleted or renamed Yes No
- 5.5 administrative/remote access interfaces such as remote desktop protocol (RDP) are accessible exclusively over secured channels, e.g. virtual private network (VPN) Yes No
- 5.6 physical access to server rooms/sensitive processing facilities is restricted Yes No
- 5.7 Sensitive System activity logs are stored for at least 6 months Yes No
- 5.8 backup and recovery procedures for Sensitive Systems and Sensitive Data including: weekly backup generation, monitoring for successful backup generation and testing the ability to restore from backups at least every 6 months. Yes No

Claims

1. Please give details of all claims made against the Company over the last 5 years

Date of claim	Description

2. Is the Company, after enquiry, aware of any circumstances which may give rise to a claim under the proposed insurance? Yes No

If YES, please provide full details

Noth America

If North American cover is required; kindly complete the supplementary questionnaire

Employment Practices Liability

If Employment Practices Liability cover is required; kindly complete the supplementary questionnaire

Health & Safety / Environmental Exposures

If the proposer is engaged in mining / construction / manufacturing or related activities kindly complete the supplementary questionnaire

EPL

1. Number of Full-time employees _____
2. Number of Part-time employees _____
3. Does the Proposer have a Human Resources Department? Yes No

If YES, how many employees are there in this department

If NO, how is the function handled and how often are these services reviewed and audited?

4. How many officers and employees have resigned and/or been terminated (with or without cause) within the last 36 months?
- Officers _____
- Employees _____
5. Does the Company have a written human resources manual or equivalent written management guideline? Yes No
6. Do the above-mentioned manuals and guidelines include policies/procedures with respect to the following events
- a. Written application for employment Yes No
 - b. Legally prohibited discrimination Yes No
 - c. Compliance with statutes Yes No
 - d. Redundancies, termination of employment and early retirement Yes No
 - e. Employee appraisals/reviews Yes No
 - f. Confidential treatment of medical examinations Yes No
 - g. Sexual harassment Yes No
 - h. Employee disciplinary actions Yes No
 - i. Employee out-placement services Yes No
7. Are the decisions regarding these events are always subject to prior review by the Company's HR department (either internal or outsourced), legal department, or outside legal adviser?

Individual decisions are always reviewed by	HR Dept.	Legal Dept.	External Legal Advisor
Written application for employment			
Confidential treatment of medical examinations			
Legally prohibited discrimination			
Sexual harassment			
Compliance with statutes			
Employee disciplinary actions			
Redundancies, termination of employment and early retirement			
Employee out-placement services			
Employee appraisals/reviews			

8. Does the Company have an employee handbook which is accessible to all employees? Yes No

If YES, please provide details

9. Is the Company in the process of, or is the Company contemplating undergoing (in the next 18 months) any employee layoffs or early retirement (including those resulting from any type of Company restructuring or closures) Yes No
 If YES, please attach full details including the manner in which communications are provided to employees, including legal input / assistance into the process

10. Please provide full details of all wrongful terminations, discrimination and sexual harassment claims made against the Company or any of its directors, officers or employees during the last three years, including amounts of any judgment or settlements and costs of defence
 If NO such claims, please tick NONE None

11. Please provide full details of all inquiries, investigations, grievance filings or other administrative hearings (including but not limited to CCMA matters, Breaches of the Basic Conditions of Employment Act and any Breaches of the Labour Relations Act)

12. Does the Company have an employee handbook which is accessible to all employees? Yes No
 If YES, please provide full details

Health & Safety

1. Does the Company have policies and procedures in place to ensure compliance with relevant health and safety legislation? Yes No
 If NO please provide full details on how this risk is managed

2. Does the company employ a dedicated health and safety officer? Yes No
 If NO please provide full details on how this risk is managed

3. Have any reportable incidents occurred in the past 12 Months? Yes No
 If YES, what remedial actions have been implemented to rectify similar incidents from reoccurring ?

Environmental Impairment

1. Does the Company have policies and procedures in place to ensure compliance with relevant environmental impairment / pollution regulation? Yes No
 If NO please provide full details on how this risk is managed

2. Is the proposer aware of any contingencies/legal proceedings/fines/investigations relating to an Environmental Impairment issue? Yes No
 If Yes, Please provide details

Limit of Indemnity

	Option 1	Option 2	Option 3	Option 4
Quote				
Deductible				

Insurance History

Limit of Indemnity _____

Excess _____

Premium _____

Date Of expiry of Coverage _____

Retro Active Date _____

Extensions

Please state which extensions are required

Description		Yes	No
1.	Emergency Legal Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
2.	Loss Mitigation Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
3.	Extended Discovery Period	Yes <input type="checkbox"/>	No <input type="checkbox"/>
4.	New Subsidiaries	Yes <input type="checkbox"/>	No <input type="checkbox"/>
5.	Non-Executive Directors Protection	Yes <input type="checkbox"/>	No <input type="checkbox"/>
6.	Investigation Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
7.	Employment Practice Liability	Yes <input type="checkbox"/>	No <input type="checkbox"/>
8.	Run Off Cover for Retired Persons	Yes <input type="checkbox"/>	No <input type="checkbox"/>
9.	Public Relations Expenses	Yes <input type="checkbox"/>	No <input type="checkbox"/>
10.	Outside Directorships	Yes <input type="checkbox"/>	No <input type="checkbox"/>
11.	Extradition Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12.	Prosecution Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
13.	Corporate Manslaughter	Yes <input type="checkbox"/>	No <input type="checkbox"/>
14.	Bodily Injury and Property Damage Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15.	Environmental Violation Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
16.	Kidnap Response Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
17.	Crisis Loss Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
18.	Tax	Yes <input type="checkbox"/>	No <input type="checkbox"/>
19.	Civil Fines and Penalties	Yes <input type="checkbox"/>	No <input type="checkbox"/>
20.	Reinstatement	Yes <input type="checkbox"/>	No <input type="checkbox"/>
21.	North America (USA and Canada)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
22.	Libel slander and defamation of Character	Yes <input type="checkbox"/>	No <input type="checkbox"/>

Privacy

In accordance with the applicable laws, we may be required to share your personal information with other insurers, industry bodies, credit agencies and service providers. This includes information about your insurance, claims and premium payments. We do this to provide insurance services, prevent fraud, assess claims and conduct surveys. We will treat your personal information with caution and have put reasonable security measures in place to protect it. By signing this application for insurance, you agree to the processing and sharing of your personal information.

Declaration

I/We, the undersigned, declare that the statements set forth in this proposal form together with any other information supplied are true and correct and that I/we have not misstated or suppressed any material facts.

I/We agree that this proposal form together with any other information supplied by me/us shall form the basis upon which the contract of insurance is concluded and shall be incorporated therein.

I/We further undertake that in the event that the information provided changes between the date of this application and inception of cover, I/We will notify ITOO of such changes as soon as reasonably possible.

Name (duly authorised)

Designation

Signature _____

Date

Y	Y	Y	Y	M	M	D	D
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Supplementary Questionnaire on following page

Supplementary Questionnaire

North American Cover

- Please note that obtaining North American cover (USA / Canada) will attract additional premiums
- The questions below must be completed only if cover is required for claims made in the United States of America or Canada, or claims made elsewhere arising out of the Company's operations in the United States of America or Canada
- Completion of these questions will not bind the Insurer or the Company into accepting the cover

1. Please provide the total gross assets of the Group in North America _____

2. Please list all subsidiaries in North America whether wholly owned or not and include the percentage ownership in each
(Use a separate attachment if necessary)

3. For each Company, who owns the minority shareholding?

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

a. Are such stocks, shares or debentures publicly traded? Yes No

b. List the Exchange or market that such stock, shares or debentures are listed and ticker symbol

c. Type of listing (e.g. OTC, ADR Level I, II or III or direct listing) _____

d. If any stocks or shares are traded in form of ADRs / GDR's

(i) Sponsored (if so, by whom) or unsponsored _____

(ii) Percentage traded as a total of issued share capital _____

(iii) The number of ADR shareholders _____

e. What is the worldwide market capitalisation? _____

f. What is the total number of shares issued on a worldwide basis? _____

g. What percentage of market capitalisation is traded in the form of ADR's? _____

h. What percentage of total issued share capital of the Company is owned by U.S. citizens? _____ %

i. On what date was the last offer/tender/issue made? Date

Y	Y	Y	Y	M	M	D	D
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j. Was the offering subject to The US Securities Act of 1933 and/or The Securities Exchange Act of 1934? Yes No

k. Is the Company required to have an internal Audit Committee pursuant to U.S. statutes, rules or regulations? Yes No

If YES

(i) statutes, rules or regulators Yes No

(ii) Does the Audit Committee meet more than four times a year? Yes No

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

5. Has a 20-F filing been made to the USA regulatory authorities? Yes No

If YES, when was the last time and for which period If not applicable please confirm details
