



In association with **Hollard.**

PROPOSAL FORM
D&O
Management
Liability

Hollard.

Underwritten by The Hollard Insurance Co. Ltd,
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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 _____

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	
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*If **YES**, give particulars*

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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	
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10. Is the Company aware of any proposal relating to its acquisition by another Company

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

Yes		No	
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*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		
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.)

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d. Traded in any other way	Yes	No
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If **YES**, please specify country, stock exchange and type of listing (e.g. US ADR (and level), direct listing etc.)

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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	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	
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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	
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18. Has the Company changed its external auditing firm in the past five years

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

Yes		No	
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If **YES**, why

20. Have all revenue recognition/share options and accounting practices been approved by your external auditor

Yes		No	
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If **YES**, why

21. Has the Company ever restated its financial results or do they anticipate restating them

Yes		No	
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If **YES**, please provide details as to when and how this was conveyed to shareholder/s



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

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	
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If YES, please provide full details

3. Present Retroactive Date

D	D	M	M	Y	Y	Y	Y
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NORTH 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



LIMIT OF INDEMNITY

	Option 1	Option 2	Option 3	Option 4
Quote				
Deductible				

EXTENSIONS

Please state which extensions are required

Description	YES	NO
1. Emergency Legal Costs		
2. Loss Mitigation Costs		
3. Extended Discovery Period		
4. New Subsidiaries		
5. Non-Executive Directors Protection		
6. Investigation Costs		
7. Employment Practice Liability		
8. Run Off Cover for Retired Persons		
9. Public Relations Expenses		
10. Outside Directorships		
11. Extradition Costs		
12. Prosecution Costs		
13. Corporate Manslaughter		
14. Bodily Injury and Property Damage Costs		
15. Environmental Violation Costs		
16. Kidnap Response Costs		
17. Foreign Corrupt Practices Act		
18. Crisis Loss Costs		



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

D	D	M	M	Y	Y	Y	Y
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SUPPLEMENTARY QUESTIONNAIRES

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	
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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				
(ii) 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				
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 <i>If YES</i>	Yes		No	
(i) atues, 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	
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If YES, when was the last time and for which period If not applicable please confirm details

6. Is the Company required to follow U.S. Generally Accepted Accounting Principles (GAAP)

Yes		No	
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If YES, are the Company's financial statements in accordance with US GAAP

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7. Has the Company been subject to an SEC enforcement action or IRS enforcement action in the past 3 years

Yes		No	
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If YES, please provide details

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8. Does the SEC or IRS have any inquiries or requests to the Company pending

Yes		No	
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If YES, please provide details

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EPL

1. Number of Full-time employees _____

2. Number of Part-time employees _____



3. Does the Proposer have a Human Resources Department

Yes		No	
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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	
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5. Does the Company have a written human resources manual or equivalent written management guideline

Yes		No	
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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	
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*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	
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*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

<i>If NO such claims, please tick</i>	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. Are there now or have there been any employment practices claim(s) against the Proposer or any of its subsidiaries

Yes		No	
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*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	
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*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	
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*If **NO** please provide full details on how this risk is managed*

3. Details of any reportable incidents in the past 12 months

ENVIRONMENTAL IMPAIRMENT

1. Does the Company have policies and procedures in place to ensure compliance with relevant environmental impairment / pollution regulation

Yes		No	
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*If **NO** please provide full details on how this risk is managed*