

# 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 releas 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?
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 Clause

In order to provide you with insurance, we have to process your personal information. We will 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
---	---	---	---	---	---	---	---

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
---	---	---	---	---	---	---	---

- 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) 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

*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

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

7. Has the Company been subject to an SEC enforcement action or IRS enforcement action in the past 3 years? Yes  No

*If YES, please provide details*

8. Does the SEC or IRS have any inquiries or requests to the Company pending? Yes  No

*If YES, please provide details*

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			

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

*If YES, please provide full details*