



ZURICH®

Directors and Officers Liability

Proposal form

Policy number

Intermediary

Completion notes

Please read the following before completing this document.

- Answer all questions in full. If you need extra space, attach additional pages on your company letterhead (if applicable) and mark their inclusion on the proposal form;
- Please ensure you read and sign the Declaration at the end of this document.

Duty of Disclosure

Before you enter into a contract of general insurance with us, you have a duty at common law to disclose to us every matter you know, or could reasonably be expected to know that a prudent insurer would want to take into account in deciding whether to insure you and, if so, on what terms. This applies to all persons to be covered under this contract of insurance.

You have the same duty to disclose those matters to us before you renew, extend, vary or reinstate a contract of general insurance.

Your duty however, does not require disclosure of a matter:

- that diminishes the risk to be insured;
- that is of common knowledge;
- that we know or in the ordinary course of our business we ought to know;
- that we state to you that we do not want to know..

Non-disclosure or misrepresentation

If you make a material misrepresentation to us, or if you do not comply with your duty of disclosure, we may treat your policy as if it never existed.

False statement and Fraudulent acts

Your policy is based on the information supplied to us by you or on your behalf. All statements made by you or on your behalf on the proposal and/or questionnaire, in support of this policy, on any claim form or in support of any claim must be true and correct. If you take any action or make any statement in connection with this policy or any claim made under it, which is fraudulent in any way or which is supported by untrue or incorrect information, we are entitled to avoid this policy and all benefits under it will be forfeited.

Privacy Act 1993

Zurich respects your privacy. The following is brought to your attention. However this does not apply to companies.

- (a) This Proposal collects personal information about you;
- (b) The information is collected by Zurich to evaluate the insurance being sought;
- (c) The intended recipient of the information is Zurich;
- (d) The information is being collected and held by Zurich;
- (e) The collection of this information is required pursuant to the common law duty to disclose all material facts relevant to the insurance sought and is mandatory;
- (f) The failure to provide this information may result in your application for insurance being declined, or your insurance being void from the beginning;
- (g) You have rights to access, and correct this information subject to the provisions of the Privacy Act 1993.

Data sharing consent

In order to provide a seamless insurance service globally, Zurich may transfer any data Zurich has received from and any data it holds on the policyholder to other units of Zurich Insurance Group Ltd, such as branches, subsidiaries, or affiliates within Zurich Insurance Group Ltd, cooperative partners of Zurich Insurance Group Ltd, coinsurance and reinsurance companies located in the country of the policyholder or abroad.

Zurich as well as such recipients may use, process and store the data, in particular for the purpose of risk evaluation, policy execution, premium setting, premium collection, claims assessment, claims processing, claims payment, statistical evaluation or to otherwise ensure Zurich's global insurance service delivery.

If a broker or agent is acting on behalf of the policyholder, Zurich is authorised to use, process and store data of the policyholder received from such broker or agent, and to forward to such broker or agent data of the policyholder relating to the execution of the policy and the collection of premiums and payment of claims.

Zurich may procure data from government offices and third parties relating to the policyholder to assess a claim in the event of loss or damage.

All questions in this proposal form must be answered

Any question in this application that requires a Yes or No answer which is left incomplete or ambiguous will be assumed to be answered as 'No'.

1 Proposed period of insurance

Period of insurance: From / / To / / at 4pm, local time

2 Personal information

- 1. Full name of Insured Entity
- 2. Address Postcode
- 3. Website address
- Nature of business
- 5. Type of organisation (public, private, statutory body, non-profit or other)
- 6. How long has the Insured Entity continuously carried on business?

3 Shareholding

The following questions should be answered after enquiry of all directors and officers seeking cover

- 1. Does any shareholder control or own (either directly or beneficially) 10% or more of the issued share capital or voting rights of the Insured Entity or any subsidiary company? Yes No
 If Yes, please provide details, and whether there is board representation:

Name	Percentage	Board representation
.....	Yes <input type="radio"/> No <input type="radio"/>
.....	Yes <input type="radio"/> No <input type="radio"/>
.....	Yes <input type="radio"/> No <input type="radio"/>
- 2. Total number of shareholders/number of shares held by directors/officers/employees, both directly and beneficially

4 Outside directorships

- 1. Do any directors or officers hold any additional positions in any outside entity at the specific request of the Insured Entity for which cover is required? Yes No
 If Yes, please provide details and attach the relevant Annual Reports and accounts for these entities

Outside entity	Position in outside entity	Percentage owned by shareholder with more than 10% shareholding

- 2. For each of the above, please provide details of current Directors and Officers insurance

Outside Entity	Insurer	Limit of liability	Excess

5 Material changes

- 1. Has there been any change, adverse or otherwise, in the financial position of the Insured Entity or any of its subsidiary companies, or any events which have occurred which are not detailed in the Annual Reports submitted, which might materially affect the risk? Yes No
If Yes, please provide details
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- 2. Has the Insured Entity publicly announced that it is considering any acquisitions, tender offers or mergers at the present time? Yes No
If Yes, please provide details
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- 3. Has the Insured Entity or subsidiary company sold, acquired or merged with any other company in the last 3 years? Yes No
If Yes, please provide details
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- 4. Has the Insured Entity been the subject of any attempted takeover bid/offer in the last 3 years or is aware of any current proposals relating to its takeover by any other company? Yes No
If Yes, please provide details
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- 5. Has the Insured Entity issued any prospectus in the last 3 years or publicly disclosed its intention to make any new public offering of securities within the next year? Yes No
If Yes, please provide details. If prospectus liability cover is required, please provide a copy of the prospectus document for underwriting consideration.
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6 Claims information

- 1. Has there been or is there now pending against any director or officer of the Insured Entity or its subsidiary companies or against any outside director a Claim against them in their capacity as such? Yes No
If Yes, please provide details
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- 2. Is any director or officer after enquiry, aware of any circumstances which might give rise to a Claim, including but not limited to any act, error, omission, misrepresentation, breach of duty or misconduct? Yes No
If Yes, please provide details
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(If knowledge exists, any action made or intimated will not be covered by this proposed insurance).
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- 3. Is any director or officer after enquiry, aware of any facts or circumstances which might affect the ability of the Insured Entity or its subsidiary companies to meet its debts as and when they fall due? Yes No
If Yes, please provide details
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6 Claims information (continued)

4. Has there been any civil fine or penalty imposed against the Insured Entity or its subsidiary companies or against any of its directors or officers within the last 3 years? Yes No
 If Yes, please provide details

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5. Has any Insurer ever declined or refused to renew or imposed any restrictive conditions on any insurance of this nature? Yes No
 If Yes, please provide details

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7 Directors and Officers Liability Insurance

Details of Directors & Officers Liability and Company Reimbursement insurance held during the last three years:

Insurer	Expiry date	Limit of Liability	Excess

What Limit of Liability is required?

Excess required?

Documents to be attached

Please attach to this proposal form:

- the latest audited, consolidated Annual Report of the Insured Entity or audited financial statements of the past 2 financial years
- the latest interim financial statements of the Insured Entity if 1. above are more than 9 months old
- the latest audited Annual Report of the Insured Entity's ultimate holding company, if applicable, and
- list of the Insured Entity's current subsidiary companies, if not detailed in 1. above.

8 Employment Practices Liability (optional extension)

Limit of Indemnity required \$

Employees – How many employees does the Insured Entity have in the following categories:

Officers _____ Employees _____

Officers shall mean those individuals concerned with the management of the Insured Entity, including all Directors. Employees shall mean all those not included as Officers.

Outline the number of employees and workers of the Insured Entity for the past 3 years.

	20	20	20
Full time employees			
Part time employees			
Temporary workers			
Contract workers			

8 Employment Practices Liability (continued)

Does the Insured Entity anticipate any facility, or office closings, consolidations or retrenchments within the next 24 months? Yes No
If 'Yes', please provide details, including how many employees will be affected

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(i) Has the Insured Entity acquired or sold any companies in the past five years Yes No

(ii) Did the purchase or sale include assumption or transfer of liabilities? Yes No

(iii) With respect to acquired companies, were any employees or officers terminated, or does the Insured Entity plan in the next eighteen months to terminate any employees or officers? Yes No

(iv) Have there been any inquiries, investigations, grievance filings or other administrative hearings previously filed with or currently before any local or governmental agency governing employer responsibility to employees? Yes No

If you answered 'Yes', to any part of the above questions, please provide details

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9 Declaration

Does the Insured Entity or any subsidiary company conduct business in the United States of America or Canada? Yes No

If No, please sign and date in the section below.

If Yes, please complete the USA/Canada questionnaire on page 7 and 8.

Signature of this form does not bind the Insureds or Zurich to complete the insurance

We hereby declare that the statements and particulars in this proposal are true and that we have not mis-stated or suppressed any material facts. We agree that this proposal form with any other information supplied by us shall form the basis of any contract of insurance effected thereon. We undertake to inform Zurich of any material alteration to these facts whether occurring before or after completion of the contract of insurance.

Signature of Chairman or Managing Director	Date
X	/ /

Signature of Executive Officer	Date
X	/ /

United States of America/Canada questionnaire

To be completed if the Insured Entity or its subsidiary companies have any assets, operations or employees in the United States of America or Canada.

Name of Insured Entity

Please list names of subsidiary companies incorporated, resident or domiciled in the United States of America and/or Canada, the nature of their activities and their total assets and employee numbers.

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1. Has the Insured Entity or any of its subsidiary companies had shares traded on a listed Stock Exchange in the United States of America and/or Canada? Yes No
If Yes, please provide details

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2. Has the Insured Entity or any of its subsidiary companies made a public offering in the United States of America and/or Canada within the last three years? Yes No
If Yes, please provide details

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3. Has the Insured Entity or any of its subsidiary companies publicly disclosed their intention to make any public offering in the United States of America and/or Canada within the next twelve months? Yes No
If Yes, please provide details

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4. Has the Insured Entity publicly disclosed that it has under consideration any acquisition, tender offer, merger or divestiture? Yes No
If Yes, please provide details

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5. Has the Insured Entity or any of its subsidiary companies been required to make any filings to the Securities and Exchange Commission of the United States or been subject in any way to the U.S. Securities Act of 1933 and/or the U.S. Securities Exchange Act of 1934 or any amendments? Yes No
If Yes, please provide details

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6. Is there any shareholder or group of affiliated shareholders who control or owns (either directly or beneficially) 5% or more of the common equity shares? Yes No
If Yes, please provide names and the percentage holding

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United States of America/Canada questionnaire (continued)

7. Does the Insured Entity or any of its subsidiary companies have any American Depository Receipts (ADR) facility? Yes No
- If Yes, please provide the following details
- (a) date the facility was established
 - (b) name(s) of the sponsor
 - (c) size of the facility in terms of capitalisation
 - (d) number of shares issued
 - (e) ratio of ADR shares to foreign shares

8. What is the current trading share price and the highest and lowest share prices in the last twelve months?

Current trading price	Highest price	Lowest price

9. Has the Insured Entity, subsidiary companies, a director or officer or other proposed insured persons been involved in any of the following:
- (a) Anti-trust, copyright or patent litigation? Yes No
If Yes, please provide details
 - (b) Civil or criminal action or proceeding or charges with violation of a federal or state securities law or regulation? Yes No
If Yes, please provide details
 - (c) Class actions, representative actions or derivative suits? Yes No
If Yes, please provide details

We hereby declare that the statements and particulars in this questionnaire are true and that we have not mis-stated or suppressed any material facts. We agree that this proposal form with any other information supplied by us shall form the basis of any contract of insurance effected thereon. We undertake to inform Zurich of any material alteration to these facts whether occurring before or after completion of the contract of insurance.

Signature of Chairman or Managing Director	Date
X	/ /

Signature of Executive Officer	Date
X	/ /