



**HERBERT INSURANCE**  
GROUP LIMITED

## Directors & Officers Liability Proposal

### Proposer Details

|   |  |
|---|--|
| Name of Proposer                        |  |
| All Subsidiary Companies to be included |  |
| Postal Address                          |  |
| Website Address                         |  |
| Period of Insurance                     |  |

### Cover required

|                    |  |
|--------------------|--|
| Limit of Indemnity |  |
|--------------------|--|

### Optional Extensions

|   |  |
|---|--|
| Do you require any of the following optional extensions to cover?   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| (a) Extended Reporting Period   |  |
| (b) Outside Directorships   |  |
| (An outside directorship is a position held as a director, officer, trustee, governor, councillor, secretary or equivalent position in any entity which is not a subsidiary of the company in which the position is held with the knowledge and consent or at the specific request of the company.)<br>If "Yes", please attach the following details in respect of each outside directorship/entity:  |  |
| <ul style="list-style-type: none"> <li>• Name of the outside entity</li> <li>• Nature of activities on the outside entity</li> <li>• Percentage owned by company</li> <li>• Name and the percentage ownership of each party holding 5% or more of the share capital of the outside entity</li> <li>• Country of incorporation</li> <li>• Type of entity(ies) currently carry directors and officers/trustees or association liability insurance please provide details of the insurer, limit of indemnity and any excess applicable.</li> </ul> |  |
| PLEASE ATTACH A COPY OF THE LATEST FINANCIAL REPORTS OF EACH OUTSIDE ENTITY   |  |
| Please provide details of Trusteeships held by directors or officers in the company's own Superannuation Fund   |  |
| Name of director/officer  | Name of fund   |
|   | Position held  |
|   |  |
|   |  |

### Business Details

|   |  |
|---|--|
| Please describe the principal business of the company   |  |
|   |  |
|   |  |
| Date on which business was established  |  |
| Does the company conduct any business in the USA or Canada or any of their states and territories?  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| If "Yes", please complete and attach a "North American Exposure: supplementary questionnaire"   |  |
| Will the board of directors be relying upon the company's independent legal and financial advisers when under taking:   |  |
| <ul style="list-style-type: none"> <li>(a) Major transactions</li> <li>(b) Solvency tests</li> <li>(c) Distributions</li> <li>(d) Acquisition of own shares</li> <li>(e) Redemption of share</li> </ul> |  |
| If "No", please provide details of the procedures the board of directors has in place   |  |

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| Please give details of all committees run for the company (e.g. audit, corporate governance) |          |         |
|--|----------|---------|
| Name of Committee  | Function | Members |
|  |          |         |
|  |          |         |

**Board Details**

| Name of director or officer | Qualifications | Date of appointment | Position |
|-----------------------------|----------------|---------------------|----------|
|                             |                |                     |          |
|                             |                |                     |          |

**Financial Details**

|   |
|---|
| 1. Has there been any change in the financial position or capital structure of the company, or is there any trend or event not reflected in the annual report and financial statement attached to this proposal that might materially affect the financial position shown in those statements? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. Is any proposed insured person aware of facts or circumstances which might affect the ability of the company to meet all its debts as and when they fall due? <input type="checkbox"/> Yes <input type="checkbox"/> No   |
| 3. If you answered "Yes" to either 1 or 2 above, please provide full details.   |
|   |
|   |

**Ownership**

|   |                 |  |                |
|---|-----------------|--|----------------|
| 1. Please indicate the ownership structure of your company  |                 |  |                |
| Private   | Public Listed   | Public – Listed on Australian Stock Exchange |                |
| Public – Listed on foreign stock exchange   | Other (Specify) |  |                |
| 2. Does any shareholder or associated group of shareholders own or control (directly or beneficially) more than 10% of the share capital of the company? <input type="checkbox"/> Yes <input type="checkbox"/> No |                 |  |                |
| If "Yes", please provide full details of the shareholders and the percentage owned/controlled   |                 |  |                |
| Shareholder   |                 |  | Percentage     |
|   |                 |  |                |
|   |                 |  |                |
| 3. Please provide the total numbers of:   |                 |  |                |
| (a) shares issued   |                 |  |                |
| (b) shareholders  |                 |  |                |
| (c) shares held by directors, officers or employees   |                 |  |                |
| Name of Director, officer, employee   | No. shares held | Name of director, officer, employee          | No. share held |
|   |                 |  |                |
|   |                 |  |                |

**Announced Changes**

|  |
|--|
| 1. Has the company publicly revealed that it has under consideration at the present time any acquisitions, tender offers or mergers <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. Are there at the present time any proposals of which company is aware relating to it's acquisition by any other entity? <input type="checkbox"/> Yes <input type="checkbox"/> No          |
| 3. Has the company publicly announced its intention to make and new public offering of securities within the next year? <input type="checkbox"/> Yes <input type="checkbox"/> No             |
| 4. If "Yes" to any of the above, please provide full details   |
|  |
|  |

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Claims experience – Director & Officers

after enquiry, has there been (or is there now pending) any claim against any proposed insured person... 2. After enquiry, do any circumstances exist the might give rise to a claim against any proposed insured person? 3. Has any director, officer or senior employee ever been involved in a company that has been in receivership or liquidation? 4. Has any director, officer or senior employee ever been declared bankrupt? 5. If you have answered "Yes" to questions 1, 2, 3 or 4 above please provide full details

Claims experience – Company

1. After enquiry, has there been (or is there now pending) any investigation, examination, inquiry or other proceedings in relation to the affairs of the company? 2. After enquiry, do any circumstances exist which could be reasonably be expected to give rise to any event described above? 3. If "Yes" to 1 or 2, please provide full details

Prior Insurance

1. does the company presently carry, or has ever carried, Directors & Officers Liability Insurance? If "Yes", please provide the following details: Insurer: Expiry Date: Limit of Indemnity: Excess: Premium: 2. After enquiry, has the company or any proposed insured person ever been refused this type of insurance or had similar insurance cancelled, or had an application for renewal declined or special terms imposed?

Enclosures

Please enclose all the following documents with this proposal (tick to indicate enclosure) The last two annual reports and financial statements (including audit report) of the company The last interim statement, or management accounts, of the company (if the annual financial statements are more than six months old) Copy of any relevant excerpt of the board minutes for the last 3 meetings Additional (please specify)

Privacy Act

Pursuant to the Privacy Act 1998 the following is brought to your attention: This proposal collects personal information about you. The information is collected to evaluate the insurance that you seek. The intended recipient of the information is Herbert Insurance Group Limited. The information is collected and held by Herbert Insurance Group Limited, Suite 2601, 5 Lawson Street, Southport Qld 4215. The collection of this information is required pursuant to the common duty to disclose all material facts relevant to the insurance sought and is mandatory. The failure to provide this information may result in your application for insurance being declined or your insurance being void from the beginning. You have rights of access to and correction of this information, subject to the provisions of the Privacy Act 1998.

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**HERBERT INSURANCE**  
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**Your Duty of Disclosure**

You have a duty to tell Certain Underwriters at Lloyd's of London any information which would influence the Certain Underwriters at Lloyd's of London's decision whether to provide cover and on what terms. All information must be complete and accurate and may include any information not directly asked for above. Remember, you are not only required under the Duty of Disclosure to disclose such information at commencement of cover, you are also bound to disclose the information at each renewal. If you do not provide all of this information Certain Underwriters at Lloyd's of London may avoid you insurance cover from the commencement of your policy. This means you will be treated as though you never had a policy at all so any claim you make would not be paid.

I/We declare that: 1. The particulars and answers given above are in every respect correct and that there is no further information likely to affect the acceptance of this insurance 2. This Proposal shall be the basis of the contract between me/us and Certain Underwriters at Lloyd's of London, and I am/we are willing to accept cover subject to Certain Underwriters at Lloyd's of London policy conditions and any special terms they may require.

I/we authorise: Certain Underwriters at Lloyd's of London to give and obtain from other Insurance Companies, Insurance Brokers, Insurance Claims Register Ltd or any other party any information relating to this or any other insurance held or previously held by me/us and any claim(s) made by me/us.

I/we understand that: 1. The information collected is evaluative material for the purpose of deciding whether to issue insurance cover. The intended recipient is Certain Underwriters at Lloyd's of London exclusively represented by Herbert Insurance Group Limited, Suite 2601, 5 Lawson Street, Southport Qld 4215. 2. Certain Underwriters of Lloyd's of London may refuse to provide the insurance cover if I/we fail to provide the information sought. 3. I/we have certain rights of access to and correction of this information, subject to the provisions of the Privacy Act 1998.

**Signed:**

**Name:**

**Position:**

**Date:**

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