



Proposal Form

CorporateGuard Prospectus Liability Insurance

When Completing this Proposal Form:

- This is a Proposal Form for a policy relating only to Claims first made against the Insured during the Policy Period.
- Please answer **all** questions giving full and complete answers.
- If the space provided on the Proposal Form is insufficient, please use a separate **signed** and **dated** sheet in order to provide a complete answer to any question.
- Please ensure that the Proposal Form is properly **signed** and **dated**.

Details of the Proposer

- (a) Name of Company:
 - (b) Name of Company contact:
 - (c) Company contact email address:
 - (d) Address of Head Office:
 - (e) Country of Registration:
 - (f) The Company has been operating since:
 - (g) Company's website address:
2. Please list all Subsidiaries of the Company for which the cover is required under this policy:

Name of Company	% of Ownership	Country of Registration
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Note: In the questions which follow a reference to the "Company" is to be taken as a reference to the Company referred to in Q1(a) and the Subsidiaries referred to in Q2 above



3. (a) Are any of the Company's Securities Publicly Traded? Yes ☐ No ☐

If "Yes", please indicate below which type of Securities are publicly traded and give specific details of these Securities by separate attachment

Equity ☐

Debt ☐

Mixed ☐

- (b) Total Number of Voting Shares:

- (c) Total Number of Voting Shareholders:

- (d) Total Number of Voting Shares owned by the Company's Directors and Officers both directly and beneficially:

- (e) Does any Shareholder own 15% or more of the Voting Shares directly or beneficially?

Yes ☐ No ☐

- (f) Are there any Shareholders which, directly or beneficially, own less than 15% of the Voting Shares and have Board Representation?

Yes ☐ No ☐

If "Yes", please provide the Names of these Shareholders and their Percentage of Holdings.

- (g) Are there any Other Securities Convertible to Voting Shares?

Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

4. During the Last Three (3) Years has:

- (a) the Name of the Company changed? Yes ☐ No ☐

- (b) any Acquisition or Merger involving the Company taken place? Yes ☐ No ☐

- (c) any Subsidiary of the Company been sold or ceased trading? Yes ☐ No ☐

- (d) the Capital Structure of the Company changed? Yes ☐ No ☐

If the answer to the above is "Yes", please provide details using a separate attachment.

5. (a) Other than as may be described in the Disclosure Documents forming part of this proposal, has the Company any Acquisition, Tender Offer or Merger, pending or under consideration?

Yes ☐ No ☐



(b) If "Yes", has this been approved by the Board of Directors? Yes ☐ No ☐

Date of approval:

6. Is the Company:

(a) Listed on the New Zealand Stock Exchange? Yes ☐ No ☐

(b) Listed on any USA Stock Exchange? Yes ☐ No ☐

(c) Listed on any other foreign Stock Exchange? Yes ☐ No ☐

If "Yes", please specify the Stock Exchange and Type of Listing (e.g. ADR or direct listing)

(d) Listed on any Unlisted Securities Market or Exempt Stock Exchange? Yes ☐ No ☐

(e) Traded in any other way? Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

7. Does the Company have any Assets in, or Business Activities with, the USA or Canada? Yes ☐ No ☐

8. Does the Company or any of its Directors and Officers have Directors' & Officers' Liability Insurance currently in force?

Yes ☐ No ☐

If "Yes", please state:

(a) Insurer:

(b) Name of Insured:

(c) Indemnity Limit:

(d) Expiry Date:

9. Has the Company ever had any Insurer decline a proposal, impose any special terms, cancel or refuse to renew a Directors' & Officers' Liability Insurance Policy?

Yes ☐ No ☐

10. Have any Directors or Executive Officers of the Company resigned or been replaced in the past 12 months?

Yes ☐ No ☐

If "Yes", please advise who and why using a separate attachment.

11. Has the Company changed its External Auditor in the Past 5 Years? Yes ☐ No ☐

If "Yes", please advise the firms involved and why using a separate attachment.

12. Does the Company intend to change its External Auditor in the Next 12 Months? Yes ☐ No ☐

If "Yes", please advise why using a separate attachment.



13. Have all the Revenue Recognition Practices used by the Company been approved by its External Auditor?

Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

14. Does the Company or any of its Directors and Officers have any interests in any partnerships or special purpose vehicles or entities which are in any way related to the Company?

Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

15. Has the Company ever Re-stated its Financial Results?

Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

16. Does the Company anticipate incurring a significant One Time Charge to earnings, or having to Re-State Earnings, in the next 12 months?

Yes ☐ No ☐

If "Yes", please provide details using a separate attachment.

Disclosure Documents (including any USA SEC Registration Statement)

17. Please provide the following details for the Disclosure Documents (Note Disclosure Document means, without limitation, Prospectuses, Information Memoranda, Investment Statements, Authorised Advertisements and the like (including any USA SEC Registration Statements) for which cover is required under this policy. (Please use an extra attachment if necessary).

Filing Date	Disclosure Document	Document Registration Number



Claims Information

Enquiries should be made of all Directors and Appropriate Staff before answering these questions.

18. Has there ever been, or is there now pending, any claim against any Directors or Officers of the Company in their capacity as Directors or Officers of the Company?
Yes ☐ No ☐
19. Is the Company aware of any facts which might give rise to a claim being made against any Directors or Officers in their capacity as Directors or Officers of the Company?
Yes ☐ No ☐
20. Has any Director or Officer ever been subject to any prosecution, disciplinary action, been fined or penalised, or been the subject of an inquiry or investigation in their capacity as a Director or Officer of any organisation?
Yes ☐ No ☐
21. Is the Company aware of any facts which might give rise to a claim being made against the Company?
Yes ☐ No ☐

If the answer is "Yes" to any one of Questions 19, 20, 21 or 22, please provide details using a separate attachment

Optional Extension

22. Additional Insureds

Do you want the policy to cover parties other than the Company and its Directors and Officers for Securities Claims (as defined by the policy) made against them?

Yes ☐ No ☐

If "Yes", please provide the following details.

	Cover Requested	Listed in the Disclosure Document or Registration Statement
(a) Controlling Shareholder	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>
(b) Selling Shareholders	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>
(c) Underwriters	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>

Note:

- (i) **Each Additional Insured requesting cover under this policy must Complete and Submit to AIG an Approved Declaration which is available Upon Request.**
- (ii) **If cover is required for Underwriters please submit a copy of the Underwriting Agreement including all Indemnities, Representations and Warranties given by the Company.**



Signing this proposal does not bind the proposer or the insurer to complete this insurance.

Declaration

We hereby declare after due enquiry of all Directors and Officers that the information and answers given in this proposal are in every respect true and correct and that all information that may be material in considering this proposal has been fully and accurately disclosed to AIG Insurance New Zealand Limited in writing in a manner which would not mislead a prudent insurer.

We agree that this proposal and declaration shall be the basis of and incorporated in the insurance contract and that the insurance contract may be avoided if (amongst other things) any statement in this proposal is "substantially incorrect" and "material" as both those terms are defined in the Insurance Law Reform Act 1977.

We undertake to inform AIG Insurance New Zealand Limited of any material alteration to the above information whether occurring before or after the completion of this insurance contract.

We authorise the disclosure of personal information held by any party regarding my previous insurances for the purposes of arranging this insurance.

We authorise AIG Insurance New Zealand Limited to give to or obtain from any other insurer or any Insurance Broker or any other party information relating to this insurance or any other insurance held by us or any claim made by us in connection with this insurance proposal.

We understand that:

- **We are obliged to advise AIG Insurance New Zealand Limited of any information which may be material to its consideration of this application. This information includes all information we know (or could reasonably be expected to know) which could influence the judgment of AIG Insurance New Zealand Limited whether or not to accept this application and (if it is accepted) on what terms, including cost and otherwise.**
- Failure to provide any of this information may result in AIG Insurance New Zealand Limited refusing to provide the insurance.

We have certain rights of access to and correction of this information, without prejudice to AIG Insurance New Zealand Limited's rights if information is inaccurate.

Signed _____

Title _____

(to be signed by Partner/Director or Principal or equivalent)

Company _____

Date _____



Please Enclose with this Proposal Form

1. A copy of the final Disclosure Documents (including any USA SEC Registration Statements) for which cover is required under this policy.
2. A copy of the Due Diligence Committee's report(s).
3. The last two Annual Reports and Financial Statements for the Company and the last two Interim Financial Statements for the Company (if applicable).
4. All Disclosure Documents (including any USA SEC Registration Statements) issued by the Company in the Last 5 Years, including any amendments thereto.
5. If cover for Underwriters is requested please attach a copy of the Underwriting Agreement including all Indemnities, Representations & Warranties given by the Company.
6. Declarations Signed and Dated by each Additional Insured for which cover is requested under Question 22.



Bring on tomorrow

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