



Proposal Form CorporateGuard Directors' & Officers' Liability Insurance

Important Notice

- 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

1. Name of Company:
2. Address of Head Office:
3. Country of Registration:
4. (a) How long has the Company continually carried on business?
(b) Describe the business activities of the Company:
5. During the last three years has:
 - (a) The name of the Parent Company changed? Yes ☐ No ☐
 - (b) Any acquisition or merger involving the Company taken place? Yes ☐ No ☐
 - (c) Any subsidiary company been sold or ceased trading? Yes ☐ No ☐
 - (d) The capital structure of the Parent Company changed? Yes ☐ No ☐

If the answer to any of the above is "Yes", please provide details

6. (a) Has the Company publicly revealed that any acquisition, tender offer or merger is pending or under consideration? Yes ☐ No ☐
(b) Is the Company aware of any proposal relating to its acquisition by another company? Yes ☐ No ☐
(c) Is the Company intending a new public offering of securities within the next year in New Zealand or elsewhere? Yes ☐ No ☐

If the answer to any of the above is "Yes", please provide details



- 7.** Is the Company:
- | | |
|--|--|
| (a) Private | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (b) Public? | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (c) Listed on the New Zealand Stock Exchange? | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (d) Listed on the New Zealand Alternative Exchange? | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (e) Listed on any foreign stock exchanges? | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (f) Listed on any Unlisted Securities Market or Exempt Stock Exchange? | Yes <input type="checkbox"/> No <input type="checkbox"/> |
| (g) Traded in any other way? | Yes <input type="checkbox"/> No <input type="checkbox"/> |

If (e), (f) or (g) is "yes", please specify

- 8.** Please list:
- (a) Total number of shareholders:
- (b) Total number of shares issued:
- (c) Total number of shares held by Directors and Officers (both direct and beneficial):
- (d) All holdings representing 10% or more of the Company's Ordinary Share Capital:

- 9.** Please give the names of the current Directors and Officers of the Company:

- 10.** Please give a complete list of all subsidiary companies owned by the Parent Company other than those shown in the last Annual Report and Accounts:

Name of Subsidiary	Percentage Owned	Jurisdiction of Incorporation
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- 11.** Does the Company or its Subsidiaries have any assets or business activities in the USA or Canada?
- Yes ☐ No ☐

If "Yes", please complete the attached North America Supplementary Questionnaire in the attached Schedule 2 if cover is requested for those activities.



12. Does the Company's business extend or has it ever extended to activities outside New Zealand?

Yes ☐ No ☐

If "Yes", please state which countries were involved, what work was undertaken and what proportion of total fees/revenue were obtained from each country.

Country	Work Undertaken	Percentage of Revenue

13. Does the Company or any Director or Officer have Directors' & Officers' Liability Insurance currently in force?

Yes ☐ No ☐

If "Yes", please state:

- (a) Insurer
- (b) Indemnity Limit
- (c) Expiry Date

14. Has the Proposer ever had any Insurer decline a proposal, imposed any special terms, cancelled or refused to renew a Directors & Officers Liability Insurance Policy?

Yes ☐ No ☐

If "Yes", please give details.

15. Do any of the Directors or Officers hold (at the specific request of the Company) any executive positions on any joint venture, Associated Company or other unrelated entities?

Yes ☐ No ☐

If "Yes" and you would like this policy to provide cover for those Board positions please provide details in the attached Schedule 1.

Note: An Insolvency Exclusion will apply to any cover we agree to provide for an Outside Directorship.

We will consider removing this Exclusion if we are provided with recent audited Financial Statements for the Outside Entity.

If we agree to provide cover for an Outside Directorship, the cover will apply in excess of any indemnity from the Outside Entity and in excess of any cover provided under the Outside Entity's insurance policies.



- 16.** Have any Directors and / or Executive Officers of the Company resigned or been replaced in the past 12 months?

Yes ☐ No ☐

If "Yes," who and why?

- 17.** Has the Company changed its external auditing firm in the past five years? Yes ☐ No ☐

If "Yes," why?

- 18.** Does the Company have any plans to remove or replace its external auditor in the next 12 Months?

Yes ☐ No ☐

If "Yes," why?

- 19.** Have all revenue recognition practices been approved by your external auditor in the last five years?

Yes ☐ No ☐

If "No," please provide details.

- 20.** Does the Company, any of its subsidiaries or any of its Directors and/or Officers have any interests in any partnerships or Special Purpose Vehicles or Entities?

Yes ☐ No ☐

If "Yes," please provide details.

- 21.** Has the company ever restated its financial results? Yes ☐ No ☐

If "Yes," please provide details.

- 22.** Does the Company have corporate policies with respect to Directors', Officers' and employees' ability to purchase or sell the company's stock, including the ability to exercise stock option?

Yes ☐ No ☐

If "No," why?



Claims Information

- 23.** After inquiry of the Directors' & Officers of the Company, has there been or is there now pending a claim against them in their capacity as Directors or Officers of the Company or its Subsidiaries?

Yes ☐ No ☐

If "Yes", please give details.

- 24.** Is the Proposer aware, after enquiry, of any circumstance or incident which may give rise to a claim against any Director or Officer of the Company in their capacity as such?

Yes ☐ No ☐

If "Yes", please give details.

- 25.** Is the Proposer aware, after enquiry, of any prosecution (actual or pending) of the Company or any Director or Officer under the Fair Trading Act, Companies Act, Commerce Act or any other legislation in New Zealand or other similar legislation in any other country?

Yes ☐ No ☐

If "Yes", please give details.

- 26.** Has the Company or any Director or Officer ever been subject to any disciplinary action, been fined or penalised, or been the subject of an inquiry in their capacity as a Director or Officer?

Yes ☐ No ☐

If "Yes", please give details.

Additional Coverage Extensions

- 27. Retired Directors & Officers Cover**

This Extension provides seven (7) years run-off cover for Retired Directors and Officers in the event that the policy is not renewed or replaced with a similar policy at the end of the Policy Period.

Would you like a non-binding quotation for this Extension? Yes ☐ No ☐

- 28. Crisis Containment**

This Extension provides the Company with a fund of \$50,000 to spend on crisis management services should a Crisis (as defined in the policy) occur during the Policy Period.

Would you like a non-binding quotation for this Extension? Yes ☐ No ☐

- 29. Corporate Extortion**

This Extension provides cover to the Company and its Directors and Officers for ransom monies and consultants fees incurred by them in respect of a kidnapping or extortion which occurs during the Policy Period.

Would you like a non-binding quotation for this Extension? Yes ☐ No ☐

If "Yes", please complete our Corporate Guard Corporate Extortion Supplementary Questionnaire, available from AIG.



30. Employment Practices Liability Insurance

This is a separate policy specifically designed to cover the Company and its Directors', Officers' and Employees for employment-related claims.

Would you like a non-binding quotation for this Extension? Yes ☐ No ☐

If "Yes", please discuss with your broker. You will be required to complete a separate EPLI proposal form.

31. Prospectus Liability Insurance

This is a separate policy specifically designed to cover the Company and its Directors', Officers and Employees for claims made against them in respect of a specific prospectus.

Would you like a non-binding quotation for this Policy? Yes ☐ No ☐

If "Yes", please complete our CorporateGuard Prospectus Liability Proposal Form.

32. Statutory Liability Insurance

This is a separate policy specifically designed to cover the Company and its Directors, Officers and Employees for claims made against them in respect of an inadvertent breach of Statute.

Would you like a non-binding quotation for this Policy? Yes ☐ No ☐

If "Yes", please complete our CorporateGuard Statutory Liability Proposal Form.

33. Superannuation Trustees Liability

This is a separate policy specifically designed to cover the exposures associated with the operation of the Company's superannuation fund, including claims made against the trustee and its officers and fidelity losses sustained by the fund.

Would you like a non-binding quotation for this Policy? Yes ☐ No ☐

If "Yes", please complete our CorporateGuard Superannuation Trustees Liability Proposal Form.

34. Crime

This is a separate policy which insures the Company against direct financial loss it sustains as a result of theft by employees or other persons.

Would you like a non-binding quotation for this Policy? Yes ☐ No ☐

If "Yes", please complete our CorporateGuard CrimeManager Proposal Form.

35. Amount of Indemnity required (please tick)

☐ \$1 million ☐ \$5 million ☐ \$10 million
☐ Other - please state

Please Enclose With This Proposal Form:

- The last two Annual Reports and Accounts for the Company.
- The last two Interim Statements (if applicable).
- Any other Prospectus Type Document issued in the last 12 months.



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.

SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER OR THE INSURER TO COMPLETE THIS INSURANCE.

(NB: Declaration must be signed by two duly authorised Company Representatives)

Signed: _____

Name:

Title:

Signed: _____

Title:

Date:



Schedule 1: Details of Outside Directorships

Name of Outside Entity	Does the Outside Entity provide an Indemnity for the Outside Director(s)?	Does the Outside Entity have current D&O Insurance?	Who is the D&O Insurer?	What is the D&O Policy Limit?	What is the D&O Policy Number?
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
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	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			
	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>			



Schedule 2: North American Activities Supplementary Questionnaire

When completing this Supplementary Questionnaire...

- Please answer all questions giving full and complete answers.
- Please ensure that this Supplementary Questionnaire is properly signed and dated.

1. Please give the total gross assets of the Company in North America.

2.
 - (a) Please list all wholly owned subsidiaries incorporated, resident or domiciled in North America together with a brief description of their business activities.

 - (b) Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each.

 - (c) For each company outlined in (b) above - Who owns the minority stock?

3.
 - (a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America?

Yes ☐ No ☐

If "Yes":

 - (i) On what date was the last offer/tender/issue made?

 - (ii) Was the offer subject to The United States Securities Act of 1933 and/or The Securities Exchange Act of 1934 and/or any amendments thereto?

Yes ☐ No ☐

 - (iii) Are the stocks, shares or debentures listed on any stock exchange in North America?

Yes ☐ No ☐

 - (iv) (If any stocks or shares are traded in form of ADR and/or ADR 144A programs, please advise:
 - (a) in which exchange are they traded?
 - (b) whether they are sponsored or unsponsored?
 - (c) the total size of the program?
 - (d) the percentage traded as a total percent of issued share capital?
 - (e) the number of ADR shareholders?
 - (f) all holdings representing 10% or more of the issued ADR shares?



(b) Does the Company or any of its subsidiaries have any debt instruments or commercial paper in North America?

Yes ☐ No ☐

If "Yes", please give details:

4. Are you under a 20-F filing obligation with the USA regulatory authorities?

Yes ☐ No ☐

If "Yes", please provide copies:

If "No", under what exemption:

5. Does the Company or any of its subsidiaries intend making an offering of the type referred to in question 3 above, within the next 24 months?

If "Yes", please give details.

6. Is the Company required to have an internal Audit Committee pursuant to U.S. statutes, rules or regulations?

Yes ☐ No ☐

If "Yes":

(a) Does the Company have an internal Audit Committee in compliance with U.S. statutes, rules or regulations?

Yes ☐ No ☐

(b) Does the Audit Committee meet more than four times a year?

Yes ☐ No ☐

7. Is the company required to follow US. Generally Accepted Accounting Principles (GAAP)? Yes ☐ No ☐

If "Yes," are the company's financial statements in accordance with US GAAP? Yes ☐ No ☐

8. Has the company been subject to an SEC enforcement or an Internal Revenue Service (IRS) enforcement in the past 5 years?

Yes ☐ No ☐

If "Yes," please provide details.

.....

9. Does the SEC or IRS have any inquiries or requests to the

Company pending?

Yes ☐ No ☐

If "Yes," please provide details.



We declare that the statements and particulars in this Supplementary Questionnaire are true and that no material facts have been misstated or suppressed after enquiry.

Signed _____

Name

Title

Date:



Bring on tomorrow

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