

# PROPOSAL FORM DIRECTORS AND OFFICERS LIABILITY INSURANCE

1. The proposal form must be completed and signed by a Chairperson and either Managing Director, Chief Executive Officer or equivalent of the proposer company who is duly authorised by the proposer to do so and then after full enquiry of all persons to be covered
2. Completing and signing this proposal form does not bind SHA to enter into a contract of insurance
3. A legal duty is owed to the insurers to disclose all facts, matters, or circumstances known or reasonably expected to be known to the proposer or any proposed insured person which are material to or which may influence the insurer in the consideration and judgement of the risk being proposed, its acceptance and the particular terms upon which it may be underwritten by the insurers
4. The proposal form is not exhaustive, which means that, after evaluating the answers, SHA might have additional questions. If there is insufficient space in this questionnaire to provide answers or information, please use additional sheets
5. By completing and signing this proposal form, you accept and acknowledge that you have read and fully understood its contents and their possible effect in relation to the contract of insurance that may be entered into as a consequence
6. Please attach the following information to the proposal form, as is applicable:
  - 6.1. Latest annual report and audited financials for the company
  - 6.2. Newly established companies – business plan, 5 year financial forecast and CV's of directors
  - 6.3. Corporate governance procedures / reports
  - 6.4. Risk and Audit Committee terms of reference / charter / performance evaluation
7. This is a 'claims made' liability insurance policy. It only provides cover if:
  - 7.1. a claim is made against the Insured, by some other person, during the period of insurance; and
  - 7.2. the claim arises out of a wrongful act committed, attempted or alleged to have been committed or attempted after the date of continuous cover stipulated in the schedule

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## MAIN CONTACT REGARDING THIS RISK ASSESSMENT

1. Name and Surname
  2. Position
  3. Phone number
  4. E-Mail address
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## COMPANY OVERVIEW

1. Company name
2. Principal address
3. Postal address
4. Phone number
5. VAT registration number
6. Company registration number
7. Website
8. Date of Incorporation  
and subsequent re-registration/  
name changes
9. Financial year end
10. Total Revenue
11. Total Assets
12. Principal activities
13. Type of organisation

Sole Proprietor

Private Company – (Pty) Ltd

Personal Liability Company – Inc.

Public Company – Ltd

State Owned Company – SOC

Non-Profit Company – NPC

14. Are any of the proposer's subsidiaries to be included (shared limit)?

NO YES

If YES, please provide the following details:

Name	% Owned	Date created/acquired	Country of incorporation	Activities (if different from parent)
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For the rest of the proposal form, questions must be answered in such a way to disclose information pertaining to subsidiaries also.

Insurers will not be held liable for the proposer's failure to comply with local insurance regulations in territories outside of South Africa in which they operate. Accordingly, claims payment will be in local territory only if non-admitted coverage is permissible. Claims payment will be subject to legal permissibility of coverage in territory.

15. Is the proposer party to any joint venture arrangement or partnership agreement?

NO YES

If YES, please attach details including Partnership Agreements

Please attach a copy of the audited financial statements as at latest year-end. If exempt from submitting audited financial statements in terms of section 30 (7) of the Companies Act 2008, please provide full details of exemption and alternative arrangements in place.

## DETAILS OF OWNERSHIP

1. Is the Company itself a subsidiary?

NO YES

If YES, please provide name of the ultimate holding company and country of incorporation

2. Shareholder details

- i. Total number of shareholders
- ii. Total number of shares issued
- iii. Total number of shares held by Directors (both direct and beneficial)
- iv. Percentage voting rights held by directors
- v. Any shareholding in excess of 20% or more of the Ordinary Share Capital of the Company

Please provide details of each – names / percentages

Name	Percentage
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3. On which public exchange are the Company's securities traded?

Not publically traded	JSE Main Board	ZAR X
4AX	A2X	Foreign Exchange
Other		

If **OTHER / FOREIGN**, please specify  
Country

Name of Exchange

Type of Listing

4. Does the Company utilise means to monitor and verify the trading activity of its directors, officers and employees to ensure compliance with the company's insider trading policy?

Not traded	No	Yes
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If **NO**, please provide details below

5. 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?

Not traded	No	Yes
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If **YES**, how often are these policies reviewed and circulated? Who monitors compliance?

If **NO**, please provide details below

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## CORPORATE STRUCTURE

1. Other than in response to a change of accounting standards, has the proposer ever restated its financial results?

NO YES

If **YES**, please provide details below

2. At any time during the last three (3) years

i. Has the Company replaced its external auditors or legal advisors?

NO YES

ii. Has the Company's revenue recognition or other accounting practices been approved by the external auditors?

NO YES

- iii. Has the Company changed or is it considering changes to its revenue or other accounting practices? NO YES  
If **YES** to any of the above, please attach details including details of any qualifications made by and any changes recommended by such external auditor
- iv. Has the name of the Company changed? NO YES  
If **YES**, please attach Companies and Intellectual Property Commission CoR form
- v. Have any acquisitions or mergers involving the proposer taken place? NO YES
- vi. Has any subsidiary company been sold or ceased trading? NO YES
- vii. Has the capital structure of the proposer changed? NO YES
- viii. Has any rights issue taken place? NO YES  
If **YES**, to any of the above, please attach supporting documents, including, but not limited to, prospectus, a decision by the Competition Commission of South Africa, etc.
- ix. Has the Company received any investor complaints? NO YES
- x. Are there any material recommendations by any regulatory authority by whom the Company and its Directors are regulated, outstanding or not implemented at present, following a regulatory visit? NO YES  
(These include, but are not limited to, any inquiry by an organ of the state (i.e. judiciary, competition commission, public protector, national prosecuting authority, etc.)
- xi. Have any directors and / or executive officers of the proposer resigned or been replaced? NO YES  
If **YES** to any of the any of the above, please provide details below
3. Is the Company at present:
- i. Aware of any acquisition, tender offer or merger pending or under consideration? NO YES
- ii. Aware of any proposal relating to its acquisition by another company? NO YES
- iii. Intending a new public offering of debt or equity securities within the next 12 months? NO YES  
If **YES** to any of the any of the above, please provide details below
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## RISK AND AUDIT

1. Does the Company have an audit and risk committee as prescribed in the Companies Act?

NO YES

If **NO**, please provide details on how the Board and accounting officer of the company gain the assurance they require on governance, risk management, the control environment and the integrity of the financial statements?

If **YES**, please attach the following

- i. Audit and Risk Committee Terms of Reference
- ii. Audit and Risk Committee Charter
- iii. Audit and Risk Committee calendar of activities
- iv. Audit and Risk Committee Performance Evaluation

2. In the event of a claim falling under the insurance policy being applied for, does the Company agree to allow insurers access to the minutes of audit and risk committee meetings?

NO YES

3. Does the insured have any direct or indirect exposure to Colombia, Brazil, Mexico, Ecuador, Peru, Philippines, Honduras, Chechnya, Zimbabwe, Nigeria, Somalia, Sudan, Chad, DRC, Congo, Ethiopia, Afghanistan, Iraq, Iran, Pakistan, Russia, Belarus, Ukraine, Cuba and North Korea? Or to any sanctioned individuals or entities?

NO YES

If **YES**, please provide details:

4. Is the insured in full compliance with all US, EU and UK sanctions requirements?

N/A NO YES

If **NO**, please provide details:

## PRIVACY AND DATA PROTECTION

1. Who will be tasked with the responsibility of compliance with POPIA?

2. How will this individual ensure the organisation is POPIA compliant

## OUTSIDE DIRECTORSHIPS

1. Do any management, directors, officers or employees hold any of the following?

i. Outside Board positions (e.g., sit on any non-subsidiary company boards)?

NO YES

ii. Were these appointments at the written behest of the Company?

NO YES

If **NO**, please note that cover may not be automatic for these appointments

If **YES**, underwriters may require to see Financial Reports and Accounts of these Companies

## SAFETY AND HEALTH

1. Does the Company have policies and procedures in place to ensure compliance with relevant health and safety legislation? NO YES
  
  2. Does the company employ a dedicated health and safety officer? NO YES
  
  3. Does the Company have policies and procedures in place for identifying hazards and reducing accidents and exposure to situations harmful to its human resources? NO YES  
 If **YES**, please attach policies and procedures  
 If **NO**, please provide full details on how this risk is managed
  
  4. Have any reportable incidents occurred in the past 12 Months? NO YES
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## ENVIRONMENTAL IMPAIRMENT

1. Does the Company have policies and procedures in place to ensure compliance with relevant environmental / pollution legislation? NO YES
  
  2. Does the company employ a dedicated health and safety officer? NO YES
  
  3. Does the Company have policies and procedures in place for identifying hazards and reducing accidents and exposure to situations harmful to the environment? NO YES  
 If **YES**, please attach policies and procedures  
 If **NO**, please provide full details on how this risk is managed
  
  4. Is the proposer aware of any contingencies/legal proceedings / fines / investigations relating to an Environmental Impairment? NO YES
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## NORTH AMERICA

*(If territorial limits of this policy are to extend to North America = The United States of America, being the 50 States of the Union plus the District of Columbia, Canada and any territory operating under the laws of or subject to the jurisdiction of courts of the aforementioned territories)*

1. Is the proposer or any subsidiary incorporated in North America?

If **YES**, please provide the total gross assets in North America

NO YES

2. Does the Company have any stock, shares or debentures, debt instruments or commercial paper in North America?

If YES:

i. Are such stocks, shares or debentures publicly traded?

NO YES

ii. Are any stocks or shares traded in the form of ADRs / GDR's:

NO YES

iii. What percentage of market capitalisation is traded in the form of ADR's?

NO YES

iv. What percentage of total issued share capital of the Company is owned by U.S. citizens?

NO YES

v. On what date was the last offer/tender/issue made?

NO YES

vi. Was the offering subject to The US Securities Act of 1933 and/or The Securities Exchange Act of 1934?

NO YES

vii. Has a 20-F filing been made to the USA regulatory authorities

NO YES

If **YES**, when was the last time and for which period

viii. Has the Company been subject to an SEC enforcement action or IRS enforcement action in the past 3 years?

NO YES

ix. Does the SEC or IRS have any inquiries or requests to the Company pending?

NO YES

*Please attach details of any local Directors and Officers policies in place*

## PREVIOUS LOSSES AND EXISTING CIRCUMSTANCES

1. Has any insurance of this nature even been cancelled by any insurer?

If **YES**, please provide details below

NO YES

2. Have any claims ever been notified under a Directors & Officers Insurance Policy?

If **YES**, please provide details below

NO YES



3. Are there any pending or prior claims or circumstances against anyone who will be covered under this insurance in their capacity as director of the proposer or any other company? NO YES

If **YES**, please provide details below

4. Has the proposer or any of its directors and officers and employees ever been involved in any of the following:
- i. Anti-competitive behaviour NO YES

ii. Any wilful breach of trust or wilful misconduct proceedings NO YES

iii. Been ineligible or disqualified from holding a fiduciary position NO YES

iv. Exceeded their authority NO YES

v. Employment related dispute NO YES

If **YES**, please provide details below

## INSURANCE HISTORY AND REQUIREMENTS

1. 1. Details of current Directors and Officers Liability insurance:

Period of Insurance

Limit of Indemnity

Excess

Retroactive cover

*Please attach expiry policy and wording in order for us to revert back with comparable quotation. Premium information may be redacted*

2. Coverage Requirements

Option 1

Option 2

Option 3

## INFORMATION ATTACHED TO THE FORM

- 1 Latest annual report and audited financials for the company
- 2 Newly established companies – business plan, 5 year financial forecast and CV's of directors
- 3 Corporate governance procedures / reports
- 4 Risk and Audit Committee terms of reference / charter / performance evaluation

## DECLARATIONS

1. I/We declare that the above statements are true and complete
2. At the present time, other than as stated above, I/We have no reason to anticipate any claim being brought against me/us that would constitute a claim under the Insurance now being renewed or applied for
3. I/We declare that, in the event of this being a renewal of a policy currently insured via SHA Risk Specialists a division of Santam Limited, there have been no material alterations to the risk as submitted to underwriters originally, and if a new application that all material facts have been disclosed
4. I/We agree that this declaration shall form, together with the proposal form, the basis of the contract between me/us and the Insurers, and that I/We are properly authorised to sign this declaration.
5. Due to SHA's FSCA Licensing status and, in light of the requirements set out in the Protection of Personal Information Act 2013 (POPIA), we are not, strictly speaking, allowed to contact you directly and would generally communicate with you via your broker. However, there may be instances where we may need to contact you directly in order to advise you of important matters relating to your Policy. Therefore, please indicate below how you would prefer to be contacted in the unlikely event that we should need to contact you directly.

SMS

E-Mail

Phone

Mobile

Post

### CHAIRMAN

### MANAGING DIRECTORS / CEO

Name

Name

Signed

Signed

Date

Date

## PROTECTION OF PERSONAL INFORMATION ACT

We understand that the information provided in this application for insurance and all documentation provided with it may be deemed to be personal information in terms of the Protection of Personal Information Act 2013 (the POPI Act) and we will accordingly take all reasonable steps to ensure that your information is processed / used / stored in accordance with the POPI Act and for the following purposes:

- |  |   |   |
|--|---|---|
| <ul style="list-style-type: none"> <li>• To verify the information disclosed herein against any other source;</li> <li>• To communicate with you directly should you request us to and in accordance with relevant regulatory requirements;</li> <li>• To compile non-personal statistical information to assist in assessing similar risks;</li> <li>• To assess the risk to be underwritten</li> </ul> | <p>and, if a Policy of Insurance is issued pursuant to and based upon such information, to use the disclosed information at claims stage to assess any claims that may be made against any such Insurances;</p> <ul style="list-style-type: none"> <li>• To transmit your personal information to any affiliate, subsidiary, service provider/consultant/advisor or re-insurer so that we can provide insurance services to you and to</li> </ul> | <p>enable us to further our legitimate interests including statistical analysis, reinsurance and credit control;</p> <ul style="list-style-type: none"> <li>• To combat insurance fraud and properly evaluate risks, we will store your personal information on a shared database created by the South African Insurance Association (SAIA) in order to verify it against available sources and databases on the system.</li> </ul> |
|--|---|---|

### Personal Information of Minors (Complete if Applicable)

If any information provided herein relates to a Minor (i.e. a child under the age of 18) we require that a competent person (parent/legal guardian) provide consent to the processing of such information for the above purposes and for any purpose that is compatible therewith.

I,  
(full name of competent person), hereby provide my consent to the processing of any information provided herein relating to

(name of minor whose personal information is disclosed herein) for the purpose as disclosed above. I further understand that I have the right to withdraw this consent at any time but that this may mean that any insurance issued pursuant to this application may be terminated and/or that any claims issued against such insurance may not be able to be finalised.

### Further disclosures

Please note that there may be instances where we will be required to transfer your personal information outside South African borders, generally for purposes of furthering the Insurer's legitimate interests regarding reinsurance or for the processing of any claim that arises outside South African borders. However, before transferring your personal information, we will ensure that the entity to whom the information is being transferred is subject to similar data protection conditions as those imposed by the POPI Act failing which we will advise you accordingly and request your consent to transfer information as required.

Note that the provision of the information required/requested herein is mandatory as it is necessary for us to accurately underwrite the insurances, which you are hereby applying for, and if any information is withheld or is misrepresented the Insurer may be entitled to void any insurances issued pursuant to this application.

Although any insurance issued pursuant to this application will be reviewed annually (where appropriate) it is your responsibility to ensure that the information provided to the Insurer remains accurate and up to date, we therefore encourage you to contact us at any time to advise us of changes to the information provided.

In addition, you may contact us at any time to exercise the following rights that you have in terms of the POPI Act (subject to any regulatory obligations placed on us/Santam Ltd):

- To request that we provide you with access to your personal information held/processed by us;
- To request that we erase or correct your personal information that we hold (where appropriate/possible);
- To request that we transfer any personal information held by us to you or to any other person/system selected by you in a structured, commonly used and machine-readable format;
- To request that we restrict the processing of your personal information for reasons provided for in the POPI Act.

Should you wish to lodge a complaint regarding our compliance with the POPI Act or in respect of the processing of your personal information, please contact the Santam Client Care department (contact details below):

**Email:** complaints@santam.co.za  
**Telephone:** 0860 102 725  
**Fax:** (021) 915 7434

Alternately, you also have the right to approach the South African Information Regulator (contact details below) should the above process not adequately address your concerns.

**Email:** complaints.IR@justice.gov.za  
**Postal address:** PO Box 31533  
Braamfontein, Johannesburg, 2017

**Physical address:**  
JD House, 27 Stiemens Street  
Braamfontein, Johannesburg, 2001