

IMPORTANT FACTS RELATING TO THIS PROPOSAL

You should read the following advice before proceeding to complete this proposal

1. Statement pursuant to the Insurance Act (Cap 142) or any amendments thereof: You are to disclose in this application, fully and faithfully, all the facts which you know or ought to know, otherwise the policy issued may be void.

2. No insurance is in force until this application is accepted by us in accordance with policy terms, conditions and exclusions.

3. If your proposal is accepted, it is a condition precedent to our liability under the policy that the premium must be paid to and received by us within 60 days from the inception of the insurance, failing which the policy shall be deemed to be automatically terminated and a prorata premium will be charged for the period that we are on risk.

4. Duty of Disclosure

Before you enter into a contract of general insurance with an insurer, you have a duty, to disclose to the insurer every matter that you know, or could reasonably be expected to know, is relevant to the insurer's decision whether to accept the risk of insurance, and if so, on what terms.

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

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

- that diminishes the risk to be undertaken by the insurer;
- that is of common knowledge;
- that your insurer knows or, in the ordinary course of his business, ought to know;
- as to which compliance with your duty is waived by the insurer.

Non-disclosure

If you fail to comply with your duty of disclosure, the insurer may be entitled to reduce its liability under the contract in respect of a claim, refuse to pay the claim or may cancel the contract. If your non-disclosure is fraudulent, the insurer may also have the option of avoiding the contract from its beginning.

5. This Directors & Officers Liability and Company Reimbursement Insurance Policy is issued on a claims made and notified basis. This means that the policy responds to claims first made against you during the policy period and notified to the insurer during that policy period.

The policy does not respond to any claim arising out of facts or circumstances of which you were aware at any time prior to the policy period which would have put a reasonable person in your position on notice that a claim may be made against you. (Some cover may be available under the Continuous Cover extension for innocent non-disclosure of facts and circumstances – but only if you are continuously insured under a professional indemnity policy issued by Allied World Assurance Company, Ltd from the time when you first become aware of such facts or circumstances to the time when you notify a claim arising from those facts and circumstances to Allied World Assurance Company, Ltd).

The policy does not respond to any claim resulting from an act, error or omission occurring or committed by you prior to the retroactive date, where a retroactive date is specified in the policy terms which are offered to you.

Once the policy period has expired, no notification of claims or facts or circumstances can be made on the policy even though:

- (a) the event giving rise to the claim against you may have occurred during the policy period.
- (b) you may have first become aware of the facts or circumstances giving rise to the claim during the policy period.

This policy does not contain a clause allowing you to notify facts or circumstances during the policy period.

6. Completing Your Proposal

When completing your proposal you are obliged to report and provide full details of all facts or circumstances which have become known to you and which would put a reasonable person in your position on notice that a claim may be made against you.

This is important so as to ensure:

- (a) if you are currently insured with Allied World Assurance Company, Ltd and you notify such facts or circumstances prior to the expiry of the policy, that you are covered under your current policy in respect of any claim arising out of those facts or circumstances; and
- (b) that you make proper disclosure (refer 'Duty of Disclosure' pursuant to the Insurance Contracts Act) in order that your entitlement to full indemnity under your new policy is not placed in jeopardy.

In this Proposal the Proposers for insurance are:

- (a) the proposed Insured individuals (the present or past directors, executive officers, company secretaries or employees of the proposed Insured entity, its current subsidiaries and past subsidiaries (if applicable)).
- (b) the proposed Insured entity (referred to as the Company in this Proposal), its current subsidiaries and past subsidiaries (if applicable, see question").

Please ensure that all questions are answered fully and accurately.

SECTION A - DETAILS OF THE COMPANY

1. Name of Company (include all subsidiary companies for whom cover is required)

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2. Telephone Number	Fax Number
Email Address	Website Address

3. Address of Principal Office

4. Address(es) of Branch Office(s)

5. Date Company Established

6. Country of Registration / Incorporation

7. Please state the nature of the business of the Company and its subsidiaries.

8. Is the Company a subsidiary of another company? Yes ☐ No ☐

If 'Yes',

(a) Please state the name of the ultimate holding company and its country of registration and enclose the latest audited annual report and accounts of that company. Yes ☐ No ☐

(b) During the last three years has the name of the ultimate holding company changed? Yes ☐ No ☐

If 'Yes' please provide details:

9. Has the Company previously carried on business under any other name(s)? Yes ☐ No ☐

If 'Yes', please provide details:

10. Is the Company:

(a) A public company;	Yes <input type="checkbox"/>	No <input type="checkbox"/>
i. Listed on the Singapore Stock Exchange?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
ii. Listed on a Stock Exchange outside Singapore?	Yes <input type="checkbox"/>	No <input type="checkbox"/>

If 'Yes', please provide details:

iii. Unlisted?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(b) A Proprietary Company?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(c) A Non-profit Entity? (exempt from income tax)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(d) A Co-Op / Mutual?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(e) Other, please specify: _____	Yes <input type="checkbox"/>	No <input type="checkbox"/>

11. Please list: (a) Total number of shareholders: (b) Total number of shares issued:

Current Subsidiaries

12. Please give the following details for each of the Company's current subsidiaries other than those shown in the last Report and Accounts:

Name of Subsidiary	Principal Address	% Owned	Date Acquired or Created	Country of Registration or Incorporation

Past Subsidiaries					
13. Do the Proposers require cover in respect of any past subsidiaries?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please give the following details for each past subsidiary.					
Name of Subsidiary	Principal Address	% Owned	Date Acquired or Created	Country of Registration or Incorporation	
Future Subsidiaries					
14. Are the Proposers aware of any proposals for the Company or any subsidiary to acquire any company or business or create any new subsidiaries?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes' please provide details:					
15. Are any subsidiary's shares traded on the Singapore Stock Exchange, any securities exchange or any stock exchange outside Singapore?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes' please provide details:					
Name of Subsidiary			Stock Exchange		
16. Please state the names of shareholders who hold directly or beneficially 15% or more of the voting shares or rights of the Company or any subsidiary.					
Name of Subsidiary	Company in which Shares are Held	Percentage Held			
17. Please state the number of shares of the Company or any subsidiary held by the directors and executive officers of the Company or any subsidiary (directly or beneficially).					
Name of Director / Executive Officer Shareholder	Company in which Shares are Held	No. of Shares Held			
18. During the last three years has:					
(a) Any acquisition or merger involving the Company taken place?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
(b) Any subsidiary company been sold or ceased trading?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
(c) The capital structure of the Parent Company changed?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:					
19. Has the Company or any subsidiary acquired, sold, disposed of or merged with any company, subsidiary or business during the last three years?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details with relevant dates.					
Details			Date		

20. Are the directors and executive officers of the Company and its subsidiaries aware of any proposals for the Company or any subsidiary to acquire, sell, dispose of or merge with any company or business?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
21. Has the Company been the subject of any takeover or bid during the last three years?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
22. Are the directors and executive officers of the Company and its subsidiaries aware of any proposals relating to the takeover of the Company by another company?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
23. Is the Company intending a new public offering of securities within the next year in Singapore or elsewhere?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
24. Does the Company or any of its subsidiaries:				
(a) Conduct business or own assets in the USA or Canada?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
Name of Company / Business	Nature of Business	Gross Assets owned in the USA and Canada	Revenue Generated from the USA and Canada	
(b) Have any employees in the USA or Canada?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please state the total number of employees.				
(c) Have any debt or equity instruments or commercial paper (including American Depositary Receipts) traded in the USA or Canada?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
25. Does the Company or any of its subsidiaries have any plans to conduct business, acquire assets or trade debt or equity instruments or commercial paper in the USA or Canada?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
26. Has the Company or any subsidiary made any offer for the raising of capital by debt or equity or issued any prospectus in the last three years?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
Details of Offer			Date of Offer	
27. Are the directors and executive officers aware of any plans to make any such offer or issue any prospectus in the future?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				
28. Does the Company or any of its subsidiaries act as manager of any funds or properties for or on behalf of third parties?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:				

29. Since the last annual report and accounts was issued has there been any significant change in the financial position, capital structure or operation of the Company or any subsidiary which might materially affect the financial position shown in that annual report and accounts?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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If 'Yes', please provide details (or on behalf of third parties?):

SECTION B - DIRECTORS & OFFICERS DETAILS

1. Is the composition of the board of directors as stated in the most recent annual report and accounts of the Company as enclosed with this Proposal?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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If 'No', please provide details of the current board of directors of the Company.

Name	Position Held	Date Appointed	Qualifications	Age

2. Has any former or current director or executive officer of the Company or its subsidiaries (current or past) ever been declared bankrupt?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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If 'Yes', please provide details:

Name of Director / Executive Officer	Date Declared Bankrupt

3. Has any former or current director or executive officer of the Company or its subsidiaries (current or past) ever been a director of an organisation placed in receivership, liquidation or provisional liquidation?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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If 'Yes', please provide details:

Name of Director / Executive Officer	Name of Organisation

SECTION C - COVERAGE DETAILS

Limit of Liability

1. Limit of Liability	Option 1	Option 2	Option 3

Deductible (Self Insured Retention)

2. (a) Directors & Officers Liability	Option 1	Option 2	Option 3
(b) Reimbursement of the Insured Entity	Option 1	Option 2	Option 3

SECTION D - OPTIONAL EXTENSIONS

Please indicate if the following extensions are required:

1. Outside Directorships in Outside Companies - current and future	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(a) Do any of the directors or officers of the Company hold (at the specific request of the Company) any executive positions on unrelated entities?	Yes <input type="checkbox"/>	No <input type="checkbox"/>

If 'Yes', please provide details of each Outside Directorship held by a proposed Insured Person in an Outside Company at the specific request of the Company or its subsidiaries, for which cover under this extension is required.

Name of Outside Company	Name of Person	Appointment Held

2. Employment Practices Liability - Entity Cover	Yes <input type="checkbox"/>	No <input type="checkbox"/>
3. Pollution Defence Costs	Yes <input type="checkbox"/>	No <input type="checkbox"/>
4. Pollution Statutory Derivative Actions	Yes <input type="checkbox"/>	No <input type="checkbox"/>
5. Securities Actions – Entity Cover	Yes <input type="checkbox"/>	No <input type="checkbox"/>

SECTION E - INSURANCE HISTORY

1. Have the proposed Insured Persons and the Company and its subsidiaries had any other directors & officers insurance in force during the last three years?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details of the last insurance held.					
Name of Insurer		Limit of Liability		Renewal Date	
2. Has any insurer in respect of the risks to which this Proposal for insurance relates ever:				Yes <input type="checkbox"/>	No <input type="checkbox"/>
(a) Declined a proposal, refused renewal or terminated an insurance?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
(b) Required an increased premium or imposed special conditions?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes' to either of the above, please provide details:					
3. After enquiry 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 <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:					
4. Has any claim ever been made or civil or criminal proceedings brought against any proposed Insured Person in their capacity as director, executive officer, company secretary or employee (whether in relation to the activities of the Company, its subsidiaries or any other company in which the proposed Insured Persons hold or have held office)?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:					
Date	Brief Details of each Claim / Proceeding	Cost (if any) of Claim / Proceeding			
		Paid \$	Estimate Outstanding \$		
5. Has any proposed Insured Person ever received a notice to attend an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body in connection with the affairs of the Company, its current and past subsidiaries or any other company in which the proposed Insured Persons hold or have held office?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:					
Circumstances of Notice		Date Received		Costs Incurred	
6. Has the Company or any of its subsidiaries been liable to pay any costs under a Statutory Derivative Action?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
Date	Brief details of each Claim / Proceeding	Cost (if any) of Claim / Proceeding			
		Paid \$	Estimate Outstanding \$		
7. After enquiry, are any of the Proposers aware of any facts or circumstances that may:					
(a) Be reasonably expected to produce a claim or lead to civil or criminal proceedings against any proposed Insured Person?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
(b) Be reasonably expected to result in an official investigation, examination, inquiry or other proceedings being ordered or commissioned by an official body in connection with the affairs of the Company or its current or past subsidiaries?				Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes' to either (a) or (b), please provide details:					

8. Has there been or is there now pending any prosecution of the Company or its current or past subsidiaries under any Commonwealth, State or foreign legislation, regulation or by-law including but not limited to the Corporations Law or the Trade Practices Act?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:		
9. Has any claim ever been made or threatened or civil or criminal proceedings brought or threatened against the Company or its current or past subsidiaries in relation to employment policy or practices, for example, unfair dismissal, discrimination, harassment or defamation?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
If 'Yes', please provide details:		
SECTION F - ATTACHMENTS		
Please enclose the following with this Proposal:		
<ul style="list-style-type: none"> • The last two Annual Reports and Accounts. • The latest Interim Statement, if applicable. • If a share issue has taken place in the last 12 months, a copy of the Prospectus. • If the Company is a subsidiary, the last Annual Report and Accounts of the ultimate holding company. • The last two Annual Reports and Accounts for the Company. • The last two Interim Statements (if applicable). • Any other Prospectus Type Document published in the last 12 months. 		
SECTION G - DECLARATION		
I / We the undersigned authorised proposed Insured Persons declare that;		
<ul style="list-style-type: none"> • I am / We are authorised by each of the other Proposers to make this Proposal. • The above statements are true and complete. • No information material to this Proposal has been withheld. • I / We have read the important facts which you have put before me and I / We understand the advice given in relation to the duty of disclosure and the claims made basis of this form of insurance. • I / We understand that no insurance is in force until such time as the insurer has confirmed acceptance of the proposed insurance. • I / We undertake to inform the insurer of any material alteration to these facts occurring before completion of the contract of insurance. 		
SIGNATURE	TITLE	
DATE		
<p>Notes:</p> <p>(a) Chairman of the Board or Managing Director only must sign this Proposal.</p> <p>(b) Signing this Proposal does not bind the Proposers to complete the insurance.</p> <p>We recommend that you keep a record, including copies of letters and this Proposal, of all information supplied to us for the purpose of entering into this insurance contract.</p> <p>(NB: To be signed by the Chairman and one other Executive Officer)</p>		
SIGNATURE	TITLE	
DATE		
SIGNATURE	TITLE	
DATE		