

DIRECTORS & OFFICERS LIABILITY INSURANCE PROPOSAL FORM

In completing the Proposal Form please ensure that questions are answered fully and accurately and where necessary schedules giving further explanation are provided.

IMPORTANT NOTICE CONCERNING DISCLOSURE

It is your duty to disclose all material facts to Underwriters.

A material fact is one that is likely to influence an Underwriter's judgement and acceptance of your proposal. If your proposal is a renewal of an existing policy, it should also include any change in facts previously advised to Underwriters. If you are in any doubt as to whether or not facts are considered material, you should disclose them.

Please enclose with this proposal form:

- The last two Annual Reports and Accounts for the Company
- The last two Interim Statements (if applicable)
- Any offer document/listing particulars published in the last 12 months.

Proposer Details

Vat No.:

1. Name of Company:	
---------------------	--

2. Address of Head Office:	
Telephone No.: / Fax No.:	
Email address:	

3. Country of Registration:	
-----------------------------	--

4. (a) How long has the Company continually carried on business?	
(b) State business activities of the Company and its subsidiaries?	

<p>5. During the last five years has:</p> <p>(a) the name of the parent company changed?</p> <p>(b) any acquisition or merge taken place?</p> <p>(c) any subsidiary company been sold or ceased trading?</p> <p>(d) the capital structure of the parent company changed?</p> <p style="padding-left: 40px;">If "Yes" please give details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
--	---

<p>6. (a) Has the Company any acquisition, tender offer or merger pending or under consideration?</p> <p>(b) Is the Company aware of any proposal relating to its acquisition by another company?</p> <p>(c) Is the Company intending a new public offering of securities within the next year anywhere in the world?</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	---

<p>7. Is the Company:</p> <p>(a) Private?</p> <p>(b) Public?</p> <p>(c) Listed on the stock exchange?</p> <p>(d) Listed on foreign stock exchange?</p> <p style="padding-left: 40px;">Please specify</p> <p>(e) Listed on the Unlisted Securities Market?</p> <p>(f) Traded in any other way?</p> <p style="padding-left: 40px;">Please specify</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	---

<p>8. Please list:</p> <p>(a) Total number of shareholders:</p> <p>(b) Total number of shares issued:</p> <p>(c) Total number of shares held by Directors & Officers (both direct and beneficial):</p> <p>(d) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each:</p>	<p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>
---	--

<p>9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts:</p>	<p>.....</p>
--	--------------

<p>10. Give a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts:</p>	<p>.....</p>
--	--------------

<p>11. Does the Company or any Director or Officer have Directors & Officers Liability Insurance currently in force?</p> <p>If "Yes" please state:</p> <p>(a) Insurer:</p> <p>(b) Indemnity limit:</p> <p>(c) Expiry date:</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>.....</p> <p>.....</p> <p>.....</p>
--	--

<p>12. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance?</p> <p>If "Yes" please give details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	---

North American Cover

Questions 13, 14, 15 and 16 are to be completed only if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada.

<p>13. Please give the total gross assets of the Group in North America:</p>	<p>.....</p>
--	--------------

<p>14. (a) Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each:</p> <p>(b) For each company - who owns the minority stock?</p>	<p>.....</p> <p>.....</p>
--	---------------------------

<p>15. (a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America?</p> <p>If "Yes":</p> <p>(i) On what date was the last offer/tender/issue made?</p> <p>(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?</p> <p>(iii) If any stocks or shares are traded in the form of ADR's, please advise:</p> <p>(a) whether they are sponsored or un-sponsored?</p> <p>(b) the percentage traded as a total of issued share capital?</p> <p>(c) the number of ADR shareholders?</p> <p>(b) Does the Company or any of its subsidiaries have any debt instruments or commercial paper in North America?</p> <p>If "Yes" please give details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>.....</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>.....</p> <p>Sponsored <input type="checkbox"/> Un-sponsored <input type="checkbox"/></p> <p>.....</p> <p>.....</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	---

<p>16. Has a 20-F filing been made to the USA regulatory authorities?</p> <p>If not applicable please confirm details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	--

The following questions are to be completed by all applicants

Claims Information

<p>17. Have claims ever been made against any past or present Director or Officer of the Company or its subsidiaries?</p> <p>If "Yes" please give details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
---	--

<p>18. Is the proposer aware, after enquiry, of any circumstance or incident which may give rise to a claim?</p> <p>If "Yes" please give details:</p> <p>.....</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
--	--

Indemnity Limit

<p>19. Amount of Indemnity required (please tick)</p> <p><input type="checkbox"/> \$500,000.00 <input type="checkbox"/> \$1,000,000.00 <input type="checkbox"/> \$5,000,000.00</p> <p><input type="checkbox"/> Other - please state</p>

Employment Practices Liability

<p>20. Do you require Employment Practices Liability cover?</p> <p>If "Yes" please complete Questions 21 - 27 on the supplementary sheet attached. These questions form part of the proposal document.</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
--	--

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

Declaration

I/We declare that the statements and particulars in this proposal are true and that no material facts have mis-stated or suppressed after enquiry. I agree that this proposal, together with any other information supplied shall form the basis of any contract of insurance effected thereon. I/We undertake to inform the Insurers of any material alteration to those facts occurring before the completion of the contract of insurance.

Signed by Principal/Partner

Name (Please print)

Signature Date

Employment Practice Liability

Questions 21, 22, 23, 24 and 25, are only to be completed if cover is required in respect of Employment Practice Liability.

<p>21. Does the proposer have a Human Resources Department?</p> <p>If "Yes" how many employees are there in this department?</p> <p>If "No" how is the function handled?</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>.....</p> <p>.....</p>
--	--

<p>22. How many officers and other employees have resigned, been terminated (with or without cause) or have taken early retirement within the last 24 months:</p> <p>Employees Officers</p>
--

<p>23. (a) Does the proposer have a written human resources manual or equivalent written management guidelines?</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>										
<p>(b) Please tick box if the manual/guidelines indicate a policy on procedure with respect to the following events:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Written application for employment <input type="checkbox"/></td> <td style="width: 50%;">Confidential treatment of medical Examinations <input type="checkbox"/></td> </tr> <tr> <td>Legally prohibited discrimination <input type="checkbox"/></td> <td>Sexual harassment <input type="checkbox"/></td> </tr> <tr> <td>Compliance with statutes <input type="checkbox"/></td> <td>Employee disciplinary actions <input type="checkbox"/></td> </tr> <tr> <td>Redundancies, termination of employment & early retirement <input type="checkbox"/></td> <td>Employee out-placement services <input type="checkbox"/></td> </tr> <tr> <td>Employee appraisals/reviews <input type="checkbox"/></td> <td></td> </tr> </table>		Written application for employment <input type="checkbox"/>	Confidential treatment of medical Examinations <input type="checkbox"/>	Legally prohibited discrimination <input type="checkbox"/>	Sexual harassment <input type="checkbox"/>	Compliance with statutes <input type="checkbox"/>	Employee disciplinary actions <input type="checkbox"/>	Redundancies, termination of employment & early retirement <input type="checkbox"/>	Employee out-placement services <input type="checkbox"/>	Employee appraisals/reviews <input type="checkbox"/>	
Written application for employment <input type="checkbox"/>	Confidential treatment of medical Examinations <input type="checkbox"/>										
Legally prohibited discrimination <input type="checkbox"/>	Sexual harassment <input type="checkbox"/>										
Compliance with statutes <input type="checkbox"/>	Employee disciplinary actions <input type="checkbox"/>										
Redundancies, termination of employment & early retirement <input type="checkbox"/>	Employee out-placement services <input type="checkbox"/>										
Employee appraisals/reviews <input type="checkbox"/>											

(c) Please tick relevant box(es) if decisions regarding these events are always subject to prior review by the proposer's human resources department, legal department or outside legal adviser.

Individual decisions are always reviewed by:

	Human Resources Dept.	Legal Dept.	External Legal Advisor
1. Written application for employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Confidential treatment of medical exams.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Legally prohibited discrimination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Sexual harassment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Compliance with statutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Employee disciplinary actions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Redundancies, termination of employment and early retirement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Employee out-placement services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. employee appraisals/reviews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(d) Does the proposer have an employee handbook which is distributed to all employees

Yes

No

If "Yes" please attach such handbook to this proposal.

24. Is the proposer currently undergoing, or does the proposer contemplate undergoing during the next 12 months, any employee layoffs or early retirement (including those resulting from any type of company restructuring, office, plant or store closure)?

Yes

No

If "Yes" please attach full details

25. Please provide on a separate attachment full details of all wrongful termination, discrimination and sexual harassment claims made against the proposer or any of its Directors, Officers or employees during the last 5 years including amounts of any judgment or settlements and costs of defence?

If no such claims, please tick.

None

26. Please provide on a separate attachment full details of all inquiries, investigations, grievance filings or other administrative hearings previously filed with or currently before any local or governmental agency governing employer responsibility to employees.

27. Are there now or have there been any employment practice claim(s) against the proposer or any of its subsidiaries?

Yes

No

If "Yes" please give details.

Details of Question 26