



Directors & Officers Liability Insurance Proposal Form

The proposed insurance is issued on a 'claims made' basis. This means that the policy responds to:

1. claims first made against the insured during the policy period and notified to Pacific Indemnity Underwriting Solutions Pty Ltd during that policy period, providing that the insured was not aware, at any time prior to the policy inception, of circumstances which would have alerted a reasonable person in the insured's position that a claim may be made against the insured; and
2. 'claims circumstances' notified pursuant to Section 40 (3) of the Insurance Contracts Act which states:

'where the insured gave notice in writing to the insurer of facts that might give rise to a claim against the insured as soon as was reasonably practicable after the insured became aware of those facts but before the insurance cover provided by the contract expired, the insurer is not relieved of liability under the contract in respect of the claim, when made, by reason only that it was made after the expiration of the period of insurance cover provided by the contract.'

After policy expiry, no new claims can be made on the expired policy even though the event giving rise to the claim may have occurred during the policy period.

If during the policy period you become aware of circumstances which a reasonable person in your position would consider may give rise to a claim, and which you fail to notify to us during the policy period, we may not cover you under a subsequent policy for any claim which arises from these circumstances.

When completing the proposal you are obliged to report and provide full details of all circumstances of which you are aware and which a reasonable person in your position would consider may give rise to a claim.

It is important that you make proper disclosure (see Duty of Disclosure, below) so that your cover under any new policy with us is not compromised.

Pursuant to the *Insurance Contracts Act* your duty to disclose all relevant information is set out below.

Duty of Disclosure

Before entering into a contract of general insurance, you have a duty, under the Insurance Contracts Act, to disclose to us every matter that you are aware of, or could reasonably be expected to be aware of, that is relevant to our decision about insuring you and if so, on what terms. You have the same duty to disclose these matters to us before you renew, extend, vary or reinstate a contract of general insurance.

Your duty however does not require disclosure of matter -

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

You should note that your duty continues after the proposal form has been completed until the policy is entered into, i.e. until the date we receive instructions to bind cover.

Non-disclosure

If you fail to comply with your duty of disclosure, we may be entitled to reduce our liability under the policy in respect of a claim or may cancel the policy. If your non-disclosure is fraudulent, we may also have the option of avoiding the contract from its beginning. It is therefore vital that you enquire of all entities comprising the insured, including senior staff, before completing the proposal form and before you sign any declaration confirming no change in the information disclosed.

Retroactive Liability

The proposed insurance may be limited by a retroactive date either stated in the schedule or endorsed onto the policy. Where the retroactive cover provided by the proposed policy is subject to such a date, then the policy does not cover any claim arising from actual or alleged act, error, omission or conduct occurring prior to such retroactive date.

Average Provision

One of the insuring provisions of the proposed insurance may provide that where the amount required to dispose of a claim exceeds the limit of the sum insured in the policy then Pacific Indemnity Underwriting Solutions Pty Ltd shall be liable only for a proportion of the total costs and expenses. This shall be the same proportion of the total expenses as the policy limit bears to the total amount required to dispose of the claim.

Surrender of Waiver of any Right of Contribution or Indemnity

If another person or company is liable to compensate you or hold you harmless for part or all of any loss or damage otherwise covered by our policy, but you agree with that person or company (either before or after the inception of our policy) that you would not seek to recover any loss or damage from them, we will not cover you for this loss or damage.

Wholesale only

Pacific Indemnity Underwriting Solutions Pty Ltd is only licensed to offer or provide General Insurance products or services which do not include any of the following types of General Insurance (which are defined by the Corporations Act as "retail"): Motor Vehicle, Home Building, Home Contents, Sickness and Accident, Consumer Credit, Travel, Personal or Domestic Property, Medical Indemnity or any other kind of General Insurance which has been prescribed by the Corporations Regulations.

About Pacific Indemnity Underwriting Solutions Pty Ltd

Pacific Indemnity Underwriting Solutions Pty Ltd, ABN 14 606 511 639, specialises in Professional Risk insurance (including Professional Indemnity Insurance, Malpractice Insurance, Information & Communication Technology Insurance, Management Liability Insurance and similar products).

Pacific Indemnity's Australian Financial Service Licence number is 480863.

1. Details of Proposer

Name of Policyholder:

ABN:

Country of Registration:

Commencement Date of Business:

Principal Nature of Business (including subsidiaries):

2. Address

Headquarters Street Address:

Suburb:

State:

Website Address:

Postcode:

ASX Code (if listed):

3. Employee Split by Location (for Policyholder and all its Subsidiaries)

a) Please provide the employee split by location:

NSW	VIC	QLD	SA	WA	TAS	ACT	NT	OVERSEAS	TOTAL

4. Policyholder and all its Subsidiaries - Country of Operations, Employee Type / Numbers and Revenue

Country of Operations	No. Full Time Employee	No. of Other Employees	Revenue
			\$
			\$
			\$
			\$

5. Company Structure

Traded on the Australian Stock Exchange?	Yes	No	
Traded on any other exchange?	Yes	No	Details:
Non Listed?	Yes	No	
Government owned?	Yes	No	
Traded in any other way?	Yes	No	Details:
Are you a subsidiary of another entity?	Yes	No	Parent:

6. Business Information

a) Have any of Your Directors or C-Suite Officers resigned in the past 12 months?	Yes	No	Reason:
b) Have any of Your Directors or C-Suite Officers announced an intention to resign in the next 12 months?	Yes	No	Reason:
c) Has Your external auditor changed in the past 3 years or do You propose to change Your external auditor in the next 12 months?	Yes	No	Reason:
d) Does Your latest audited financial statement have noted a Going Concern qualification?	Yes	No	
e) Since publishing Your latest audited financial statements, are there any developments which may adversely affect Your financial position?	Yes	No	Details:
f) Do You anticipate having to restate any accounts, financial results or earnings over the next 12 months?	Yes	No	Details:
g) If You have any debt, are You in breach of any debt covenants?	Yes	No	Details:
h) If You have any debt, have any of Your debt covenants been waived?	Yes	No	Details:
i) Does any one shareholder own directly or indirectly more than 10% of Your issued shares?	Yes	No	Details:
j) Do You hold a current cyber insurance policy?	Yes	No	Insurer:
k) Do You have any intention to materially change Your ownership structure, whether by acquisition or merger with any other entity?	Yes	No	Details:
l) Do You operate in any country or jurisdiction which is subject to sanctions by the United Nations, United Kingdom, United States or Australia?	Yes	No	Details:

7. Environmental, Social and Governance

a) Do You have a published sustainability report?	Yes	No	If Yes, please provide a copy
b) Do You have a published carbon emissions target?	Yes	No	
(i) If Yes, have these targets been reviewed and tested by external consultants?	Yes	No	By:
c) Do You have published policies for:			
Modern Slavery?	Yes	No	Last updated:
Inclusion & diversity?	Yes	No	Last updated:
General pay & reward?	Yes	No	Last updated:
Executive pay & reward?	Yes	No	Last updated:
The community in which you operate?	Yes	No	Last updated:
Employee code of conduct?	Yes	No	Last updated:
Bribery & corruption?	Yes	No	Last updated:

d) Do You monitor and report on your risk, governance, and compliance strategy?	Yes	No	Frequency: By whom:
e) Do You have a framework in place for reporting on climate-related financial disclosures?	Yes	No	
f) Are ESG targets, risks and opportunities integrated into Your board's decision-making processes?	Yes	No	

8. Listed Company Regulatory Risk (complete Section 8 only if Listed Company)

a) Do You provide information or guidance to the market on Your estimated future financial performance?	Yes	No	Guidance Type:
If Yes, are estimates for these provided as a range?	Yes	No	
Reason for providing guidance:			
What due diligence was carried out to establish the accuracy of this guidance?			
b) Are You compliant with all the ASX Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council?	Yes	No	Details:
c) Have You ever been involuntarily suspended from any listing?	Yes	No	If Yes, why:
d) In the past 5 years, has the ASX queried Your continuous disclosure obligations?	Yes	No	Details:

9. USA and Canada Exposure

Do **You** have any subsidiaries domiciled in the USA or Canada? Yes No

If yes, please complete the below

State, Province or Territory	Full time Employees		Other Employees		Revenues	Total Assets
	Number	Average base salaries	Number	Average base salaries		
		\$		\$	\$	\$
		\$		\$	\$	\$
		\$		\$	\$	\$
		\$		\$	\$	\$

10. Employment Practice Liability (complete section 10 only if Optional Extension is required)

a) Please provide a split of base salaries for all employees:

Base Salaries	Number of Employees
Less than \$25,000	
\$25,000 to \$50,000	
\$50,000 to \$100,000	
\$100,000 to \$250,000	
\$250,000 plus	

b) Do You employ or engage dedicated human resources staff members?	Yes	No	If Yes, Number:
c) Do You have formal written policies, which are distributed to all employees, for the following:			
Anti-harassment / anti-bullying?	Yes	No	
Code of conduct?	Yes	No	
Employee handbook?	Yes	No	
Anti-discrimination?	Yes	No	
Privacy policy?	Yes	No	
d) Do You have written guidelines on employee conduct when dealing with external stakeholders i.e. customers, clients, vendors etc?	Yes	No	
e) Do employees have access to an external employee assistance program?	Yes	No	
f) During the next 12 months, do You intend to offer make any employee redundancies, layoffs, or early retirement?	Yes	No	

11. Details of Current Insurance

Please provide details of **Your** most recent Directors & Officers insurance policy

a) Insurer	
b) Indemnity Limit	
c) Excess	
d) Expiry Date	

Have any Directors & Officers insurer declined a proposal for insurance, imposed any special terms or conditions, cancel or refuse to renew a Directors & Officers insurance policy for You or any Insured Person ?	Yes	No
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If Yes, please provide details

12. Claims Information

Enquiry should be made of all relevant staff (incl all directors and officers) prior answering these questions

a) In the past five years, has there been or is there now pending a claim against, investigation into, or loss suffered by You , or any Insured Person?	Yes	No
<i>If Yes, please give details (if insufficient room below, provide details on a page of your letterhead).</i>		
b) After enquiry, are You aware of any circumstance or incident which may give rise to a claim against You or any Insured Person ?	Yes	No
<i>If Yes, please give details (if insufficient room below, provide details on a page of your letterhead).</i>		
c) After enquiry, has any of Your Insured Persons ever had any civil or criminal proceedings against them for any misconduct or breaches of the law?	Yes	No
<i>If Yes, please give details (if insufficient room below, provide details on a page of your letterhead).</i>		
d) Have You had any Cyber incident in the past 3 years, where private information was taken or caused business outage/interruption, or ransomware attack or alike?	Yes	No Details:
e) Have You had any notification in the past 3 years, or being investigated for any Pollution incident including fines or penalties by any environmental authority?	Yes	No Details:
f) Have You had any serious WHS incidences in the past 3 years, being reported to relevant work health and safety authorities?	Yes	No Details:

13. Other Required Information

1. **Your** latest Annual Report and audited Financial Statements;
2. A copy of **Your** corporate structure diagram;
3. A copy of **Your** Business Plan if **You** have been operating under 3 years;
4. A copy of **Your** sustainability report; and
5. Any of **Your** disclosure documents/prospectus issued in the last 24 months where cover is required.

Declaration

I/we hereby declare that:

My/our attention has been drawn to the Important Notice accompanying this Proposal Form and further I/we have read these notices carefully and acknowledge my/our understanding of their content by my/our signature/s below.

The above statements are true, and I/we have not suppressed or mis-stated any facts and should any information given by me/us alter between the date of this Proposal form and the inception date of the insurance to which this Proposal relates I/we shall give immediately notice thereof.

I/we agree that, by submitting this form, the personal information I/we provide to Pacific Indemnity Underwriting Solutions Pty Ltd in this form or otherwise may be collected, held, used and disclosed in the manner set out in the Pacific Indemnity Privacy Policy including for processing this application and providing me/us with cover.

I/we also confirm that the undersigned is/are authorised to act for and on behalf of all persons who may be entitled to indemnity under any policy which may be issued pursuant to this Proposal Form and I/we complete this Proposal form on their behalf.

To be signed by the Chairperson and an Executive Officer.

Name:		Name:	
Title:		Title:	
Signature:		Signature:	
Date:		Date:	

It is important the signatory/signatories to the Declaration is/are fully aware of the scope of this insurance so that all questions can be answered. If in doubt, please contact your insurance broker since non-disclosure may affect **Your** right of recovery under the policy or lead to it being avoided.