

Directors and Officers Liability Insurance

Proposal form

Important Facts Relating to this Proposal Form

You should read the following advice before proceeding to complete this Proposal Form

1. Duty of Disclosure

Before you enter into a contract of general insurance with an insurer, you have a duty, under the Insurance Contracts Act 1984, 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.

2. Claims Made and Notified Basis of Coverage

The Directors and Officers Liability Insurance Policy is issued on a 'Claims made and Notified' basis.

This means that the policy responds to:

- (a) claims first made against you during the policy period and notified to the insurer during the policy period, provided that you were not aware at any time prior to the policy inception of circumstances which would have put a reasonable person in your position on notice that a claim may be made against him/her; and;
- (b) written notification of facts pursuant to section 40(3) of the Insurance Contracts Act 1984. The facts that you may decide to notify are those which might give rise to a claim against you. Such notification must be given as soon as reasonably practicable after you become aware of the facts and prior to the time at which the policy expires. If you give written notification of facts the policy will respond even though a claim arising from those facts is made against you after the policy has expired. For your information, s40(3) of the Insurance Contracts Act 1984 is set out below;

"S40(3) Where the insured gave notice in writing to the insurer of facts that might give rise to 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 the insurance cover provided by the contract."

When the policy period expires, no new notification of Claims or facts can be made on the expired policy even though the event giving rise to the claim against you may have occurred during the policy period. An exception to this is under the Discovery Period Extension. If a Discovery Period is purchased as provided for in the extension, then some cover for new notification of Claims or facts is available.

3. Retroactive Date

You will not be entitled to indemnity under your new policy in respect of any claim resulting from an act, error or omission occurring or committed by you prior to the retroactive date, where one is specified in the policy terms offered to you.

4. Preservation of Rights of Recovery

Our policy contains a provision that has the effect of excluding or limiting our liability in respect of a loss, if the Insured releases, agrees not to sue on, waives or prejudices its rights of recovery, or enters into any arrangement or compromise or does any act whereby any rights or remedies to which the Insurer would be subrogated are or may be prejudiced.

5. Subrogation Waiver

Our policy contains a provision that has the effect of excluding or limiting our liability in respect of a liability incurred solely by reason of the Insured entering into a deed or agreement excluding, limiting or delaying the legal rights or of recovery against another.

Vero is a member of the Suncorp Group.

The Privacy Act 1988 (Cth) requires us to inform you that:

Purpose of collection

Personal information is information about an identifiable individual and includes facts or an opinion about you which identifies you or by which your identity can be reasonably determined. The collection of your personal information is essential to enable us to conduct our business of offering and providing you with our range of financial products and services.

We collect personal information for the purposes of:

- ▼ identifying you when you do business with us;
- ▼ protecting your personal information from unauthorised access;
- ▼ establishing your requirements and providing the appropriate product or service including evaluating your application for insurance and any request for amendment to any insurance provided;
- ▼ setting up, issuing, administering and managing the insurance following acceptance of an application;
- ▼ assessing and investigating, and if covered, managing a claim made in relation to any insurance you have with us or other companies within the Suncorp Group; and
- ▼ understanding your needs and improving our financial products and services, including training and developing our staff and representatives.

Consequences if personal information is not provided

If we request personal information about you and you do not provide it, we may not be able to provide you with the insurance product you request, manage or pay any claim under an insurance policy or provide you with the full range of services we offer.

Disclosure

We use and disclose your personal information for the purposes we collected it.

We may also use and disclose your personal information for a secondary purpose related to the purpose for which we collected it, where you would reasonably expect us to use or disclose your personal information for that secondary purpose. In the case of sensitive information, any secondary purpose, use or disclosure will be directly related to the purpose of collection.

When necessary and in connection with purposes listed above, we may disclose your personal information to and/or collect your personal information from:

- ▼ other companies within the Suncorp group;
- ▼ where required or authorised under our relationship with our joint venture companies;
- ▼ information technology providers, including hardware and software vendors and consultants such as programmers;
- ▼ customer research organisations;
- ▼ intermediaries including your agent, adviser, a broker, a representative acting on your behalf, other Australian Financial Services Licensee or our authorised representatives and our agents;
- ▼ accounting or finance specialists;
- ▼ government, law enforcement or statutory bodies;
- ▼ other insurers, reinsurers, financial institutions, insurance and claims reference agencies, credit agencies, loss assessors, financiers or investigative service providers;
- ▼ hospitals, medical and health professionals;
- ▼ legal and other professional advisers;
- ▼ printers and mail service and delivery providers for the mailing of statements, insurance policy documents and marketing material;
- ▼ imaging and document management services.

Disclosure overseas

There are also instances where we may have to send your personal information overseas or collect personal information from overseas. These instances include:

- ▼ sending your personal information to companies in the Suncorp group;
- ▼ when you have asked us to do so;
- ▼ when we are authorised or required by law to do so;
- ▼ when we have outsourced a business activity or function to an overseas service provider with whom we have a contractual arrangement;
- ▼ certain electronic transactions; or
- ▼ when it is necessary in order to facilitate a transaction on your behalf.

We will only send your personal information overseas or collect personal information about you from overseas for the purposes in this statement and in compliance with the privacy regime.

Access

You can request access to the personal information we hold about you by contacting us.

In some circumstances, we are able to deny your request for access to personal information. If we deny your request for access, we will tell you why.

If accessing your personal information will take an extended period of time, we will inform you of the likely delay. For more detailed requests for access to personal information, for example, access to information held in archives, a fee may be charged to cover the associated cost of retrieval and supplying this information.

Marketing

We would like to use and disclose your personal information to keep you up to date with the range of products and services available from Suncorp. Generally, our companies in the Suncorp group will use and disclose your personal information for Suncorp's marketing purposes.

If you do not want us to use and disclose your personal information for the purpose of marketing products and services to you, you should contact us and tell us.

Contact

Please contact us to:

- ▼ change your mind at any time about receiving marketing material;
- ▼ request access to the personal information we hold about you; or
- ▼ obtain more information about our privacy practices by asking for a copy of our Privacy Policy;

Our Privacy Policy can also be found on our website at www.vero.com.au

7. General Insurance Code of Practice

Vero Insurance Limited (Vero) has adopted the General Insurance Code of Practice which has been developed by the Insurance Council of Australia. The Code is designed to promote good relations and good insurance practice between insurers, intermediaries and consumers.

The Code sets out what insurers must do when dealing with the insured. Please contact Vero for more information about the Code, if required.

8. Our Complaints Handling Procedures

Resolving your complaints

If you think we have let you down in any way, or our service is not what you expect (even if through one of our agents or representatives), please tell us so we can help. You can tell us by phone, in writing or in person.

Should you tell us in writing it will help to send us the full details of your complaint together with any supporting documents and an explanation of what you want us to do. If you would like to come in to talk to us face to face, please call and we will arrange an appointment for a meeting.

What we will do to resolve your complaint

When you first let us know about your complaint or concern the person trying to resolve your complaint will listen to you, consider the facts and contact you to resolve your complaint as soon as possible, usually within 24 hours.

If you are not satisfied with this person's decision on your complaint, then it will be referred to the relevant Operational Manager, who will contact you within 5 working days.

Should you not be satisfied with the Operational Manager's decision, then it will be referred to the General Manager (or their delegate). We will send you our final decision within 15 working days from the date you first made your complaint.

What if you are not satisfied with our final decision?

We expect our procedures will deal fairly and promptly with your complaint. However if you are not satisfied with our final decision there are external dispute remedies such as mediation, arbitration or legal action.

Guidelines to help you complete this Proposal Form

- 1. Failure to disclose all material information that is likely to influence the acceptance of the risk or the terms applied could invalidate the insurance. If you are in any doubt as to whether any information is material, it should be disclosed.
- 2. Where the space provided is insufficient for your replies, please provide these separately and attach to this Proposal Form.
- 3. Reference to Insured in this Proposal Form means:
 - ▼ the Company and all subsidiary companies; and
 - ▼ the directors and officers of the Company and all subsidiary companies.
- 4. Reference to "the USA" in this Proposal Form means the USA and its territories and protectorates.

1. Details of the Insured

(a) Name and ABN of Company Country of registration

(b) Name of Subsidiaries Country of registration

(c) Principal address State Postcode

(d) Location of all other offices State Postcode

(e) Website address

(f) Date Company established / /

2. Business of the Company and its Subsidiary Companies

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

3. Type of Organisation

What type of organisation is the Company? (tick as applicable)

Public company Proprietary company Company limited by guarantee
Not-for-profit Other (please specify):

4. Details of Ultimate Holding Company

Is the Company a subsidiary company of another company? Yes No

If Yes, please advise:

Name of ultimate holding company Country of registration Website address

5. Details of Previous Name

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

If Yes, please provide details

6. Details of Stock Exchange Listing

Is the Company or its subsidiaries listed on any stock exchange? Yes No

If Yes, state which exchange(s).

Ticker symbol

7. Details of Employees, Locations, Revenue and Assets

Please state Company's and its subsidiaries' employees, locations, revenue and assets as follows:

	Number of employees	Number of locations	Total revenue	Total assets
Australia				
Elsewhere excluding the USA				
In the USA				
Total				

8. Details of North American Operations or Representation

Does the Company or its subsidiaries:

- (a) conduct business, have representation, own assets in or derive revenue from the USA? (representation includes subsidiary companies, local offices or local representation by any person or concern holding a power of attorney on behalf of the Company or its subsidiaries) Yes No

If Yes,

- (i) please give details below:

Name of company(ies)/ business(es)	Type of representation (branch/ subsidiary/ joint venture/ associated company)	Location	Nature of business

- (ii) Does the Company or its subsidiaries have any manufacturing facilities in the USA? Yes No

- (b) have any subsidiaries in the USA which are not wholly owned? Yes No

If Yes, state:

Name of subsidiary	Percentage owned	Identity of minority shareholders

- (c) have any stock, shares, American Depository Receipts, debentures or any other debt or equity in the USA? Yes No

If Yes, please provide details.

- (d) have any employee stock ownership plans in the USA? Yes No

If Yes, please provide details.

- (e) have any plans to conduct business, have representation, acquire assets in or derive revenue from the USA? Yes No

If Yes, please provide details.

9. Ownership Information

- (a) Please state the total number of shareholders of the Company
- (b) Please provide details of any shareholder that owns directly or beneficially 10% or more of the voting or convertible shares of the Company or any subsidiary.

Name of shareholder	Company in which shares are held	Percentage held

- (c) Please provide details of voting shares of the Company or any subsidiary held directly or beneficially by the directors and executive officers.

Name of director/ executive officer	Company in which shares are held	Percentage held

10. Directors' and Officers' Details

- (a) Please provide details of the composition of the board of directors of the Company.

If this information is fully contained in the most recent annual report and accounts of the Company then indicate here accordingly.

Refer annual report

Name	Position held (Chairperson, director, non-executive CEO, MD CFO)	Executive or	Date appointed	Qualifications	Age

- (b) Has any former or current director or officer of the Company or its subsidiaries (current or past) ever been declared bankrupt? Yes No

If Yes, please provide details.

Name of director/ officer	Date declared bankrupt

- (c) Has any former or current director or officer of the Company or its subsidiaries (current or past) ever been a director or officer of an organisation placed in receivership, liquidation or provisional liquidation? Yes No

If Yes, please provide details.

Name of director/ officer	Name of organisation	Details of receivership/ liquidation	Date
			/ /
			/ /
			/ /

11. Corporate Governance

- Do any former auditors of the Company have positions on its board? Yes No

If Yes, please provide details.

12. Outside Directorships

Do any of the directors, officers or employees of the Company or its subsidiaries hold or have they held (at the specific request of the Company) any outside directorships or positions of equivalent status in any outside entities (whether for or not for profit)?

Yes No

If Yes, please provide details for each outside entity for which Outside Directorship cover is required.

Name of appointee	Outside Entity	Country of registration	Details of any Directors & Officers Insurance provided by the Outside Entity
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number

13. Mergers, Acquisitions, and Capital Raisings

- (a) Has the Company or its subsidiaries acquired, sold, disposed of or merged with any company, subsidiary or business during the last 3 years? Yes No
- (b) Has the Company or its subsidiaries been the subject of any takeover bid during the last 3 years? Yes No
- (c) Has the Company or its subsidiaries undergone any corporate restructuring, lay-offs or reductions in workforce in the last 3 years? Yes No
- (d) Has the Company or its subsidiaries made any offer for the raising of capital by debt or equity or issued any prospectus in the last three years? Yes No
- (e) Does the Insured have any plans to acquire, sell, dispose of or merge with any company or business in the next 12 months? Yes No
- (f) Is the Insured aware of any proposals relating to the takeover of the Company or its subsidiaries by another company in the next 12 months? Yes No
- (g) Does the Insured anticipate a new public offering of its securities in the next 12 months? Yes No

If Yes to any of the above, please provide details.

14. Financial Position

- (a) 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 its subsidiaries which might materially affect the financial position in that annual report? Yes No
- (b) Are any of the directors or officers aware of facts or circumstances that might affect the ability of the Company or its subsidiaries to meet all its debts as and when they fall due? Yes No

If Yes to a or b, please provide details.

15. Environmental Protection

- (a) Does the Insured have an environmental management system in place? Yes No
- (b) Does the Insured have an EPA licence and/or a Trade Waste Agreement? Yes No

If Yes to a or b, please provide details.

16. Claims History

- (a) Has any claim ever been made or civil, criminal or regulatory proceedings brought against any director or officer in their capacity as such (whether in relation to the activities of the Company, its past or current subsidiaries or any other company in which the directors or officers hold or have held office)? Yes No
- (b) Has any director or officer ever received a notice to attend an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body or institution in connection with the affairs of the Company, its current and past subsidiaries or any other company in which the directors or officers hold or have held office? Yes No
- (c) Has the Company or its current or past subsidiaries ever been liable to pay costs and expenses incurred by a shareholder in pursuing a claim against a director or officer pursuant to an order of a court? Yes No
- (d) 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 No

If Yes to a, b, c or d, please provide details.

Date of claim or proceeding	Details of each claim, proceedings or investigation including name of claimant, nature of allegation, details of determinations or judgments and any monetary damages, defence costs, settlements, fines or penalties	Cost (if any) incurred (whether insured or not)	
		Amount Paid	Estimated amount outstanding
/ /			
/ /			
/ /			
/ /			

What action has been taken to prevent a recurrence of the situation that gave rise to each claim, proceeding or investigation?

17. Known Circumstances

After enquiry, are any of the directors or officers of the Company or its subsidiaries aware of any act, omission, conduct, fact, event, circumstance or matter:

- (a) which might reasonably be expected to give rise to a claim or lead to civil or criminal proceedings against any director or officer? Yes No
- (b) which might reasonably be expected to result in an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body or institution in connection with the affairs of the Company, its current or past subsidiaries? Yes No
- (c) which has been or should have been the subject of any written notice given under any policy or coverage part of which this proposed Directors and Officers insurance is to be a direct or indirect renewal or replacement? Yes No

If Yes to a, b or c, please provide details.

Fact, circumstance or situation	Current status	Date first became aware	Insurer to whom notified	Date of notification to Insurer
<input type="text"/>	<input type="text"/>	/ /	<input type="text"/>	/ /

It is agreed that if such facts, circumstances or situations exist, whether or not disclosed, any claim arising from them is excluded from this proposed coverage.

18. Details of Directors and Officers Liability Insurance Coverage Requested

Limit of Liability	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
Excess	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

19. Current Insurance

- (a) Does the Insured currently hold any Directors and Officers Liability Insurance? Yes No

If Yes, please provide details

Insurer	<input type="text"/>	Policy Period	<input type="text"/>
Limit	<input type="text"/>	Excess	<input type="text"/>

(b) Has any insurer, in respect of the risks to which this Proposal Form relates, ever:

(i) declined a proposal, refused renewal or terminated an insurance? Yes No

(ii) required an increased premium or imposed special conditions? Yes No

(iii) declined an insurance claim by the Insured or reduced its liability to pay an insurance claim in full (other than by application of an Excess)? Yes No

Yes No
Yes No
Yes No

If Yes to i, ii or iii, please provide details

20. Stamp Duty

Please provide a breakdown in the number of employees by location as follows.

NSW	VIC	QLD	SA	WA	TAS	ACT	NT	Overseas
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Supporting Information

Please enclose the following documents in support of this Proposal Form:

- ▼ The Company's latest full consolidated annual report and accounts. (If consolidated accounts are not available, enclose annual report and accounts for each company.)
- ▼ The Company's latest interim statement (if applicable)
- ▼ Business plan or "buyout" documentation if the Company was formed in the last 3 years
- ▼ A copy of any prospectus, offer document or information memorandum issued by the Company in the last 12 months
- ▼ The latest full consolidated annual report and accounts for each Outside Entity in respect of which Outside Directorship cover is sought. (If consolidated accounts are not available, enclose annual report and accounts for each company.)
- ▼ The latest full annual report and accounts of the Company's's ultimate holding company (if applicable).

Declaration

I/We the undersigned duly authorised person(s) declare that:

- (i) I am/we are authorised by each of the Insured to sign this Proposal Form; and
- (ii) the above statements are correct, true and complete; and
- (iii) no information material to this Proposal Form has been withheld; and
- (iv) I/we have read the **important facts** which you have put before me/us and I/we understand the advice given in relation to the **duty of disclosure**; and
- (v) I/we have diligently made all necessary and detailed enquiries in order to comply with the **duty of disclosure**; and
- (vi) I/we understand that no insurance is in force until such time as the insurer has confirmed acceptance of the proposed insurance; and
- (vii) I/We undertake to inform the insurer of any material alteration to these facts occurring before completion of the contract of insurance; and
- (viii) I/we acknowledge that the Insurer relies on the information and representations in this Proposal Form and otherwise made by me/us in relation to this insurance.
- (ix) except where indicated to the contrary, I/we understand that any statement made in this Proposal Form will be treated by the insurer as a statement made by all persons to be insured; and
- (x) I/we have read Vero's Privacy Statement on this Proposal Form, and consent to the use, disclosure and obtaining of personal information about the Insured for the purposes shown in the Privacy Statement.

Signed

Company

Title

Date / /

Signed

Company

Title

Date / /

NB: To be signed by the Chairman and one other Executive Officer

We recommend that you keep a record, including copies of letters and this Proposal Form, of all information supplied to us for the purpose of entering into this contract.

How to contact APUA

APUA

Suite 101, 16 Hunter St

Hornsby

NSW, 2077

Tel (02) 9477 4779

Fax (02) 9477 4778

Email office@apua.com.au