



Management Liability / Directors & Officers Liability Proposal

Proposer Details

1. Name of Company _____

2. (a) Postal Address of Head Office _____

(b) Physical Address of Head Office _____

(c) Email Address _____
(d) Website _____
(e) Cell Number _____
(f) Name of Contact Person _____

3. Country of Registration _____

4. For Proof of Address please submit any of the following documents (Latest):
Telephone bill _____ Electricity bill _____ Water bill _____ Lease
Agreement _____

BANKING DETAILS

Bank Name _____ Branch _____

Account Number _____ Account Type _____

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

6. During the last five years has:
 - (a) The name of the Parent Company changed? Yes No
 - (b) Any acquisition or merger taken place?..... Yes No
 - (c) Any subsidiary company been sold or ceased trading? .. Yes No
 - (d) The capital structure of the Parent Company changed? . Yes NoIf "yes" please give details.

7. (a) Has the Company any acquisition, tender offer or merger pending or under consideration?..... Yes No
- (b) Is the Company aware of any proposal relating to its acquisition by another company?..... Yes No
- (c) Is the Company intending a new public offering of securities within the next year in the RSA, UK, United States of America or elsewhere? Yes No

7. Is the Company:

- (a) Private?..... Yes No
- (b) Public? Yes No
- (c) Listed on the JSE? Yes No
- (d) Listed on foreign stock exchanges? Yes No

Please specify country, stock exchange and type of listing (e.g. ADR (and level), direct listing etc.)

- (e) Listed on the Unlisted Securities Market?..... Yes No
- (f) Traded in any other way? Yes No

Please specify _____

8. Please list:

- (a) Total number of shareholders _____
- (b) Total number of shares issued _____
- (c) Total number of shares held by Directors and Officers (both direct and beneficial)

- (d) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each

9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts

10. (a) 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

(b) Do any Management, Officers or Employees hold any Outside Board positions?

(i.e. sit on any non-subsidiary company boards) Yes No

• If Yes, is coverage for such position required? Yes No

• If Yes, please give details:

Name of organization

Directors Name

(c) Is cover required for Pollution Defence costs..... Yes No

11. Does the Company or any Director or Officer have Directors & Officers Liability Insurance currently in force? Yes No

If "yes" please state:

(a) Insurer _____

(b) Indemnity Limit _____

(c) Expiry Date _____

12. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance?..... Yes No

If "yes" please give details.

13. Have any Directors and / or Executive Officers of the Company resigned or been replaced in the past 12 months? Yes No

If "Yes", who and why?

14. Has the Company changed its external auditing firm in the past five years?..... Yes No

If "Yes," why?

15. Does the Company have any plans to remove or replace its auditor in the next 12 months? Yes No external

If "Yes," why?

16. Have all revenue recognition practices been approved by your external auditor? Yes

If "No," please provide details

17. Does the Company, any of its subsidiaries or any of its Directors and/or Officers have any interests in any partnerships or Special Purpose Vehicles or Entities? Yes No

If "Yes," please provide details

18. Has the company ever restated its financial results? Yes No

If "Yes," please provide details

19. Does the company anticipate having to take a significant one time charge to earnings, or a restatement of earnings, within the next 12 months? Yes No

If "Yes," please provide details (all matters arising thereof are excluded from cover under this policy)

20. Does the Company have corporate policies with respect to Directors', Officers' and employees' ability to purchase or sell the company's stock, including the ability to exercise stock options? (to be placed into North American exposure below)..... Yes No

North American Cover

Questions 21 - 27 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.

21. Please give the total gross assets of the Group in North America _____

22. (a) Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each _____

(b) For each company - Who owns the minority stock? _____

23. (a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America?..... Yes No

If "yes":

(i) Are such stocks, shares or debentures publicly traded?

_____ Yes No

If "Yes," then list:

Exchange or market that such stock, shares or debentures are listed and ticker symbol: _____

Type of listing (e.g. ADR (and level) or direct listing): _____

(ii) If any stocks or shares are traded in form of ADRs, please advise:

(a) whether they are sponsored or unsponsored? _____

(b) the percentage traded as a total of issued share capital? _____

(c) the number of ADR shareholders? _____

(iii) What is the worldwide market capitalisation?

(iv) What is the total number of shares issued on a worldwide basis?

(v) What percentage of market capitalisation is traded in the form of ADR's?

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

(vii) On what date was the last offer/tender/issue made? _____

(v) 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?

Yes No

(vi) Is the Company required to have an internal Audit Committee pursuant to U.S. statutes, rules or regulations?

Yes No

If "Yes,":

(1) Does the Company have an internal Audit Committee in compliance with U.S. statutes, rules or regulators?..... Yes No

(2) Does the Audit Committee meet more than four times a year? Yes No

(b) Does the Company or any of its subsidiaries have any debt instruments or commercial paper in North America? Yes No

If "yes", please give details.

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

..... Yes No If not applicable please confirm details: _____

25. Is the company required to follow U.S. Generally Accepted Accounting Principles (GAAP)? Yes No

If "Yes," are the company's financial statements generally in accordance with US GAAP?..... Yes No

26. Has the company been subject to an SEC enforcement action or IRS enforcement action in the past 5 years? Yes No

If "Yes," please provide details

27. Does the SEC or IRS have any inquiries or requests to the Company pending?..... Yes No

If "Yes," please provide details

The following questions are to be completed by all applicants

Claims Information

28. Have claims ever been made against any past or present Director or Officer of the Company or its subsidiaries? Yes No

If "yes", please give details.

29. Is the Proposer aware, after enquiry, of any circumstance or incident which may give rise to a claim?..... Yes No

If "yes", please give details.

Indemnity Limit

30. Amount of Indemnity required (please tick)

P5, 000,000 P10, 000,000 P20, 000,000

Other - please state _____

Employment Practices Liability

31. Do you require Employment Practices Liability cover Yes No

If "yes" please complete questions 32-39 on the supplementary sheet attached. These questions form part of the proposal document.

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

Declaration

It is declared that to the best of the knowledge and belief of the insured the statements and replies set out herein are true and that no material facts have been misstated or suppressed after enquiry. The insured undertake to inform insurers of alterations to any facts which are or thereby become material before inception of the contract of insurance.

A material fact is one which would influence the acceptance or assessment of the risk.

Signed

Title
(authorised signatory of the insured)

Full Name.....

Date of Birth.....

National ID/Passport Number.....
(attach copy of ID/Passport Number)

Nationality.....

Company

Date

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

CorporateArmour -

Employment Practices Liability

Questions 32 - 39, are only to be completed if cover is required in respect of Employment Practices Liability.

32. Number of Full-time employees _____
Number of Part-time employees _____
33. Does the Proposer have a Human Resources Department.... Yes No
If "yes", how many employees are there in this department? _____
If "no", how is the function handled? _____

34. How many officers and other employees have resigned, been terminated (with or without cause) or have taken early retirement within the last 24 months:

Employees _____ Officers _____

35. (a) Does the Proposer have a written human resources manual or equivalent written management guidelines Yes No

(b) Please tick box if the manual/guidelines indicate a policy on procedure with respect to the following events:

Written application for
employment

Legally prohibited
discrimination

Compliance with statutes

Redundancies, termination
of
employment and early
retirement

Employee
appraisals/reviews

Confidential treatment of
medical examinations

Sexual harassment

Employee disciplinary
actions

Employee out-placement
services

(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 External, Legal Dept. Advisor Dept.

- 1 Written application for employment
- 2 Confidential treatment of medical examinations
- 3 Legally prohibited discrimination
- 4 Sexual harassment
- 5 Compliance with statutes
- 6 Employee disciplinary actions
- 7 Redundancies, termination of employment and early retirement
- 8 Employee out-placement services
- 9 Employee appraisals/reviews

(d) Does the Proposer have an employee handbook which

Yes

is distributed to all employees If "yes", No
please attach such handbook to this proposal.

36. 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.
37. 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 five years including amounts of any judgment or settlements and costs of defence?
If no such claims, please tick..... None
38. 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.
39. Are there now or have there been any employment practices claim(s) against the Proposer or any of its subsidiaries?..... Yes No If "yes", please give details.
40. Does the Company have an audit and risk committee as prescribed in the Companies Act?
(1) 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?
(2) If YES, please attach the following
(a) Audit and Risk Committee Terms of Reference
(b) Audit and Risk Committee Charter
(c) Audit and Risk Committee calendar of activities
(d) Audit and Risk Committee Performance Evaluation
(3) 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?
- vi) Does the Company have policies and procedures in place to ensure compliance with all relevant health and safety and environmental legislation, regulations and governance codes?
(1) Does the company employ a dedicated SHEQA official in human resources?
(2) Does the Company have policies and procedures in place for identifying hazards and reducing accidents and exposure to situations harmful to both its human resources and the environment
(a) If NO, please provide full details on how this risk is managed
(b) If YES, please attach policies and procedures
- vii) Who owns management of the cybersecurity risk at the board level and management level?
(1) Has a cybersecurity strategic plan been agreed to by the board and senior management?
(2) Does the strategic plan include a framework to reduce cyber risks to critical infrastructure, and incorporate globally accepted technical standards, guidelines and practises including ISO 27001, ISA 62443 and COBIT 5, among others?
- c) In light of some new and emerging risks, we will need answers to the following question:
i) Has the company disclosed or is it planning any changes to disclosures to address the potential impact of Coronavirus (COVID -19) ? If yes, please specify.
ii) How does the board assess and mitigate the risk of non-compliance with disclosure requirements?
iii) Does the company anticipate any financial impact due to the Coronavirus (liquidity, sales decrease, higher costs, impairment charges, etc.). If yes, please quantify and specify financials plans in place to minimize the impact.
iv) Is the company in compliance with debt covenants/ maintenance ratios and does the company anticipate being compliant for the next 12 Months
v) Which risks of production/service delays or product/service shortages is the company facing due to Coronavirus? Please provide details by product/service (e.g. shortages of materials/supply chain) and specify contingency plans in place to minimize the impact.
vi) Does the company have a tested business continuity plan in place? How effective is it proving to be?
vii) Has the board developed a crisis response plan centred on preventive measure? Does this plan include crisis guidelines as well as post-crisis evaluation of the plan's effectiveness?

- viii)** Describe level of engagement with relevant regulators, have any additional restrictions been imposed on the company?
- ix)** Does the board hold virtual meeting often? Have discussion of COVID-19 concerns been added to the agenda for regularly scheduled and special board and committee meetings? Has management been invited to participate?
- x)** Are detailed COVID-19 related actions and deliberations in board committee and full board meetings being recorded?
- xi)** Do the board and board committees maintain documents relevant to and evidencing the existence of a reasonable reporting and monitoring system?
- xii)** Have protocol been implemented which require senior management to provide regular updates and reporting to the board about the impact of the novel corona virus on the company's operations, financial position, compliance risks and COVID-19 response?