

Directors and Officers Liability – Renewals



Proposal form

Policy number

Intermediary

Completion notes

Please read the following before completing this document.

- Answer all questions in full. If you need extra space, attach additional pages on your company letterhead (if applicable) and mark their inclusion on the proposal form;
- Please ensure you read and sign the Declaration at the end of this document.

Duty of Disclosure

Before you enter into a contract of general insurance with us, you have a duty at common law to disclose to us every matter you know, or could reasonably be expected to know that a prudent insurer would want to take into account in deciding whether to insure you and, if so, on what terms. This applies to all persons to be covered under this contract of insurance.

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

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

- that diminishes the risk to be insured;
- that is of common knowledge;
- that we know or in the ordinary course of our business we ought to know;
- that we state to you that we do not want to know..

Non-disclosure or misrepresentation

If you make a material misrepresentation to us, or if you do not comply with your duty of disclosure, we may treat your policy as if it never existed.

False statement and Fraudulent acts

Your policy is based on the information supplied to us by you or on your behalf. All statements made by you or on your behalf on the proposal and/or questionnaire, in support of this policy, on any claim form or in support of any claim must be true and correct. If you take any action or make any statement in connection with this policy or any claim made under it, which is fraudulent in any way or which is supported by untrue or incorrect information, we are entitled to avoid this policy and all benefits under it will be forfeited.

Privacy Act 1993

Zurich respects your privacy. The following is brought to your attention. However this does not apply to companies.

- (a) This Proposal collects personal information about you;
- (b) The information is collected by Zurich to evaluate the insurance being sought;
- (c) The intended recipient of the information is Zurich;
- (d) The information is being collected and held by Zurich;
- (e) The collection of this information is required pursuant to the common law duty to disclose all material facts relevant to the insurance sought and is mandatory;
- (f) The failure to provide this information may result in your application for insurance being declined, or your insurance being void from the beginning;
- (g) You have rights to access, and correct this information subject to the provisions of the Privacy Act 1993.

Data sharing consent

In order to provide a seamless insurance service globally, Zurich may transfer any data Zurich has received from and any data it holds on the policyholder to other units of Zurich Insurance Group Ltd, such as branches, subsidiaries, or affiliates within Zurich Insurance Group Ltd, cooperative partners of Zurich Insurance Group Ltd, coinsurance and reinsurance companies located in the country of the policyholder or abroad.

Zurich as well as such recipients may use, process and store the data, in particular for the purpose of risk evaluation, policy execution, premium setting, premium collection, claims assessment, claims processing, claims payment, statistical evaluation or to otherwise ensure Zurich's global insurance service delivery.

If a broker or agent is acting on behalf of the policyholder, Zurich is authorised to use, process and store data of the policyholder received from such broker or agent, and to forward to such broker or agent data of the policyholder relating to the execution of the policy and the collection of premiums and payment of claims.

Zurich may procure data from government offices and third parties relating to the policyholder to assess a claim in the event of loss or damage.

All questions in this proposal form must be answered

Any question in this application that requires a Yes or No answer which is left incomplete or ambiguous will be assumed to be answered as 'No'.

1 Proposed period of insurance

Period of insurance: From / / To / / at 4pm, local time

2 Personal information

- 1. Full name of Insured Entity
- 2. Address Postcode
- 3. Website address

3 Shareholding

The following questions should be answered after enquiry of all directors and officers seeking cover

- 1. Does any shareholder control or own (either directly or beneficially) 10% or more of the issued share capital or voting rights of the Insured Entity or any subsidiary company? Yes No

If Yes, please provide details, and whether there is board representation:

Name	Percentage	Board representation
.....	Yes <input type="radio"/> No <input type="radio"/>
.....	Yes <input type="radio"/> No <input type="radio"/>
.....	Yes <input type="radio"/> No <input type="radio"/>

- 2. Total number of shareholders/number of shares held by directors/officers/employees, both directly and beneficially

4 Outside directorships

- 1. Do any directors or officers hold any additional positions in any outside entity at the specific request of the Insured Entity for which cover is required? Yes No

If Yes, please provide details and attach the relevant Annual Reports and accounts for these entities

Outside entity	Position in outside entity	Percentage owned by shareholder with more than 10% shareholding

- 2. For each of the above, please provide details of current Directors and Officers insurance

Insurer	Limit of liability	Excess

5 Material changes

1. Has there been any change, adverse or otherwise, in the financial position of the Insured Entity or any of its subsidiary companies, or any events which have occurred which are not detailed in the Annual Reports submitted, which might materially affect the risk? Yes No
If Yes, please provide details

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2. Has the Insured Entity publicly announced that it is considering any acquisitions, tender offers or mergers at the present time or any event which have occurred which are not detailed in the Annual Reports submitted, which might materially affect the risk? Yes No
If Yes, please provide details

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3. Has the Insured Entity publicly disclosed its intention to make an initial public offering of securities within the next year? Yes No
If Yes, please provide details. If prospectus liability cover is required, please provide a copy of the prospectus document for underwriting consideration.

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6 Claims information

1. Has there been or is there now pending against any director or officer of the Insured Entity or its subsidiary companies or against any outside director a Claim against them in their capacity as such? Yes No
If Yes, please provide details

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2. Is any director or officer after enquiry, aware of any circumstances which might affect the ability of the Insured Entity or its subsidiary companies to meet its debts as and when they fall due? Yes No
If Yes, please provide details

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3. Has there been any civil fine or penalty imposed against the Insured Entity or its subsidiary companies or against any of its directors or officers within the last year? Yes No
If Yes, please provide details

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7 Directors and Officers Liability Insurance

What Limit of Liability is required?
.....

Excess required?
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Documents to be attached

Please attach to this proposal form:

1. the latest audited, consolidated Annual Report of the Insured Entity or audited financial statements of the past 2 financial years
2. the latest interim financial statements of the Insured Entity if 1. above are more than 9 months old
3. the latest audited Annual Report of the Insured Entity's ultimate holding company, if applicable, and
4. list of the Insured Entity's current subsidiary companies, if not detailed in 1. above.

8 Declaration

Signature of this form does not bind the Insureds or Zurich to complete the insurance

Does the Insured Entity or any subsidiary company conduct business in the United States of America or Canada? Yes No

If cover is required for Claims made in the United States of America or Canada it will be necessary to complete the USA/Canada questionnaire.

We hereby declare that the statements and particulars in this proposal are true and that we have not mis-stated or suppressed any material facts. We agree that this proposal form with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

We undertake to inform Zurich of any material alteration to these facts whether occurring before or after completion of the contract of insurance.

Signature of Chairman or Managing Director	Date
X	/ /

Signature of Executive Officer	Date
X	/ /