



ZURICH®

Public Offering of Securities Insurance

Proposal form

Completing the Proposal form

1. This application must be completed in full including all required attachments.
2. If more space is needed to answer a question, please attach a separate sheet with details.
3. The terms proposer, whenever used in this proposal form shall mean the policyholder listed and all subsidiary companies of the policyholder for which coverage is proposed under this proposal.
4. The terms policyholder and subsidiaries have the same meaning in this proposal form as in the policy.

Important information

This is a 'Claims Made and Notified' insurance policy. It only provides cover if:

1. A claim is made against the insured, by some other person and notified to us, during the period when the policy is in force; and
2. The claim arises out of an occurrence which takes place after the date of continuous cover stipulated in the policy schedule.

Duty of Disclosure

Before you enter into a contract of general insurance with us, you have a duty 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; or
- that we indicate to you that we do not want to know.

Privacy

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.

1. Full name of Proposer

Address

State

Postcode

Internet/Website address

Nature of business of the Proposer and all subsidiaries

Type of organisation (public, private, statutory body, non-profit, other)

How long has the Proposer continuously carried on business?

2. Please provide the registration statement, filing date, particulars, registration statement number for the proposed offering. If not already included in the above, please list the type of securities being offered (equity or debt), all the exchange(s) where the securities will be listed, the level of listing (Direct, GDR, ADR, 144A, etc.), the ticker symbol(s) (if available), expected total global market capitalisation and expected US market capitalisation

Entity	Type of Securities	Exchange(s)	Level of listing (Direct, GDR, ADR)	Ticker symbol

Expected Global market capitalisation (annotate denomination in New Zealand dollars) \$

Expected US market capitalisation (annotate denomination in US dollars) \$

3. Has the Proposer at any time over the last three years been in breach of any debt covenants or loan agreements? Yes No
If 'Yes', attach full details

4. Has the Proposer at any time over the last three years changed its auditors, external lawyers or, where applicable, its external securities counsel? Yes No
If 'Yes', give details including reasons for changes

5. Provide the name of the Proposer's:

(a) Underwriter(s)

(b) External Auditors

(c) External lawyers

(d) Securities Counsel

(e) Identify Proposer's In-house Lawyer/Head of Legal Department, General Counsel (or equivalent position), number of years in current position

(f) Identify Proposer's Chief Financial Officer or Finance Director (or equivalent position) and number of years in current position

(g) Identify Proposer's Risk Manager and number of years in current position

6. Have the Proposer's auditors within the past 24 months:

(a) Identified any material weaknesses with the Proposer's accounting practices or internal controls? Yes No

(b) Provided any non-auditing services to the Proposer? Yes No

If 'Yes', to (a) or (b) above, please give details

7. Has the Proposer within the past 12 months changed or considered new accounting practices regarding or relating to the Proposer's accounting methodologies relating to revenue recognition, expense recognition, inventory valuation, estimates of bad debts, allowance for future product returns or off balance sheet financing? Yes No
 If 'Yes', attach details
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8. Does the Proposer have any express written policies on any of the following:
- | | | |
|---|---------------------------|--|
| (a) Insider Trading Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (b) Corporate Communications Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (c) Revenue and Expense Recognition Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (d) Audit Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (e) Corporate Governance Guidelines | Yes <input type="radio"/> | No <input type="radio"/> |
| (f) Code of Business Conduct and Ethics Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (g) Conflict of Interest Policy | Yes <input type="radio"/> | No <input type="radio"/> |
| (h) Whistleblower Response Guidelines | Yes <input type="radio"/> | No <input type="radio"/> |
| (i) Issuance or granting of share or stock options | Yes <input type="radio"/> | No <input type="radio"/> |
| (j) Anti-bribery statute | Yes <input type="radio"/> | No <input type="radio"/> |
| (k) Compliance with the Sarbanes-Oxley Act 2002 (if applicable) | N/A <input type="radio"/> | Yes <input type="radio"/> No <input type="radio"/> |
9. Attach details identifying each director of the Parent Company by name, years of service, committee positions held, and employment within the past three years
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10. Have any of the directors or officers of the Proposer resigned, been terminated or retired in the past 12 months? Yes No
 If 'Yes', attach details
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11. Does the company have any off balance sheet arrangements? Yes No
 If 'Yes', attach details
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12. (a) Is there any:
- (i) Claim now pending or has there been any Claim against any director or officer in his or her capacity as a director or officer of the Proposer; or
- (ii) Securities Claim now pending or has there been any securities claim against the Proposer?
- If 'Yes', please provide full details of the Claim(s), date made, whether notified to an insurer, amount of Claim(s) paid including split between defence costs and damages, and amount of any outstanding Claim(s) reserve
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- If 'No' such claims, tick here None
- (b) No Proposer, director, officer or other proposed assured has knowledge or information of any fact, circumstance, situation, event or transaction which may give rise to a claim under the proposed insurance, except as attached Yes No
 If 'Yes' attach details
- If 'No' such knowledge or information, tick here None
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13. Has the Proposer or any director, officer or employee of the Proposer been involved in any of the following?

- (a) Any antitrust, price-fixing, tax, copyright, or patent litigation? Yes No
- (b) Any civil, criminal, administrative or regulatory action, proceeding or investigation regarding any violation or potential violation of any national, federal or state securities law or regulation? Yes No
- (c) Any representative actions, class actions, or derivative suits? Yes No

If 'Yes', to (a), (b) or (c), above please give details

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With regard to questions 12 and 13, it is agreed by the Proposer that any claim based upon or arising out of any claim or fact, circumstances, situation, event or transaction known which is disclosed or should have been disclosed above is excluded from coverage under the proposed insurance.

14. Does the Proposer carry any of the following insurance

- (a) Directors and Officers liability insurance? Yes No

If 'Yes', give details of the limits, deductible and period of insurance

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- (b) Employment practices liability insurance? Yes No

If 'Yes', give details of the limits, deductible and period of insurance

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15. Attach the following materials:

- (a) All offering documents (including preparatory documents), listing particulars and financials of the Proposer (including any registration statements with the US Securities and Exchange Commission, if applicable) filed within the last twelve months, including any amendments thereto.
- (b) A copy of the final offering documents or listing particulars (and registration statements) in connection with the offering.
- (c) A copy of the underwriting agreement, which sets forth the indemnification of the Proposer in connection with the offering.
- (d) A copy of the indemnification provisions of the Proposer and charter, by-laws or articles of association of the Proposer.

Important

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.

Chairperson or Managing Director's signature	Date
X	/ /

Executive Officer's signature	Date
X	/ /