

PROPOSAL FORM FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE

PLEASE NOTE

1. This is a proposal form for a policy relating to claims made against the Directors and/or Officers of the Company shown in answer to Question 1(a) and of its subsidiary companies (hereinafter referred to as the Proposers) during the currency of the said policy.
2. In the event that there is any material change in the answers given to the questions contained in this proposal form prior to the inception of the policy, the Proposers must notify Underwriters and, at the sole discretion of Underwriters, any outstanding quotations may be modified or withdrawn.
3. The following documents must be submitted with the proposal form:-
 - a) The audited accounts of the Company for the last 2 financial years;
 - b) The latest interim statement (if applicable);
 - c) A copy of all circular letters sent to the company's shareholders during the past 12 months;
 - d) The latest audited accounts of the ultimate Holding Company if applicable.
4. The particulars and statements contained in this proposal form and any other information submitted are the basis for the proposed policy and will be considered as being incorporated into and constituting a part of the proposed policy.

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All questions must be answered to enable a quotation to be given. The completion and signature of this proposal form does not bind the Proposer's or the Underwriters to complete a contract of insurance. If there is insufficient space to answer questions, please use an additional sheet and attach it to this form (please indicate question number).

1. (a) Name of the Company:

(b) Address of Head Office

(c) If the Company stated in (a) is a subsidiary of another company, please state the name and address of the ultimate Holding Company:

2. (a) Type of company (e.g. Public, Private, Close, Mutual etc):

(b) Nature of business

(c) Date since the Company has continuously carried on business

3. Name of each member of the Board of Directors of the Company:

<u>Name</u>	<u>Date of Appointment</u>
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4. Is cover required under this policy for Directors or Officers of the Company or of its subsidiary companies whilst holding positions in any associated company?

YES NO

If YES, please provide in respect of each appointment the following:-

Company in which position held	Country of Incorporation	Activity	Net Profit	Net Worth

5. (a) How many shareholders does the Company have ?

- (b) Are there any shareholders who own 10% or more of the issued shares?

If so, detail the shareholders and percentages owned:

6. Is the Company:-

- (a) Listed on any Stock Exchange?

If so, please state which and date listing obtained:

- (b) Listed on the Unlisted Securities Market?

- (c) Traded in any other way?

If so, please specify:

7. Please give the total gross assets of the Company and its subsidiary companies and the number of employees in:
- (i) the United States of America _____
 - (ii) Canada _____
8. In respect of any subsidiary company in the United States of America please advise:
- (a) The name of the subsidiary

 - (b) The company's percentage interest (where not 100% owned please state who owns the minority stock):

9. Does the Company or any of its subsidiaries have any of their stock, shares or debentures issued in the United States of America or Canada ?
- If so, please advise:-
- (a) On what date the last offer/tender/issue was made ?

 - (b) Was the offer subject to the United States Security Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto ?

10. Please enclose a copy of the latest 20-F filing or similar filing made to the USA Regulatory Authorities:
- If not applicable please confirm.
11. Has the company made any acquisitions or disposals during the past 18 months ?
- If so, please provide details:

12. Has the Company, within the past 8 months:-
- (i) Filed any registration statement for a public offering?

 - (ii) Issued any shares (common or otherwise)?

(iii) Is any such offering or share issue contemplated in the next 12 months?

If yes, please provide details:-

13. (a) If Directors and Officers Liability Insurance has been carried during the past 3 years please state:-

(i) The name of the Insurers:

(ii) The period of the policy:

(iii) The Indemnity Limit

(iv) The premium (for the last policy issued)

(b) As far as is known, have the Proposers ever been refused this type of insurance or had a similar insurance cancelled?

If so, please provide details:

14. (a) If an insurance similar to that now proposed has been or were now in effect would any claim which has been made or which is now pending against any persons proposed for insurance have fallen within the scope of such insurance ?

If so, please give details:

(b) Is any person proposed for insurance aware, AFTER ENQUIRY of any circumstances or incident which he/she has reason to suppose might afford grounds for any future claim as would fall within the scope of the proposed insurance?

If so, please give details:

15. Amount of Indemnity required:

DECLARATION

I, the undersigned, being a Director or Officer of the Company referred to in Item 1(a) of this proposal, hereby declare that:-

1. I am authorised to complete this proposal on behalf of the Company referred to in Item 1 of this proposal and all subsidiary companies declared herein; and
2. All answers to the questions contained in this proposal are, AFTER ENQUIRY, true and correct to the best of my knowledge and belief; and
3. I have read and understood the notes at the beginning of this proposal; and
4. I understand that the submission of this proposal does not bind either the Underwriters or the Company specified in Item 1 or any of the Subsidiary Companies declared herein, to enter into a binding contract of insurance.

Signed _____

Capacity _____

Company _____

Date _____

***It is important that the Company and all Subsidiary Companies declared herein, and the authorised Officer signing the Declaration above on their behalf, are fully aware of the scope of this insurance so that these questions can be answered correctly. If in doubt, please contact your broker since non-disclosure may affect an Assured's right or recovery under the policy or lead to voidance.**