

# **SWISS RE INTERNATIONAL SE, AUSTRALIA BRANCH**

## **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE PROPOSAL FORM**

## Important Notices

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### Understanding the Policy

You should read the entire Policy carefully; including the definitions and the exclusions to ensure that it meets your requirements. We recommend that you consult an insurance adviser to ensure a clear understanding of your rights and obligations under this insurance contract.

### Your duty of disclosure

When you are completing the Proposal it is important that you understand you are answering questions for yourself and anyone else that you want to be covered by the Policy.

Before you enter into the Policy, you have a duty to tell us anything that you know, or could reasonably be expected to know, which may affect our decision to insure you and on what terms. You have this duty until we agree to insure you.

You have the same duty before you renew, extend, vary or reinstate the Policy.

You do not need to tell us anything that:

- reduces the risk we insure you for;
- is common knowledge;
- we know or should know as an insurer; or
- we waive your duty to tell us about.

### If you do not tell us something

If you do not tell us anything you are required to, we may cancel your contract or reduce the amount we shall pay you if you make a claim, or both.

If your failure to tell us is fraudulent, we may refuse to pay a claim and treat the contract as if it never existed.

### Notification of Facts that might give rise to a claim

Section 40(3) of the *Insurance Contracts Act 1984 (Cth)* provides that if you give notice in writing to us of facts that might give rise to a claim against you as soon as reasonably practicable after you become aware of such facts but before the insurance cover provided by the Policy expires, then we are not relieved of liability under the Policy 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 Policy

## **Privacy Statement – Privacy Information**

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We are bound by the Australian Privacy Principles set out under the *Privacy Act 1988 (Cth)* when we collect and handle your personal and or sensitive information. We shall only collect personal and or sensitive information that is necessary in order for us to process and administer the Policy and any claims made under the Policy. Where possible, we shall collect personal information directly from you or, where that is not reasonably practical, from other sources. We may also use your personal and or sensitive information for the purpose of designing or underwriting new insurance products, for research and analytical purposes, to perform administrative functions, and to comply with our legal obligations.

We may disclose your personal and or sensitive information to third parties for the purposes described above, including insurers, reinsurers, reinsurance brokers, loss adjusters, external claims data collectors, investigators and others involved in the claims handling process, agents and service providers and related entities some of whom may be located in overseas countries, including Hong Kong, India, Singapore, Switzerland, the United States of America and the Slovak Republic.

In providing personal and or sensitive information, you consent to the collection, use and disclosure, including overseas disclosure of your personal and or sensitive information for the purposes described above. Where you provide us with personal and or sensitive information about others, you represent to us that you have made them aware of that disclosure and of our privacy policy and that you have obtained their consent.

If you do not consent to provide us with the personal and or sensitive information that we request, or withdraw your consent to the use and disclosure of your personal and or sensitive information at any stage, we may not be able to offer or continue to offer you the products or provide the services that you seek including claims assessment and handling.

We realise that this information is often very sensitive in nature and shall treat it with the utmost care and security. Information on how we handle your personal and or sensitive information is explained in our privacy policy, including:

- What information we collect and how we use it;
- When do we disclose your information overseas;
- How do we hold and protect your information;
- How we disclose the information;
- How you can check, update or change the information we are holding;
- What happens if you wish to complain.

A copy of our privacy policy is available by contacting your broker or available on our website:

[corporatesolutions.swissre.com/australia-newzealand](http://corporatesolutions.swissre.com/australia-newzealand)

### **Contact Details**

You may seek access to, and correction of, your personal information we hold about you by contacting our Privacy Compliance Officer on (02) 8295 9500 or by writing to:

Privacy Compliance Officer  
Swiss Re International SE Australia Branch  
Level 36, Tower Two, International Towers Sydney  
200 Barangaroo Avenue, Sydney NSW 2000  
Email: [complaints\\_anz@swissre.com](mailto:complaints_anz@swissre.com)

We shall respond to your request within a reasonable time after we receive it.



**SECTION 1: PROPOSED POLICYHOLDER DETAILS**

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**1.1. Name of proposed Policyholder:**

(Full legal entity name required)

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**1.2. Company Registration Number:**

(ABN/ACN)

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**1.3. Address of Head Office:**

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**1.4. Website URL:**

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**1.5. Is the proposed Policyholder registered for GST:**

Yes / No

(If yes, please advise registration number)

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**SECTION 2: DETAILS OF BUSINESS OF PROPOSED POLICYHOLDER**

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**2.1. Establishment date of business:**

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**2.2. Has the proposed Policyholder ever conducted business under any other name(s):**

Yes / No

(If yes, please advise names)

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**2.3. Proposed Policyholder is:**     Public     Private     Other

(If other, please advise details)

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2.4. **Is the proposed Policyholder (or any Subsidiary thereof) listed on:**

Australian Stock Exchange (ASX)

Ticker: \_\_\_\_\_

Any foreign Stock Exchange

Ticker: \_\_\_\_\_

Exchange: \_\_\_\_\_

2.5. **Proposed Policyholder staff numbers (Employees and/or others):**

(Please complete the below table)

NSW	VIC	QLD	WA	SA	TAS	ACT	NT	O/S

**SECTION 3: BUSINESS ACTIVITIES AND OPERATIONS**

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3.1. **Is the proposed Policyholder (including Subsidiaries thereof) considering an acquisition of any other assets or business's whose consolidated assets exceed 10% of the proposed Policyholder's consolidated assets?** Yes / No

(If yes, please attach detailed addendum)

3.2. **Is the proposed Policyholder (including Subsidiaries thereof) considering the divestiture of any assets or business in an amount exceeding ten per cent (10%) of the proposed Policyholder's consolidated assets?** Yes / No

(If yes, please attach detailed addendum)

3.3. **Is the proposed Policyholder (including Subsidiaries thereof) considering offering new securities?** Yes / No

(If yes, please attach detailed addendum)

3.4. **Has the proposed Policyholder (including Subsidiaries thereof) restated any financial statements in the last five (5) years?** Yes / No

(If yes, please advise details below or attach detailed addendum)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



3.5. **Is the proposed Policyholder (including Subsidiaries thereof) contemplating the suspension or reduction of dividends?** Yes / No

(If yes, please advise details below or attach detailed addendum)

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3.6. **Does the proposed Policyholder (including Subsidiaries thereof) have any outstanding convertible securities?** Yes / No

(If other, please advise details below or attach detailed addendum)

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3.7. **Has a director, chief executive officer or chief financial officer of the proposed Policyholder (including Subsidiaries thereof) left such office within the last three (3) years for reasons other than retirement, poor health or promotion?** Yes / No

(If other, please advise details below or attach detailed addendum)

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3.8. **Does the proposed Policyholder (including Subsidiaries thereof) intend to undertake any staff reductions or structural changes in the next eighteen (18) months?** Yes / No

(If yes, please attach detailed addendum)

3.9. **Does the proposed Policyholder (including Subsidiaries thereof) have any activities in the U.S.A or Canada?** Yes / No

(If yes, please complete Annexure A – U.S.A/Canada Supplementary Proposal Form)

3.10. **Does the proposed Policyholder (including Subsidiaries thereof) require cover for Outside Position Liability?** Yes / No

(If yes, please complete Annexure B – Outside Position Liability)

*Note: Although Outside Position Liability are automatically covered for some entities in many of our policies, we require information for all entities for which the proposed Policyholder seeks cover.*

*("Outside Position" means any Insured Person's service as a director, officer, trustee or equivalent position in an Outside Entity at the specific request of the Organisation.)*

3.11. **Does the proposed Policyholder (including Subsidiaries thereof) require insurance for Prospectus Liability?** Yes / No

#### **SECTION 4: INSURANCE HISTORY**

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4.1. **Has the proposed Policyholder (or any Subsidiary thereof) had a policy of insurance refused or cancelled in the last ten (10) years?** Yes / No

(If yes, please attach detailed addendum)

4.2. **Has the proposed Policyholder (or any Subsidiary thereof) had a policy of insurance voided or rescinded in the last ten (10) years?** Yes / No

(If yes, please attach detailed addendum)

#### **SECTION 5: PRIOR KNOWLEDGE AND CLAIMS EXPERIENCE**

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5.1. **Has any director or officer of the proposed Policyholder (or any Subsidiary thereof) in their capacity as a director or officer of the proposed Policyholder ever been subject to any of the following:**

(If yes, please attach detailed addendum)

(i) Prosecution? Yes / No

(ii) Disciplinary action? Yes / No

(iii) Been fined? Yes / No

(iv) Been the subject of any inquiry or investigation? Yes / No

5.2. **Has the proposed Policyholder (or any Subsidiary thereof) been subject to any allegation of breach of any securities law or regulation?** Yes / No

(If yes, please attach detailed addendum)

5.3. **Has the proposed Policyholder (or any Subsidiary thereof) ever been subject to any disciplinary action or investigation by an Official Body?** Yes / No

(If yes, please attach detailed addendum)

5.4. **Is the proposed Policyholder (or any Subsidiary thereof) aware of any prior or known facts or circumstances which a reasonable person might think would give rise to a claim being made against the proposed Policyholder (or any Subsidiary thereof)?** Yes / No

(If yes, please attach detailed addendum)



- 5.5. **Is the proposed Policyholder (or any Subsidiary thereof) aware of any prior or known facts or circumstances which a reasonable person might think would give rise to a claim being made against any principal, partner or director of the proposed Policyholder (or any Subsidiary thereof)?** Yes / No  
(If yes, please attach detailed addendum)
- 5.6. **Is the proposed Policyholder (or any Subsidiary thereof) aware of any claim made or threatened against the proposed Policyholder (or any Subsidiary thereof)?** Yes / No  
(If yes, please attach detailed addendum)
- 5.7. **Is any principal, partner or director of the proposed Policyholder (or any Subsidiary thereof) aware of any claim made or threatened against any principal, partner or director of the proposed Policyholder (or any Subsidiary thereof) in their capacity as principal, partner or director?** Yes / No  
(If yes, please attach detailed addendum)

## **SECTION 6: DOCUMENTATION**

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6.1. **Upon returning the signed copy of the Proposal form, please enclose accompanying copies of:**

(Please place a tick in the boxes below to confirm documents have been attached)

- the proposed Policyholder's most recent annual report;
- the proposed Policyholder's detailed claims history for the past five (5) years;
- any prospectus or disclosure document to be issued in the next twelve (12) months;
- the taken to the due diligence committee for any prospectus or disclosure statement attached; and
- the proposed Policyholder's expiring policy wording.



**SECTION 7: DECLARATION**

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After reasonable inquiry, we, the proposed Policyholder(s) declare and affirm that the information and particulars contained in the Proposal Form and in any addendums and attachments is/are complete, correct and true and that no material facts have been misstated, suppressed or withheld.

We undertake to inform the Insurer (Swiss Re International SE, Australia Branch) of any changes to any information or particulars provided by or on behalf of the proposed Policyholder before the relevant contract of insurance is entered into.

We acknowledge;

1. Our Duty of Disclosure to the Insurer;
2. Receipt of and understanding of the **Important Notices** enclosed in the Proposal Form;
3. The Insurer has relied on all information and particulars provided in support of the Proposal Form in forming its decision to offer any contract of insurance including the terms; and
4. The insurance applied for shall only take effect once an offer of insurance has been provided by the Insurer.

By signing the Proposal Form, we consent to the Insurer collecting, using, storing and disclosing personal information in accordance with the **Privacy Statement – Privacy Information** notice enclosed in the Proposal Form.

I/We hereby confirm that I/we \_\_\_\_\_ (print name) and \_\_\_\_\_ (print name) are authorised by the proposed Policyholder to complete, sign and submit this proposal on behalf of the proposed Policyholder.

Signed: \_\_\_\_\_  
Job Title:

Date:

Signed: \_\_\_\_\_  
Job Title:

Date:

**ANNEXURE A: U.S.A/CANADA SUPPLEMENTARY PROPOSAL FORM**

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1. Please provide the following details regarding the Employees (including all directors and officers) of the proposed Policyholder and all of its Subsidiaries in the U.S.A and Canada:

(Please complete the below table)

State, Province or Territory	Number of Full Time Employees	Number of Part Time Employees	Number of Independent Contractors

2. Is "at will" employment wording included in employment applications, employment contracts, and employee handbooks of all Employees of the proposed Policyholder (including Subsidiaries thereof) in the U.S.A and Canada? Yes / No

(If yes, please attach detailed addendum)

3. Does the proposed Policyholder (including Subsidiaries thereof) in the U.S.A have a Family and Medical Leave Act (FMLA) policy? Yes / No

(If yes, please attach detailed addendum)

4. Are severance packages provided to terminated, redundant, or laid off Employees of the proposed Policyholder (including Subsidiaries thereof) Yes / No

(If yes, please answer the below question(s))

- (i) Do the severance packages include a waiver of release of an Employee's right to bring a claim against the proposed Policyholder or its Subsidiaries? Yes / No

5. In the last ten (10) years, has the proposed Policyholder (including Subsidiaries thereof) been involved in or become aware of any hearings by the Equal Employment Opportunity Commission or the National Labor Relations Board, Department of Labor, or any similar federal, state, or other local government agency? Yes / No

(If yes, please attach detailed addendum)

6. Total amount of revenue earned by \_\_\_\_\_



the proposed Policyholder  
(including Subsidiaries thereof)  
for business activities in the U.S.A  
and Canada:

7. Total amount of assets of the \_\_\_\_\_  
proposed Policyholder's (including  
Subsidiaries thereof) U.S.A. and  
Canada subsidiaries or  
operations:

8. Has the proposed Policyholder (including Subsidiaries thereof) issued Yes / No  
any securities, including but not limited to any stock, shares,  
commercial paper or any debt or equity instruments in the U.S.A. or  
Canada?  
(If yes, please advise details below)

\_\_\_\_\_  
\_\_\_\_\_

9. Does the proposed Policyholder (including Subsidiaries thereof) have Yes / No  
any type of American Depository Receipt (ADR) program or facility?  
(If yes, please advise details below)

\_\_\_\_\_  
\_\_\_\_\_

(a) Please identify the type of program or facility:	Level 3 ADR	Yes / No
	Level 2 ADR	Yes / No
	Level 1 ADR	Yes / No
	Rule 144 (A)	Yes / No
	Other, please specify:	

\_\_\_\_\_

(b) Is such a program or a  Program  
facility:  Facility  
Sponsored or Un-sponsored:

\_\_\_\_\_

(c) When did the last offering  
take place? \_\_\_\_\_

(d) **Which advisers were used for the last offering:**

(Please complete the below table)

<b>Underwriters:</b>	
<b>Depository:</b>	
<b>Custodian:</b>	
<b>Legal Counsel:</b>	
<b>Other:</b>	

(e) **On which exchange are the proposed Policyholder (including Subsidiaries thereof) ADRs traded?**

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(f) **Please provide details of the proposed Policyholder (including Subsidiaries thereof) trading activity of the ADRs for the previous twelve (12) month period:**

(Volume Traded (12-month average))

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(g) **What is the ratio of ADRs to the proposed Policyholder (including Subsidiaries thereof) local shares?**

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(h) **What is the proposed Policyholder (including Subsidiaries thereof) total number of ADRs issued?**

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(i) **What is/was the program's total capitalisation at the date of inception of the programme?**

(Please advise figure in USD)

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(j) **ADR price information:**

(Please complete the below table)

<b>52-week high (USD):</b>	
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<b>52-week low (USD):</b>	
<b>Last traded (USD):</b>	

10. **Does anyone own more than five per cent (5%) of ADR** Yes / No  
(Please complete the below table)

Name	Percentage (%)
	%
	%
	%
	%
	%

11. **What forms (if any) does the proposed Policyholder (or any Subsidiaries thereof) file with the U.S.A Securities and Exchange Commission (SEC)?**

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12. **Please provide hard copies of the following documents:**

- a copy of the most recent report filed with the U.S.A SEC on Form 10-K and 10-Q.
- all reports filed with the U.S.A SEC Form 8-K or Schedule 13D (with respect to any equity securities of such proposed Policyholder and any Subsidiary) during the preceding twelve (12) months.
- a copy of the most recent proxy statement and (if different) the most recent definitive proxy statement filed with the U.S.A SEC.
- a copy of the most recent letter on internal controls provided by the proposed Policyholders external auditor together with management's response.
- a copy of the most recent EEO-1 report for the proposed Policyholder (or any Subsidiaries thereof) with 100 or more employees in the U.S.A.

**ANNEXURE B: OUTSIDE POSITION LIABILITY**

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1. Please provide details for each Outside Entity for which Outside Position liability is required:

(Please complete the below table)

Outside Entity (Full legal entity name)	Current D&O policy number	Insurer	Limit of Liability	Expiry Date	Stock Exchange Listed (Ticker)