

DIRECTORS AND OFFICERS LIABILITY INSURANCE

SIGNING OF THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER OR UNDERWRITERS TO COMPLETE A CONTRACT OF INSURANCE

1. The proposal form must be completed and signed by a chairperson and either Managing Director, Chief Executive Officer or equivalent of the proposer company who is duly authorised by the proposer to do so and then after full enquiry of all persons to be covered.
2. Completing and signing this proposal form does not bind Alphabelle (Pty) Ltd to enter into a contract of insurance.
3. A legal duty is owed to the insurers to disclose all facts, matters, or circumstances known or reasonably expected to be known to the proposer or any proposed insured person which are material to or which may influence the insurer in the consideration and judgement of the risk being proposed, its acceptance and the particular terms upon which it may be underwritten by the insurers.
4. The proposal form is not exhaustive, which means that, after evaluating the answers, SHA might have additional questions. If there is insufficient space in this questionnaire to provide answers or information, please use additional sheets.
5. By completing and signing this proposal form, you accept and acknowledge that you have read and fully understood its contents and their possible effect in relation to the contract of insurance that may be entered into as a consequence.
6. Please attach the following information to the proposal form, as is applicable:
 - 6.1. Latest annual report and audited financials for the company
 - 6.2. Newly established companies – business plan, 5 year financial forecast and CV's of directors
 - 6.3. Corporate governance procedures / reports
 - 6.4. Risk and Audit Committee terms of reference / charter / performance evaluation
7. This is a 'claims made' liability insurance policy. It only provides cover if:
 - 7.1. a claim is made against the Insured, by some other person, during the period of insurance; and
 - 7.2. the claim arises out of a wrongful act committed, attempted or alleged to have been committed or attempted after the date of continuous cover stipulated in the schedule.



Tailor-made Broker Solutions

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1. MAIN CONTACT REGARDING THIS RISK ASSESSMENT

a. Name & Surname:

b. Position:

a. Telephone Number:

Email address:

2. COMPANY OVERVIEW

a. Company name:

b. Principal Address:

c. Telephone Number:

Cell No.:

d. E-Mail address:

Website:

e. Co. Reg No.:

Vat No.:

f. Date of Incorporation and subsequent re-registration / name changes:

g. Financial year end date:

Gross revenue:

h. Total Assets:

i. Type of Organisation:

Sole Practitioner

State Owned Company – SOC

Private Company – (Pty) Ltd

Public Company – Ltd

Non-Profit Company – NPC

Personal Liability Company -Inc.

j. Are any of the Company's subsidiaries to be included (shared limit)?

Yes / No

k. Is the Company party to any joint venture arrangement or partnership agreement which are to be included?

Yes / No

3. DETAILS OF OWNERSHIP

a. Is the Company itself a subsidiary?

Yes / No

If YES, please provide name of the ultimate holding company and country of incorporation.



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b. Shareholder details:

Total number of shareholders		Total number of shares held by Directors (both direct & beneficial)	
Total number of shares issued		Percentage voting rights held by directors	
Any shareholding in excess of 20% or more of the Ordinary Share Capital of the Company			

c. Please provide details of each – names / percentages:

Name	%

d. On which public exchange are the Company's securities traded?

Not publicly traded JSE Main Board ZAR 4AX
 Foreign Exchange A2X Other

If OTHER / FOREIGN, please specify.

Country	Name of Exchange	Type of Listing

e. Does the Company utilise means to monitor and verify the trading activity of its directors, officers and employees to ensure compliance with the company's insider trading policy?

Not traded Yes / No

If NO, please provide details below.

f. Does the Company have corporate policies with respect to directors, officers and employees' ability to purchase or sell the company's shares, including the ability to exercise share options?

Not traded Yes / No

If YES, how often are these policies reviewed and circulated? Who monitors compliance?

If NO, please provide details:



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4. CORPORATE STRUCTURE

- a. Other than in response to a change of accounting standards, has the proposer ever restated its financial results?

Yes / No

If YES, please provide details.

- b. At any time during the last three (3) years

i) Has the Company replaced its external Auditors? Yes / No

ii) Has the Company's revenue recognition or other accounting practices been approved by the external auditors?

Yes / No

iii) Has the Company changed or is it considering changes to its revenue or other accounting practices?

Yes / No

If YES to any of the above, please attach details including details of any qualifications made by and any changes recommended by such external auditor.

iv) Has the name of the Company changed? Yes / No

If YES, please attach Companies and Intellectual Property Commission CoR form.

v) Have any acquisitions or mergers involving the proposer taken place? Yes / No

vi) Has any subsidiary company been sold or ceased trading? Yes / No

vii) Has the capital structure of the proposer changed? Yes / No

viii) Has any rights issue taken place? Yes / No

If YES to any of the above, please attach supporting documents, including but not limited to, prospectus, a decision by the Competition Commission of South Africa, etc.

ix) Has the Company received any investor complaints? Yes / No

x) Are there any material recommendations by any regulatory authority by whom the Company and its Directors are regulated, outstanding or not implemented at present, following a regulatory visit? (These include but not limited to, any inquiry by an organ of the state (i.e. judiciary, competition commission, public protector, national prosecuting authority, etc.)

Yes / No

xi) Have any directors and / or executive officers or the proposer resigned or been replaced? Yes / No

If YES to any of the above, please provide details below.

- c. Is the Company at present:

i) Aware of any acquisition, tender offer or merger pending or under consideration? Yes / No

ii) Aware of any proposal relating to its acquisition by another company? Yes / No

iii) Intending a new public offering of debt or equity securities within the next 12 months? Yes / No

If YES to any of the above, please provide details below.



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5. RISK AND AUDIT

- a. Does the Company have an audit and risk committee as prescribed in the Companies Act? Yes / No

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?

If YES, please attached the following:

- i) Audit and Risk Committee Terms of Reference
- ii) Audit and Risk Committee Charter
- iii) Audit and Risk Committee calendar of activities
- iv) Audit and Risk Committee Performance Evaluation

- b. 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?

6. PRIVACY AND DATA PROTECTION

- a. who will be tasked with the responsibility of compliance with POIA?
- b. How will this individual ensure the organisation os POPIA complaint?

7. OUTSIDE DIRECTORSHIPS

- a. Do any management, directors, officers or employees hold any of the following?
- i) Outside Board positions (e.g. sit on any non-subsidiary company board)? Yes / No
 - ii) Were these appointments at the written behest of the Company? Yes / No

If NO, please note that the cover may not be automatic for these appointments.

If YES, underwriters may require to see Financial Reports and Accounts of these Companies.

8. SAFETY AND HEALTH

- a. Does the company have policies and procedure in place to ensure compliance with relevant health and safety legislation? Yes / No
- b. Does the company employ a dedicated health and safety officer? Yes / No
- c. Does the company have policies and procedures in place for identifying hazards and reducing accidents and exposure to situations harmful to its human resources? Yes / No
- If YES, please attach policies and procedures.
- If NO, please provide full details on how this risk is managed.
- d. Have any reportable incidents occurred in the past 12 month?



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9. ENVIRONMENTAL IMPAIRMENT

- a. Does the Company have policies and procedures in place to ensure compliance with relevant environmental / pollution legislation? Yes / No
- b. Does the Company employ a dedicated health and safety officer? Yes / No
- c. Does the Company have policies and procedures in place for identifying hazards and reducing accidents and exposure to situations harmful to the environment? Yes / No
- If YES, please attach policies and procedures.
If NO, please provide full details on how this risk is managed.
- d. Is the proposer aware of any contingencies / legal proceedings / fines / investigations relating to an Environmental Impairment?

10. NORTH AMERICA

(United States of America, being 50 States of the Union plus the District of Columbia, Canada and any territory operating under the laws of or subject to the jurisdiction of the courts of the aforementioned territories)

- a. Does the Company have any assets in North America? Yes / No
- If YES, please provide the total gross assets in North America.
- b. Does the Company have any stock, shares or debentures, debt instruments or commercial paper in North America? Yes / No
- If YES,
- i) Are such stock, shares or debentures publicly traded? Yes / No
- ii) Are any stocks or shares traded in the form of ADRs / GDR's? Yes / No
- iii) What percentage of market capitalisation is traded in the form of ADR's? _____ %
- iv) What percentage of total issued share capital of the Company is owned by U.S. citizens? _____ %
- v) On what date was the last offer / tender / issue made? _____
- vi) Was the offering subject to The US Securities Act of 1933 and/or The Securities Exchange Act of 1934? Yes / No
- vii) Has a 20-F filing been made to the USA regulatory authorities? Yes / No
- If YES, when was the last time and for which period?
- viii) Has the Company been subject to an SEC enforcement action or IRS enforcement action in the past 3 years? Yes / No
- ix) Does the SEC or IRS have any inquiries or requests to the Company pending? Yes / No
- Please attach details of any local Directors and Officers policies in place.*



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11. PREVIOUS LOSSES AND EXISTING CIRCUMSTANCES

- a. Has any insurance of this nature even been cancelled by any Insurer? Yes / No
 If YES, please provide details
- b. Have any claims ever been notified under directors insurance policy? Yes / No
 If YES, please provide details
- c. Are there any pending or prior claims or circumstance against anyone who will be covered under this insurance in their capacity as director of the proposer or any other company? Yes / No
 If YES, please provide details below.
- d. Has the proposer or any of its directors and officers and employees ever been involved in any of the following:
- i) Anti-competitive behaviours Yes / No
 - ii) Any wilful breach of trust or wilful misconduct proceedings? Yes / No
 - iii) Been ineligible or disqualifies from holding a fiduciary position? Yes / No
 - iv) Exceeded their authority? Yes / No
 - v) Employment related dispute? Yes / No
- If YES, please provide details below.

12. INSURANCE HISTORY AND REQUIREMENTS

- a. Details of current Directors and Officers Liability insurance:

Period of Insurance	
Limit of Indemnity	
Excess	
Retroactive cover	

- b. Please attach expiry policy and wording in order for us to revert back with comparable quotation.
- c. Coverage requirements: Limit R _____ Deductible _____
 Limit R _____ Deductible _____



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13. DECLARATION

1. I/We declare that the above statements are true and complete.
2. At the present time, other than as stated above, I/We have no reason to anticipate any claim being brought against me/us that would constitute a claim under the Insurance now being renewed or applied for.
3. I/We agree that this declaration shall form, together with the proposal form, the basis of the contract between me/us and the Insurers, and that I/We are properly authorised to sign this declaration.
4. I/We acknowledge that the information submitted in this proposal form may be protected by data protection legislation, such as the Protection of Personal Information Act 2013 (POPIA) and, accordingly, hereby consent to the use of such information by Alphabelle (Pty) Ltd to:-
 - i. Verify the information disclosed herein against any other source;
 - ii. Communicate with you directly should you request us to and in accordance with relevant regulatory requirements;
 - iii. Compile non-personal statistical information to assist in assessing similar risks;
 - iv. Assess the risk to be underwritten and, if a Policy of Insurance is issued pursuant to and based upon such information, that said information may be used at a later stage to assess any future claims that I/We may have against any such Insurances;
 - v. Transmit your personal information to any affiliate, subsidiary or re-insurer so that we can provide insurance services to you and to enable us to further our legitimate interests including statistical analysis, reinsurance and credit control;
 - vi. Transmit your personal information to any third party service provider who has a need to know such information in order to perform functions relating to your Policy
 - vii. Share your personal information on the SAIA policyholder database for the combatting of insurance fraud and improved evaluation of risk;
5. I/We further acknowledge that this consent clause will remain in force even if your Policy is cancelled or lapsed.

	Chairman	Managing Directors / CEO
Name		
Signature		
Date		



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