

Proposal Form

Directors' & Officers' Company Reimbursement Legal Liability

A copy of the **Product Disclosure Sheet (PDS)** is available at our Customer Service Centre, branch offices or our intermediaries. Please make sure that you have read and understood the contents of the **PDS** before purchasing the product.

Berjaya Sompo Insurance Berhad (Registration No. 198001008821 (62605-U)) (BSIB) is licensed under the Financial Services Act 2013 and regulated by Bank Negara Malaysia.

Berjaya Sompo Insurance Berhad is a member of Perbadanan Insurans Deposit Malaysia (PIDM). For more information, kindly contact PIDM at 1-800-88-1266 or visit the PIDM website at www.pidm.gov.my.

IMPORTANT NOTICE ON PRE-CONTRACTUAL DISCLOSURE AND REPRESENTATION**Non-Consumer Insurance Contract**

Pursuant to Schedule 9 of the Financial Services Act 2013, if you are applying for this insurance for purposes of your trade, business or profession, you have a duty to disclose any matter you know to be relevant to our decision in accepting the risks and determining the rates and terms of your insurance. You also have a duty to inform us of any change in the details or information given to us before we issue the Policy to you, or before you renew or change any of the terms of your Policy. If you fail to do so, your Policy may be cancelled or treated as if it never existed, or your claim may be rejected or not fully paid.

The above duty of disclosure for Non-Consumer Insurance Contract shall continue until the time your contract of insurance is entered into, varied or renewed with us.

In addition to answering the questions in this proposal form, you are required to disclose any other matter that you know to be relevant to our decision in accepting the risks and determining the rates and terms to be applied. You also have a duty to tell us immediately if at any time after your contract of insurance has been entered into, varied or renewed with us any of the information given in this proposal form is inaccurate or has changed.

PLEASE READ THE FOLLOWING NOTE BEFORE YOU COMPLETE THE PROPOSAL**1. YOUR DUTY OF DISCLOSURE**

PURSUANT TO PARAGRAPH 4(1) OF SCHEDULE 9 OF THE FINANCIAL SERVICES ACT 2013, if you are applying for this Insurance for a purpose related to your trade, business or profession, you have a duty to disclose any matter that you know to be relevant to our decision in accepting the risks and determining the rates and terms to be applied and any matter a reasonable person in the circumstances could be expected to know to be relevant, otherwise it may result in avoidance of your contract of insurance, refusal or reduction of claim(s), change of terms or termination of your contract of insurance.

The above duty of disclosure shall continue until the time your contract of insurance is entered into, varied or renewed with us.

You also have a duty to tell us immediately if at any time after your contract of insurance has been entered into, varied or renewed with us any of the information given in this Proposal Form is inaccurate or has changed.

2. CLAIMS MADE POLICY

THE TERMS AND CONDITIONS of the proposed Claims Made Policy provide that, if a Claim (as defined) is made against you then you must immediately notify the Underwriters thereof. This notification must be given during the term of the Policy for the Policy to apply.

If any circumstances come to your attention during the term of the Policy which are likely to cause a Claim to be made against you or which you should reasonably expect to cause a Claim to be made against you, you have an option as to whether or not to notify the Underwriters. However, failure to notify may affect Policy response, i.e. all or part of any subsequent claim may not be covered. Assuming the option is chosen, such notification must be given during the term of the Policy for the Policy to apply.

The time of happening of the acts or circumstances which give rise to a Claim or a possible Claim is not of relevance provided they occur after the retroactive date stated on the Schedule and the relevant sum insured is adequate.

Upon expiry of the Policy no further claims can be made thereunder and therefore the maintenance of insurance is essential.

3. UTMOST GOOD FAITH

This Insurance is a contract based on the utmost good faith requiring the Insurer(s) and the Proposer/Insured(s) to act towards each other with the utmost good faith in respect of any matter arising in relation to this insurance.

4. APPLICABILITY OF THIS NOTICE

This notice applies to each and every Director and Executive Officer of the Company.

DIRECTORS' AND OFFICERS'/COMPANY REIMBURSEMENT INSURANCE PROPOSAL FORM	
1.	Company name: _____
2.	Address: _____ _____ _____
3.	i) Limit of Indemnity required RM _____ ii) Level of self insured excess required RM _____ each and every claim
4.	(a) Nature of Business _____ (b) Annual Turnover RM _____ (c) Total Assets RM _____ (d) Total Net Shareholder Funds RM _____ (e) At last Balance Sheet (give date DD/MM/YY) _____ (i) Pre-tax profit (Loss) RM _____ (ii) Accumulated Losses RM _____
5.	(a) Date established _____ (b) Type of company (eg. Private, Public (listed/unlisted), Non-profit, etc) _____ (c) Business Registration Number/NRIC No _____
6.	Attach copy of the last two annual reports of the company (or management accounts if balance date is more than 120 days past).
7.	STOCK (a) Total number of ordinary shareholders _____ (b) Total number of ordinary shares owned by its Directors (direct and beneficial) _____ (c) Market where the stocks are traded if the company is a public/ listed company _____ (d) Whether the stocks are traded as American Depository Receipt (ADR) _____
8.	SUBSTANTIAL SHAREHOLDERS:- List all shareholders holding (directly or beneficially) more than 15% of the voting stock. i) Name _____ ii) Percentage _____ _____ _____ _____ _____
9.	COMPLETE LIST OF SUBSIDIARIES AND CONTROLLED ENTITIES (Please attach the list to this proposal if appropriate) Note: Cover will not extend to Associate Companies.
10.	For each Director (including executive and non-executive) of the Company named in Question 1, give name, qualifications and years the directorship has been held.

11.	<p>OUTSIDE DIRECTORSHIPS</p> <p>(a) List any positions held by any Directors on outside boards (which are held at the specific request of the company) for which cover is required:</p> <table border="1"> <thead> <tr> <th>NAME</th> <th>POSITION</th> <th>COMPANY</th> </tr> </thead> <tbody> <tr> <td>1) _____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>2) _____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>3) _____</td> <td>_____</td> <td>_____</td> </tr> </tbody> </table> <p>(b) Provide details of any existing coverage carried by these companies.</p> <table border="1"> <thead> <tr> <th>INSURER</th> <th>SUM INSURED</th> <th>EXPIRY DATE</th> </tr> </thead> <tbody> <tr> <td>1) _____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>2) _____</td> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	NAME	POSITION	COMPANY	1) _____	_____	_____	2) _____	_____	_____	3) _____	_____	_____	INSURER	SUM INSURED	EXPIRY DATE	1) _____	_____	_____	2) _____	_____	_____
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12.	<p>(a) Has there been any material change in the financial condition of the company or its subsidiaries or is there any other matter considered material to the acceptance of this proposal since the last annual report, or since production of the financial data provided with this proposal? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(b) Was the company trading profitably at the close of the last calendar month? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>																					
13.	<p>Does the company or its subsidiaries conduct business in the United States of America? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please supply</p> <p>(a) Percentage (and number) of employees domiciled there: _____</p> <p>(b) Percentage (and dollar value) of total gross assets in that jurisdiction: _____</p> <p>(c) The nature and extent of these activities, including the percentage of total turnover so derived: _____</p>																					
14.	<p>PENSION TRUSTEE LIABILITY</p> <p>a) Does the directors of the Company act as trustee(s) of pension trustee funds? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b) Please list the names of the pension trustee funds and the values of proceeds held as of the latest audit date</p> <table border="1"> <thead> <tr> <th>Name of fund</th> <th>Value of proceed</th> <th>Date of last audit</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	Name of fund	Value of proceed	Date of last audit	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____						
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15.	<p>Has there been or is there now pending any claim against any Director or Officer in their capacity as either Director or Officer of the above company or any other company? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please give comprehensive details (by way of attachment if necessary).</p>																					
16.	<p>Has any Director or Officer ever been subject to disciplinary action been fined or penalised or been subject to an inquiry in their capacity as a Director or Officer of this company or any other company? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, Please give comprehensive details (by way of attachment if necessary).</p>																					
17.	<p>Does any Director or Officer after specific enquiry of management and staff have knowledge or information of any incident act error or omission which may give rise to a claim of the type as would be covered by the proposed policy? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please give comprehensive details.</p>																					

	(Note: If such knowledge or information exists any claim or action arising therefrom is excluded from this proposed coverage. See the last page of this proposal form for explanatory notes.)
18.	<p>Details of existing or previous Directors and Officers legal liability insurance:</p> <p>(a) Name of Insurer _____</p> <p>(b) Period of Insurance _____ to _____</p> <p>(c) Sum Insured _____</p> <p>(d) Excess applicable _____</p>
19.	<p>(a) Has any proposal for similar insurance made on behalf of the company and/or its Directors or Officers ever been declined or has any such insurance ever been cancelled or renewal refused? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(b) Have any special terms ever been imposed? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes to (a) or (b) give details.</p>
20.	<p>Is the company currently subject to any takeover attempt or has the company publicly revealed its intention to merge with or takeover any other company? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please give details.</p>
21.	<p>Has the company merged with / taken over any other company since the date of its last annual report? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please give details.</p>
22.	<p>Has there ever been or is there now pending any prosecution of the company or its subsidiaries under any statute (particularly under the Corporations Law, Trade Practices Act or equivalent legislations)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes, please give details.</p>
23.	<p>EMPLOYMENT PRACTICE</p> <p>a) Number of employees at present _____</p> <p>b) Number of employees dismissed during the last 12 months _____</p> <p>c) Does the company maintain an employment practices policy (that is, internal guidelines on hiring/firing of staff, discrimination, sexual harassment, etc.)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If no, is any Director or Officer aware, after enquiry, of any existing practices which may give rise to a claim of the kind referred to in explanatory notes 17.</p> <p>d) Has the Company or its subsidiaries been sued for employment practice matters? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>N.B. Please provide detailed information if there are such claims.</p>
	<p>EXPLANATORY NOTES FOR QUESTION 17</p> <p>Due to the broad duty of disclosure requirements, the following matters (whilst not exhaustive) should be considered in formulating a response to the Question:</p> <ol style="list-style-type: none"> Contractual and business agreements can be the source of disputes, particularly agreements which ben-efit your company at the perceived unfair expense of other parties. Financial dealings which may be construed by regulatory authorities as being in breach of statute law. Prejudicial treatment of staff, both male and female, in terms of employment status, promotional op-portunities, retrenchment programmes and the like. Sexual harassment of, or sexual discrimination against, staff. Written or spoken words which could be considered defamatory in nature. Any process of business likely to be in breach of the law. Commission, License Fees and Consultancy Fees which Shareholders might subjectively consider in-appropriate. Delays in paying statutory collections, taxes, etc.

