



Directors and Officers PROPOSAL



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IMPORTANT NOTICE

MATERIAL FACTS

"You" (this means every person or entity to be insured under this insurance) are under a duty to disclose all material facts that could influence The Insurer's decision to accept this insurance and, if so, on what terms. You need to disclose both facts known to you AND facts which you could have been reasonably expected to know about. If you are in any doubt as to whether a fact may be material, you should disclose it to ensure that any cover granted is not prejudiced.

NON DISCLOSURE/MISSTATEMENT

If you fail to comply with your duty of disclosure, The Insurer may be entitled to avoid the contract altogether, and so decline to pay any claim.

JURISDICTION

Except to the extent otherwise provided in any subsequently issued policy, the content and use of this form and any agreement entered into pursuant to this form or any dealing in relation to or arising from

this form are governed by the laws of New Zealand and in relation to those matters, the parties submit to the jurisdiction of the courts of New Zealand

COMPLETION NOTES

- Please answer ALL questions fully, if you need extra space please attach additional pages on your organisation letterhead and mark their inclusion on the proposal.
- PLEASE ENSURE YOU READ AND SIGN THE DECLARATION.

COMPANY DETAILS

1. Full legal name of the Company

2. Principal address

3. Nature of business (including subsidiaries)

4. Date the Company commenced the business (as referred to above)

5. Legal status of the Company?

Listed Co-op/Mutual

Unlisted Non Profit

Other (Please specify)

6. Is the Company a subsidiary of another entity?

No Yes > Please state the name of the ultimate holding company.

7. Is there any shareholder holding, directly or beneficially, 10% or more of the ordinary share capital of the Company?

No Yes > Please provide the name of the shareholder and the percentage held.

8. Has there been any acquisition or disposal, merger or takeover undertaken by the Company or any of its subsidiaries in the last 24 months?

No Yes > Please provide details.

9. Does the Company or any of its subsidiaries act as a manager of any fund or property for or on behalf of any third party?

No Yes > Please provide details.

10. Is there any subsequent information of a material nature not disclosed in the attached financial statements (refer 'documents to be attached') that could affect the financial position, capital structure or operation of the Company?

No Yes > Please provide details.

COMPANY DETAILS

11. (a) Are any of the directors currently members of any professional association (e.g. Institute of Directors of New Zealand?)

No Yes > Please provide details.

12. Does the Company have an audit or compliance committee?

No

13. Has any director or executive officer of the Company been declared bankrupt or entered into a deed of assignment, composition or a scheme of arrangement with creditors?

No Yes > Please provide details.

14. Has any director or executive officer of the Company been a director of an organisation placed in administration, a scheme of arrangement, receivership, liquidation, or provisional liquidation?

No Yes > Please provide details.

15. Please provide details for each Board Member of the Company.

Name of each Board Member of the Company	Professional Qualifications	Date Appointed	Years Qualified or Years Experience as a Director

COMPANY INSURANCE DETAILS

16. Has any director or executive officer of the Company ever been refused this type of insurance, or has a similar insurance cancelled or declined to renew, or has any special terms imposed?

No Yes > Please provide details.

17. If the directors and executive officers were insured under this policy now, would any of them have a claim pending that would be covered?

No Yes > Please provide details.

18. Is any person proposed for insurance aware, after enquiry of any circumstances or incident which he/she believes might give rise to any future claim that would fall within the scope of such insurance?

No Yes > Please provide details.

19. Has there been or is there now pending, any prosecution of the Company or its subsidiaries under the Companies Act 1955, Companies Act 1993, Fair Trading Act 1986, Commerce Act 1986 or any other statute?

No Yes > Please provide details.

LIMIT OF INDEMNITY DETAILS

20. Limit of Liability \$ _____

21. Deductible:

(a) Company Reimbursement \$ _____

(b) Directors and Officers \$ _____

22.

a) If currently insured, list details of existing insurer

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b) Current Limit of Liability \$ _____

c) Period of Insurance From

	/		/	
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to

	/		/	
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OPTIONAL EXTENSIONS

Please confirm whether each of the following extensions is, or is not required.

23. Outside Directorships Cover – Other than Non Profit Organisations
(Provides Indemnity to Directors and Officers who currently represent the Company’s interest in an organisation other than a non-profit entity)

No Yes > Please provide a list of external organisations together with their most recent audited consolidated accounts and claim details of each organisation.

24. Automatic Reinstatement of the Aggregate Limit
(Cover may be available for one reinstatement of aggregate limit, for an additional premium)

No Yes

25. USA and Canadian Jurisdiction Cover

No Yes > A separate addendum will need to be completed.

26. Employment Practices Liability (Company Cover)

No Yes > A separate addendum will need to be completed.

27. Pollution Defence Costs
(Cover may be available; maximum limit \$1 million)

No Yes > A detailed questionnaire must be completed.

28. Multi-year Run-Off after Merger, Consolidation or Sale
(This option is available for up to 7 years).

No Yes

DOCUMENTS TO BE ATTACHED

Please attach to this Proposal Form:

- (i) The audited consolidation financial statements and annual reports of the Company for the past two financial periods.
- (ii) The current audited accounts of the ultimate holding company, if applicable.
- (iii) The latest interim financial statements if the accounts referred to in (i) and (ii) above, are more than nine months old.
- (iv) List of current subsidiaries of the Company if not detailed in the Annual Report.

Please indicate the total number of additional pages attached to this proposal. ____

DECLARATION

I/We declare on behalf of all proposed insureds that:

- (a) all answers and statements in the proposal form(s) are correct and complete in every respect and there is no further information which may affect acceptance of the proposal;
- (b) if accepted by The Insurer, the proposal form(s) and declaration, and any other material which I/we have provided to The Insurer, shall be incorporated into and form the basis of the contract of insurance;
- (c) I/We understand that The Insurer requires this information (which will be retained by The Insurer) in order to decide whether to accept this proposal, and also that the Privacy Act 1993 entitles me/us to have access to and request the correction of this information;
- (d) The Insurer is authorised to disclose information received from me/us to its advisors, reinsurers and to other insurers. I/We authorise The Insurer to obtain, from any party, information that is, in The Insurer's view, relevant to this proposal;
- (e) I/We understand that the insurance will not be in force until this proposal has been accepted and cover confirmed by The Insurer.

NOTE: Signing the proposal(s) and any supplementary questionnaires does not bind either the applicant or The Insurer to complete the insurance.

Chairman

Signed

Date

Printed name

Position

Chief Executive Officer

Signed

Date

Printed name

Position

Chief Financial Officer

Signed

Date

Printed name

Position



Directors and Officers USA and Canadian Jurisdiction Addendum



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YOUR DETAILS

1. Full legal name of the Company

2. Does the Company or any of its subsidiaries or divisions:

(a) Enter into any contracts that are subject to legal jurisdictions of the USA or Canada?

No Yes > Please provide details.

(b) Have operations located within the USA or Canada?

No Yes > Please provide the following information in respect of each such operation.

(i) Location:

(ii) Total Assets:

(iii) Turnover:

3. Does the Company or any of its subsidiaries or divisions:

(a) Have any shares traded on a listed stock exchange subject to the legal jurisdiction or the USA or Canada?

No Yes > Please state (i) the share price as at the date of this addendum
(ii) the number of shares listed.

(b) Submit a 20F filing to the USA Regulatory Authorities?

No Yes > Please attach a copy of the latest filing.

4. Does the Company or any of its subsidiaries have any debt instruments or commercial bills issued in the USA or Canada?

No Yes > Please provide details.

5. Does the Company or any of its subsidiaries have an American Depository Receipts facility?

No Yes > Please state:

(a)	Number of ADR issued	<input type="text"/>
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(b)	Number of ADR traded to date	
(c)	Number of holders of ADR	
(d)	Name of sponsor if applicable	



Directors and Officers Pollution Legal Expenses Addendum



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YOUR DETAILS

1. Full legal name of the Company

2. Nature of Business

3. Does the Company have a written environmental policy statement?

No Yes > Please provide a copy.

4. Does the Company have standard procedures for evaluating pollution exposures in respect of property acquired?

No Yes > Please provide a copy.

5. What toxic wastes does the Company produce and how are they disposed of?

6. Does the Company have an officer who is responsible for environmental issues in relation to the Company's activities?

No Yes

7. Has the Company consulted its legal advisers about its environmental diligence responsibility?

No Yes > Please give approximate date of consultation

8. Does the Company hold all necessary approvals, test certificates and discharge consents to import, manufacture, develop, field test, release, handle or discharge any hazardous substance as required by the Environmental Risk Management Authority and the relevant regional authority?

No Yes

9. What environmental impact statements has the Company prepared in the last 10 years?

Please provide full details.

10. Has the Company established a system to minimise and control damage from environmental offences and accidents and to monitor technological developments in this area?

No Yes

11. Has there been any claim made against the Company for pollution/contamination?

No Yes > Please provide full details



Directors and Officers Employment Practices Liability Addendum



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YOUR DETAILS

1. Name of Employer

EMPLOYEE DETAILS

2. (a) Total personnel numbers as at June 30 for the last 3 years.

Personnel Category	200_	200_	200_
Full-time			
Part-time			
Contractors			
Temporary			
TOTAL PERSONNEL			

Please state annual number of staff turnover for the same 3 years.

3. Please state the number of employees in the following salary ranges.

\$0 - \$35,000 _____

\$35,001 - \$100,000 _____

Over \$100,000 _____

4. Did the Employer initiate any termination/s within the last 2 years?

No Yes > Please state the reason for the termination/s and the number of full-time and part-time employees terminated.

EMPLOYMENT PRACTICES DETAILS

5. Did the Employer have any office closures, consolidations, amalgamations, mergers or acquisition in the last 2 years resulting in termination?

No Yes > Please state the reason for the termination/s and the number of full-time and part-time employees terminated.

6. Does the Employer anticipate any of the events referred to in questions 4 and 5 happening in the next 18 months?

No Yes > Please provide details.

7. Are employment policies and procedures in place that have been reviewed and approved by an external consultant?

No Yes > When?

8. Are employment application forms used during the hiring process?

No Yes

9. Are reference checks made of incoming employees and contractors?

No Yes

10. Are employment guidelines available to all employees?

No Yes

11. Are written policies in place regarding the following?

12. Equal opportunity No Yes

Anti-sexual harassment No Yes

Discrimination No Yes

Legal procedures to be followed before termination of employment No Yes

CLAIM DETAILS

13. Have there been any claims made against the Employer in the last 3 years?

No Yes > Please provide full details.

14. Is any person proposed for insurance aware, after enquiry, of any circumstance or incident which he/she believes might give rise to any future claim that would fall within the scope of the proposed insurance?

No Yes > Please provide details.

15. Limit of Liability Required: \$500,000 \$1,000,000 Other (please specify) \$ _____