

Chubb Elite Directors and Officers Insurance

Proposal Form

Instructions to Proposer

Please read the Important Information Section below before completing this Proposal Form.

Please contact us if you would like a hard copy of the relevant insurance policy or a summary of cover provided by Chubb.

Please enclose with this Proposal Form:

- 1. The last two Annual Reports and Audited Accounts for the Company;
- 2. The last two Interim Statements (if applicable);
- 3. Any Public Offer Document and/or Listing Particulars published in the last 12 months;
- 4. Any brochures or marketing materials setting out the Company's profile.

This proposal should only be completed after detailed enquiry has been made of all persons to be covered.

Important Information

In this section "We", "Our" and "Us" means Chubb Insurance New Zealand Limited (Chubb). "You" and "Your" refers to Our customers and prospective customers as well as those who use Our website.

Duty of Disclosure

Your Duty of Disclosure

Before entering into a contract of insurance with Chubb, each prospective insured has a duty to disclose to Chubb information that is material to Chubb's decision whether to accept the insurance and, if so, on what terms. This includes material information about the insured, any other people and all property and risks insured under the policy. Information may be material whether or not a specific question is asked.

There is the same duty to disclose material information to Chubb before renewal, extension, variation or reinstatement of a contract of insurance with Chubb. You should also provide all material information when you make a claim or if circumstances change during the term of the contract of insurance.

It is important that each prospective insured understands all information provided in support of the application for insurance and that it is correct, as each prospective insured will be bound by the answers and by the information they have provided.

The duty of disclosure continues after the application for insurance has been completed up until the time the contract of insurance is entered into.

Consequences of Non-Disclosure

If an insured fails to comply with their duty of disclosure, Chubb may be entitled, without prejudice to its other rights, to reduce its liability under the contract in respect of a claim or refuse to pay the entire claim. Chubb may also have the right to avoid the contract from its beginning. This means the contract will be treated as if it never existed and no claims will be payable.

Financial Strength Rating

At the time of print, Chubb has an "AA-" insurer financial strength rating given by S&P Global Ratings. The rating scale is:

The rating scale is:	he rating scale is:				
AAA	BBB	CCC	SD or D		
Extremely Strong	Good	Very Weak	Selective default or default		
AA	BB	CC	R		
Very Strong	Marginal	Extremely Weak	Regulatory Action		
A	B		NR		
Strong	Weak		Not Rated		

The rating from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standings within the major rating categories. A full description of the rating scale is available on the S&P Global Ratings website.

Our rating is reviewed annually and may change from time to time, so please refer to Our website for Our latest financial strength rating.

Fair Insurance Code

We are a member of the Insurance Council of New Zealand (ICNZ) and a signatory to ICNZ's Fair Insurance Code (the Code). The Code and information about the Code is available at www.icnz.org.nz and on request.



Privacy Statement

This statement is a summary of Our privacy policy and provides an overview of how We collect, disclose and handle your personal information. Our privacy policy may change from time to time and where this occurs, the updated privacy policy will be posted on Our website.

Chubb is committed to protecting Your privacy. Chubb collects, uses and retains your personal information in accordance with the requirements of New Zealand's Privacy Act, as amended or replaced from time to time.

Personal Information Handling Practices

When do We collect your personal information?

Chubb collects Your personal information (which may include health information) from You when You interact with Us, including when you are applying for, changing or renewing an insurance policy with Us or when We are processing a claim, complaint or dispute. Chubb may also (and You authorise Chubb to) collect Your personal information from other parties such as brokers or service providers, as detailed in Our privacy policy.

Purpose of Collection

We collect and hold the information to offer products and services to You, including to assess applications for insurance, to provide and administer insurance products and services, and to handle any claim, complaint or dispute that may be made under a policy.

If You do not provide Us with this information, We may not be able to provide You or Your organisation with insurance or to respond to any claim, complaint or dispute, or offer other products and services to You or Your organisation.

Sometimes, We may also use Your personal information for Our marketing campaigns and research, to improve our services or in relation to new products, services or information that may be of interest to You.

Recipients of the Information and Disclosure

We may disclose the information We collect to third parties, including:

- contractors and contracted service providers engaged by Us to deliver Our services or carry out certain business activities on Our behalf (such as actuaries, loss adjusters, claims investigators, claims handlers, professional advisers including lawyers, doctors and other medical service providers, credit reference bureaus and call centres);
- · intermediaries and service providers engaged by You (such as current or previous brokers, travel agencies and airlines);
- other companies in the Chubb group;
- the policyholder (where the insured person is not the policyholder);
- insurance and reinsurance intermediaries, other insurers, Our reinsurers, marketing agencies; and
- government agencies or organisations (where we are required to by law or otherwise).

These third parties may be located outside New Zealand. In such circumstances We also take steps to ensure Your personal information remains adequately protected.

From time to time, We may use your personal information to send You offers or information regarding Our products that may be of interest to You. If You do not wish to receive such information, please contact Our Privacy Officer using the contact details provided below.

Rights of Access to, and Correction of, Information

If You would like to access a copy of Your personal information, or to correct or update Your personal information, want to withdraw Your consent to receiving offers of products or services from Us or persons We have an association with, please contact the Privacy Officer by posting correspondence to Chubb Insurance New Zealand Limited, PO Box 734, Auckland; telephoning: +64 (9) 3771459; or emailing Privacy.NZ@chubb.com.

How to Make a Complaint

If You have a complaint or would like more information about how We manage Your Personal Information, please review Our Privacy Policy for more details, or contact Our Privacy Officer at the details above.

You also have a right to address Your complaint directly to the Privacy Commissioner by telephoning 0800 803 909, emailing enquiries@privacy.org.nz or using the online form available on the Privacy Commissioner's website at www.privacy.org.nz.

1.	Proposer Details					
a)	Name of Company					
b)	Principal address					
c)	Country of registration:					
d)	Web address:					
e)	Date established:					
f)	Nature of the business of	the Company and all s	subsidiaries:			
2.	Material Change					
a)	Is the Company or any in	dividual proposed for	coverage awar	e of any actual (last 24 months) or fut	ure:	1
	i. acquisition, merger o	r creation of a new su	bsidiary involvi	ing the Company or any subsidiary:		☐Yes ☐No
	ii. sale or cessation of ar	ny subsidiary of the Co	ompany:			☐Yes ☐No
	iii. change to the capital	structure of the Comp	oany:			☐ Yes ☐ No
	iv. new public offering of	f securities (including o	equities, debt, s	hares, notes, bonds or debentures):		☐Yes ☐No
b)	Have any directors or offi	cers of the Company 1	esigned or bee	n replaced in the past 12 months:	☐ Yes ☐ No (Please	specify reasons)
c)	Is the Company:					
	i. Public:					☐ Yes ☐ No
	ii. Private:					☐ Yes ☐ No
	iii. Other (specify):					
3.	Ownership					
a)	Is the Company:					1
	i. Listed on any stock ex	xchange?				☐ Yes ☐ No
	ii. Listed on any unlisted	d securities market or	exempt exchar	nge?		☐Yes ☐No
	iii. Traded in any other v	vay?				☐Yes ☐No
	If Yes, please provide full	details: stock code; w	hat exchange tl	hey are listed on; and type of security	traded on that exchange:	
b)	Please detail:					
	i. Total number of share					
	ii. Total number of shares issued:					
	iii. Any shareholder or associated group of shareholders who own or control, directly or indirectly, more than 5% of the ordinary share capital of the Company:					
	iv. Full description of any	other securities, bon	ds or other inst	ruments that are convertible to votin	g shares and their respecti	ve rights:

4.	North America:	
a)	Has the Company or any subsidiary at any time:	
	i. Conducted any business in the United States of America?	☐Yes ☐No
	ii. Had any shares traded on a stock exchange in the United States of America?	☐Yes ☐No
	iii. Held a beneficial interest in any company in the United States of America?	☐ Yes ☐ No
	If Yes to any of the above questions, please complete the North American Addendum (Appendix A).	
5.	Financial	
a)	Does the Company have a policy for external auditor review and rotation?	☐Yes ☐No
b)	Has the Company's external auditor expressed any concerns to the Audit Committee or any of its directors and/or officers regarding disclosures and accounting practices or policies (including revenue recognition practices) of the Company or any subsidiary?	□Yes □No
c)	Has the Company or any subsidiary changed, or considering changes to, its revenue recognition or other accounting practices?	☐ Yes ☐ No
d)	Has the Company or any subsidiary ever restated its financial results?	☐Yes ☐No
e)	Since the date of the latest Annual Report & Audited Accounts, have there been any developments which have adversely impacted the financial position of the Company or any subsidiary?	☐ Yes ☐ No
f)	Is there any fact or circumstance that might affect the ability of the Company or any subsidiary to meet all its debts as and when they fall due?	☐ Yes ☐ No
g) 	Are there any outstanding loans to any director or officer of the Company or any subsidiary?	☐Yes ☐No
h)	Are there any outstanding loans to any corporations or partnerships in which a director or officer of the Company or any subsidiary owns or controls more that 10%?	☐ Yes ☐ No
	If Yes to (b), (c), (d), (e), (f), (g) or (h) above, please provide full details separately.	
6.	Continuous Disclosure	
a)	Does the Company and any relevant Subsidiaries have written procedures and protocols in place to ensure the Company and any relevant Subsidiary complies with any continuous disclosure obligations arising pursuant to any legislation, listing rules or other law?	□Yes □No
	If Yes:	
	i. Please provide a list of policies, guidelines and protocols adopted by the Company and any relevant Subsidiaries related to disclosure:	o continuous
	ii. Are all policies, guidelines and protocols related to continuous disclosure in compliance with the NZX, ASX or any other relevant authority or regulatory body?	☐ Yes ☐ No
	iii. How often are these policies, guidelines and protocols reviewed?	
	iii. How often are these policies, guidelines and protocols reviewed:	1
	iv. Are all relevant directors, officers and employees provided with copies of all continuous disclosure policies, guidelines and protocols?	☐Yes ☐No
	iv. Are all relevant directors, officers and employees provided with copies of all continuous disclosure policies, guidelines	☐ Yes ☐ No
b)	 iv. Are all relevant directors, officers and employees provided with copies of all continuous disclosure policies, guidelines and protocols? v. Are all relevant directors, officers and employees provided regular training in relation to their continuous disclosure 	
	 iv. Are all relevant directors, officers and employees provided with copies of all continuous disclosure policies, guidelines and protocols? v. Are all relevant directors, officers and employees provided regular training in relation to their continuous disclosure obligations? 	

7.	Claims/Circumstar	ices:			
a)	a) Have any claims ever been made against any past or present director, officer or employee of the Company or of its subsidiaries?				
b)	b) Is the Company, or any director, officer or employee aware, after enquiry, of any fact, circumstance, act or omission which may give rise to a claim that may be covered under a Directors & Officers Liability Insurance policy?				
c)				ne Company or of its subsidiaries ever been declared bankrupt, had any fine cial investigation, inquiry or examination in such capacity?	☐Yes ☐No
d)	Has there ever been, or employee in such ca			ding, any prosecution of the Company, any subsidiary, or any director, officer or any subsidiary?	☐ Yes ☐ No
e)				y director, officer or employee ever had an insurer decline a proposal for, or rs Liability Insurance policy, or had any special terms or conditions imposed?	☐Yes ☐No
	Note: if you answer Ye	es to any of th	ie above o	questions, please provide full details separately.	
8.	Insurance Details:				
a)	Does the Company or a	any subsidiary	y currently	y purchase Directors & Officers Liability Insurance:	☐Yes ☐No
	If Yes, please provide th	he following i	nformatio	n for each such policy:	
	i. Insurer:				
	ii. Limit of Liability				
	iii. Deductible				
	iv. Expiry Date				
b)) What Limit of Liability is now required?				
9.	O. GST:				
a)	What is the Company's	Registration N	umber?		
b)	Does the Company inte	end to claim a	n Input Ta	ax Credit for the premium of the proposed policy if provided?	☐Yes ☐No
	If YES, to what extent i	s an Input Tax	x Credit be	eing claimed? (e.g. answer - full claim or %)	
10	. Automatic Extensi	ons:			
a)	Outside Directorship Are there any directors		mployees	that hold an Outside Directorship position in an Outside Organisation?	☐Yes ☐No
	If Yes, please complete	the following	g for each	Outside Directorship:	-
	i. Does the Outside O	rganisation ir	ndemnify	its directors and officers to the full extent possible at law?	☐Yes ☐No
	ii. Is the Outside Orga claim related to the			and officers aware of any claim or circumstances that could give rise to a	☐ Yes ☐ No
	If Yes, please provi	de full details	separatel	y.	
	iii. Does the Outside Organisation purchase Directors & Officers Liability Insurance? ☐ Yes ☐ No				
	If Yes, please provi	de the followi	ing inform	ation:	
	i. Name of Insure	er:			
	ii. Policy Number	:			
	iii. Limit of Liabili	ty:			
	iv. Deductible:				
	v. Expiry				
					_

Note: Outside Directorship means the position of director or officer held by any proposed insured person in an Outside Organisation at the request of the Company. An Outside Organisation is a company which is not a subsidiary of the Company and in which the Company holds between 10% and 50% of the issued and outstanding voting shares or is a not for profit entity.

The cover afforded will be excess of any indemnity provided by the Outside Organisation and in excess of any cover provided under the Outside Organisation's insurance policy or policies.

b)	Po	lution Defence Costs				
	i. Does the Company have a formal, documented environmental policy approved by the Board of Directors?				☐Yes ☐No	
	ii. Does the Company have a director or board committee charged with the responsibility of overseeing its environmental policy?		☐ Yes ☐ No			
	iii. Does the Company have in place reporting controls and authorities to ensure such designated directors or board committee can fulfil their responsibilities?				☐ Yes ☐ No	
	iv. Does the Company have standard procedures for ascertaining pollution exposures in respect of any acquisition by the Company or purchase of property?				☐ Yes ☐ No	
	v.	Does the Company, either directly or through a consultant, regularly conduct environme and operations?	ental surv	veys of its facilities	☐Yes ☐No	
	vi.	Has the Company or any subsidiary or any of its directors, officers or employees been probreach or violation of any environmental legislation in the past 3 years?	osecuted	or fined for any	☐ Yes ☐ No	
	vii.	Is the Company or any subsidiary or any of its directors, officers or employees aware, after that may give rise to a claim or do they anticipate any notices by which any of them will be compensation for environmental damage?			□Yes □No	
		If Yes, please provide full details separately.				
11.	or	tional Extensions				
a)	a) Securities Entity Cover: Coverage is afforded under this extension to the Company for claims made against the entity arising out of the sale or purchase of the Company's securities.				□Yes □No	
	Would you like Chubb to provide a quotation for this extension to the policy?					
b)		ployment Practices Liability: rerage afforded under this extension provides cover for the Company for employment rel	ated claiı	ms.	Yes No	
	Would you like Chubb to provide a quotation for this extension to the policy?					
	If Yes, please complete the supplementary Employment Practices Liability Proposal (Appendix B).					
De	Declaration					
On	beh	alf of the applicant, I/we declare that:				
a)b)c)d)	 all information provided (and where applicable, previously provided) is true and correct and I/we have made a fair presentation of the risk, by disclosing all material matters which I/we know or ought to know or, failing that, by giving the insurer sufficient information to put a prudent insurer on notice that it needs to make further enquiries in order to reveal material circumstances; I/we undertake to inform the insurer promptly in writing of any material alteration to the facts declared that occurs prior to completion of the contract of insurance; 					
Th	is fo	rm must be signed by the applicant's Chairman of the Board, Managing Director, Chief Exe	ecutive O	officer or Chief Financial	Officer.	
Sig	Signed					
Na	me		Date			
Position						

Aŗ	pendix A. North American Addendum			
a)	Please state for the Company and all of its subsidiaries:			
	i. Total gross assets located in the United States of America:			
	ii. Total turnover derived from operations in the United States	of America:		
	iii. Total employees located in the United States of America:			
b)	Please detail all subsidiaries registered, incorporated or domicil	led in the United States of America and the nature of their busi	ness:	
c)	Please detail those subsidiaries in the United States of America t in each subsidiary and, in addition, , please also specify who ow		ntage interest	
d)	Does the Company or any of its subsidiaries have any stock, sha	res or debentures in the United States of America:	□Yes □No	
	If Yes: i. On what date was the last offer/tender/issue made:			
	ii. Was the offer subject to the <i>United States Securities Acordonary</i> amendments thereto?	ct of 1933 and/or the Securities Exchange Act 1934	☐Yes ☐No	
e)	Are any shares, stocks or debentures listed on any exchange in t	he United States of America?	☐ Yes ☐ No	
	If Yes, please provide the following information:			
	i. On what date was the last offer/tender/issue made			
	ii. On what exchange are they traded			
	iii. Are they sponsored or unsponsored			
	If sponsored, name of depository/sponsor			
	iv. Tick what level are they traded:			
	Rule 144A ☐ OTC ☐			
	Level 1			
	Level 2			
	Level 3 ☐ Full Listing ☐			
	v. The percentage traded as a total of issued share capital:			
	vi. The number of ADR shareholders:			
	vii. Number of ADR's:			
	viii. Details of all shareholdings of more than 5% of the issued AI	 DR share capital:		
		•		
f)	Does the Company or any of its subsidiaries have or intend offer in the United States of America?	ring any debt instruments or commercial paper programmes	□Yes □No	
	If Yes, please provide details:			
g)	Has the Company or its Subsidiaries been required to provide a Commission?	20F or similar filing to the USA Securities Exchange	☐Yes ☐No	
	If Yes, please provide a copy of the 20-F or similar filing docume	ents.		

h)	h) Does the Company or its subsidiaries issue Stock Options?				
	If Yes, please advise:				
	i. Does the Company and its subsidiaries have a written procedure or policy in place for the issuance of stock options?				
	ii. Does the Company issue options at approximately the same time every year?	□Yes □No			
	iii. Does the Company issue stock options on dates when it has not held a board Meeting?	□Yes □No			
	iv. Are all SEC Form 3, Form 4 and Form 5 filings made in a timely fashion by general counsel's office?	☐Yes ☐No			
	v. Has the Company or any of its subsidiaries ever backdated stock options?	☐Yes ☐No			
	 If Yes, please provide full details separately including: How the grant dates were chosen; Whether the grant dates were chosen in accordance with the Company policies and procedures; Whether the backdating of the stock options was disclosed to shareholders, and the method and form of such disclosures; and If expenses related to the issuance of the backdating options were recognised in the reporting periods, the options that were issued. 				
i)	Has the Company or any of its subsidiaries received any subpoenas, document requests, formal or informal investigative orders or any other requests of any kind for information from the Securities Exchange Commission, any United States Attorney, or any other federal or state administrative, regulatory or law enforcement agency related to the granting of stock options or any other enforcement action?	□Yes □No			
	If Yes, please provide full details separately.				

Aŗ	Appendix B. Employment Practices Liability Supplementary Proposal				
a)	a) Is the Company or any of its subsidiaries currently implementing, or any outsourcing of any functions currently performed by its employer.		☐Yes ☐No		
b)	months, any employee redundancies, lay offs, or early retirement (Is the Company or any of its subsidiaries currently undergoing, or has it contemplated undergoing, during the next 12 months, any employee redundancies, lay offs, or early retirement (including those resulting from any type of company restructure, acquisition, divestment, office, plant or stock closure)?			
	If Yes, please provide full details:				
c)	c) Please provide details of the total number of employees (including	directors & officers) of the Company and it subsidiaries:			
	i. Full time employees:				
	ii. Part time employees:				
d)	d) Does the Company have a central Human Resources or Personal Deits subsidiaries?	epartment performing a function for the Company and	☐ Yes ☐ No		
	If Yes, how many employees are there in this Department:				
	If No, how is the function handled:				
e)	e) Does the Company and its subsidiaries have a written Human Resonwritten management guidelines?	urces manual, employee handbook or equivalent	☐ Yes ☐ No		
	If Yes, are all management and employees:				
	i. Provided with a copy of the manual?		☐ Yes ☐ No		
	ii. Provided with training in the proper implementation of the pol	licies and procedures in the Manual or Guideline?	☐ Yes ☐ No		
	iii. Does it specify a complaints procedure available to all employe	es?	☐ Yes ☐ No		
	iv. Does the procedure enable employees to bypass their immedia	te supervisor or manager to pursue a complaint?	☐ Yes ☐ No		
	v. Does the manual or handbook or guidelines contain a policy an	nd/or procedure with respect to the following events:			
	Employment application:		☐ Yes ☐ No		
	Discrimination of any kind:		☐ Yes ☐ No		
	Intimidation of any kind:		☐Yes ☐No		
	Harassments of any kind:		☐ Yes ☐ No		
	Compliance with statutes:		☐Yes ☐No		
	Employee disciplinary/dismissal procedures:		☐Yes ☐No		
	Redundancies:		☐Yes ☐No		
	Early retirement:		☐Yes ☐No		
	Occupational health and safety:		☐ Yes ☐ No		
	Disability:		☐Yes ☐No		
	Equal Opportunity:		☐Yes ☐No		
	Advertising in respect of employment:		☐Yes ☐No		
	Employee appraisals & reviews:		☐Yes ☐No		
f)	f) Are decisions regarding the above events always subject to prior re-	view by the:			
	i. Company's Human Resources or Personnel Department?		☐Yes ☐No		
	ii. Internal Legal Department?		☐Yes ☐No		
	iii. External Lawyer?		☐Yes ☐No		

Cl	Claims/Circumstances:						
No	Note: if you answer Yes to any of the following questions, please provide full details separately.						
a)	Have any claims ever been made against the Company or any of its directors, officers or employees for wrongful termination, discrimination, intimidation or sexual harassment?						
b)	Has there ever been any enquiry, investigation or other administrative hearing, whether current or completed, before any agency or tribunal governing the responsibility of employers to their employees?						
	If Yes, please provide det	ails:					
c)	What limit is required:						
d)	l) List number of employees with salaries greater than:						
	i. NZ\$50,000						
	ii. NZ\$100,000						
	iii. NZ\$150,000						
	iv. NZ\$250,000						
e)	e) How many directors, officers or employees of the Company or of its subsidiaries have resigned, or had their employment terminated, or been made redundant or have taken early retirement within the last 24 months:						
	i. Directors						
	ii. Officers						
	iii. Employees						
Abo	About Chubb in New Zealand						

Chubb is the world's largest publicly traded property and casualty insurer. Chubb's operation in New Zealand (Chubb Insurance New Zealand Limited) offers corporate Property & Casualty, Group Personal Accident and corporate Travel Insurance products through brokers.

More information can be found at www.chubb.com/nz.

Contact Us

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Company No. 104656 Financial Services Provider No. 35924

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