

12. Outside directorships

Do any of the directors, officers or employees of the Company or its subsidiaries hold or have they held (at the specific request of the Company) any outside directorships or positions of equivalent status in any outside entities (whether for or not for profit)? Yes No

If Yes, please provide details for each outside entity for which Outside Directorship cover is required.

Name of appointee	Outside Entity	Country of registration	Details of any Directors & Officers Insurance provided by the Outside Entity
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number
			Policy held? Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, Policy number

13. Mergers, acquisitions, and capital raisings

- a. Has the Company or its subsidiaries acquired, sold, disposed of or merged with any company, subsidiary or business during the last 3 years? Yes No
- b. Has the Company or its subsidiaries been the subject of any takeover bid during the last 3 years? Yes No
- c. Has the Company or its subsidiaries undergone any corporate restructuring, lay-offs or reductions in workforce in the last 3 years? Yes No
- d. Has the Company or its subsidiaries made any offer for the raising of capital by debt or equity or issued any prospectus in the last three years? Yes No
- e. Does the Insured have any plans to acquire, sell, dispose of or merge with any company or business in the next 12 months? Yes No
- f. Is the Insured aware of any proposals relating to the takeover of the Company or its subsidiaries by another company in the next 12 months? Yes No
- g. Does the Insured anticipate a new public offering of its securities in the next 12 months? Yes No

If Yes to any of the above, please provide details.

14. Financial position

- a. Since the last annual report and accounts was issued, has there been any significant change in the financial position, capital structure or operation of the Company or its subsidiaries which might materially affect the financial position in that annual report? Yes No
- b. Are any of the directors or officers aware of facts or circumstances that might affect the ability of the Company or its subsidiaries to meet all its debts as and when they fall due? Yes No

If Yes to a or b, please provide details.

15. Environmental protection

- a. Does the Insured have an environmental management system in place? Yes No
- b. Does the Insured have an EPA licence and/or a Trade Waste Agreement? Yes No

If Yes to a or b, please provide details.

16. Claims history

- a. Has any claim ever been made or civil, criminal or regulatory proceedings brought against any director or officer in their capacity as such (whether in relation to the activities of the Company, its past or current subsidiaries or any other company in which the directors or officers hold or have held office)? Yes No
- b. Has any director or officer ever received a notice to attend an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body or institution in connection with the affairs of the Company, its current and past subsidiaries or any other company in which the directors or officers hold or have held office? Yes No
- c. Has the Company or its current or past subsidiaries ever been liable to pay costs and expenses incurred by a shareholder in pursuing a claim against a director or officer pursuant to an order of a court? Yes No
- d. Has there been or is there now pending any prosecution of the Company or its current or past subsidiaries under any Commonwealth, State or foreign legislation, regulation or by-law including but not limited to the Corporations Law or the Trade Practices Act? Yes No

If Yes to a, b, c or d, please provide details.

Date of claim or proceeding	Details of each claim, proceedings or investigation including name of claimant, nature of allegation, details of determinations or judgments and any monetary damages, defence costs, settlements, fines or penalties	Cost (if any) incurred (whether insured or not) Amount Paid	Estimated amount outstanding
/ /			
/ /			
/ /			
/ /			

What action has been taken to prevent a recurrence of the situation that gave rise to each claim, proceeding or investigation?

17. Known circumstances

After enquiry, are any of the directors or officers of the Company or its subsidiaries aware of any act, omission, conduct, fact, event, circumstance or matter:

- a. which might reasonably be expected to give rise to a claim or lead to civil or criminal proceedings against any director or officer? Yes No
- b. which might reasonably be expected to result in an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body or institution in connection with the affairs of the Company, its current or past subsidiaries? Yes No
- c. which has been or should have been the subject of any written notice given under any policy or coverage part of which this proposed Directors and Officers insurance is to be a direct or indirect renewal or replacement? Yes No

If Yes to a, b or c, please provide details.

Fact, circumstance or situation	Current status	Date first became aware	Insurer to whom notified	Date of notification to Insurer
		/ /		/ /

It is agreed that if such facts, circumstances or situations exist, whether or not disclosed, any claim arising from them is excluded from this proposed coverage.

18. Details of Directors and Officers Liability Insurance coverage requested

Limit of Liability	\$	\$	\$
Excess	\$	\$	\$

19. Current insurance

- a. Does the Insured currently hold any Directors and Officers Liability Insurance? Yes No

If Yes, please provide details

Insurer		Policy Period	
Limit		Excess	

b. Has any insurer, in respect of the risks to which this Proposal Form relates, ever:

- i. declined a proposal, refused renewal or terminated an insurance? Yes No
- ii. required an increased premium or imposed special conditions? Yes No
- iii. declined an insurance claim by the Insured or reduced its liability to pay an insurance claim in full (other than by application of an Excess)? Yes No

If Yes to i, ii or iii, please provide details

20. Stamp Duty

Please provide a breakdown in the number of employees by location as follows.

NSW	VIC	QLD	SA	WA	TAS	ACT	NT	Overseas

Supporting information

Please enclose the following documents in support of this Proposal Form:

- The Company's latest full consolidated annual report and accounts. (If consolidated accounts are not available, enclose annual report and accounts for each company.)
- The Company's latest interim statement (if applicable)
- Business plan or "buyout" documentation if the Company was formed in the last 3 years
- A copy of any prospectus, offer document or information memorandum issued by the Company in the last 12 months
- The latest full consolidated annual report and accounts for each Outside Entity in respect of which Outside Directorship cover is sought. (If consolidated accounts are not available, enclose annual report and accounts for each company.)
- The latest full annual report and accounts of the Company's's ultimate holding company (if applicable).

Declaration

I/We the undersigned duly authorised person(s) declare that:

- i. I am/we are authorised by each of the Insured to sign this Proposal Form; and
- ii. the above statements are correct, true and complete; and
- iii. no information material to this Proposal Form has been withheld; and
- iv. I/we have read the **important facts** which you have put before me/us and I/we understand the advice given in relation to the **duty of disclosure**; and
- v. I/we have diligently made all necessary and detailed enquiries in order to comply with the **duty of disclosure**; and
- vi. I/we understand that no insurance is in force until such time as the insurer has confirmed acceptance of the proposed insurance; and
- vii. I/We undertake to inform the insurer of any material alteration to these facts occurring before completion of the contract of insurance; and
- viii. I/we acknowledge that the Insurer relies on the information and representations in this Proposal Form and otherwise made by me/us in relation to this insurance.
- ix. except where indicated to the contrary, I/we understand that any statement made in this Proposal Form will be treated by the insurer as a statement made by all persons to be insured; and
- x. I/we have read Vero's Privacy Statement on this Proposal Form, and consent to the use, disclosure and obtaining of personal information about the Insured for the purposes shown in the Privacy Statement.

Signed

Company

Title

Date

Signed

Company

Title

Date

NB: To be signed by the Chairman and one other Executive Officer

We recommend that you keep a record, including copies of letters and this Proposal Form, of all information supplied to us for the purpose of entering into this contract.

How to contact Vero Profin

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