



Chubb Insurance Company of Australia Limited

ABN 69 003 710 647 A.F.S. Licence No: 239778

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DIRECTORS AND OFFICERS' LIABILITY INSURANCE PROPOSAL FORM

Completing the Proposal Form

- Please read the "Statutory Notice" before completing this proposal form.
- If you have insufficient space to complete any of your answers, please attach a separate signed and dated sheet and identify the question number concerned.
- It is agreed that whenever used in this proposal form, the term Applicant shall mean the Organisation and all its Subsidiaries and the definition of the terms 'Claims', 'Policy Period' 'Legal Representation Expenses', 'Defence Costs', 'Director' or 'Officer' are in accordance with the policy.

The Directors and Officers Liability Policy is written on a claims made basis. The policy covers only Claims first made during the Policy Period or any Extended Reporting Period. The limit of liability to pay damages or settlements will be reduced and may be exhausted by the payment of Defence Costs or Legal Representation Expenses.

PLEASE READ THE ENTIRE POLICY AND THE PROPOSAL FORM CAREFULLY.

1. GENERAL INFORMATION

- (a) Name of Applicant: _____
- (b) Applicant's Address: _____
- (c) Applicant's web address: _____
- (d) Nature of Applicant's Activities: _____
- (e) How long has the Applicant continuously carried on business? _____
- (f) Names and dates under which the Applicant's business was formerly carried on: _____
-

2. OWNERSHIP

(a) Is the Applicant a:

Private Company? Yes No Public Company? Yes No

Other (Specify) _____

(b) Is the Applicant listed on an Australian stock exchange? Yes No

(c) Is the Applicant listed on any foreign stock exchanges? Yes No

If yes to question 2.(b) or 2.(c), give details of the stock symbol for the Applicant and/or any of its subsidiaries so listed and identify the exchange on which their securities are listed: _____

(d) Provide the name and ownership percentage of any shareholder directly or beneficially owning 5% or more of the issued shares of any Applicant: _____

(e) Has any Applicant issued any securities convertible into shares? Yes No

If yes, provide details: _____

3. POTENTIAL CHANGES

(a) Whether or not such discussions or proposals have been made public, is the Applicant or any individual proposed for coverage currently involved in any discussions or aware of any proposals relating to any actual or potential:

(i) acquisitions of, tender offers for or mergers with any other organisation? Yes No
If yes, please attach details.

(ii) public offering of securities? Yes No
If yes, please attach details including a copy of the offering document (if available).

(iii) scheme of company arrangement or material change in any arrangement with creditors under any law anywhere in the world? Yes No
If yes, please provide details.

(iv) restatement of the Applicant's audited financial statements Yes No
If yes, please attach details including a copy of the financial statements.

(b) Please provide details of any change to the list of serving directors and officers in the Applicant's most recent annual report and accounts _____

4. PUBLIC COMPANY

If the Applicant is a public company please respond to the following questions:

(a) Has the Applicant replaced its external audit firm at any time during the last 3 years? Yes No
If yes, please attach details.

(b) Have the Applicant's revenue recognition or other accounting practices been approved by its external audit firm? Yes No
Please attach details of any qualifications made by and any changes recommended by such external audit firm.

(c) Has the Applicant changed or is it considering changes to its revenue recognition or other accounting practices? Yes No
If yes, please attach details.

5. U.S.A OPERATIONS

(a) Does the Applicant conduct business in the U.S.A? Yes No
If yes, please provide:

(i) Total assets of the Applicant's subsidiaries or operations in the USA? \$ _____

(ii) Total Revenue derived from subsidiaries or operations in the USA? \$ _____

(b) Has the Applicant issued any securities, including but not limited to shares, debt instruments, commercial paper or American Depository Receipts, in the U.S.A? Yes No

If yes, please complete Schedule A – U.S.A Securities Exposure Supplementary Proposal.

6. OUTSIDE DIRECTORSHIP COVERAGE

(a) Does the Applicant require cover for any Outside Directorships? Yes No

If yes, please complete Schedule B – Outside Director Liability Supplementary Proposal - for those positions for which the Applicant requires coverage. Note: Although Outside Directorships are automatically covered for some entities, we require information for all entities for which the Applicant seeks cover.

(An Outside Directorship is the position of Director or Officer, trustee, governor or councillor held by the Applicant's Directors or Officers on the board of an entity which is not a subsidiary of the Applicant, which position is assumed and maintained with the KNOWLEDGE and CONSENT or at the REQUEST of the Applicant).

7. POLLUTION

(a) Does the Applicant have a formal, documented environmental policy approved by the Board of Directors? Yes No
If so, please attach a copy.

(b) Does the Applicant have a board committee responsible for overseeing its environmental policy? Yes No

(c) Does the Applicant perform formal audits and assessments to confirm compliance with its environmental policy? Yes No

(d) Has the Applicant or any of its personnel been prosecuted or fined for any environmental violation in the past 5 years? Yes No
If yes, please attach details.

(e) Is the Applicant aware of any circumstance or does it expect any notices by which it is or will be obligated to pay damages or compensation for environmental damage? Yes No

8. PRIOR INSURANCE

(a) Has the Applicant ever been refused directors' & officers' liability and company reimbursement insurance or had a similar policy cancelled? Yes No
If yes, please attach details.

(b) Does the Applicant currently have directors' & officers' liability and company reimbursement insurance? Yes No

(i) If yes, please provide the following details:

Insurer	Limits	Deductible	Policy Period
_____	\$ _____	\$ _____	_____

9. PRIOR KNOWLEDGE/WARRANTY

- (a) Has the Applicant or any person proposed for coverage given notice under the provisions of any prior or current directors' & officers' liability and company reimbursement insurance policy or similar insurance of facts or circumstances which might give rise to a claim being made against any such person? Yes No
- (b) Have any loss payments been made on behalf of any Applicant or any person proposed for coverage under any directors' & officers' liability and company reimbursement insurance policy or similar insurance? Yes No
- (c) Has any Director or Officer of the Applicant ever been subject to any prosecution, disciplinary action, been fined or penalised, or been the subject of any inquiry or investigation in their capacity as a Director or Officer of the Applicant? Yes No
- (d) Has the Applicant or any person proposed for coverage been involved in any civil, criminal or administrative proceeding or investigation concerning compliance with or breach of any securities law or regulation anywhere in the world? Yes No
- (e) Has there been or is there now pending against:
 - (i) any director or officer of the Applicant ;
 - (ii) an outside director requesting cover on an outside entity,a claim against them in their capacity as such? Yes No

It is agreed that any such claim is excluded from the proposed coverage.

- (f) Is any person proposed for coverage cognisant of any facts or circumstances which:
 - (i) he or she has reason to suppose might afford valid grounds for any future claim(s) such as would fall within the scope of the proposed coverage? Yes No
 - (ii) indicate the probability of any such claim(s)? Yes No

It is agreed that if such facts or circumstances exist, any claim, action or proceeding arising therefrom is excluded from the proposed coverage.

If the answer to any one of the questions in 9. is yes, please attach details.

10. REQUESTED LIMIT: _____

11. STAMP DUTY

Please state the total number of employees located in the following states and overseas:

NSW	VIC	ACT	QLD	SA	WA	TAS	NT	O/S

Schedule A
U.S.A Securities Exposure Supplementary Proposal

1. Does the Applicant have any type of American Depository Receipt (ADR) program or facility? Yes No
- If yes:
- (a) Identify the type of program or facility, eg Level 1, 2 or 3: _____
- (b) Is such program or facility:
- (i) unsponsored? Yes No
- (ii) sponsored? Yes No
- If sponsored, who is the sponsor? _____
- (c) When and where did the last offering take place? _____
- (d) Which advisers were used for the offering? _____
- Underwriters: _____
- Depository: _____
- Custodian: _____
- Legal Counsel: _____
- Other: _____
- (e) On which exchange are the American Depository Shares (ADS) traded? _____
- (f) Provide details of trading activity of ADS for the previous 6 month period: _____
- _____
- (g) What is the ratio of ADR to the Applicant's local shares? _____
- (h) How many ADR are on issue? _____
- (i) What is the program's total capitalisation? _____
- (j) List any shareholder that owns more than 5% of ADR: _____
- _____
- (k) What forms does the Applicant file with the U.S.A Securities and Exchange Commission (SEC)? _____
- (l) When were the requisite SEC forms last filed with the SEC? Please attach copies of all such forms. _____
- (m) What are the most recent daily, weekly or monthly prices for the ADS? _____
- _____
- (n) What are the 52-week high and low prices for the ADS? _____
- _____

2. (a) Other than ADR, has the Applicant issued any securities in the U.S.A? Please note securities mean debt and equity securities including but not limited to common stock, commercial paper programs and any other debt offering. Yes No
- (b) If the answer to question 2(a) is yes, are any such securities traded on any exchange or over the counter market in the U.S.A? Yes No

If yes, for each such facility or program please provide the following information:

- (i) Exchange or over the counter market on which traded; _____
- (ii) Date trading commenced; _____
- (iii) Advisers used for the offering; _____
- (iv) Shareholders/investors owning more than 5% of such securities; _____
- (v) Whether the offering was made through private placement, including, without limitation, a 144A private placement; _____
- (vi) List all forms the Applicant files with the SEC. Please attach copies of the most recent filings made with the SEC; _____
- (vii) Most recent daily, weekly and monthly prices for such securities; _____
- (viii) 52-week high and low prices for such securities. _____
3. Where applicable, for every Applicant seeking coverage, please attach a copy of the following:
- (a) The most recent Annual Report (including financial statements).
- (b) The most recent report filed with the SEC on Form 10-K and 10-Q.
- (c) All reports filed with the U.S.A Securities and Exchange Commission on Form 8-K or Schedule 13D (with respect to any equity securities of such Applicant) during the preceding twelve (12) months.
- (d) The most recent proxy statement and (if different) the most recent definitive proxy statement filed with the SEC.
- (e) The most recent letter on internal controls provided by the Applicant's external auditor together with management's response.

SCHEDULE B
OUTSIDE DIRECTOR LIABILITY SUPPLEMENTARY PROPOSAL

Name of Outside Entity	Is Outside Entity public, private or other?	If Outside Entity is publicly traded provide stock symbol and identify exchange on which its securities are traded	Nature of Business Activities	Country of Incorporation	% shares owned by Applicant	Does the Outside Entity indemnify its directors and officers?	Has the Outside Entity or its directors and officers been involved in any D&O litigation related to the Outside Entity? If yes, attach details

PLEASE ATTACH LATEST ANNUAL REPORT INCLUDING FINANCIAL STATEMENTS FOR EACH OUTSIDE ENTITY WHICH IS:

1. Located, incorporated, domiciled or operated in the USA.
2. Registered or approved for direct or indirect trading on a national securities exchange.
3. An authorised deposit taking institution, finance company, leasing company, friendly society, life insurance company, general insurance company, reinsurance company, investment company, mutual fund, collective investment scheme, fund manager, investment adviser, responsible entity of a managed investment scheme, trustee company, money market corporation, investment bank or any broker or dealer in securities or commodities, mortgage broker, real estate agent, stock exchange, commodities exchange, futures exchange, custodian, clearing house, registrar, medical benefits association or hospital benefits association or organisations of a similar nature.

STATUTORY NOTICE

A YOUR DUTY OF DISCLOSURE - CONTRACTS OF GENERAL INSURANCE

Before you enter into a contract of general insurance with an Insurer, you have a duty, under the Insurance Contracts Act 1984 (Cth), to disclose to the Insurer every matter that you know, or could reasonably be expected to know, is relevant to the Insurer's decision whether to accept the risk of the insurance and, if so, on what terms.

You have the same duty to disclose those matters to the Insurer before you renew, extend, vary or reinstate a contract of general insurance.

Your duty however does not require disclosure of any matter:-

- that diminishes the risk to be undertaken by the Insurer;
- that is of common knowledge;
- that your Insurer knows or, in the ordinary course of their business, ought to know;
- as to which compliance with your duty is waived by the Insurer.

NON DISCLOSURE

If you fail to comply with your duty of disclosure, the Insurer may be entitled to reduce their liability under the contract in respect of a claim or may cancel the contract.

If your non-disclosure is fraudulent, the Insurer may also have the option of avoiding the contract from its beginning.

B CLAIMS MADE DURING THE PERIOD OF INSURANCE

This policy provides cover on a "claims made" basis, which means that claims first advised to you (or made against you) during the period of insurance are covered, irrespective of when the incident causing the claim occurred. When you give notice in writing to us of facts that might give rise to a claim against you and you give that notice as soon as reasonably practicable after you become aware of those facts but before the cover provided by your insurance contract with us expires, we cannot refuse to cover you by reason only of the fact that the claim against you is actually made after that expiry date.

C SUBROGATION

You may prejudice your rights with regard to a claim if, without prior agreement from the Insurer, you make agreement with a third party that will prevent the Insurer from recovering the loss from that, or another party.

Your policy contains provisions that either exclude the Insurer from liability, or reduce their liability, if you have entered into any agreements that exclude your rights to recover damages from another party in relation to any loss, damage or destruction which would allow you to sustain a claim under this policy.

OTHER IMPORTANT INFORMATION

D UTMOST GOOD FAITH

Every insurance contract is subject to the doctrine of utmost good faith which requires that parties to the contract should act toward each other with the utmost good faith. Failure to do so on your part may prejudice any claim or the continuation of cover provided by the Insurer.

E NOT A RENEWABLE CONTRACT

Cover under this policy will terminate at expiry of the Period of Insurance specified in your policy document. If you wish to effect similar insurance for a subsequent period, it will be necessary for you to complete a new proposal form prior to the termination of the current policy so that terms of insurance and quotation/s can then be developed for your consideration.

F CHANGE OF RISK OR CIRCUMSTANCES

It is vital that you should advise us of any departure from your "normal" form of business (i.e. that which has already been conveyed to the Insurer). For example, acquisitions, changes in location or new overseas activities.