

	Form No. : F-UW-03 Directors and Office Proposal.	Rev. No. 00	Rev. Date 10th July 2015
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**PROPOSAL FORM
FOR
DIRECTORS AND OFFICERS LIABILITY INSURANCE**

IMPORTANT NOTICE

PLEASE ANSWER **ALL** QUESTIONS FULLY.

IF THE SPACE PROVIDED IS INSUFFICIENT, A SEPARATE SHEET SHOULD BE ATTACHED.

THIS FORM MAY BE USED FOR RENEWALS OR NEW BUSINESS. OR RENEWALS, IN THE CASE OF RENEWALS, THE UNDERWRITERS MUST RECEIVE THE COMPLETED FORM, AND ACCEPTANCE OF THE RENEWAL TERMS ADVISED TO THEM PRIOR TO RENEWAL DATE, FAILING WHICH NO COVER EXISTS AFTER SUCH DATE.

1. Name of the Company:
.....
2. What is the Proposer's Vat Registration number?
.....
3. PIN Number
.....
4. Address of the Company:
.....
.....
5. Physical Address of the Company
.....
6. Business of the Company:
.....
5. The Company has been continuously in business since (date)
.....

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6. The Company has continuously paid cash dividends on its

a) Ordinary Shares since (date)

.....

b) Preference Shares since (date)

.....

7. a) The annual election date of Directors of the Company

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b) The compulsory retirement age, if any, of

i) Directors of the Company

ii) Officers of the Company

8. Subsidiary Companies:

<u>Name(s)</u>	<u>Business of the Subsidiary</u>	<u>% of Ownership</u>	<u>Date Acquired</u>
.....	_____	_____
.....
.....
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.....

9. In the applicable category below, state details of the annual year-end figures for the past three (3) years of the Company and all Subsidiary Companies.

Show currency applicable:		2012	2013	2014
		000'	000'	000'
Banks Industrial and	Total Deposits			
Commercial Companies	Gross Turnover
Insurance Companies				



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(Including Brokers)	Gross Premium Written
Utilities (e.g. water, gas, electricity etc.)	Gross Revenue
Transportation Companies	Gross Revenue

10. Shares - please advise:

- a) Total number of ordinary shareholders
- b) Total number of ordinary shares
- c) Total number of ordinary shares
owned by the Company's Directors
- d) Total number of ordinary shares
owned by the Company's Officers
(not Directors)

11. Are there any shareholders who own 10% or more of the issued shares?

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If so, detail the shareholders and percentages owned:

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.....
.....

12. Please list those Personnel to be covered by the Policy and their duties of the general areas of their responsibility. These would presumably be the Directors, Managers and other Officials authorised to sign and act on behalf of the Company with a note of their responsibility e.g. Manager of the Motor Department.

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13. a) State Limit of Indemnity required: Kshs
- b) Please state amount prepared to bear uninsured in respect of each and every claim: Kshs

14. Within the scope of this proposed insurance

- a) has any claim been made or is now pending against any person proposed for insurance in the capacity of either Director or Officer of the Company? YES NO

If Yes, please give details.

.....We have a
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- b) has any Officer or Director of the Company any knowledge or information of any negligent act, error or omission which might give rise to a claim against them? YES NO

If Yes, please give details.

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NOTE

It is agreed, if such knowledge or information exists, any claim or action subsequently arising therefrom shall be excluded from the proposed insurance.

15. Has the Company, its Directors and Officers ever been involved in or have any knowledge of any pending litigation? YES NO

If Yes, please give details.

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16. State the name and address of the Bankers wherein the Company maintains its principal Bank account.

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17. Is it proposed to implement within the period of the proposed insurance:

- a) an expansion programme YES NO
- b) a takeover of another Company YES NO
- c) an amalgamation or financial association with another Company or Companies in addition to normal trading expansion of the Company as now constituted? YES NO

If yes, notice must be given to Underwriters within thirty (30) days after approval by the Directors and an additional premium shall be payable if required.

18. Is this new cover additional to an existing "Errors and Omissions" Policy or a "Professional Indemnity" Policy, or some other such Policy?

YES NO

If this is the case, the new Policy would have to be adapted so that it would be complementary to it. If there is an existing Policy, please give full details.

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19. Please supply details of any other relevant information such as your system for checking and your controls and safeguards.

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20. a) Approximate number of employees.


b) What percentage of employees have resigned, been terminated (with or without cause), or retired within the last twelve months?

c) Has the Company undergone in the past three years, or is the Company considering undergoing during the next two years, any employee retrenchments or early retirements, including those resulting from any type of Company restructuring or office, plant or store closing?

YES NO

If yes, please provide details

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- d) Are all employment practices guidelines, policies and procedures reviewed by an attorney with experience in employment law? YES NO
- e) During the past three years, has any employee been involved in any claim, enquiry or investigation, complaint, or administrative proceedings regarding an employment-related wrongful act? YES NO

If yes, please provide details.

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21. Is the Company:

- a) **Listed on any Stock Exchange?** YES NO

If so, please state which Exchange, original date listing obtained and dates of last offer, tender and issue:

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- b) Traded in any other way? YES NO

If so, please specify:

- c) If the offer was in the United States of America was it subject to the United States Security Act 1933 and/or the Securities Exchange Act of 11934 and/or any amendments thereto?

YES NO

If so, please enclose a copy of the latest 20-F filing or similar made to the USA Regulatory Authorities.

- d) Has the Company, within the past 18 months:

i) Filed any registrations statement for a public offering? YES NO

ii) Issued any shares (common or otherwise)? YES NO

Is any such offering or share issue contemplated in the next 12 YES NO

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months

If yes, please provide details:

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22. Please give the total gross assets of the Company and its subsidiary companies in the United States of America.

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23. Please list any subsidiary company, which has its shares, traded on any Stock Exchange in the United States of America together with the percentage of shares traded.

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24. a) If Directors and Officers Liability Insurances has been carried during the past 3 years please state:-

i) The name of the Insurers

ii) The Period of the Policy

iii) The Indemnity Limit

b) As far as is known, have the Proposers ever been refused this type of Insurance or had a similar Insurance cancelled?

YES NO

If so, please provide details:-

25. The undersigned Chairman of the Board or Managing Director of the Company declares that to the best of his knowledge the statements set forth herein are true.
It is agreed that this form shall be the basis of the Contract should a Policy be issued.


SIGNED:
(must be signed by the Chairman of the Board or Managing Director)

POSITION: Chairman / Managing Director
(Delete as applicable)

THE COMPANY:

DATE:

PLEASE NOTE

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This Proposal must be accompanied by the **latest annual report and accounts** of the Company including:

- a) a list of Directors by name and area of responsibility
- b) a list of Officers by name and area of responsibility

26. Please state the source of funds for payment of premium for this policy:
