



Public Offering 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.
- The term Applicant means the Organisation and all its Subsidiaries.
- The terms 'Claims', 'Policy Period', 'Offering Document' or 'Defence Costs' mean as set out in the Chubb Public Offering Liability Coverage Section ("the policy").

THE PUBLIC OFFERING 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.

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. Does the Applicant or can the Applicant trade its own securities publicly? Yes No
- If yes, what kind of securities are publicly traded?
- Equity Debt Both Other
- Provide Details:
- c. Is the Applicant listed on any stock exchange? Yes No
- If yes, give details of the stock symbol for the Applicant and/or any of its listed subsidiaries and identify the exchange on which their securities are listed:
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- d. Provide the name and ownership percentage of any shareholder directly or beneficially owning 5% or more of the issued shares of any Applicant:
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3. POTENTIAL CHANGES

- a. Other than as described in the Offering Document attached to and forming part of this Proposal Form, and 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.
 - iii. any scheme of company arrangement or material change in any arrangement with creditors under any law anywhere in the world? Yes No
If yes, please attach details.
 - iv. restatement of the Applicant's audited financial statements? Yes No
If yes, please attach details including a copy of such financial statements.
- b. Please provide details of any change to the list of serving directors and officers set out in the Applicant's most recent annual report and accounts.

4. PUBLIC COMPANY

- If the Applicant is a public company, please answer 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 and any changes recommended by such firm.
- c. Has the Applicant changed or is the Applicant considering changes to its revenue recognition or other accounting practices? Yes No
If yes, please attach details.

5. US OPERATIONS

- a. Does the Applicant carry on business in the US? Yes No
If yes, please provide:
- i. Total assets in the US:
 - ii. Total Revenue derived in the US:
- b. Has the Applicant issued any securities, including but not limited to shares, debt instruments, commercial paper or American Depository Receipts, in the US? Yes No

6. ENVIRONMENTAL EXPOSURE MANAGEMENT

- a. Does the Applicant have a formal and documented environmental policy approved by the Board of Directors? Yes No
If yes, please attach a copy.
- b. Does the Applicant employ dedicated professional staff for environmental risk management? Yes No
- c. Does the Applicant use the services of external environmental consultants? Yes No
If yes, what services are provided?

d. Does the Applicant purchase any insurance policies that provide cover for pollution related incidents? Yes No

If yes, please attach details of all policies purchased including type of policy, policy period, limit and deductible.

e. Has the Applicant or any of its personnel been prosecuted for any violation of environmental laws anywhere in the world in the past 5 years? Yes No

If yes, please attach details.

f. Is the Applicant aware of any circumstances or does it expect any notices by which it is or will be obligated to pay damages or compensation for environmental damage? Yes No

If yes, please attach details.

7. PRIOR INSURANCE

a. Has the Applicant ever been refused Directors & Officers Liability and Company Reimbursement Insurance, Public Offering Insurance or any similar policy or have any of the aforementioned policies been cancelled for any reason? Yes No

If yes, please attach details.

b. Does the Applicant currently have Directors & Officers Liability and Company Reimbursement Insurance, Public Offering Insurance policy? Yes No

If yes, please provide the following details:

Insurer

Limits

Deductible

Policy Period

8. 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, Public Offering Insurance policy or similar insurance of facts or circumstances which might give rise to a claim being made against them? 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, Public Offering Insurance policy or similar insurance? Yes No

c. Has any director or officer of the Applicant ever been subject to any prosecution, disciplinary action, fined, penalised or subject of any inquiry or investigation in their capacity as such director or officer? 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 any pending claim against any director or officer of the Applicant 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 aware 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 of the questions in Section 8 is yes, please attach details.

9. REQUESTED LIMIT

Please provide requested limit:

10. STAMP DUTY

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

NSW	VIC	QLD	SA	WA	ACT	NT	TAS	O/S

11. GST

- a. Applicant's Australian Business Number:
- b. Does the Applicant intend to claim an Input Tax Credit for the premium of the proposed policy, if provided? Yes No
- c. If yes, to what extent is an Input Tax Credit being claimed by any and which Applicants? (e.g. answer – full claim or %)?

Note: It is Chubb's intention to apply GST to the total premium amount on all policies, irrespective of whether there is either revenue generated overseas or there are overseas employees.

12. ADDITIONAL INFORMATION

Please enclose:

- The Applicant's last two audited, consolidated annual reports.
- The Applicant's last two interim financial statements (if applicable).
- A copy of the Offering Document for which cover is required, including any US SEC Registration Statements.
- A copy of the Due Diligence Committee's report(s).
- If applicable, all Offering Documents, including US SEC Registration Statements, issued by the Applicant in the previous 5 years and any amendments thereto.
- If cover is required for Underwriters, a copy of the Underwriting Agreement, including all indemnities, representations and warranties given by the Applicant.
- If cover is requested for any additional insureds, signed and dated declarations by each such additional insured.

13. DECLARATION AND SIGNATURE

The undersigned authorised officers of the Applicant declare that to the best of their knowledge and belief that the statements made in this Proposal Form and all attachments and schedules to it are true and immediate notice will be given should any of the above information alter between the date of this Proposal Form and the proposed date of inception of the policy. Although the signing of the Proposal Form does not bind the undersigned, on behalf of the Applicant and its directors and officers, to effect insurance, the undersigned agree that this Proposal Form and all attachments and schedules to it and the said statements herein will be the basis of and will be incorporated in the policy should one be issued.

The undersigned, on behalf of the Applicant and its directors and officers, acknowledge that the Statutory Notice contained herein has been read and understood.

This section of the proposal must be signed by the **APPLICANT'S CHAIRMAN OF THE BOARD, MANAGING DIRECTOR OR CHIEF EXECUTIVE DIRECTOR.**

Signed: Date:

Print Name of Signatory:

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

In the event of misrepresentation or non-disclosure, other than fraudulent misrepresentation or nondisclosure, the Insurer waives all rights available to it pursuant to Section 28(3) of the Insurance Contracts Act 1984 (Cth), as amended.

However, in the event of fraudulent misrepresentation or fraudulent failure 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.

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.

For further information please contact your nearest Chubb Insurance office or visit www.chubbinsurance.com.au

Branch Offices

Brisbane	Level 13, 40 Creek Street, Brisbane, QLD 4000 Phone: 07-3227 5777
Melbourne	Level 14, 330 Collins Street, Melbourne, VIC 3000 Phone: 03-9242 5111
Perth	Level 1, 225 St George's Terrace, Perth, WA 6000 Phone: 08-6211 7777
Sydney	Citigroup Centre, Level 29, 2 Park Street, Sydney, NSW 2000 Phone: 02-9273 0100



www.chubbinsurance.com.au

Chubb Insurance Company of Australia Ltd.

ABN 69 003 710 647 AFS Licence Number 239778

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