

Directors & Officers Liability Insurance

Proposal Form

Table of Contents

A.	The Company.....	1
B.	Directors of the Company.....	1
C.	Nature of Trading Activities.....	2
D.	Company Profile.....	2
E.	Current Insurance.....	4
F.	Outside Directorship Coverage.....	4
G.	CONTINUITY WITH PRIOR COVERAGE.....	5
H.	Claims Declaration.....	5
I.	DECLARATION.....	6
J.	PLEASE ENCLOSE WITH THIS PROPOSAL FORM.....	7

A. The Company

i) Full name of Insured Company

ii) Registered Address:

iii) Internet Address Site:

iv) When did the Insured Company commence operations?

v) Names and dates under which the business was formerly carried on:

Date	From	To

If the Insured Company is a subsidiary of another company, please state the name and address of the ultimate parent company:

Name:

Address:

Postcode:

Internet Address Site:

B. Directors of the Company

Please provide details below of all directors of the Insured Company where different from the latest Annual Report or Financial Statements.

Name:	Age:	Qualifications:

C. Nature of Trading Activities

1) Please state the business activities of the Insured Company and its Subsidiaries:

D. Company Profile

1) Is the Insured Company:

	Yes	No
i) public?	<input type="checkbox"/>	<input type="checkbox"/>
ii) private?	<input type="checkbox"/>	<input type="checkbox"/>
iii) listed on the LSE?	<input type="checkbox"/>	<input type="checkbox"/>
iv) listed on any Foreign stock exchange?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide details.

	Yes	No
v) aware of any acquisition, tender offer or merger pending or under consideration?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide details.

	Yes	No
vi) aware of any proposal relating to its acquisition by another company?	<input type="checkbox"/>	<input type="checkbox"/>
vii) intending a new public offering of securities within the next year in the KSA or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide details.

2) During the last 5 years has:

	Yes	No
i) any acquisition or merger taken place:	<input type="checkbox"/>	<input type="checkbox"/>
ii) any Subsidiary been sold or ceased trading?	<input type="checkbox"/>	<input type="checkbox"/>
iii) the capital structure of the Insured Company or parent company (if applicable) changed?	<input type="checkbox"/>	<input type="checkbox"/>

If yes to any of the above, please give details.

	Yes	No
3) Has the Insured Company or any of its subsidiaries traded unprofitably at any time within the last 5 years?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide details.

4) Please list:

	Number
i) total number of shareholders:	
ii) total number of shares:	
iii) total number of shares held by directors and officers (direct and beneficial):	

iv) all holdings representing 5% or more of the ordinary share capital or voting rights of the Insured Company giving the holder and the percentage held by each:

Holder	Percentage	Board Representation	
		Yes	No
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

5) Corporate Governance

	Yes	No
i) Do you have in place a Compliance Committee?	<input type="checkbox"/>	<input type="checkbox"/>
If Yes		
a) Does the Committee report directly to the Board?	<input type="checkbox"/>	<input type="checkbox"/>
If No, to whom?		
b) How often does the Committee report?		

	Yes	No
ii) Do you have in place procedures whh promote best practice in corporate governance?	<input type="checkbox"/>	<input type="checkbox"/>
iii) Have any adverse comments been raised by regulatory bodies or auditors, by way of management letter or otherwise, in the last 3 years?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide details.

E. Current Insurance

	Yes	No
1) Does the Insured Company currently have Directors and Officers Liability insurance in place?	<input type="checkbox"/>	<input type="checkbox"/>

If yes,

What is the renewal date?	
Name of Insurer:	
Limit of Indemnity:	
Excess:	
Period for which insurance is required:	Commencing date of Insurance:

F. Outside Directorship Coverage

	Yes	No
1) Does the Insured Company require cover for any Outside Entity Coverage?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide detail of any Outside Directorships (An Outside Directorship is a position held as a director, or officer of a company or other entity which is not a Subsidiary company of the named above, which position is held with the SPECIFIC REQUEST of the Insured Company.

Note: Please do not provide information for Outside Directorships on non profit organisations as these are automatically covered.

Information on each Outside Directorship must include the following:

i) Name of Outside Entity.

--

ii) Nature of activities of the Outside Entity.

	Yes	No
iii) Does the Outside Entity currently carry directors and officers insurance?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, then

Who is the Insurer?
What is the Limit of Indemnity?
What is the deductible?
What is the policy number?

iv) % ownership by Insured Company.

v) Name and the percentage ownership of each entity which holds 5% or more of the share capital of the Outside Entity.

vi) Country of incorporation.

--

vii) Type of entity (e.g. Public, Private, Trustee etc).

--

G. CONTINUITY WITH PRIOR COVERAGE

Note: This section applies only if you currently have coverage and request continuity of coverage.

i) Continuity date requested:

--

If continuity of coverage is requested:

- ii) attach a copy of the prior proposal with which continuity of coverage is to be maintained.**
- iii) WALA'A will be relying upon the declarations and statements contained in such prior proposal and those declarations and statements shall be considered to be incorporated in and form part of the policy of the Insured Company.**

H. Claims Declaration

	Yes	No
i) Has any insurer in respect of the risks to which this proposal relates ever declined a proposal, refused renewal or terminated insurance?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide full details

	Yes	No
ii) Have claimsever been made against any past or present director or officer of the Insured Company its subsidiaries?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please provide full details

	Yes	No
iii) Is the proposer aware, after enquiry, of any potential claim or shortcoming in the performance of their duties which may give rise to a claim?	<input type="checkbox"/>	<input type="checkbox"/>

If yes to either, please provide full details

For the purpose of computing insurance premium tax for this insurance, please indicate the approximate percentage of income derived in the KSA and overseas, or alternatively the number of staff in the KSA and overseas N/A

KSA	Overseas
%	%

I. DECLARATION

- We declare that (a) this proposal form has been completed after proper enquiry; (b) its contents are true and accurate and (c) no fact or matter which may be relevant to the consideration of our proposal for insurance has been mis stated, misrepresented or suppressed.
- We undertake to inform you before any contract of insurance is concluded, if there is any material change to the information already provided or any new fact or matter arises which may be relevant to the consideration of our proposal for insurance.
- We agree that this proposal form, and all other written information which is provided, are incorporated into and form the basis of any contract of insurance.

Signature

Signature

Date

Date

Note: This proposal form should be signed by the Chairman and an Executive Director of the Insured Company, such as Chief Executive Officer, Chief Financial Officer or Chief Operating Officer.

A copy of this proposal should be retained for your records

J. PLEASE ENCLOSE WITH THIS PROPOSAL FORM

The latest Annual Report and Accounts for the Insured Company

The most recent Interim Statement (if applicable)

Any offer document, Offer/Listing Particulars published in the last 12 months