

MPI Generali Insurans Berhad (14730-X)

Head Office : 8th Floor, Menara Multi-Purpose, Capital Square, 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, P.O. Box 10122, 50704 Kuala Lumpur, Malaysia.  
P +603 2034 9888 F +603 2694 5758, +603 2694 5759 mpigenerali.com

**Branches**

<b>Alor Setar</b> : P +604 735 7007 F +604 735 7000	<b>Kota Bharu</b> : P +609 748 7697, +609 748 7779 F +609 748 1597	<b>Penang</b> : P +604 228 9388 F +604 228 9088
<b>Ipoh</b> : P +605 241 0396, +605 241 0988 F +605 241 6307	<b>Kota Kinabalu</b> : P +6088 719 720, +6088 726 022, +6088 727 209 F +6088 711 821	<b>Sandakan</b> : P +6089 212 233 F +6089 222 173
<b>Johor Bahru</b> : P +607 268 7600 F +607 268 7666, +607 268 7668	<b>Kuantan</b> : P +609 513 5288 F +609 513 3993	<b>Seremban</b> : P +606 761 8818, +606 761 7818 F +606 763 0818
<b>Kangar</b> : P +604 979 3188, +604 979 3288 F +604 979 3588	<b>Kuching</b> : P +6082 248 833, +6082 248 933 F +6082 428 633	<b>Sibu</b> : P +6084 316 633 F +6084 318 933
<b>Klang</b> : P +603 3343 6898 F +603 3348 8828	<b>Melaka</b> : P +606 288 3818 F +606 283 2818	

MPI Generali Insurans Berhad is licensed under the Financial Services Act 2013 and regulated by Bank Negara Malaysia.  
MPI Generali Insurans Berhad dilesenkan di bawah Akta Perkhidmatan Kewangan 2013 dan dikawal selia oleh Bank Negara Malaysia.

## DIRECTORS' & OFFICERS' LIABILITY INSURANCE PROPOSAL FORM

Pursuant to Paragraph 4(1) of Schedule 9 of the Financial Services Act 2013, if you are applying for this Insurance for a purpose related to your trade, business or profession, you have a duty to disclose any matter that you know to be relevant to our decision in accepting the risks and determining the rates and terms to be applied and any matter a reasonable person in the circumstances could be expected to know to be relevant, otherwise it may result in avoidance of your contract of insurance, refusal or reduction of your claim(s), change of terms or termination of your contract of insurance.

The above duty of disclosure shall continue until the time your contract of insurance is entered into, varied or renewed with us.

You also have a duty to tell us immediately if at any time after your contract of insurance has been entered into, varied or renewed with us any of the information given in this Proposal Form is inaccurate or has changed.

### INSTRUCTIONS TO PROPOSER

Please enclose with this Proposal Form:

- (a) The last two Annual Reports and Audited Accounts for the Company;
- (b) The last Interim Statement (if applicable);
- (c) Any Offer Document /Listing Particulars published in the last 12 months;
- (d) The Indemnity Provisions in the Company's Memorandum and Articles of Association;
- (e) Any brochures setting out the Company's profile.

BEFORE COMPLETING THIS PROPOSAL PLEASE READ THE IMPORTANT NOTICES ON PAGES 6.

THIS PROPOSAL SHOULD BE ANSWERED AFTER DETAILED ENQUIRY OF ALL PERSONS TO BE COVERED

### Proposer Details

(1) Name of Company \_\_\_\_\_

(2) Address \_\_\_\_\_

(3) GST Declaration (**Mandatory**)

Are you a GST Registrant?  YES  NO

If YES, please provide the following:

GST Registration No.:	_____
GST Registration Date:	_____
GST Registration Termination Date:	_____ (if applicable)
This insurance is purchase for :	<input type="checkbox"/> Personal Use <input type="checkbox"/> Business Use

(4) On what date was the Company first established?

- (a) Provide details of the nature of the business of the Company and all subsidiaries.

\_\_\_\_\_

(b) Under what names, and between what dates, was the business of the Company previously carried on?

\_\_\_\_\_

(5) During the last five years has:

(a) Any acquisition or merger taken place involving the Company or any subsidiary?  Yes  No  
If YES, please provide details.

\_\_\_\_\_

(b) The capital structure of the parent Company changed?  Yes  No  
If YES, please provide details.

\_\_\_\_\_

(6) Is the Company:

(a) Public?  Yes  No  
(b) Private?  Yes  No  
(c) Listed on Kuala Lumpur stock exchange?  Yes  No  
(d) Listed on any foreign stock exchange?  Yes  No  
If YES, please provide details.

(e) aware of any acquisition, tender offer or merger pending or under consideration?  Yes  No  
If YES, please provide details.

(f) aware of any proposal relating to its acquisition by another company?  Yes  No  
If YES, please provide details.

(g) intending a new public offering of securities within the next year in Malaysia or elsewhere?  Yes  No  
If YES, please provide details.

(7) Please provide the following details of all Committees operated by the Board of Directors of the Company including, but not limited to, audit, corporate governance, nomination, remuneration and strategy committees.

Name of Committee	Role of Committee	Members of Committee
1.		
2.		
3.		
4.		
5.		

(8) Please list:

(a) Total number of shareholders; \_\_\_\_\_

(b) Total number of shares held by directors, officers, company secretaries or employees (both direct and beneficial); \_\_\_\_\_

(c) Does any shareholder or associated group of shareholders own or control, directly or indirectly, more than 10% of the Ordinary share capital of the Corporation? If YES, please provide details.  Yes  No

(9) Please provide details of any change to the list of directors and senior management given in the Company's last annual report and audited accounts.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Insurance Details**

(10) Please provide the following details of all Directors & Officers Liability Insurance held during the last three years:

Insurer	Policy No.	Limit of Liability	Deductible	Expiry Date

(11) What Limit of Liability is required? RM \_\_\_\_\_

(12) What Deductible is required? RM \_\_\_\_\_

(13) Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance?  
If YES, please provide details.  Yes  No

**Claims/Circumstances**

(14) Have any claims ever been made against any past or present director, officer, company secretary or employee of the Company or of its subsidiaries?  
If YES, please provide details.  Yes  No

(15) Is the proposer aware, after enquiry, of any fact, circumstance, act or omission which may give rise to a claim?  
If YES, please provide details.  Yes  No

**[NOTE: any circumstance disclosed in answer to this question is not covered by this proposed insurance.]**

(16) Has any past or present director, officer, company secretary or employee of the Company ever been declared bankrupt, had any fine or penalty imposed or been subject to any enquiry in their capacity as a director, officer, company secretary or employee of the Company?  
If YES, please provide details.  Yes  No

(17) Has there ever been or is there currently pending any prosecution of the Company, any subsidiary, director, officer, company secretary or employee of the Company or any subsidiary, under the Corporations Law or any other statute?  
If YES, please provide details.  Yes  No

**Outside Directorships**

(18) Is cover required for any Outside Directorships held in any Outside Organisation with the knowledge and consent or at the request of the Company?  Yes  No

**[Outside Directorship means any position held by an Insured in any company or organisation which is not a subsidiary of the Company]**

If yes, please advise with respect to each Outside Organisation:

- (a) the name of the Outside Organisation;
- (b) the nature of the activities of the Outside Organisation;
- (c) whether the Outside Organisation is a Profit or Non-Profit Organisation;

**[Please provide copies of the most recent annual reports and audited financial statements for each Outside Organisation other than Non-Profit Organisations]**

- (d) if applicable, the percentage ownership by the Company;
- (e) the country of incorporation;
- (f) does the Outside Organisation have any current Directors and Officers and Company Reimbursement Policy?

If YES, please provide the following details:

Insurer	Limit of Liability	Deductible	Gross Premium	Expiry Date

**North American Exposure Details**

(19) Has the Company or any subsidiary at any time:

- (a) Conducted any business?  Yes  No
- (b) Had any shares traded on a listed stock exchange?  Yes  No
- (c) Held a beneficial interest in any company?  Yes  No  
in the United States of America or Canada?

(20) Please state the total assets of the Company and of all its subsidiaries in the United States of America and/or Canada. RM \_\_\_\_\_

(21) What percentage of the total turnover of the Company and all its subsidiaries is imported into the United States of America and/or Canada? % \_\_\_\_\_

(21) Please list those subsidiaries in the United States of America and/or Canada that are not wholly owned, together with the Company's percentage interest in each. \_\_\_\_\_

(a) For each subsidiary, who owns the minority stock? \_\_\_\_\_

(22) Does the Company or any of its subsidiaries have any stock, shares or debentures in the United States of America and/or Canada?  Yes  No

If YES please advise:

(a) On what date was the last offer/tender/issue made? \_\_\_\_\_

(b) Was the offer subject to the United States Securities Act of 1933 and/or The Securities Exchange Act 1934 or any amendments thereto?  Yes  No

If YES, please provide details.

\_\_\_\_\_

(c) Are any shares traded in the form of American Depositary Receipts?  Yes  No

If YES, please provide the following information:

(d) Are they sponsored or unsponsored? \_\_\_\_\_

(e) If sponsored, name of depositary; \_\_\_\_\_

(f) The number of American Depositary Receipts traded and the percentage traded as a total of issued share capital; \_\_\_\_\_

(g) Number of shareholders of American Depositary Receipts. \_\_\_\_\_

(23) Does the Company or any of its subsidiaries have any debt instruments or commercial paper in the United States of America and/or Canada?  Yes  No  
If yes, please provide details.

(24) Has the company been required to provide a 20F or similar filing to the USA Securities Exchange Commission?  Yes  No

If YES, please attach a copy.



