



**Directors & Officers
Liability Proposal Form**

Directors & Officers Liability Proposal

Standard Alliance Company Limited

Proposer Details

1. Name of Bank

2. Address of Head Office

3. Country of Registration-----

4. (a) How long has the Company continually carried on business?

(b) State business activities of the Company and its subsidiaries

5. During the last five years has:

(a) The name of the Parent Company changed?..... No

(b) Any acquisition or merger taken place?..... No

(c) Any subsidiary company been sold or ceased trading? No

(d) The capital structure of the Parent Company changed?.. No
If "yes" please give details

6. (a) Has the Company any acquisition trade offer or merger

pending or under consideration?..... No

(b) Is the Company aware of any proposal relating to its Acquisition by another company?..... No

(c) Is the Company intending a new public offering of securities within the next year in the RSA, UK, United States of America, ECOWAS countries or elsewhere?. No

7. Is the Company:

(a) Private?..... Yes

(b) Public?..... No

(c) Listed on the NSE?..... No

(d) Listed on foreign stock exchanges?..... No

Please specify country, stock exchange and type of listing (e.g. ADR (and level), direct listing, etc.)

(e) Listed on the Unlisted Securities Market?..... No

(f) Traded in any other way?..... No

Please specify -----

8. Please list:

(a) Total number of shareholders

(b) Total number of shares issued

(c) Total number of shares held by Directors and Officers (both direct and beneficial)

(d) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each

- 9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts
- 10. Give a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts

NONE

- 11. Does the Company or any Director or Officer have Directors & Officers Liability Insurance in force? No

If "yes" please state:

(a) Insurer-----

(b) Indemnity Limit-----

(c) Expiry Date-----

- 12. Has the Company ever had any insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability, Insurance?----- No

If "yes" please give details

- 13. Have any Directors and/or Executive Officers of the company resigned or been replaced in the past 12 months? Yes

If "yes", who and why?

- 14. Has the Company changed its external auditing firm in the past five years? No

If "yes", why?

15. Does the Company have any plans to remove or replace its external auditor in the next 12 months? No

If "yes", why?

16. Have all revenue recognition practices been approved by your external auditors? Yes

If "No", please provide details

17. Does the Company, any of its subsidiaries or any of its Directors and/or Officers have any Interests in any partnerships Or Special Purpose Vehicles or Entities?..... Yes

If "No", please provide details

18. Has the company ever restated its financial results? No

If "Yes", please provide details

19. Does the company anticipate having to take a significant one time charge to earnings, or a restatement of earnings, within the next 12 months?..... No

If "Yes", please provide details (all matters arising thereof are Excluded from cover under this policy)

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20. Does the Company have corporate policies with respect to Directors', Officers' and employees' ability to purchase or sell the Company's stock, including the ability to exercise stock options? No

The following questions are to be completed by all applicants

Claims Information

21. Have claims ever been made against any past or present Director or Officer of the Company or its subsidiaries?..... No

If "yes", please give details

22. Is the Proposer aware, after enquiry, of any circumstance or incident which may give rise to a claim? No

If "yes", please give details

Indemnity Limit

23. Amount of indemnity required (Please tick)

Employment Practices Liability

24. Do you require Employment Practices Liability Cover? ... No

If "yes", please complete questions 21-27 on the supplementary sheet attached. These questions form part of the proposal document.

SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE

Declaration

It is declared that to the best of the knowledge and belief of the insured the statement and replies set out herein are true and that no material facts have been misstated or suppressed after enquiry. The insured undertake to inform insurers of alterations to any facts which are or thereby become material before inception of the contract of insurance.

A material fact is one which would influence the acceptance or assessment of the risk.

Signed

Title
(authorized signatory of the insured)

Bank

Date

Please enclose with this Proposal Form

The last two Annual Reports and Accounts for the Company
The last two interim Statements (if applicable)
Any Offer Document/Listing Particulars published in the last 12 months

Standard Alliance Insurance PLC
280/281 Ajose Adeogun Street
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Victoria Island
Lagos

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Fax: 234-01-4619199

Employment Practices Liability

Questions 32-38 are only to be completed if cover is required in respect of Employment Practices Liability.

25. Does the Proposer have a Human Resources Department Yes No

If "yes", how many employees are there in this department?-----

If "no", how is the function handled?-----

26. How many officers and other employees have resigned, been terminated (with or without cause) or have taken early retirement within the last 24 months:

Employees-----

Officers-----

27. (a) Does the Proposer have a written human resources manual or equivalent written management guidelines Yes No

- (b) Please tick box if the manual/guidelines indicate a policy on procedure with respect to the following events:

Written application for employment.....

Legally prohibited discrimination

Compliance with statutes.....

Redundancies, termination of employment and early retirement

Employee appraisals/reviews.....

Confidential treatment of medical examinations.....

Sexual harassment.....

Employee disciplinary actions

Employee out-placement services

.....

(c) Please tick relevant box(es) if decisions regarding these events are always subject to prior review by the Proposer's human resources department, legal department, or outside legal adviser.

Individual decisions are always reviewed by:

	Human Resources Dept.	Legal Dept.	External Legal Advisor
1. Written application for employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Confidential treatment of medical examinations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Legally prohibited discrimination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Sexual harassment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Compliance with statutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Employee disciplinary actions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Redundancies, termination of Employment and early retirement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Employee out-placement services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Employee appraisals/reviews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(d) Does the Proposer have any employee handbook which is distributed to all employees..... Yes No
If "yes", please attach such handbook to this proposal.

28. Is the Proposer currently undergoing, or does the Proposer contemplate undergoing during the next 12 months, any employee layoffs or early retirement (including those resulting from any type of company restructuring, office, plant, or store closure?..... Yes No
If "yes", please attach full details.

29. Please provide on a separate attachment full details of all wrongful termination, discrimination and sexual harassment claims made against the Proposer or any of its directors, officers or employees during the last five years including amounts of any judgment or settlements and costs of defence?..... Yes No
If no such claims, please tick..... None

30. Please provide on a separate attachment full details of all inquiries, investigations, grievance filings or other administrative hearings previously filed with or currently before any local or government agency governing employer responsibility to employees

31. Are there now or have there been any employment practices claim(s) against the Proposer or any of its subsidiaries?.....

Yes No

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