

GEMINIA INSURANCE COMPANY LIMITED

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DIRECTORS & OFFICERS LIABILITY PROPOSAL FORM

INSTRUCTIONS:

- Please read carefully and fill out the entire document.
- All questions must be answered in full, in BLOCK letters in the applicants own handwriting or dictation.
- Submit a Certificate of Incorporation, KRA pin certificate with this application.

Part 1. Proposer's Details

1. Full name of the proposer: _____
2. KRA Pin No _____ (Please attach a copy of the certificate)
3. Certificate of Incorporation No: _____ (Please attach a copy of the certificate)
4. Postal Address: _____
5. Email Address: _____
6. i) Location of the premises: _____
ii) Nature of business: _____
7. Contact person's mobile number _____
8. i) Period of Insurance From: _____ To: _____
ii) Name of intermediary _____
9. The company has continuously paid cash dividends on its
i) Ordinary share since (date) _____
ii) Preference share since (date) _____
10. Are any of your branches based outside Kenya? Yes ☐ No ☐
11. Is the company private or public? Private ☐ Public ☐
12. During the last 12 months has;
i) Any mergers and acquisitions taken place? Yes ☐ No ☐
ii) Has any subsidiary company been sold or ceased trading? Yes ☐ No ☐
iii) The capital structure of the parent company changed? Yes ☐ No ☐
13. The annual election date of the Directors of the company? _____
14. What is the compulsory retirement age, if any, of
i) Directors of the company _____
ii) Officers of the company _____

14. Subsidiary Companies

Name	Business of the Subsidiary	% of Ownership	Date Acquired

15. In the applicable category below, state details of the annual year-end figures of the past three (3) years of the company and subsidiary companies.

Show currency applicable: _____

		Year	Year	Year
Banks Industrial and	Total Deposit			
Commercial Companies	Gross Turnover			
Insurance Companies (includes brokers)	Gross Premium Written			
Utilities(e.g. water gas, electricity etc)	Gross Revenue			
Transportation Companies	Gross Revenue			

16. 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 _____

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

Yes ☐ No ☐

If yes, please share the details of the shareholders and the percentage owned:

18. Please list the Personnel to be covered by the policy and their duties in the general areas of their responsibility. These would presumably be the Directors, Managers, and other officials authorized to sign and act on behalf of the Company with a note of their responsibility. e.g Head of the department

19. State limit of indemnity required (any one claim/year)

Ksh _____

20. 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 of the Company?

Yes ☐ No ☐

If yes, please provide details _____

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 ☐

Note

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

21. Has the Company, its Directors and its officers ever been involved in or have any knowledge of any pending litigation?

Yes ☐ No ☐

If Yes, please provide details _____

22. State the name and address of the bankers wherein the company maintains its principal bank account.

23. Has the company proposed to implement within the period of the proposed insurance:

a) an expansion program

Yes ☐ No ☐

b) a takeover of another company

Yes ☐ No ☐

c) an amalgamation of a financial association with another company or companies in addition to the normal trading expansion of the company as now constituted?

Yes ☐ No ☐

24. Is this new cover additional to an existing "Errors and Omissions" policy or "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

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

26. a) Approximate number of employees _____

b) What percentage of employees have resigned, or 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 it the company considering undergoing during the next two years, any employee retrenchments or early retirements including

Yes ☐ No ☐

d) Does the company have a written human resource manual or equivalent written management guideline accessible to all employees?

Yes ☐ No ☐

e) Does the proposer have a human resource department?

Yes ☐ No ☐

If yes, how many employees are in the department _____

h) Please provide full details of all wrongful termination, discrimination and sexual harassment claims made against the company any of its directors, or officers during the last 3 years including the amount of any judgments, and settlements.

i) Are all employment practices guidelines, policies and procedures reviewed by a lawyer with experience in employment law? Yes ☐ No ☐

j) During the past three years, has any employee been involved in any claim, inquiry or the investigation, complaint, or administrative proceeding regarding an employment-related wrongful act? Yes ☐ No ☐

If yes, please provide details _____

27. Is the company:

a) Listed on any stock exchange? Yes ☐ No ☐

b) Traded in any way? Yes ☐ No ☐

If so, please specify _____

c) If the officer was in the United States of America was it subject to the United States Security Act 1933 and/or the Security Exchange Act of 1934 and/or 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 last 18 months:

i) Filed any registration statement for a public offerings? Yes ☐ No ☐

ii) Issued any shares (common or otherwise)? Yes ☐ No ☐

iii) Is any such offering or share issue contemplated in the next 12 months Yes ☐ No ☐

If yes, please provide details _____

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

29. 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 _____

30. a) If Directors and Officers liability insurance 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 similar insurance called? Yes ☐ No ☐

If so, please provide details _____

31. Consent and Declaration form

Geminia Insurance Company Limited is committed to protecting the fundamental human right to privacy of those with whom we interact. We recognize the need to safeguard personal data that is collected or disclosed to us as part of the know-your-customer information required by us in order to provide you with the requisite financial product or service.

We are committed to complying with the requirements of the Data Protection Act and the attendant regulations as well as best global best practices regarding the processing of your personal data. In this regard, you are required to acquaint yourselves with our data privacy statement (<https://geminia.co.ke/data-privacy-statement/>) which is intended to tell you how we use your personal data and describes how we collect and process your personal data during and after your relationship with us.

As part of our engagement with you, we would like to communicate with you, where necessary, via email, WhatsApp, SMS, telephone, or post. To this end, we seek your consent to use your data in the following ways.

1. Collect, use, disclose, and/or process, and/or store your personal data that are relevant to your financial product or service and as permitted by law.
2. Collect, share, and transfer your personal data as described in our Data Privacy Statement published on our website (<https://geminia.co.ke/data-privacy-statement/>). Any such transfer to third parties shall be as per the requirements provided in law with adequate safeguards to respect and uphold your privacy.

By selecting the channel(s) below, I consent to receiving marketing information about Geminia Insurance Company's products and services as well as confirming the preferred channel to communicate with you.

☐ SMS ☐ WhatsApp ☐ Email ☐ Telephone

Declaration

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 be a policy issued.

Signed

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

Position

Chairman / Managing Director (Delete as applicable)

ID Number

The Company

Date

Please Note

1. 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
2. The insured shall accept a policy subject to excess, restriction, terms and conditions Geminia Insurance Company Limited may deem necessary.
3. The Insured undertakes to inform the insurer of any material alteration whereby the risk has increased and the insurer reserve the right to modify the terms of the policy,