**Directors & Officers Liability and Company Reimbursement Policy**

*(****Claims Made Policy****)*

Important: This proposal for insurance will be the basis of any subsequent insurance policy that we issue to you. It is essential that you answer fully and accurately all of the questions contained in this proposal, and that you provide us with any and all additional information relevant to the risk to be insured or our decision as to the acceptance of the risk or the terms upon which it should be accepted. Your failure to comply with this obligation now may result in the rejection of your claim and the avoidance of your policy when a claim is made. If you are in any doubt about the information to be given, please seek the advice and guidance of your insurance advisor or agent. If there is insufficient space in this proposal for you to provide relevant information, whether as requested or otherwise, please attach a separate sheet to this proposal and return it to us.

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| 1. Name of Company : \_ Address :  Nature of Business :  Place of Incorporation: How long has the company continuously been in business? \_ | | |
| 1. During the past five years has :    1. The name of the company been changed?    2. The capital structure (i.e. the number and classes of shares into which the capital is divided) of the Company been changed?    3. The Company’s outside auditor changed?    4. Any acquisition(s) or merger(s) taken place?   If “YES” has been answered to any of the above, please give full details under separate attachment. | YES YES  YES YES | NO NO  NO NO |

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| 1. (a) Are any acquisitions/mergers/takeovers planned within the next year?    1. Is the Company aware of any proposals of its being acquired by another company?    2. Does the Company intend to make any new public offering within the next year?    3. Is the Company or any of its subsidiaries listed on any stock exchanges or any organised markets?   If “YES” has been answered to any of the above, please give full det underder separate attachment. | YES YES YES YES | NO NO NO NO |
| 4. Please list name(s) of shareholder(s) owning directly or indirectly 5% or more of the Company’s shares.  **Name %** | | |
| 5. Please complete a list of subsidiaries created, dissolved or sold in the last twelve (12) months:  **Name Business or Type Percentage of Date Acquired, Created, of Operations Ownerships Sold or Dissolved**  \_ | | |
| 6. Does the Company have a credit or bond rating? YES NO  If “YES” , please state name of rating organisation, last year of rating and result | | |

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| 7. What has your Company done in the past in order to cope with the Year 2000 exposure and which further steps are planned in your head-office as well as in your subsidiaries (e.g. with reference to your most important suppliers and customers)?  \_ | | |
| 8. (a) Limits of Liability required?  (b) Please give detials of Company’s Directors and Officers Liability Insurance for the past three years.  **Year Insurer Limits of Prior Insurance Deductible Amount** | | |
| 9 (a) Have any claims ever been made against any past or present Director or Officer of the Company or any of its subsidiaries in respect of Directors and Officers liability? | YES | NO |
| (b) Is the applicant or any of the Directors or Officers aware of any circumstances or incidents that might give rise to a claim under the proposed insurance? | YES | NO |
| (c) Has notice of any fact, circumstances or situation or wrongful act been given under any prior Directors and Officers Liability Insurance? | YES | NO |
| (d) Has any insurer ever declined, cancelled, refused to renew or required to reduce limits of any Directors and Officers liability or similar insurance policy? | YES | NO |
| If “YES” has been answered to any of the above, please give full details under separate attachment. |  |  |

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| 10. Please provide details of companies of which external directorships are held at the request of the Company and for which Directors and Officers Liability Insurance is required, if acceptable to the Underwriter.  **Individual Type of Entity Name of Nature of Country of % Directors’ (eg Public/Private Outside Co. Business Incorporation Ownership Name Trustee, etc.)** |
| **(QUESTIONS 11,12 & 13 NEED ONLY BE COMPLETED IF USA AND/OR CANADA JURISDICTION IS REQUIRED)**   1. Please give the total gross assets of the group in North America 2. (a) Please list those subsidiaries in North America   (b) For each company, who owns the minority stock? |
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**DECLARATION**

It is agreed that this proposal together with any other information supplied shall constitute the complete proposal that shall be the basis of the contract and shall form part of the policy should a policy be issued.

I declare that the statements and particulars in this proposal are true and that no material facts have been misstated or suppressed after enquiry. I undertake to inform the Underwriter of any material alteration to those facts occurring before completion of the Contract of Insurance.

Filled by

Please enclose with this Proposal Form

(a)

The two latest available audited Annual Reports and Accounts for the Company.

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| --- | --- | --- |
| 1. Does the Company or any of its subsidiaries:    1. Have any stock, shares, debentures or depository | YES | NO |
| receipts in North America? |  |  |
| (b) If “YES”, on what date was the last offer / tender / issue made? |  |  |
| (c) Was the offer subject to The United States Securities Act of 1933 and/or The Security Exchange Act of 1934, and/or any amendments thereto? | YES | NO |
| (d) Intend to make on offering of the type above within the next year? | YES | NO |

If “YES” has been answered to any of the above, please give

full details under separate attachment.