

## Proposal Form

### PLEASE ENCLOSE WITH THIS PROPOSAL FORM:

- A. The last audited Annual Report & Accounts for the Company
- B. The last interim statement (if applicable)
- C. Any other Prospectus type documents published in the last 12 months

Your Executive Certificate is issued on a CLAIMS MADE basis.

### When completing this Proposal Form...

- Please answer all questions giving full and complete answers

It is the duty of the Proposer to provide all information that is requested in the proposal form as well as to add additional relevant facts.

A relevant fact is such known fact and/or circumstance that may influence the evaluation of the risk by the insurer. If you have any doubts about what a relevant fact is, please do not hesitate to contact your broker.

- If the space provided on the Proposal Form is insufficient, please use a separate signed and dated sheet in order to provide a complete answer to any question
- The proposal form must be completed, signed and dated by a person, who must be of legal capacity and authorised for the purpose of requesting directors & officers liability insurance for the firm who acts as a Proposer.

This proposal form does **NOT BIND** the Proposer to complete the insurance but will form part of any insurance

Insurance for your reputation

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**SECTION 1: DETAILS OF THE PROPOSER**

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1. Name of the Company:
2. Address of Head Office:  Post Code:
3. Country of Registration:
4. How long has the company continually carried on business?
5. Describe the business activities of the Company:

**SECTION 2: HISTORY OF THE COMPANY**

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During the last three years has

1. The name of the Company changed? Yes  No
2. Any acquisition or merger involving the Company taken place? Yes  No
3. Any subsidiary company been sold or ceased trading? Yes  No
4. The capital structure of the Company changed? Yes  No
5. Any rights issue taken place? Yes  No
6. The Company changed its external auditors or legal advisors? Yes  No

If the answer is YES to any of the above questions, please provide details below (use separate sheet if necessary):

**SECTION 3: CAPITAL STRUCTURE OF THE COMPANY**

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Is the Company:

- a. Private? Yes  No
- b. Public? Yes  No
- c. Listed on the London Stock Exchange? Yes  No
- d. Listed on any other Stock Exchange? Yes  No

If the answer is YES to any of the above questions, please provide details below (use separate sheet if necessary):

- e. Please list all shareholdings representing 15% or more of the Company's Ordinary Share Capital and their respective percentage of the holding.

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#### **SECTION 4: FORWARD LOOKING**

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1. Has the Company any acquisition, tender offer or merger pending or under consideration? Yes  No
2. Is the Company aware of any proposal relating to its acquisition by another company in the next year? Yes  No
3. Is the Company intending a public or private offering of securities within the next year? Yes  No

#### **SECTION 5: PREVIOUS/CURRENT INSURANCE**

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1. Does the Company have Directors & Officers Liability Insurance currently in force? Yes  No

If the answer is YES, please state:

a. Insurer:

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b. Indemnity limit:

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c. Expiry date:

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2. Has the Company ever had any Insurer decline a proposal or cancel or refuse a Directors and Officers Liability Insurance? Yes  No

If the answer is YES, please provide details below (use separate sheet if necessary):

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#### **SECTION 6: NORTH AMERICA EXPOSURE DETAILS**

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**Questions in this Section are to be completed only if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada.**

1. Please state the TOTAL assets of all subsidiaries located in the USA/Canada

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| USD |
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2. Please list those subsidiaries in the USA/Canada that are not wholly owned together with the Company's percentage interest in each and show the owner of the minority interest:

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3. a. Do any of the subsidiaries have any stock, shares or debentures in USA/Canada? If "Yes" Yes  No

i. On what date was the last offer/tender/issue made?

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- ii. Was the offer subject to The United States Securities Act of 1933 and/or The Securities Exchange Act of 1934 and/or any amendments thereto? Yes  No
- b. Does the Company or any of its subsidiaries have any debt instruments or commercial paper in USA/Canada? Yes  No
- If the answer is YES, please provide details below (use separate sheet if necessary)

### SECTION 7: CLAIMS INFORMATION/CIRCUMSTANCES

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1. Has there been or is there now pending any claims against any Director or Officer of the Company? Yes  No
- If the answer is YES, please provide details below (use separate sheet if necessary)

2. Is the Proposer aware, after enquiry, of any circumstance or incident, which may give rise to a claim against any Director or Officer of the Company in such capacity? Yes  No
- If the answer is YES, please provide details below (use separate sheet if necessary)

3. Is the Proposer aware, after enquiry, of any prosecution (actual or pending) of the Company or any Director or Officer? Yes  No
- If the answer is YES, please provide details below (use separate sheet if necessary)

4. Has the Company or any Director or Officer ever been subject to any disciplinary action, been fined or penalised, or been the subject of any regulatory investigation or enquiry? Yes  No
- If the answer is YES, please provide details below (use separate sheet if necessary)

### SECTION 8: INDEMNITY LIMIT

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- Please select the amount of indemnity required
- £1,000,000
- £2,000,000
- £5,000,000
- £10,000,000
- Other – please specify

*Please complete the Declaration overleaf*

**SECTION 9: DECLARATION**

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**SIGNING THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER OR THE INSURER TO COMPLETE THIS INSURANCE**

We declare that the statement and particulars in this Proposal form are true and that no material facts have been misstated or suppressed after enquiry. We agree that should any of the information given by us alter between the date of this Proposal and the inception date of the insurance to which this proposal relates, we will give immediate notice thereof. We agree that this Proposal, together with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

**TO BE SIGNED BY A PERSON AUTHORISED BY THE BOARD ONLY**

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| <b>SIGNATURE</b> |  | <b>DATE</b> |  |
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|             |  |
|-------------|--|
| <b>NAME</b> |  |
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| <b>POSITION</b> |  |
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For your own protection please keep a record of all information supplied for the purpose of entering into an insurance contract (including copies of this Proposal Form and correspondence)