

Please ensure that questions are answered fully and accurately and where necessary schedules giving further explanation are provided.

**Important Notice Concerning Disclosure:** It is your duty to disclose all material facts to Underwriters. A material fact is one that is likely to influence an Underwriter's judgement and acceptance of your Proposal. If your Proposal is a renewal of an existing policy, it should also include any change in facts previously advised to Underwriters. If you are in any doubt as to whether or not facts are considered material, you should disclose them.

#### IMPORTANT NOTICE

This is a Proposal for a contract of insurance, in which "Company" means the individual, company, partnership, trust, charity, establishment or association proposing for cover including any and all subsidiaries. Answers provided on this Proposal should include information about any and all subsidiaries of the Company.

This Proposal must be completed in ink, signed and dated. All questions must be answered to enable a quotation to be given. If space is insufficient to answer any question fully, please attach a signed continuation sheet. You should retain a copy of the completed Proposal (and of any other supporting information) for future reference.

You are recommended to obtain a specimen copy of the proposed policy wording which is available from Underwriters on request and to consider carefully the terms, conditions, limitations and exclusions applicable to the cover. The proposed insurance covers only those losses that arise from claims made against the Directors and/or Officers during the Period of Insurance, as specified in the Policy.

References in this Proposal to "Claim" or "Claims" mean any claim(s), prosecution(s), proceeding(s), investigation(s) or circumstances which would have been notified to Underwriters under the Policy and/or to which the Policy would have responded had it been in force together with any other claims which were in fact the subject of a claim under any other policy covering directors' and officers' liability and/or company reimbursement.

### SECTION 1 GENERAL INFORMATION

1. a. Name of Company: \_\_\_\_\_  
b. Address of Registered Office: \_\_\_\_\_  
c. Address of Principal Place of Business (if different): \_\_\_\_\_  
d. Telephone No./Fax No.: \_\_\_\_\_  
e. Email address: \_\_\_\_\_  
f. Business Website Address: \_\_\_\_\_
2. Country of registration: \_\_\_\_\_
3. How long has the Company continuously carried on business\*? \_\_\_\_\_  
\*If less than 12 months please supply a copy of the Business Plan.  Attached
4. Is the Company a subsidiary of another company?  Yes  No If Yes, please provide the following information:
  - a. Name of ultimate holding company: \_\_\_\_\_
  - b. Country of registration of ultimate holding company: \_\_\_\_\_

### SECTION 2 THE COMPANY AND ITS SHARES

1. Type of Company, e.g., Private, Public etc.? \_\_\_\_\_
2. What are the business activities of the Company? \_\_\_\_\_
3. Is the Company a regulated entity?  Yes  No
4. Do the Company and/or its Directors and/or its Officers undertake any Regulated Activity?  Yes  No
5. Are the Company's shares traded in any way?  Yes  No If Yes:
  - a. Is the Company listed on any stock exchange or any other form of securities market?  Yes  No  
If Yes, please state the name and country of exchange: \_\_\_\_\_
  - b. On what date was the Company first listed? \_\_\_\_\_

6. Are the Company's shares traded in any other way?  Yes  No If Yes, please advise:
- a. The number of ordinary shares issued: \_\_\_\_\_
- b. The number of ordinary shareholders: \_\_\_\_\_
- c. The number of ordinary shares owned (directly or beneficially) by Directors or Officers: \_\_\_\_\_
- d. The following details of any shareholder owning 5% or more of the ordinary shares (directly or beneficially):

Shareholder Name	Percentage of Holding

7. During the last five years has:
- a. The name of the Company been changed?  Yes  No
- b. Any acquisition or merger taken place?  Yes  No
- c. The capital structure of the parent organisation changed?  Yes  No
- d. Any part of the Company or any subsidiary company been sold and/or ceased trading?  Yes  No
- e. Any tender offer been made?  Yes  No
- f. The Company issued any securities including but not limited to any shares (common or otherwise) or debt securities?  Yes  No
- g. Any registration statement for a public offering been filed by the Company?  Yes  No

If the answer to any of a. to g. above is Yes, please provide full details:

8. Has the Company publicly announced any new public offering of securities within the next twelve months?  
 Yes  No If Yes, please provide full details:

9. Has the Company publicly revealed that it has under consideration at the present time any acquisitions, tender offers or mergers?  Yes  No If Yes, please provide full details:

10. Are there at present any proposals of which the Company is aware relating to its acquisition by or merger with any other company?  Yes  No If Yes, please provide full details:

11. Have any of the Directors or Officers terminated their relationship with the Company in the last 24 months?

Yes  No If Yes, please provide full details:

12. Does the Company use/have an interest in any off balance sheet entities or special purpose vehicles?  Yes  No

If Yes, how are they recorded in the company's accounts and, to the extent not stated in the accounts, what is their business purpose?

13. Has the Company entered into any related party transactions?  Yes  No If Yes, please provide full details:

14. Has the Company, or any entity it controls or has an interest in, sold and subsequently repurchased, or is obliged to repurchase in the future, any assets?  Yes  No If Yes, please provide full details:

15. Does the Company utilise financial instruments, such as swaps, forwards or other derivatives?  Yes  No

If Yes, please explain: \_\_\_\_\_

**SECTION 3 UNITED STATES OF AMERICA ("USA") AND CANADA**

1. Does the Company have any subsidiaries, assets or employees in the USA or Canada?  Yes  No

If Yes, please complete this Section 3, otherwise please proceed to Section 4.

2. Are all subsidiaries in the USA and/or Canada wholly owned by the Company?  Yes  No If No:

a. Who owns the minority interest? \_\_\_\_\_

b. What proportion of the share capital is the minority interest? \_\_\_\_\_

c. From the Company's latest audited report and accounts\* please state the total gross consolidated assets (i.e., fixed plus current) of the Company in:

i. UK..... £ \_\_\_\_\_

ii. USA..... \$ \_\_\_\_\_

iii. Canada..... \$ \_\_\_\_\_

iv. Elsewhere..... \$ \_\_\_\_\_

\*In the case of new companies utilise management projections for the year.

3. Please state the approximate total number of employees in the USA: \_\_\_\_\_
4. Please state the approximate total number of employees in Canada: \_\_\_\_\_
5. Does the Company have any of its stock, shares, debentures, bonds or any other debt or equity instruments in the USA?  Yes  No If Yes:
- a. On what date was the last offer/tender/issue made? \_\_\_\_\_
- b. Was the offer subject to any securities legislation in the relevant territory?  Yes  No
- If Yes, please give full details including territory, relevant legislation and percentage of shares traded:

Please enclose a copy of the latest 20-F filing made to the USA Regulatory Authorities.  N/A  Attached  
If Not Applicable, please state why not and provide full details of any exemption thereunder:

6. Has the Company and or any of its subsidiaries, its Directors, Officers and/or any other person proposed for cover under the Policy been involved in any of the following:
- a. Anti trust, copyright or patent litigation?  Yes  No
- b. Civil or criminal action or administrative proceeding involving a violation of any security law/regulation?  Yes  No
- c. Any class action or derivative suits?  Yes  No
- If the answer to any of a. to c. above is Yes, please provide full details:

**SECTION 4 INSURANCE**

1. Has Directors and Officers Liability Insurance been carried during any of the past three years?  Yes  No If Yes:
- a. What was the period of the policy? \_\_\_\_\_
- b. What was the indemnity limit? \_\_\_\_\_
- c. Who are the current/most recent insurers? \_\_\_\_\_
2. Has the Company or any of its Directors or Officers ever been refused this type of insurance or had similar insurance cancelled or specific terms imposed?  Yes  No If Yes, please provide full details:

3. What Limit of Indemnity is required under this Policy?  \$500,000  \$1,000,000  \$2,000,000  
 \$5,000,000  Other: \$ \_\_\_\_\_

**SECTION 5 CLAIMS DECLARATION**

1. Please provide full details of all Claims (including all prosecutions, proceedings or investigations) involving the Company and/or its present or former Directors and/or Officers and/or any other person proposed for cover under this Policy in the past ten years. Please provide details of the type of allegation, the court or agency involved and any determination, judgment, claims payments (including without prejudice or ex gratia payments) and defence costs for each Claim. **The proposer's attention is drawn to the definition of "Claim" on page 1 of this Proposal.**

2. After enquiry is the Company and/or its Directors and/or its Officers and/or any other person proposed for cover under this Policy aware of any facts, circumstances, allegations or incidents which they have reason to suppose could give rise to a claim under the proposed Policy?  Yes  No If Yes, please provide full details:

**NOTE:** Any Claims reported, or which should have been reported, in this Section 5 will be excluded from cover under the Policy.

**SECTION 6 OTHER MATERIAL FACTS**

After enquiry, is/are the Company and/or any of its Directors and/or any of its Officers aware of any other material facts?  Yes  No If Yes, please provide full details:

A **material fact** is one likely to influence assessment of this risk, the premium charged or the terms and conditions imposed by Underwriters. If your Proposal is a renewal, it should include any change in facts previously advised to Underwriters. If you are in any doubt as to whether a fact would be considered material, you should disclose it. All the information requested in this Proposal is material. Failure to disclose a material fact could prejudice your rights to recover in the event of a claim or allow Underwriters to avoid the Policy. Please contact your broker if you require any guidance.

**SECTION 7 DOCUMENTS REQUIRED**

As part of this Proposal please provide a copy of:

- a. the Directors and Officers Indemnity Clause extracted from the Company's Articles of Association.
- b. your last two (2) years Report and Accounts.
- c. your latest available Interim Statements (if applicable).

**SECTION 8** CONSENT TO USE OF INFORMATION

Underwriters will use the information provided herein to manage the insurance Policy, including underwriting and claims handling. This may include disclosing it to other insurers, regulatory authorities or to Underwriter's agents providing services on their behalf.

In order to detect and prevent fraud Underwriters may at any time:

- a. share information about the Company its Directors and/or Officers with other organisations and public bodies including the Police;
- b. check and/or file the Company's and/or its Directors' and/or Officers' details with fraud prevention agencies and databases, and if Underwriters suspect fraud, Underwriters will record this. Underwriters and other organisations may also search these agencies and databases to:
  - i. Help make decisions about the provision and administration of insurance, credit and related services for the Company, its Directors and/or Officers;
  - ii. Trace debtors or beneficiaries, recover debt, prevent fraud and to manage the Company's accounts and insurance policies;
  - iii. Check identities to prevent money laundering;
- c. undertake credit searches and additional fraud searches.

**SECTION 9** DECLARATION

**NOTE:** SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.

I hereby confirm that I am duly authorised and do give consent to the use of information as set out in Section 8 above.

I hereby also declare that I am authorised to complete this Proposal on behalf of the Company, its Directors and Officers and that the statements and particulars in this Proposal are true and complete and no material facts have been mis-stated or suppressed. I undertake to inform Underwriters of any material alteration or addition to these statements or particulars which occurs before the commencement of the period of insurance. It is hereby acknowledged and agreed that the terms conditions limitations and exclusions of the Policy may be subject to alteration at any time prior to the commencement of the period of insurance should any such material alterations or additions arise. Signing of this Proposal does not bind Underwriters to offer nor the applicant to accept insurance, but it is acknowledged and agreed that this Proposal (together with all documents accompanying it and any other information supplied by the Company or the Directors and Officers to Underwriters in connection with the Policy) shall be the basis and form part of any such contract.

(This Proposal should be completed and signed by a Director or Senior Officer of the Company on behalf of all parties seeking insurance.)

Director/Senior Officer Name (Please print) \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_