To be solid, insurance must be flexible.

Directors & Officers Insurance for Public Companies

**Proposal Form**

**Note to the Applicant:** Signing or completing this proposal does not bind the Proposer, or any individual or entity he or she is representing to complete this insurance. Please provide by addendum any supplementary information which is material to the response of the questions herein. All answers should be given as a group response i.e. if any subsidiary company has different responses these should be provide separately.

1. Policyholder:

2. Address:

3. Country of registration if not United Kingdom:

4. Website address:

5. Limit(s) of Liability being requested:

6. During the last five years has:

1. The name of the proposed policyholder been changed? Yes/No
2. Any acquisition or merger taken place? Yes/No
3. The capital structure of the proposed policyholder changed? Yes/No
4. Any divestiture taken place? Yes/No

**If "Yes" has been answered to any of the above, please give details here or under separate attachment**.

7. (a) Is the proposed policyholder currently involved in, or considering, any acquisitions, tender offers or

 mergers? Yes/No

(b) Are there any proposals of which the proposed policyholder is aware relating to its acquisition by

 any other company? Yes/No

(c) Has the proposed policyholder publicly announced any new public offering of securities within the

 next year? Yes/No

**If "Yes", has been answered to any of the above, please give details here or under separate attachment**.

8. Name and percentage of holdings of any shareholder owning 25% or more of the ordinary shares (directly or beneficially)

9. Please give the total gross assets of the subsidiaries a) domiciled in the United States of America

 and b) domiciled in Canada.

10. Does the proposed policyholder or any of its subsidiaries:

1. Have any shares, bonds or any other debt or equity instruments in the

United States of America or Canada? Yes/No

If **"Yes"**, on what date was the latest offering made?

(b) 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

 **If "yes" has been answered to either of the above, please give full details including percentage**

 **of shares traded.**

11. (a) Does the proposed policyholder and/or any subsidiary have Directors and Officers

 Liability Insurance currently in force? Yes/No

 If so, please state insurer:

 Limit of Liability:

1. Has any loss payment been made under any prior or current Directors

 and Officers Liability policy or similar insurance? Yes/No

1. Has any Insurer declined, cancelled or non-renewed any prior policy or

 application for Directors and Officers Liability or similar insurance? Yes/No

1. Has the Organisation or any Insured Person(s) given written notice under

 the provisions of any prior or current Directors and Officers liability insurance, or specific facts or

 circumstances which might subsequently give rise to a claim being made against any Insured

 Person(s)? Yes/No

 **If "Yes", has been answered to (b), (c) or (d) above, please attach a statement of full details**.

12. After enquiry, is any person or organisation proposed for coverage aware of any facts or

 circumstances which might afford valid grounds for any future claim(s) that would fall within

 the scope of the proposed cover or indicate the probability of any future claim(s)? Yes/No

 **If Yes, please give details:**

 **It is agreed that if known facts or circumstances exist any claim or action arising from them is excluded from this proposed coverage.**

 Signature : Date :

 Name of Signatory:

 Title of Signatory:

**Warning** It is important that, when applying for the Policy, the applicants tell the insurers all facts which are material to the insurance. A material fact is one which might influence the insurers in deciding whether to accept the application or on what terms to insure. If in any doubt as to whether a fact is material, then the applicants should disclose it. They should keep a record (including copies of all letters and forms) of all information supplied to the insurers.

**Premium Tax Questionnaire**

So that MPR can calculate applicable UK and foreign premium tax, please complete the following questions.

1. Proposed policyholder:

2. Does the proposed policyholder have any subsidiaries outside the United Kingdom

 which create turnover? Yes/No

3. Does the proposed policyholder or any of its subsidiaries have any branches outside the

United Kingdom which create turnover? Yes/No

4. If the proposed policyholder is not a United Kingdom company, please state what percentage

of the Overall Turnover\* is produced by the proposed policyholder from outside the UK: %

\* “Overall Turnover” means the total turnover of the proposed policyholder, its UK subsidiaries

and the non-UK subsidiaries and branches.

5. If Yes has been answered to either Question 2 or 3 above, please provide details of all the non-UK subsidiaries and branches in the table below (or on a separate sheet, if preferred):

Precise Name Country where located Turnover percentage\*\*

 (i)

 (ii)

 (iii)

 (iv)

 (v)

 (vi)

 (vii)

 (viii)

 (ix)

 (x)

\*\* This is the percentage of Overall Turnover produced by the subsidiary or branch.

6. If Yes has been answered to either Question 2 or 3 above or if the proposed

policyholder is not a UK company, please state what percentage of the Overall

Turnover is produced from the UK: %

**[The turnover figures provided in answer to Questions 4, 5 and 6 should add up to 100%]**