

Directors & Officers Insurance for Public Companies

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 provided 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:

- a. The name of the proposed policyholder been changed? Yes No
- b. Any acquisition or merger taken place? Yes No
- c. The capital structure of the proposed policyholder changed? Yes No
- d. 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):

Name		Name	
<input type="text"/>	%	<input type="text"/>	%
<input type="text"/>	%	<input type="text"/>	%

9. Please give the total gross assets of the subsidiaries

- a. domiciled in the United States of America:
- b. domiciled in Canada:

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

- a. 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:

b. Has any loss payment been made under any prior or current Directors and Officers Liability policy or similar insurance? Yes No

c. Has any Insurer declined, cancelled or non-renewed any prior policy or application for Directors and Officers Liability or similar insurance? Yes No

d. 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 matter arising from them is excluded from the proposed cover.

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)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
ii)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
iii)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
iv)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
v)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
vi)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
vii)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
viii)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
ix)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %
x)	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/> %

** 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%]