

Management Risks Insurance for Portfolio 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 provide separately.

1. Policyholder Details

Policyholder	<input type="text"/>
Name of operating company	<input type="text"/>
Address	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
Website address	<input type="text"/>
Date policyholder established	<input type="text"/>
Business activities of policyholder and its subsidiaries	<input type="text"/>
Latest year end group turnover/revenue	£ <input type="text"/>
Name of fund/investor	<input type="text"/>
Nature of investment (debt, equity, etc.)	<input type="text"/>

Directors & Officers Insurance and Company Insurance

2. Please give the name and percentage of holdings of any shareholder owning 10% or more of the ordinary shares of the policyholder (directly or beneficially):

Prior to the investment:	<input type="text"/>
Following the investment:	<input type="text"/>

Directors & Officers Insurance and Company Insurance (continued)

3. Do you have any assets in the United States of America, or does your turnover or income include any turnover or income to or from the United States? Yes No

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4. Has the policyholder and/or any of its subsidiaries (and/or any director, officer or other insured person of the policyholder or of such subsidiary) been involved in any claims or investigations that might have been covered by this policy had it been in force? Yes No

Employment Practices Insurance (only complete if this cover is required)

5. Please state the number of employees in the policyholder and its subsidiaries and where those employees are located:

United Kingdom	<input style="width: 150px; height: 20px;" type="text"/>
USA	<input style="width: 150px; height: 20px;" type="text"/>
Rest of World	<input style="width: 150px; height: 20px;" type="text"/>
Total	<input style="width: 150px; height: 20px;" type="text"/>

If cover is required for the USA, please complete the USA supplemental proposal form.

6. During the last 24 months has the policyholder or any of its subsidiaries made any redundancies, staff reductions or facility closures or do any of them anticipate or contemplate doing so in the next 12 months? Yes No

If Yes, please give details under separate attachment.

7. Do the policyholder and its subsidiaries all have written procedures in place regarding:

- a. Discipline and termination of employment? Yes No
- b. Preventing discrimination and harassment? Yes No
- c. Handling complaints of harassment, including sexual harassment and discrimination? Yes No

If No to any of the above, please give details of how this function is handled:

Employment Practices Insurance (continued)

8. Please provide details of all employment lawsuits and proceedings (e.g. tribunal proceedings, court proceedings etc.) commenced during the past 3 years. Describe the type of allegation and defence costs or settlement for each.

Date	Allegation	Amount to Claimant	Other Costs

Employee Crime, Crime using Computers and Social Engineering Crime (only complete if this cover is required)

9. Locations and employees of policyholder and its group:

	Locations	Employees
UK		
Overseas		
Total		

10. Do the policyholder and its subsidiaries all:

- a. have an established policy for checking the background of job candidates prior to their being offered employment? Yes No
- b. operate the principle of dual control regarding all payments, including the drawing and signing of cheques and use of electronic funds transfer? Yes No
- c. have a process in place where unusual payment instructions purporting to come from the senior management are followed up by call backs to senior management at a previously known and pre-designated phone number to confirm payment instructions and check authenticity? Yes No
- d. have a process in place where instructions to change bank account details, or to pay into a different bank account, purporting to come from vendors and suppliers are followed up by call backs to vendors and suppliers at a previously known and pre-designated phone number to confirm instructions to change bank account details and check authenticity? Yes No
- e. vet new suppliers? Yes No

General information

11. In the last 5 years, has any person or organisation to be insured by the policy given notice to an insurer of any claim (or circumstance which could give rise to a liability claim) or any other insured situation under any policy affording cover of the following type:

- | | | |
|---|---------------------------|--------------------------|
| Directors & Officers Insurance and Company Insurance | <input type="radio"/> Yes | <input type="radio"/> No |
| Employment Practices Insurance | <input type="radio"/> Yes | <input type="radio"/> No |
| Employee Crime, Crime using Computers and Social Engineering Crime | <input type="radio"/> Yes | <input type="radio"/> No |

If Yes, has been answered to 11 above, please attach a statement of full details.

12. After enquiry, is any person or organisation proposed for cover aware of any facts or circumstances which might lead to a valid claim by any insured under any part of the Management Risks Insurance Policy which is sought or indicate the probability of such claim?

- Yes No

It is agreed that if known facts or circumstances exist any matter arising from them is excluded from the proposed cover.

To be supplied with this proposal form, where available:

- Operating company investment memorandum;
- Most recent audited report & accounts;
- Most recent management accounts and/or current trading information.

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.