



Directors and Officers Liability and Company Reimbursement Insurance Proposal Form

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 circumstance(s) 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.

1. General Information

1.1 Name of Company

1.2 Address of registered office and/or principal place(s) of business (if different)

Address:	
	Post Code:
Tel No:	E-mail:
Fax No:	Web Site:

1.3 Country of registration

1.4 How long has the Company continuously carried on business? If less than 12 months please supply a copy of the Business Plan

1.5 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

2. The Company and its shares

2.1 Type of company? E.g. Private, Public etc

2.2 What are the business activities of the Company?

2.3 Is the Company a regulated entity? Yes No

2.4 Do the Company and/or its Directors and/or its Officers undertake any Regulated Activity? Yes No

"Regulated Activity" shall have the meaning given by section 22 of the FSMA 2000 and all orders made thereunder from time to time and shall include all activities which would be regulated activities if they were done in the United Kingdom.

2.5 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?

2.6 Are the Company's shares traded in any other way? Yes No

If YES please provide full details

2.7 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 name and percentage of holdings of any shareholder owning 5% or more of the ordinary shares (directly or beneficially)

2.8 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

2.9 Has the Company publicly announced any new public offering of securities within the next twelve months?
Yes No

If YES please provide full details

2.10 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

2.11 Are there at the present time 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

2.12 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

2.13 Please answer the following questions:

- (a) Does the Company use and/or have an interest in any off balance sheet entities or special purpose vehicles? Yes No
- (b) 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?

- (c) Has the Company entered into any related party transactions? Yes No

If YES please provide full details

- (d) 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

- (e) Does the Company utilise financial instruments, such as swaps, forwards or other derivatives? Yes No

If YES please explain

3. United States of America ("USA") and Canada

- 3.1 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

- 3.2 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)

- 3.3 Please state the approximate total number of employees in the USA

- 3.4 Please state the approximate total number of employees in Canada

- 3.5 Does the Company have any of its stock, shares, debentures, bonds or any other debt 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.
If not applicable please state why note and provide full details of any exemption thereunder

- 3.6 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 or 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

4. Insurance

4.1 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?

4.2 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

4.3 What limit of indemnity is required under this Policy?

£500,000 £1,000,000 £2,000,000 £5,000,000 Other (please specify)

5. Claims Declaration

5.1 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 "Claims" on page 1 of this Proposal.**

5.2 After enquiry is the Company and/or its Directors and/or 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 of which should have been reported under 5.1 and/or 5.2 above will be excluded from cover under the Policy.

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 Underwrites. 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.

7. Documents Required

As part of this proposal please provide:

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

8. Data Protection Act 1998 – 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 Insurer's agents providing services on their behalf.

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

- (a) share information about the Proposer and/or its partners, principals, directors, officers and/or employees with other organisations and public bodies including the Police;
- (b) check and/or file the Proposer's and/or it's partners', principals', 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 Proposer, its partners, directors and officers;
 - (ii) Trace debtors or beneficiaries, recover debt, prevent fraud and to manage the Proposer's accounts and insurance policies;
 - (iii) Check identities to prevent money laundering.
- (c) undertake credit searches and additional fraud searches.

Underwriters can supply on request further details of the databases that they access or contribute to.

14. Declaration

I hereby confirm that I am duly authorised and do give consent to the use of information as set out in Section 13 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 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.

Signed _____ Name _____

Capacity _____ Date _____

This proposal should be completed and signed by a partner, principal or director of the Practice on behalf of all parties seeking insurance.

NOTICE TO THE PROPOSER

The Insurers

The Insurers will be either Markel International Insurance Company Limited or Markel Syndicate 3000 at Lloyd's, together with any other subscribing insurer(s).

Prior to any placement being concluded, the Proposer will be advised which insurer(s) is/are to write this contract of insurance.

The Law of this Insurance Contract

The parties to this proposed insurance are free to choose the law applicable to the insurance contract. Unless specifically agreed otherwise with Insurers, the proposed contract will be governed by English law.

Procedure for queries or complaints

Below are two complaints notices. If you are insured with Markel Syndicate 3000 at Lloyd's please follow the procedure set out in (1) below. If you are insured with Markel International Insurance Company Ltd, please follow the procedure set out in (2).

1. Markel Syndicate 3000 at Lloyd's

If at any time you have any questions or concerns regarding this Policy or the handling of a claim, you should in the first instance refer to your insurance broker or intermediary, if any. If your problem cannot be resolved in this way, please write to the Claims Manager, Professional Liability Division, Markel International Limited, The Markel Building, 49 Leadenhall Street, London, EC3A 2EA. We will then advise you of Markel's internal complaints handling procedure.

If you are still unable to resolve the situation and wish to make a complaint you can do so at any time by referring the matter to the Complaints Department at Lloyd's. Their address is Complaints Department, Lloyd's, One Lime Street, London, EC3M 7HA; Tel: 020 7327 5693; Fax: 020 7327 5225; e-mail: Lloyds-Regulatory-complaints@Lloyds.com. Lloyd's is regulated by the Financial Services Authority (the FSA) whose address is 25 The North Colonnade, Canary Wharf, London, E14 5HS.

Complaints that cannot be resolved by our internal complaints handling procedure or by the Complaints Department at Lloyd's may be referred to the Financial Ombudsman Service. Further details will be provided at the appropriate stage of the complaints process.

These complaints procedures do not affect your right to have recourse to legal action or to any other remedy available to you.

2. Markel International Insurance Company Ltd

If at any time you have any questions or concerns regarding this Policy or the handling of a claim, you should in the first instance refer to your insurance broker or intermediary, if any. If your problem cannot be resolved in this way, please write to the Claims Manager, Professional Liability Division, Markel International Limited, The Markel Building, 49 Leadenhall Street, London, EC3A 2EA. We will then advise you of Markel's internal complaints handling procedure.

Complaints that cannot be resolved by our internal complaints handling procedure may be referred to the Financial Ombudsman Service. Further details will be provided at the appropriate stage of the complaints process.

These complaints procedures do not affect your right to have recourse to legal action or to any other remedy available to you.

ADDITIONAL INFORMATION (OPTIONAL)

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