

PROPOSAL FORM FOR DIRECTORS' & OFFICERS' LIABILITY INSURANCE

1. The answers to this form preferably should be typed, or alternatively this form may be completed in ink. The form must be signed by a Director of the Company.
2. All questions must be answered, if not no quotation will be given. The completion and signature of this form does not bind the Proposer or Underwriter to complete a contract of insurance.
3. If you have insufficient space to complete any of your answers please continue on your headed paper and attach it to this form.
4. It is your duty to disclose all material facts to Insurers. A material fact is one that is likely to influence a prudent Insurer's judgment and acceptance of your proposal; if your proposal is for renewal, it should include any changes in facts previously advised to Insurers.
5. This proposal is for a Claims Made policy. The policy responds to claims which are first made against the insured during the policy period (or extended reporting period if applicable).

NOTES

In the event that there is any material change in the answers given to the questions contained in this proposal form prior to the inception of the policy, the Proposers must notify Underwriters and, at the sole discretion of Underwriters, any outstanding quotations may be modified or withdrawn.

The following documents must be submitted with this proposal form:-

- The latest audited accounts of the company;
- The latest interim statement (if applicable);
- The latest audited accounts of the ultimate Holding Company if applicable.
- A current organisational diagram

The particulars and statements contained in this proposal form and any other information submitted are the basis for the proposed policy and will be considered as being incorporated into and constituting a part of the proposed policy.

1. (a) Name of the Company:
- (b) Address of Head Office:
- (c) Country of Registration:
- (c) If the Company stated in (a) is a subsidiary of another company, please state the name and address of the ultimate Holding Company:
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2. (a) Type of company (e.g. Public, Private, Close, Mutual etc):
- (b) Nature of business:
- (c) Date since the Company has continuously carried on business:
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3. During the last five years has:
- (a) The name of the Company changed? Yes No
- (b) Any acquisition or merger taken place? Yes No
- (c) Any subsidiary company been sold or ceased trading? Yes No
- (d) The capital structure of the Company changed? Yes No

If "yes" to any of the above please give details below.

4. (a) Has the Company any acquisition, tender offer or merger pending or under consideration? Yes No
- (b) Has the company made any acquisitions or disposals during the past 18 months? Yes No
- (b) Is the Company aware of any proposal relating to its acquisition by another company? Yes No
- (c) Is the Company intending a new public offering of securities within the next year in the UK or elsewhere? Yes No
- (d) Has the Company within the past 18 months filed any registration statement for a public offering of securities in the UK or elsewhere? Yes No
- (e) Has the Company within the past 18 months issued any shares (common or otherwise)? Yes No

If "yes" to any of the above please give details below.

Pembroke

SYNDICATE 4000

5. (a) How many shareholders does the Company have?

(b) Are there any shareholders who own 10% or more of the issued shares?

Yes No

IF Yes, please detail the shareholders and percentages owned.

(c) What is the total number of shares issued?

(d) What is the total number of shares held by Directors and Officers (both direct and beneficial)?

6. Is the Company:

(a) Listed on any Stock Exchange?

IF SO, please state which and date listing obtained:

(b) Listed on the Unlisted Securities Market?

(c) Traded in any other way?

IF SO, please specify:

(e) If the Company has any of its shares in any American Depository Receipt (ADR) programme, please state the level of ADRs and percentage of total shares traded as ADRs.

(f) or any of its subsidiaries have any of their stock, shares or debentures issued in the United States of America or Canada?

IF SO, please advise:-

(i) On what date the last offer/tender/issue was made?

(ii) Was the offer subject to the United States Security Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto?

7. (a) Does the Company comply with the Combined Code or equivalent government guidelines?

Yes No

If not, please explain:

- (b) What are the criteria for appointment as a non executive director?

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8. Has the Company, any Director or Officer of the Company, or any Approved Person (pursuant to s.59 of the Financial Services and Markets Act 2000) received any admonishment, fine, penalty or other sanction from any regulatory body?

Yes No

If so, please provide details:

9. a) If Directors and Officers Liability Insurance has been carried during the past 3 years please state:-
- (i) The name of the Insurers.
 - (ii) The period of the policy:
 - (iii) The Limit of Liability:
 - (iv) The premium:
(only state if the last policy was **not** issued by Pembroke 4000)
- (b) As far as is known, have the Proposers ever been refused this type of insurance or had a similar insurance cancelled?
- Yes No

IF Yes, please provide details:

10. (a) If an insurance similar to that now proposed had been or were now in effect would any claim which has been made or which is now pending against any persons proposed for insurance have fallen for indemnity under the scope of such insurance?
- Yes No

IF Yes, please give details:

- (b) Is any person proposed for insurance aware, AFTER ENQUIRY, or any circumstances or incident which he/she has reason to suppose would be likely to result in any future claim such as would be likely to fall for indemnity under the proposed insurance?

Yes No

IF Yes, please give details:

11. Limit of Liability options required:

- (a)
- (b)
- (c)

12. **DECLARATION**

I the undersigned, being a Director or Officer of the Company referred to in Item 1(a) of this proposal, hereby declare that:-

1. I am authorised to complete this proposal on behalf of the Company referred to in Item 1 of this proposal and all subsidiary companies declared herein, and
2. All answers to the questions contained in this proposal are, AFTER ENQUIRY, true and correct to the best of my knowledge and belief: and
3. I have read and understood the notes at the beginning of this proposal; and
4. I understand that the submission of this proposal does not bind either the Underwriters or the Company specified in Item 1 or any of the Subsidiary Companies declared herein, to enter into a binding contract of insurance.

Signed

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Capacity

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Company

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Date

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- It is important that the Company and all Subsidiary Companies declared herein, and the authorised Officer signing the Declaration above on their behalf, are fully aware of the scope of this insurance so that these questions can be answered correctly. If in doubt, please contact your broker since non-disclosure may affect an Assured's right of recovery under the policy or lead to avoidance.