

Directors' and Officers' Liability Insurance

Proposal Form

To assist with the completion of this Proposal Form, the following words will mean:-

'Principal' is "any equity/salaried partner, director or company secretary of the **Proposer**".

'Proposer' will have the same meaning as if it read **'Proposer(s)'** and/or the **Proposer Firm(s)'** and shall refer to all individuals, partnerships, companies and all other entities proposing for this insurance.

This Proposal Form must be completed in ink, signed and dated by a **Principal** of the **Proposer** that is providing information about the risk, which is being proposed for acceptance by the Insurer. If You require additional space to complete your answers to each question then please use your letter-headed stationery and date and sign each additional page. Completion of the Proposal Form does not bind You or the Insurer to enter into any contract of insurance.

You should be aware that the completed Proposal Form along with all additional information provided will form part of the Contract of Insurance with the Insurer. All facts material to the proposed insurance must be disclosed fully and truthfully and to the best of your knowledge and belief. Any facts given which are knowingly false or misleading may make the policy null and void. In addition to the information contained in your proposal form including all supporting documentation, if You are aware of any other information which You consider may alter, influence or prejudice the Insurer's appraisal of the risk being proposed, You must disclose this information in conjunction with this Proposal Form. If such "material" information is not disclosed at the same time as the completion of the Proposal Form, such non-disclosure may prejudice the Proposer's rights to indemnity under the policy. A material fact is one that may influence the Insurer's assessment or acceptance of the risk being proposed. If uncertain as to what may constitute a material fact, please consult Directors & Professionals Limited.

1. (a) Name of Company, Registered Office and Country of Registration.
(referred to throughout as 'the Company')

- (b) Names and addresses of subsidiary companies and the countries in which they are registered where different from Report and Accounts.

- (c) Names of all directors of the Company where different from Reports and Accounts.
(referred to throughout as 'the Directors'). Continue on a separate sheet if necessary.

2. Turnover of the Company.

3. For how long has the Company been continuously in business?

4. (a) Is the Company:

- i) private Yes No
- ii) public Yes No
- iii) a registered charity? Yes No
- iv) limited by guarantee? Yes No

b) Are the Company's shares:

- i) traded on any UK stock exchange? Yes No

If 'Yes', state whether Official List, Unlisted Securities Market

- ii) traded on any foreign stock exchanges? Yes No

If 'Yes', state which

- iii) traded in any other way? Yes No

If 'Yes', state how

5. Please state:

(a) number of shares issued (divided between classes, if applicable)

(b) percentage holding of shares by the Directors and Officers (directly or beneficially)

(c) total number of shareholders

(d) names of shareholders and percentage holding of all shareholdings which exceeded 3% of the total.

6. If the Company previously carried on business under any other name(s) give details.

7. Outline briefly any major changes, e.g. acquisitions, disposals or capital restructuring, which have occurred during the last five years or are being contemplated and have been publicised.

8. Are there any proposals at the present time which have been publicised relating to the acquisition of the Company by or its merger with any other company?

Yes No

If 'Yes', please give details.

9. If the Company has subsidiaries in the USA or Canada, please complete the following:

(a)

Name of Subsidiary	Country of Incorporation	Percentage Owned	Who owns balance, if any

(b) Does the Company or any of its subsidiaries have any stock, shares or debentures in the USA or Canada? Yes No

If 'Yes',

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

ii) 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

(c) Does the Company or any of its subsidiaries have any debt or equity, instruments or commercial paper in the USA or Canada? Yes No

If 'Yes', what was the most recent effective date?

(d) State the total gross assets of the Company in the USA or Canada.

(e) State the total number of employees in the USA or Canada.

(f) Turnover in USA as % of total turnover.

10. Please state the limit of Indemnity required:

£250,000 £500,000 £1mil £2mil £5mil £Other

11. Have the Proposers any other Directors' and Officers' Insurance in force?

(a) If 'Yes', please state:

Name of Insurer	Limit of Indemnity	Renewal Date
<input type="text"/>	<input type="text"/>	<input type="text"/>

(b) If 'No', but Proposers have previously been insured for such risks, please state:

Name of Insurer	Date policy expired
<input type="text"/>	<input type="text"/>

12. Has any Insurer in respect to the risks to which this proposal relates ever:

(a) Declined a proposal, refused renewal or terminated an insurance? Yes No

(b) Required an increased premium or imposed special conditions? Yes No

If 'Yes' to either (a) or (b), please give details.

13. Has any claim been made or prosecution been brought against the Proposers during the last 10 years in respect of any neglect, error, omission or other wrongful act committed in the capacity of director, officer or pension fund trustee (whether in relation to the activities of the Company, its subsidiaries or any other company in which the Directors or Officers hold or have held office)?

Date	Brief details of each Claim/prosecution	Cost (if any) of claim	
		Paid	Outstanding Estimate

14. Are the Proposers, after enquiry, aware of any circumstances which might:

(a) give rise to a claim against the Company or any director or officer?

Yes No

(b) otherwise affect the Insurer's consideration of this Insurance?

Yes No

If 'Yes', please give details.

DECLARATION

I declare (a) on behalf of my company

(b) for myself and after enquiry of and with the express consent of each of the Directors named in this proposal

i) that the above statements are true and complete,

ii) that the Proposers agree that this proposal shall be incorporated in the contract between them and the Insurer,

iii) that the Proposers agree to accept a Policy in the Insurer's usual form.

I undertake to inform the Insurer of any material alteration to these facts occurring before completion of the contract of insurance.

Signature

Date

Title

Chairman or Chief Executive of the Company on behalf of the Proposers

(Signing this form does not bind the Proposers to complete the insurance)

We recommend that you should keep a record, including copies of letters and this proposal form, of all information supplied to us for the purpose of entering into this insurance contract.

Please let us know if you would like a copy of this proposal form sent to you.

Documents required in support of this proposal

Please enclose:

1. The last two annual reports and accounts (full version, not modified version permitted by the Companies Act 1985).
2. The latest Interim statement (if applicable).
3. A copy of the directors' and officers' indemnity clause extracted from the Company's Articles of Association.
4. A copy of SEC Form 20-F (USA companies only, if applicable).
5. A copy of the share offer document, if any share issue has taken place in the past twelve months.
6. Business plan for new companies or 'buyout' documentation (if applicable).

Please return this proposal form along with all additional supporting documentation to Charlotte Benison or Linda Davison at the address given below.

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Specialists in

- Professional Indemnity
- Commercial Legal Expenses
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