

## Directors and Officers Liability Insurance Proposal Form

1.a Company Name / Title of Insured

1.b Principle Address   
 Post Code

1.c Company Registration number

2.a Address of Registered Office  
(Name and Address)   
 Post Code

2.b Telephone Number   
Facsimile Number   
E-mail Address   
Web Site Address

3 Is the Company registered in England and Wales and / or Scotland?  
(Channel Islands and Isle of Mann are not included as within above for the purpose of this form)  
YES  NO

If not registered in England and Wales and / or Scotland then please state country of registration

4.a Is the Company a subsidiary of another company?  
YES  NO   
If yes please advise:-

4.b Name of ultimate holding company

4.c Country of Registration

5 Date Company Established  /  /   
Date Financial Year End  /

6 If cover is required for an Associated or  
Subsidiary Company please provide details  
(Name and Address)   
 Post Code

7 Has the Company continually carried on business for at least twelve months? YES  NO

If NO please advise date since the Company has continuously carried on business  
(Also please provide a copy of the Business Plan)

8 Has there been a management buy-in (MBI) or management buy-out (MBO) within the last two years? YES  NO

If YES please state date of and what type of action – MBI or MBO  
(Also please provide a brief written explanation of why this action was undertaken and the expected results)

9 Please state the nature of the business activities of the Company and what type of Company  
(e.g. Private, Public etc)

10.a Are there any shareholders who are not Directors or Officers of the Company or their relatives? YES  NO

10.b Are the Company shares traded or are there plans to trade in any way? YES  NO

10.c Are there any plans for the Company to be merged or acquired? YES  NO

10.d Has the Capital Structure of the company altered during the past three years? YES  NO

If the answer to any of the above if YES please give details

11 If any one individual or company (apart from the Directors and Officers of the Company) has a shareholding of more than 20% please give full details of name(s) and amount held

12 If the Company is represented in North America and / or Australia please give full details of operations and turnover

13.a Are the companies shares traded in any way? YES  NO   
 If YES please answer the following questions

13.b Is the company listed on any stock exchange? YES  NO   
 If YES please state the name and country of the Exchange

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13.c Date when the Company was first listed

13.d Please advise total number of:-

'A' Shares	
'B' Shares	
Registered	
Issued	

13.e Is the company listed on the Unlisted Securities Market? YES  NO

13.f Are the Companies shares traded in any other way? YES  NO   
 If YES please provide details

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**Only answer 14.a if your Company is a**

Private Limited company YES  NO

Company's shares are NOT traded in any way YES  NO

The Company is not a Financial Institution YES  NO

(For the purposes of this question a 'Financial Institution' is a bank, insurance company, venture capital company, building society, investment trust etc)

**IF YOUR COMPANY IS NOT IN THIS SECTOR GO TO QUESTION 15)**

14.a What was the turnover of the Company in its' last financial year

14.b Into which of the following work categories does the Company's main area of business fall

Construction and Extraction	
Distribution, wholesale and transportation	
Financial, business and support services	
Leisure and tourism	
Sports and social clubs	
Manufacturing	
Retail	
Other	

If Other please provide full details

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14.c Is the Company or any of its' subsidiaries a 'dot.com' trading company? YES  NO

If YES please advise individual www. addresses , copies of trading terms, disclaimers and full details of anti fraud / theft / credit card misuse techniques applied on an attached information sheet.

14.d Do any persons other than the Directors of the Company or their family members own shares of the Company? YES  NO

If YES please complete the following:-

14.e Are all such shares owned by the Company's parent or ultimate holding company? YES  NO

If NO, which of the following circumstances apply?

i) No one shareholder holds (directly or indirectly) more than 15% of the share YES  NO

ii) A Financial Institution holds (directly or indirectly) less than 50% of the share YES  NO

iii) A shareholder who is not a Financial Institution holds (directly or indirectly) more than 15% of the share YES  NO

iii) A financial Institution holds (directly or indirectly) 50% or more of the share YES  NO

If either iii) or iv) please provide details of who, what percentage, split of shareholding and if that shareholder is an active member in the day to day running of the business

14.f Please advise if there are either plans to trade the Company's shares over the next twelve months or for the Company to be merged or acquired YES  NO

If YES please provide full details

14.g Please advise the total consolidated assets for the company (fixed plus current) of the Company including subsidiaries by location (if Rest of World please advise country)

United Kingdom	£
North America	£
Rest of World	£

Figures should be taken from the Company's latest audited accounts or for new companies use the management projections

14.h Please advise that the Company

- i) Has not had a pre-tax loss or negative net worth in any of its last two complete financial years and that one is not expected for the current financial year
- ii) Neither the Company nor any of its' subsidiaries are insolvent, in liquidation, the subject of a winding-up petition or have issued notices of meeting to consider a resolution for liquidation

- iii) Neither the Company or any of its' subsidiaries are the subject of an administration order or an application for an administration order
- iv) The Company and its subsidiaries are able to pay their debts as they fall due
- v) The Company or its' subsidiaries has not changed its' auditors within the last two years

YES  NO

If YES please provide full explanation

**This set of questions relates if the Company is A Public Listed Company or Falls outside of Question 14**

15.a Have any of the following key Personnel terminated their relationship with the Company (or had their relationship with the Company terminated) since the Company's last annual report and accounts were issued?

- i) Chairman / President YES  NO
- ii) Chief Executive / Operating Officer YES  NO
- iii) Finance Director / Finance Officer YES  NO

If YES please provide full reasons as to why

15.b Has the Company or any of its' subsidiaries made any acquisitions or disposals during the past eighteen months?

YES  NO

If YES please provide full details of transaction

15.c Has the Company filed any registration statement for a public offering within the past twelve months

YES  NO

If YES please provide full details

15.d Has the Company issued any shares (ordinary or otherwise) during the past twelve months

YES  NO

If YES please provide details of type, number and reason

**THE FOLLOWING QUESTIONS APPLY TO ALL APPLICANTS.**

16.a Does the Company have any Subsidiaries or any assets or employees in North American or Australia  
 YES  NO

If Yes please answer the following questions

16.b Are such subsidiaries wholly owned?  
 YES  NO

If NO then please confirm:-

i) Who owns the minority interest?

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ii) What proportion of the share capital is the minority interest?

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16.c What are the total gross consolidated assets of the Company and / or its' Subsidiaries in North America or Australia? Please answer in local currency.

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16.d Please state the number of employees in these operations

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16.e Does the Company or any of its' subsidiaries have any of their stock, shares or debentures issued in these Countries?  
 YES  NO

If YES please confirm:-

i) When was the last offer / tender issue made?

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ii) Was the offer subject to the United States Security Act 1933 and / or the Securities Exchange Act 1934 and/ or amendments made thereto?  
 YES  NO

iv) Was a 20 – F filing or similar filing made to the ISA Regularity Authorities?  
 YES  NO

17 Has Directors and Officers Liability Insurance been held during any of the past three years?  
 YES  NO

If YES please advise:-

- i) Policy period
- ii) Limit of Indemnity
- iii) Current Insurers


18.a Has any insurer declined a proposal, renewal or terminated an insurance involving the Proposers?  
 YES  NO

18.b Are the Proposers, AFTER ENQUIRY, aware of any circumstance or incident which might give rise to a claim against the Company or any Director or Officer?  
 YES  NO

If YES please give details

18.c If an insurance similar to that now proposed were now in effect or had been in effect would any claim, prosecution, proceedings or investigation which has been made or which is now pending against any persons proposed for insurance have fallen within the scope of such insurance?

YES  NO

If YES please give details

19.a What is the limit of indemnity required?

£100,000  £250,000  £500,000  £1,000,000  Other £

19.b What is the amount of excess which your Company or Firm would be prepared to carry?

£500  £1,000  £2,500  Other £

It is likely that underwriters may impose a compulsory excess

**THE COMPANY'S LAST TWO ANNUAL REPORTS, TOGETHER WITH ANY EXPLANATORY BROCHURES OF THE COMPANY SHOULD BE SUBMITTED WITH THIS PROPOSAL FORM.**

**IN THE EVENT OF NEW COMPANY PLEASE SUBMIT THE LATEST BUSINESS PLAN.**

**This page forms your declaration to underwriters and can also be used to provide any additional information that you might want to provide pertinent to your Firm that may assist underwriters in their decision making process.**

**In all cases underwriters will require you to sign and date this form. If you present this proposal form to us electronically (by email) you will eventually be required to sign and date this form.**

**I/We declare that the statements and particulars in this proposal are true and that I/We have not mis-stated or suppressed any material facts. I/We agree that this proposal, together with any other information supplied by me/us shall form the basis of any Contract of Insurance effected thereon. I/We undertake to inform insurers of any material alteration to these facts occurring before completion of the Contract of Insurance. Returning this proposal does not bind the Proposer or Underwriter to complete this insurance but does authorise 'Sennet Professional Indemnity Limited' to seek terms on my/our behalf from Insurers including current Insurer's if any.**

Signed:

Date:

(This must be signed by a Partner, Director or equivalent ranking employee)

All information provided to us and then to underwriters is governed by the DATA PROTECTION ACT 1998. Sennet Professional Indemnity Limited and Underwriters act strictly in accordance with the Act its principals and tenets and any subsequent amendments thereto.