

# Elite Proposal Form

## Directors & Officers Liability

### Proposer details

1. Name of company Purplebricks Group PLC
2. Address of registered office Suite 7 Cranmore Place, Cranmore Drive Shirley, Solihull, West Midlands,  
City \_\_\_\_\_ Postcode B90 4RZ  
Company website address \_\_\_\_\_
3. How long has the company continually carried on business? 6 Years
4. Business activities of the company and its subsidiaries Estate Agency
5. 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, please give details We sold the Canadian business in 2020 and withdrew form both Austalia and USA

(b) On 2nd July 2018 Purplebricks announced the cash acquisition of the entire issued ordinary share capital of DuProprio/ComFree. Closing occurred in July 2018 for a total consideration of CAN\$51 million (approximately £29.3 million).

(c) On 7 May 2019, the Group announced that it had chosen to exit the Australian market. No new instructions have been accepted there since 8 May 2019, and the business has been focused on settling sales for customers under existing instructions, implementing an orderly reduction in staff numbers and curtailing relationships with suppliers and contractors.

The Group also announced on 3 July 2019, that it had chosen to cease investment in the US. No new instructions were taken by the business after that date. The focus over the remainder of H1 20 has been on finalising the completion of existing property transactions and on curtailing relationships with suppliers and contractors. The run-down process in both Australia and in the US is progressing as planned and is expected to be complete by the end of the financial year.

While the group's Australian limited companies are still in existence, no trading is taking place in Australia as of 12 March 2020. The group has no Australia based employees or LPEs as of 12 March 2020.

While the group's US limited companies are still in existence, no trading is taking place in the US as of 12 March 2020. The group has no US based employees or LPEs as of 12 March 2020. The company has filed for vounatry liquidation which is taking place now.

Details of the reorganisation of the Company's share capital up to the date of the Company's admission to trading are set out in the admission document: The Company issued 213,271,069 bonus shares on 9 December 2015 to meet the minimum nominal share capital requirements in order for it to be re-registered as a public company and to reduce the value of an individual share to £1. Prior to the bonus issue, the 69,328 D Ordinary Shares were converted into 60,363 A Ordinary Shares and 8,965 deferred shares of £0.01 each, which were subsequently redeemed by the Company.

Elite Proposal Form Directors & Officers Liability

The Company was re-registered as a public limited company on 10 December 2015 and by a special resolution changed its name to Purplebricks Group plc. Immediately prior to Admission, all shares in the Company will automatically convert into A Ordinary Shares in accordance with Article 8 of the Company's articles of association in force at the relevant time. The A Ordinary Shares will be re-designated as Ordinary Shares pursuant to the terms of an ordinary resolution of the Company passed on 9 December 2015. Following the conversion and re-designation, the issued share capital of the Company will be 215,259,152 Ordinary Shares. Options over 42,637 A Ordinary Shares were granted on 9 January 2015, 43,801 options over A Ordinary Shares were granted on 10 July 2015, 6,300 options over A Ordinary Shares were granted on 10 August 2015 and 69,328 options over D Ordinary Shares were granted on 6 August 2015. 52,731 EMI options were then granted on 6 November 2015. These options, to the extent unexercised prior to Admission, will remain in place following Admission but will be over Ordinary Shares rather than A Ordinary Shares. This amendment to the terms of the options has been communicated to the holders of the options by a letter dated 1 December 2015. Following Admission, any options over vested option shares shall become exercisable in accordance with the terms of the agreement pursuant to which the options were granted.

The Warrants are freely exercisable in whole or in part by the holder or holders thereof prior to 10 January 2017, in the case of the Warrants referred to at paragraph 2.2(f)(i) above, and prior to 11 July 2019 in the case of the Warrants referred to at paragraph 2.2(f)(ii) above.

The number of Warrants in issue and the exercise price payable of exercise of the Warrants was adjusted to take into account the impact of the Bonus Issue. The Warrants, to the extent unexercised prior to Admission, will remain in place following Admission.

As at 10 December 2015 (being the latest practicable date prior to publication of this document), Warrants to subscribe for 484,421 Ordinary Shares remain unexercised. Subsequent to admission, changes have been made to the company's share capital to allow for the exercise of Warrants and Options.

On 22 February 2017, Purplebricks Group plc announced details of the Placing to raise gross proceeds of up to £50 million through the issue of new ordinary shares of 1 pence each in the capital of the Company (the Placing Shares). A total of 22,727,272 Placing Shares were placed with certain existing and new institutional investors at a price of 220 pence per Placing Share raising approximately £50 million.

On 19 April 2018, Purplebricks Group plc announced the completion of the £125 million strategic investment in the Company by Axel Springer (the "Strategic Investment") as more fully detailed in the Company's announcement of 26 March 2018 and the shareholder circular published on 29 March 2018. This involved the admission to trading of 27,777,777 new ordinary shares of 1 penny each under the £100 million subscription by Axel Springer.

On 26th March 2018 Purplebricks announced that Axel Springer had agreed to invest £100m in return for new shares in the Company.

Additionally, the Company has issued shares in satisfaction of its employee share option scheme.

Since 1 May 2019, the company has issued 3,715,692 shares in satisfaction of share options.

## Company details

6. Is the company
- |   |   |  |
|---|---|--|
| (a) public?   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (b) private?  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (c) listed on any UK stock exchange?  | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (d) listed on any foreign stock exchange?   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (e) aware of any acquisition, tender offer or merger pending or under consideration?  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (f) aware of any proposal relating to its acquisition by another company?   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (g) intending a new public offering of securities (equities, debt, shares, notes, bonds, debentures) within the next year in the UK or elsewhere? | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |

If yes to questions d–g above, please give details

7. Please list (divided between classes if applicable)

(a) total number of shareholders

(b) total number of shares

(c) total number of shares held by directors and officers  
(both direct and beneficial)

(d) all holdings representing 5% or more of the ordinary share capital of the company giving the holder and the percentage held by each

(e) all subsidiary companies none

8. Please give details of any change to the list of directors and officers given in the company's last report and accounts

Added – Elona Mortimer hika

Added – Dr Stephanies Casper

9. Please complete the table below in relation to any outside directorship companies (ODC) for which cover is required  
Outside directorship means either associated or outside companies where a position is taken at the specific direction or request of the company

Name of ODC	% owned by the company	Country of incorporation	Name of exchange if ODC is listed	Activities
None				

10. Are any ODCs technically insolvent?

☐ Yes ☒ No

11. Has the company or any listed subsidiary appointed a new external auditor in the last 3 years?

☒ Yes ☐ No

If yes, please state when and why the new appointment was made

Deloitte appointed for commercial reasons

12. Does the company or any listed subsidiary have any intention to appoint a new external auditor in the next twelve months?

☐ Yes ☒ No

If yes, please state when a new appointment is intended

13. In the last 3 years, have the company's external auditors raised any concerns over any aspect of the company's accounts?

☐ Yes ☒ No

If yes, please give details

14. Does the company or any of its directors and officers have any interests in any partnerships or special purpose vehicles? ☐ Yes ☒ No

If yes, please give details

15. Does the Company and/or any subsidiary (with the exception of a captive), qualify as a financial institution? ☐ Yes ☒ No

If yes, please give details

16. Does the company anticipate having to take a significant one time charge to earnings or restate earnings within the next twelve months? ☐ Yes ☒ No

If yes, please give details

17. Has the company ever had any insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability insurance policy? ☐ Yes ☒ No

If yes, please give details

18. Does the company's activities covered under this insurance involve any of the OFAC sanctioned countries, namely Iran, Cuba, Syria, North Korea, North Sudan or Crimea? ☐ Yes ☒ No

If yes, please give details

## North American exposure details

19. Please give

(a) total gross assets of the company and all its subsidiaries in North America

(b) percentage of total gross assets in North America

(c) turnover generated in North America in the most recently reported financial year

(d) percentage of total turnover in North America

20. Please complete the table below in relation to subsidiaries in North America that are not wholly owned

Subsidiary name	% owned by the company	Name of exchange if listed	Minority stock owned by

21. US Securities

- (a) does the company or any of its subsidiaries have any securities (equity, debts, shares, notes, bonds, debentures) in North America? ☐ Yes ☒ No

(b) if yes, please advise which stock exchange traded and percentage of stock

NYSE \_\_\_\_\_ % NASDAQ \_\_\_\_\_ % Other \_\_\_\_\_ %

(c) on what date was the last offer / tender / issue made? \_\_\_\_\_

(d) was the offer subject to the United States Securities Act of 1933 and/or The Securities Exchange Act of 1934 or any amendments thereto? ☐ Yes ☐ No

(e) are any shares traded in the form of ADR's? ☐ Yes ☐ No

(f) if yes, please advise the following information:

i are they sponsored or unsponsored? \_\_\_\_\_

ii if sponsored, name of depository \_\_\_\_\_

iii total number of ADR's traded and the percentage traded as a total of issued share capital \_\_\_\_\_

iv please indicate ADR level traded ☐ 1 ☐ 2 ☐ 3 ☐ 144a

v total number of ADR shareholders \_\_\_\_\_

vi if the company has a sponsored ADR programme, please provide the value of ADR's traded in each of the last 12 months

vii is the company or any subsidiary intending any change regarding its ADR status in the next 12 months (such as changing from unsponsored to sponsored, level 1 to level 3, etc)? ☐ Yes ☐ No

if yes, please give details \_\_\_\_\_

22. Does the company or any of its subsidiaries have any debt instruments or commercial paper in North America? ☐ Yes ☒ No

If yes, please give details \_\_\_\_\_

23. Has the company been required to provide 20F or similar filing to the USA Securities Exchange Commission? ☐ Yes ☒ No

If yes, please attach a copy

## General questions

24. Have claims ever been made against any past or present director or officer of the company or its subsidiaries? ☐ Yes ☒ No

If yes, please give details \_\_\_\_\_

25. Is the proposer aware, after enquiry, of any circumstance or incident which may give rise to a claim? ☐ Yes ☒ No

If yes, please give details \_\_\_\_\_

26. Has any investigation, examination, enquiry or similar proceeding, in relation to the affairs of the company, or any subsidiary or any director or officer by virtue of his position as a director or officer been undertaken or intimated by any body? ☐ Yes ☒ No

If yes, please give full details on a separate sheet

27. Limit of liability required (please tick):

☒ GBP5 million ☐ GBP10 million ☐ GBP15 million ☐ Other GBP

## Declaration

I declare (i) that we have made a fair presentation of the risk, by disclosing all material matters which we know or ought to know or, failing that, by giving the Insurer sufficient information to put a prudent insurer on notice that it needs to make further enquiries in order to reveal material circumstances; and that (ii) I have obtained, and will obtain in the future, the express consent to the disclosure and use of sensitive personal data from every data subject whose sensitive personal data is supplied in relation to this proposal for the purposes of (a) underwriting the risks and (b) administering and performing any resulting insurance contract.

I undertake to inform the insurer promptly in writing of any material alteration to those facts occurring before completion of the contract of insurance.

Stephen Thompson (Grup Company General Counsel)

23 March 2021

Signed

Date

(by Chairman or Chief Executive)

Please enclose with this proposal form:

- ☐ The last annual report and accounts for the Company  
☐ The last interim statement (if applicable)  
☐ Any offer document and/or offer/listing particulars published in the last 12 months

N.B. For management buy-outs/start up businesses, please enclose a copy of the business plan including any financial projections

## Data Protection Notice

We use personal information which you supply to us or, where applicable, to your insurance broker for underwriting, policy administration, claims management and other insurance purposes, as further described in our Master Privacy Policy, available here: <https://www2.chubb.com/uk-en/footer/privacy-policy.aspx>. You can ask us for a paper copy of the Privacy Policy at any time, by contacting us at [dataprotectionoffice.europe@chubb.com](mailto:dataprotectionoffice.europe@chubb.com).

## Contact us

Chubb European Group SE.  
 The Chubb Building  
 100 Leadenhall Street  
 London  
 EC3A 3BP  
 T: 020 7173 7000  
 F: 020 7173 7800  
[www.chubb.com/uk](http://www.chubb.com/uk)

Chubb European Group SE (CEG) is an undertaking governed by the provisions of the French insurance code with registration number 450 327 374 RCS Nanterre. Registered office: La Tour Carpe Diem, 31 Place des Corolles, Esplanade Nord, 92400 Courbevoie, France. CEG has fully paid share capital of €896,176,662.

UK business address: 100 Leadenhall Street, London EC3A 3BP. Supervised by the French Prudential Supervision and Resolution Authority (4, Place de Budapest, CS 92459, 75436 PARIS CEDEX 09) and authorised and subject to limited regulation by the Financial Conduct Authority. Details about the extent of our regulation by the Financial Conduct Authority are available from us on request. You can find details about the firm by searching 'Chubb European Group SE' online at <https://register.fca.org.uk/>.

CEG is subsidiary of a US parent and Chubb Limited (a NYSE listed company). The company is part of the Chubb Group of companies. Consequently, CEG is subject to certain US laws and regulations in addition to EU, UN and national sanctions restrictions which may prohibit them from providing cover or paying claims to certain individuals or entities, and from insuring certain types of activities in or connected with certain countries and territories such as, but not limited to, Iran, Syria, North Korea, North Sudan, Cuba and Crimea.