

# Directors & officers Questionnaire



# **DIRECTORS' & OFFICERS' LIABILITY AND COMPANY REIMBURSEMENT INSURANCE**

## **PROPOSAL FORM**

### **When completing this Proposal Form:**

- Please answer all questions giving full and complete answers.

It is the duty of the Proposer to provide all information that is requested in the proposal form as well as to add additional relevant facts.

A relevant fact is such known fact and/or circumstance that may influence the evaluation of the risk by the insurer. If you have any doubts about what a relevant fact is, please do not hesitate to contact Hyperion Risk Solutions Limited.

- If the space provided on the Proposal Form is insufficient, please use a separate signed and dated sheet in order to provide a complete answer to any question.

### **Please return the following documents with this Proposal Form: (where applicable):**

- Most recent report and accounts/financial statements (annual report), and/or form with the USA regulatory authorities
- Latest available interim financial statements.
- Most SEC filings (if applicable)



## DETAILS OF THE PROPOSER

This is a proposal form for a policy relating only to claims made against the insured party during the currency of the said policy. Unless otherwise stated this Proposal should be completed in respect of the Company and all Subsidiaries thereof. For definitions of these terms please refer to the applicable policy wording which can be obtained from Hyperion Risk Solutions Limited.

**Please answer all questions fully (if there is insufficient space please use a separate sheet).**

### General Information

#### 1. Name of Company

a. Address of Head Office:

PO Box 309  
Ugland House  
Grand Cayman, Cayman Islands

b. Country of Registration

Cayman Islands

c. Date from which Company has continually been in business

August 28<sup>th</sup>, 2017

d. Business activity of the Company and its subsidiaries

Apoyo Holdings owns Apoyo Invisible SAS which operates as "Elenas", a marketplace e-commerce platform which currently is growing in Colombia.

e. Website

[www.elenas.co](http://www.elenas.co)

#### 2. Requested Coverage

a. Limit of Liability      \$5M USD      in the aggregate

b. Effective date: May 1, 2021

#### 3. Details of Ownership



a. Is the Company: ☐ Public ☒ Private ☐ Not-for-Profit

b. Are the shares of the Company or any of its Subsidiaries publicly traded? ☐ Yes ☒ No

If yes, please specify the exchange(s) on which they are listed: (if the Company has any of its shares in an unsponsored American Depositary Receipt ADR program, please indicate):

If yes, please specify percentage of shares traded: %

c. Are there any shareholders (including Directors) owning, directly indirectly or beneficially 10% or more of the shares? ☒ Yes ☐ No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Name	% of Shares	% of voting shares
Zachary Oschin	10.94	10.94
Polymath Venture Group	25.34	25.34

#### 4. Subsidiary / Outside Entity Information

a. Is coverage to include all Subsidiaries: ☒ Yes ☐ No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Name	Business	% Owned
Apoyo Invisible SAS	Colombia Subsidiary	100
Apoyo Holdings Intermediate LLC	Delaware Subsidiary	100

b. Do any Directors, Officers or Employees hold any Outside Board positions at the behest of the Company:

☒ Yes ☐ No

If yes, is coverage for such positions desired:

☐ Yes ☒ No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Organization Name	Territory	# D&O's
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## 5. History of Company

a. During the last five years has:

- the name of the Company changed? ☐ Yes ☒ No
- any acquisition or merger taken place? ☐ Yes ☒ No
- any Subsidiary been sold or acquired? ☐ Yes ☒ No
- the Company changed its external auditors or external legal advisers? ☒ Yes ☐ No
- the Company been in breach of any of its debts, covenants or loan agreements? ☐ Yes ☒ No

If yes, to any of the above please provide details:

Switched legal firms from Wilson Sonsini to Gunderson Dettmer in September 2020 before Series A.

b. During the last 12 months have any of the Directors and/or Officers of the Company resigned or been replaced? ☐ Yes ☒ No

If yes, please provide details:

## 6. North America

*This section is only to be completed if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada*

a. What are the total gross assets of the Company in North America?

b. Does the Company have Subsidiaries in North America that are not wholly owned?

☐ Yes ☐ No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Company Name	% Ownership	Owner of Minority

c. Does the Company have any shares, bonds debt or equity instruments in North America not previously indicated in question 3) (ii)? ☐ Yes ☐ No

If yes, on what date was the last offering made?



If yes, was the offering subject to regulation with the Securities Laws of North America?

☐ Yes ☐ No

If yes, please attach full details:

## 7. Policies and Procedures

a. Has the Company ever restated its financial results?

☐ Yes ☒ No

If yes, please provide details:

b. Does the Company anticipate having to take a significant one-time change to earnings, or restatement of earnings within the next 12 months?

☐ Yes ☒ No

If yes, please provide details:

## 8. Forward Looking

a. Has the Company any acquisition, tender offer or merger pending or under consideration?

☐ Yes ☒ No

If yes, please provide details:

b. Is the Company aware of any proposal relating to its acquisition by another company?

☐ Yes ☒ No

If yes, please provide details:

c. Is the Company intending a new public offering of securities within the next year?

☐ Yes ☒ No

If yes, please provide details:

d. Is the Company currently involved in or considering filing for bankruptcy?

☐ Yes ☒ No

If yes, please provide details:



## 9. Investigations/Inquiries

- a. Has any official inquiry been undertaken by any regulatory governmental, professional or other authorized body into the activities of any or all of the Directors and/or Officers in any capacity? ☐ Yes ☒ No

If yes, please provide details:

## 10. Previous Insurance

- a. Does the Company on behalf of its Directors or Officers have Directors & Officers Liability Insurance currently in force? ☐ Yes ☒ No

If yes, please provide

Limit of Liability:

Insurer(s):

- b. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors and Officers Liability Insurance? ☐ Yes ☒ No

If yes, please provide details:

## 11. Claims Information

- a. Has the Company, or anyone for whom this insurance is intended, been involved in the following:

i. any antitrust, copyright or patent litigation? ☐ Yes ☒ No

ii. any civil or criminal action or administrative proceeding alleging a violation of any security law or regulation relating to securities? ☐ Yes ☒ No

iii. any representative actions, class actions, or derivative suits? ☐ Yes ☒ No

If yes, to any of the above please provide details:

- b. Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? ☐ Yes ☒ No

If yes, to any of the above please provide details:





- c. Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the Company and/or any Director and/or Officer?

☐ Yes ☒ No

If yes, to any of the above please provide details:

## 12. Prior Knowledge

- a. Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim which may fall within the scope of this proposed insurance?

☐ Yes ☒ No

If yes, to any of the above please provide details:

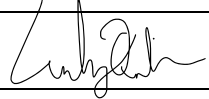


## DECLARATION

### **SIGNING THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER OR THE INSURER TO COMPLETE THIS INSURANCE**

I/We agree that, **after full enquiry**, the statements and particulars in this Proposal form are true and that no material facts have been misstated or suppressed. I/We agree that should any of the information given by me alter between the date of this Proposal and the inception date of the insurance to which this proposal relates, I/We will give immediate notice thereof. I/We agree that this Proposal, together with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

### **TO BE SIGNED BY A PERSON AUTHORISED BY THE BOARD ONLY**

<b>SIGNATURE</b>		<b>DATE</b>	28-03-2021
<b>NAME</b>	Zachary Harrison Oschin		
<b>POSITION</b>	CEO, Director		

Hyperion Risk Solutions Limited recommend that you keep a record of all information supplied for the purpose of entering into an insurance contract (including copies of this Proposal Form and correspondence)