

# *CorporateGuard - Public Offering of Securities Insurance Proposal*

## Proposer Details

1. (a) Name of Company Ramon Cosmetics (Holding) Ltd [TBD – the name of the company shall be changed] \_\_\_\_\_  
(b) Address of Head Office Hechermon 4, Airport City \_\_\_\_\_  
(c) Date of Incorporation 1963 \_\_\_\_\_  
(d) Country of Registration Israel \_\_\_\_\_  
(e) Nature of business Import, Selling and Distribution of FMCG products \_\_\_\_\_  
(f) Company has continually been operating since 1963 \_\_\_\_\_  
(g) Total number of locations 1 \_\_\_\_\_
2. (a) Are any of the Proposer's securities or those of its subsidiaries publicly traded or the subject of a "shelf registration"? .....  Yes  No

The Company intends to be publicly traded in few months (by issuing of shares)

If "yes", please indicate below which securities are publicly traded or the subject of a "shelf registration" and give details of the securities on a separate sheet.

Equity .....

Debt .....

Mixed .....

(b) Total number of voting shares outstanding \_\_\_\_\_

(c) Total number of voting shareholders \_\_\_\_\_

(d) Total number of voting shares owned by the Company's directors and officers, both direct and beneficial \_\_\_\_\_

(e) Does any shareholder own 15% or more of the voting shares directly or beneficially? .....  Yes  No

If "yes", please give the shareholders name and percentage of holdings.

Attached \_\_\_\_\_

If there are no such shareholders state here "none": \_\_\_\_\_

(f) Are there any other securities convertible to voting shares ....?  Yes  No

If "yes", please describe fully. \_\_\_\_\_

If no, state here "none": \_\_\_\_\_

3. Please list all direct and indirect subsidiary companies.

Company Name	Business or Type of Operation	% of Ownership	Date Acquired or Created	Country of Incorporation
--------------	-------------------------------	----------------	--------------------------	--------------------------

See attached

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Does the Proposer or any director or officer have Director's & Officers Liability Insurance cover currently in force? .....  Yes  No

If "yes", please state:

(a) Insurer Harel \_\_\_\_\_

(b) Indemnity Limit 8,000,000 \$ \_\_\_\_\_

(c) Expiry Date 31/12/2020 \_\_\_\_\_

5. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability policy? .....  Yes  No

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

## Cover Extension for Additional Insureds

---

6. (a) Is the Proposer requesting cover for any of the following for Securities Claims (as defined in policy) in connection with the public offering? .....  Yes  No

If "yes", please indicate if cover is required and whether or not such individuals or entities are referred to in the Particulars (including any SEC Registration Statement) listed in Item 7.

	Cover Requested Y/N	Listed in Particulars or Registration Statement Y/N
Controlling Shareholders	Y _____	_____
Selling Shareholders	_____	_____
Underwriters	_____	_____
Solicitors for the Company	_____	_____
Solicitors for the Underwriters	_____	_____
Accountants	_____	_____
Experts	_____	_____

- (b) If "yes", and such individuals or entities are not referred to in the Particulars or Registration Statement, please provide full details of each individual on a separate sheet.

## Initial Public Offering Particulars (including any SEC Registration Statement)

---

7. Please give the filing date of the particulars/ registration statement number for all Initial Public Offerings, including any SEC Registration Statements. Please continue on a separate sheet if necessary.

Filing DateParticulars/ Registration Statement Number

\_\_\_\_\_ TBA

\_\_\_\_\_

\_\_\_\_\_

8. Are any plans for merger, acquisition or consolidation of or by the Proposer or any of its subsidiaries being considered? .....  Yes  No

- (a) If "yes", have they been approved by the board of directors? ..  Yes  No

Date of approval \_\_\_\_\_

- (b) If so, have they been submitted to the shareholders for approval? .....  Yes  No

Date of approval \_\_\_\_\_

9. Does the Proposer or any of its subsidiaries anticipate any registration of securities under the Securities Act of 1933 or any other offering of securities other than the Initial Public Offering described in 7. Above, within the next year? .....  Yes  No

## Claims Information

10. (a) Has there been or is there now pending any claim(s) against a director, officer or employee proposed for insurance in his or her capacity as a director, officer or employee of the Proposer or any of its subsidiaries? .....  Yes  No

If "yes", please give full details on a separate sheet.

- (b) Has there been or is there now pending any claim(s) against the Proposer or any of its subsidiaries with regard to the securities of the Proposer or any of its subsidiaries? .....  Yes  No

If "yes", please give full details on a separate sheet.

11. Does the Proposer or any of its subsidiaries have knowledge or information of any act, error or omission which might reasonably be expected to give rise to a Securities Claim under the proposed policy? .....  Yes  No

If "yes", please attach complete details on a separate sheet.

If they have no such knowledge or information, state here "none": \_\_\_\_\_

## Indemnity Limit

12. Please indicate amount of indemnity required:

\$5,000,000.....  \$10,000,000.....  \$15,000,000.....

Other, please state \$ \_\_\_\_\_

## Please Enclose With This Proposal Form

- (a) All offer documents or listing particulars (including any registration statements with the SEC) filed within the last twelve months, including any amendments thereto.
- (b) A copy of the final particulars in connection with the Initial Public Offering.
- (c) A copy of the underwriting agreement, which sets forth the indemnification of the Proposer in connection with the Initial Public Offering.

*SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.*

## **Declaration**

The undersigned authorised officer of the Proposer declares that to the best of his/her knowledge, the statements set forth herein are true. The undersigned authorised officer agrees that if the information supplied on this application materially changes between the date of this application and the effective date of the insurance, he/she (undersigned) will, in order for the information to be accurate on the effective date of the insurance, immediately notify the insurer of such material changes, and the insurer may withdraw or modify any outstanding quotations and/or authorisations or agreements to bind the insurance.

Signing of this application does not bind the Proposer or the insurer to complete the insurance, but it is agreed that this application shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the policy.

All written statements and materials furnished to the insurer in conjunction with this proposal are hereby incorporated by reference into this application and made a part hereof.

Signed      Ritsulsky Zvi.....

Title CFO .....  
(Must be signed by Chairman/ Chief executive or equivalent)

Company Ramon Cosmetics (Holding) LTD .....

Date 17/12/2020 .....

רמון קומפניז  
אחים ( בע"מ )