

Directors and Officers Liability Proposal Form



INSTRUCTIONS

Disclosure

The terms of any insurance that we arrange on your behalf are based upon the information provided by you. You must disclose all 'Material Circumstances' to us or your insurers, both at the outset and throughout the period of insurance cover. Material Circumstances are all the items of information that may influence the insurer's decision over cover or the terms of your insurance. In order to identify what must be disclosed, you are required to carry out a reasonable search of your business and its activities.

As part of the search, you should consult with all senior managers. This includes anyone who plays a significant role in the making of decisions regarding your business, regardless of whether or not that individual is a member of your board or is formally in a management role. This might include people such as site managers, risk managers, operational and business leaders. You will need to consider where to draw the line given the management of your particular business.

The most serious consequence of failing to disclose material information could be the invalidation of your cover. In that instance it would mean that a claim will be rejected.

The following must be disclosed:

- Claims and loss history
- Losses or incidents where no claims were made
- Adverse credit history
- Insurance declinature

What might be a 'material circumstance' will vary from business to business but for a company such as your own examples would be sale of the company or any of its subsidiaries, the acquisition of new companies, the raising of further cash by placing or a change of auditor. This is by no means an exhaustive list of examples and if you are in any doubt as to what facts are considered to be material then you should disclose them to us.

Privacy Notice

The following information is required in order to assess your insurance needs, to approach product providers for quotations and the ongoing administration of your policies.

Our Customer Privacy Notice provides details of how we use and share your information as well as your rights and how to exercise them. You can access it at www.thecleargroup.com/privacy-policy or contact us if you would like us to send you a copy.

Where you provide information relating to another person we assume you have a lawful basis for doing so and request that you draw our privacy notice to their attention.

Please enclose with this Proposal Form

- The last two Annual Reports and Accounts for the Company.
- The last two Interim Statements (if applicable).
- Any Offer Document/Listing Particulars published in the last 12 months.
- Please continue any questions in the additional comments box on page 7 if there is not enough space

Proposer Details

1. Name of Company

2. Full address including postcode

3. Country of Registration

4. a. How long has the Company continually carried on business?

b. State business activities of the Company and its subsidiaries?

5. During the past 5 years has:

- | | | |
|---|-----|-----------------------------|
| a. The name of the Parent Company changed? | Yes | No <input type="checkbox"/> |
| b. Any acquisition or merger taken place? | Yes | No <input type="checkbox"/> |
| c. Any subsidiary company been sold or ceased trading? | Yes | No |
| d. The capital structure of the Parent Company changed? | Yes | No |

If "yes" to the above please give details:

- | | | |
|---|-----|----|
| 6. a. Has the Company any acquisition, tender offer or merger pending or under consideration? | Yes | No |
| b. Is the Company aware of any proposal relating to its acquisition by another company? | Yes | No |
| c. Is the Company intending a new public offering offering of securities within the next year in the UK, United States of America or elsewhere? | Yes | No |

7. Is the Company:

- | | | |
|--|-----|-----------------------------|
| a. Private? | Yes | No <input type="checkbox"/> |
| b. Public? | Yes | No <input type="checkbox"/> |
| c. Listed on any UK stock exchange? | Yes | No <input type="checkbox"/> |
| d. Listed on foreign stock exchanges? | Yes | No <input type="checkbox"/> |

Please specify country, stock exchange and type of listing (e.g. ADR (and level), direct listing etc.)

- | | | |
|--|-----|----|
| e. Listed on the Alternative Investment Market? | Yes | No |
| f. Traded in any other way? | Yes | No |

Please specify

8. Please list:

- a. Total number of shareholders**
- b. Total number of shares issued**
- c. Total number of shares held by**
Directors and Officers (both direct and beneficial)
- d. All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each**

9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts

10. Give a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts

11. Does the Company or any Director or Officer have Directors & Officers Liability Insurance currently in force? : Yes ☐ No ☐

If "yes" please state:

- a. Insurer**
- b. Indemnity Limit**
- c. Expiry Date**
- d. Annual Premium**

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

If "yes" please state:

13. Have any Directors and / or Executive Officers of the Company resigned or been replaced in the past 12 months? Yes ☐ No ☐

If "yes," who and why?

14. Has the Company changed its external auditing firm in the past five years? Yes ☐ No ☐

If "yes," why?

15. Does the Company have any plans remove or replace its external auditor in the next 12 months? Yes ☐ No ☐

If "yes," why?

16. Have all revenue recognition practices been approved by your external auditor? Yes ☐ No ☐

If "no," please provide details

17. Does the Company, any of its subsidiaries or any of its Directors and/or Officers have any interests in any partnerships or Special Purpose Vehicles or Entities? Yes ☐ No ☐

If "yes," please provide details

18. Has the company ever restated its financial results? Yes ☐ No ☐

If "yes," please provide details

19. Does the company anticipate having to take a significant one time charge to earnings, or a restatement of earnings, within the next 12 months? Yes ☐ No ☐

If "yes," please provide details (all matters arising thereof are excluded from cover under this policy)

20. Does the Company have corporate policies with respect to Directors', Officers' and employees' ability to purchase or sell the company's stock, including the ability to exercise stock options Yes ☐ No ☐

North American Cover

- Questions 21 - 27 are to be completed only 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.

21. Please give the total gross assets of the Group in North America

22. a. Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each

b. For each company - Who owns the minority stock?

23. a. Does the Company or any of its subsidiaries have any stocks, shares or debentures in North America

Yes ☐ No ☐

If "yes":

(i) Are such stocks, shares or debentures publicly traded?

Yes ☐ No ☐

If "yes," then list:

Exchange or market that such stock, shares or debentures are listed and ticker symbol:

Type of listing (e.g. ADR (and level) or direct listing):

(ii) If any stocks or shares are traded in form of ADR's, please advise:

a. Whether they are sponsored or un-sponsored?

b. The percentage traded as a total of issued share capital

c. The number of ADR shareholders?

(iii) What percentage of total issued share capital of the Company is owned by U.S. citizens?

(iv) On what date was the last offer/tender/issue made?

(v) 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 ☐

(vi) Is the Company required to have an internal Audit Committee pursuant to U.S. statutes, rules or regulations? Yes ☐ No ☐

If “yes,” please give details:

24. Has a 20-F filing been made to the USA regulatory authorities.

Yes No

25. Is the company required to follow U.S. Generally Accepted Accounting Principles (GAAP)?

Yes ☐ No

26. Has the company been subject to an SEC enforcement action or IRS enforcement action in the past 5 years?

Yes No

If “yes,” please provide details:

27. Does the SEC or IRS have any inquiries or requests to the Company pending?

Yes ☐ No ☐

If “yes,” please provide details:

Claims Information

- The following questions are to be completed by all applicants

28. 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:

29. 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:

Indemnity Limit

30. Amount of Indemnity Limit required (please tick)

☐ £1,000,000 ☐ £2,000,000 ☐ £5,000,000 ☐ £10,000,000 ☐ Other

If Other, please state:

Additional Comments

Our Submission

We would ask that the following form part of our submission:

- 1) All accounts and interims available on our website
- 2) All RNS Announcements available on our website
- 3) Our previous Directors & Officers proposal form and all supplied information

Declaration and Undertaking

It is declared that to the best of the knowledge and belief of the insured the statements and replies set out herein are true and that no material circumstances have been misstated or suppressed after enquiry. The insured undertakes to inform insurers of alterations to any facts which are or thereby become material.

Signed



Title

Company

Date

Please return the completed form to:

Daniel Innes
Clear Insurance Management Ltd,
1 Great Tower Street
London, EC3R 5AA

daniel.innes@thecleargroup.com
Tel: 0207 280 3471
Fax: 0207 220 7434
Web: www.thecleargroup.com