



# CorporateGuard - Directors & Officers Liability Proposal

American International Group UK Limited

## Proposer Details

1. Name of Company \_\_\_\_\_ S4 Capital Plc \_\_\_\_\_
2. Address of Head Office \_\_\_\_\_ 12 St James's Place London SW1A 1NX
3. Country of Incorporation: \_\_\_\_\_ United Kingdom \_\_\_\_\_
4. (a) How long has the Company continually carried on business?  
established by Sir Martin Sorrell in May 2018
5. State business activities of the Company and its subsidiaries?  
S4 Capital plc is the new age/new era digital advertising and marketing services company.
5. Has any entity acquired a controlling interest in the company in the last 5 years?  
  
If "yes" please give details  
No (S4 Capital Plc is listed on the London Stock Exchange (no UBO'S).
6. (a) Has the Company made or proposed any acquisition, tender offer or  
merger of another company or has a proposal been made by another company?  
  
..... ☒ Yes    ☐ No  
  
If "yes" please give details:  
  
\_\_\_\_\_  
Please see our annual report 2020 (www.s4capital.com)
- (b) Is the Company intending a public offering of securities within the next  
year? ..... ☒ Yes    ☐ No

7. Please provide details on if the Company has its shares listed on any exchange:  
(If in the US please complete North America cover form)

London Stock Exchange (LSE: SFOR)  
ISIN: GB00BFZZM640

8. Please list:

(a) Total percentage of shares held by Directors and Officers (both direct and beneficial) see our annual report 2020 (page 79 -86)

(b) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each  
as stated in our certified structure chart all subsidiaries are fully owned

9. Give a complete list of all subsidiary companies including country of incorporation and percentage owned by Parent Company other than those shown in the last Report and Accounts (If in the US please complete North America proposal form)

please see page 128-133 of our 2020 annual report and also the certified structure chart as per 1-1-2021

10. Have there been any inquiries and/or any investigations by agencies against the Insured? ..... ☐ Yes ☒ No

If "Yes," please give details

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

If "yes" please state:  
serviced by Aston Larke

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

(b) Indemnity Limit \_\_\_\_\_

(c) Expiry Date \_\_\_\_\_

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 give details.

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?

please see page 51-55 of our annual report with an overview of the board of directors

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

Does the Company plan to remove or replace its external auditors ☐ Yes  
☒ No

If "Yes," why?

15. 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

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

If "Yes," please provide details

17. 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:

18. Has the company breached or expects to breach any debt covenants and/or does it anticipate any liquidity problems in the next 12 months? ☐ Yes ☒ No

If "yes", please give details:

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

## Claims Information

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19. 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.

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

If "yes", please give details.

## Indemnity Limit

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21. Please advise the amount of Indemnity required and in which currency

GBP 20m  
same as current  
insurance

22. Please advise the retention required and in which currency

## Multinational Programme

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23. Are you interested in receiving quotes for local policies in territories where you feel you may have exposure but insurance is not permitted by a non admitted carrier? ..... ☒ Yes ☐ No

If so please tick the YES box and your underwriter will contact you via your broker to discuss this further and fill in a separate multinational proposal form.

## Declaration


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It is declared that to the best of the knowledge and belief of the insured, after enquiry, the statements and replies set out herein are true and accurate and that no material facts have been misstated or suppressed. The insured understands it is under a duty to make a fair presentation of the risk to the insurer, and that all material circumstances that the insured knows or ought to know have been disclosed to the insurer or failing that sufficient information to put a prudent insurer on notice that further enquiries are needed.

The insured understands that non-disclosure or misrepresentation of a material fact or matter may impact the terms of the policy or impact whether the policy responds in whole or in part to a claim.

The insured undertake to inform insurers of alterations to any facts which are or thereby become material before inception of the contract of insurance.

A material fact is one which would influence the acceptance or assessment of the risk.

Signed .....  Peter Rademaker

Title ....Group.CEO.....  
(authorised signatory of the insured)

Company S4 Capital Plc

Date 10 May 2021

## **Please enclose with this Proposal Form**

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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

## **Privacy Policy**

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American International Group UK Limited Privacy Policy is available at <https://www.aig.co.uk/privacy-policy> or by requesting a copy from: Data Protection Officer American International Group UK Limited, The AIG Building, 58 Fenchurch Street, London EC3M 4AB, UK or by email [dataprotectionofficer.uk@aig.com](mailto:dataprotectionofficer.uk@aig.com)

Before providing us with Personal Information about another individual you must (unless we agree otherwise): (a) inform the individual about the content of this notice and our Privacy Policy; and (b) obtain their permission (where possible) to share their Personal Information with us in accordance with the Privacy Policy.

**American International Group UK Limited**  
The AIG Building  
58 Fenchurch Street  
London EC3M 4AB

American International Group UK Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation

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