

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE PROPOSAL FORM

Reference Number:

Date:

To assist with the completion of this Proposal Form, the following words will mean:-

Principal refers to the Chairman or the Chief Executive or the Managing Director of the **Proposer**.

Proposer refers to the Parent or Holding Company, all Subsidiary Companies thereof, and all individuals proposing for this insurance.

We/Us/Our refers to Glemham Underwriting Limited representing certain Underwriters at Lloyds (full details of which are provided in the Certificate wording and can be supplied on request)

Please be aware that this completed Proposal Form along with all additional information provided will form part of the Contract of Insurance with **Us**. All material facts must be disclosed fully and truthfully and to the best of your knowledge and belief. Any facts given which are knowingly false or misleading may make the Certificate null and void. In addition to the information contained in your Proposal Form including all supporting documentation, if you are aware of any other material facts which you consider may alter, influence or prejudice **Our** appraisal of the risk being proposed, you must disclose this information in conjunction with this Proposal Form. If such material facts are not disclosed at the same time as the completion of the Proposal Form, such non-disclosure may prejudice the **Proposer's** rights to indemnity under the Certificate.

A "material fact" is one which may influence **Our** assessment or acceptance of the risk being proposed. If uncertain as to what may constitute a material fact, please consult your Insurance Broker.

This Proposal Form is for a Certificate of insurance underwritten by **Us**. **Our** registered office is c/o Turner & Ellerby, The Guildhall, Framlingham, Woodbridge, Suffolk IP13 9AZ

1. a) Name of **Proposer**:

b) Address of Principal Office:

c) Company Registration Number:

2. Please state the **Proposer's** gross turnover for the latest fully-completed financial year:

3.1 Is the **Proposer** involved in any of the following business activities?

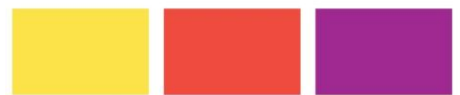
Aviation, Tobacco, Pharmaceutical/Medical/Healthcare, Banks, Stockbrokers, Mortgage Lenders, Mortgage Companies, Building Societies, Friendly Societies, Venture Capitalists, Investment Companies, Trusts, Funds, Fund Managers, Insurance or Reinsurance.

YES/NO

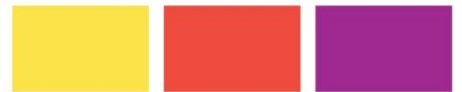
3.2 Can the **Proposer** be described by one or more of the following?

Advertising Agents, Marketing Consultants, Public Relations Consultants, Insurance Brokers, Independent Financial Advisers, Broadcasters, Publishers, Printers, Web Publishers and Web Hosters.

YES/NO



- 3.3 Please state any assets the **Proposer** has in USA/Canada?
- 3.4 Please state the **Proposer's** gross turnover for the USA/Canada?
- 3.5 How many Non-Executive Director/s does the company have?
- 4.1 Has the **Proposer** at any time been refused similar insurance, or had any policy cancelled or voided at any time? **YES/NO**
If Yes, please provide further details:
- 4.2 During the past 6 years, has any claim been made against the **Proposer**, whether successful or not, in respect of the risks to which this Proposal relates? **YES/NO**
If Yes, please provide further details on all previous claims:
- 4.3 Have any complaints been made against the **Proposer** or disciplinary proceedings brought against the **Proposer** by any Regulatory Body? **YES/NO**
If Yes, please provide further details of any Regulatory proceedings or complaints:
- 4.4 After full enquiry is the **Proposer** aware of any circumstances which may give rise to a potential claim or request for indemnity under the Certificate? **YES/NO**
If Yes, please provide further details of any potential claim circumstances:
- 4.5 After full enquiry is the **Proposer** aware of any intention to acquire the **Proposer** or to merge the **Proposer** with any other company? **YES/NO**
If Yes, please provide further details of any potential acquisition or merger:
- 4.6 i. Does the **Proposer** have a listing on any stock exchange? **YES/NO**
- 4.7 ii. Has the **Proposer** been incorporated for 24 months or more? **YES/NO**
If No, please provide a copy of the company's business plan and a copy of the latest management accounts.
- 4.8 Do the Reports and Accounts for the last two financial years, show a positive net worth, a net profit (after tax, interest, etc) and unqualified independent Auditors' Reports? **YES/NO**
- 4.9 Is the **Proposer** incorporated in the United Kingdom? **YES/NO**
- 5.1 Please advise which limit of liability for Directors' and Officers' Liability Insurance is now required:
- 5.2 Please advise which sub-limit of liability is now required for Entity EPL Insurance (maximum limit £1m or 50% of the Certificate limit, whichever is less)



Employment Practices Wrongful Act Endorsement

- 6.1 Can the **Proposer** confirm that:
 - a) no redundancies or change to employee benefits have taken place over the last 3 years or are planned; **YES/NO**
 - b) a contract of employment has been issued to all employees **YES/NO**
 - c) written instructions are issued to all employees regarding employment practices including discrimination, harassment, grievance and disciplinary matters; and these instructions are regularly updated **YES/NO**
 - d) it has a formal internal grievance or complaint procedures? **YES/NO**
 - e) progressive disciplinary procedures are followed and minuted? **YES/NO**
 If NO, please provide further details:

6.2 How many employees does the **Proposer** have?

6.3 Please confirm the % of employees who are employed outside the UK:
If greater than 10%, please provide further details including numbers and locations:

6.4 During the last three years has the **Proposer** or any of its employees been the subject of any employment related claims, formal complaints, administrative or tribunal hearings or litigation? **YES/NO**
If YES, please provide further details:

Declaration

I/We confirm that the above answers, statements, particulars and additional information are true to the very best of the knowledge and belief of the **Proposer**. After full enquiry, I/We also confirm that I/We have disclosed all information and material facts that may alter the Underwriters' view of the risk, or affect their assessment of the exposures they are covering under the Certificate. I/We understand that all answers, statements, particulars and additional information supplied with this proposal form will become part of and form the basis of the Certificate.

Signature of Principal:
(to be signed in ink)

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For and/on behalf of the Proposer:

.....

Name in capital letters (Printed):

.....

Date:

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Data Protection

It is agreed by the **Proposer** that any information provided to **Us** regarding the **Proposer** will be processed by the **Us**, in compliance with the provisions of the Data Protection Act 1998, for the purpose of providing insurance and handling claims, if any, which may necessitate providing such information to third parties. By signing this Proposal Form the **Proposer** is consenting to the use of information, including sensitive personal information, for the above purposes. Where personal information relates to third parties the **Proposer** confirms that it has been given the requisite consent to disclose such information to **Us** for processing.