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# W.R. Berkley Insurance (Europe), Limited

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## DIRECTORS AND OFFICERS LIABILITY & COMPANY REIMBURSEMENT INSURANCE

### PROPOSAL FORM

#### IMPORTANT NOTICE TO THE PROPOSER TO COMPLETION OF THIS PROPOSAL FORM

- 1) Disclosure
  - Any “material fact” must be disclosed to Insurers.
  - A “material fact” is any information which may alter the judgement of an Insurer in assessing the risk.
  - Any “material change” must be disclosed to Insurers.
  - A “material change” is any information which may alter the judgement of an Insurer that has not previously been disclosed as a material fact.

**Failure to provide all “material facts” or notify all “material changes” may cause the contract of insurance to be void and may result in Insurers repudiating liability entirely.**

- 2) Presentation
  - This Proposal Form must be completed in ink by an authorised director or officer of the proposer.
  - All questions must be answered.
  - If there is insufficient space to provide answers additional information should be provided on the proposer’s letter headed paper.

**Failure to present Insurers with information in an appropriate manner may adversely influence the ability of Insurers to offer terms.**

- 3) Guidance
  - If in doubt as to the meaning of any question contained within this proposal form or the issues raised in 1) Disclosure and/or Presentation advice should be sought from an insurance advisor in the first instance.
- 4) Claims Made Policy:
  - This proposal is for a claims made policy. This means the policy covers:
    1. Claims first made against you during the policy period; and
    2. Circumstances or events of which you become aware during the policy period which could give rise to a future claim provided you notify the Insurers during the policy period of the circumstances of such events.

After the policy has expired, no claims can be made on the policy even though the event giving rise to the claim may have occurred during the policy period.

It is therefore advisable to renew the insurance policy each year on a claims made basis with retro-active (past acts) cover.

- 5) The following documents must be submitted with this proposal form:-
  - (a) The audited accounts of the company for the last 2 financial years;
  - (b) The latest interim statement (if applicable);
  - (c) A copy of all circular letters sent to the company's shareholders during the past 12 months.
  - (d) The latest audited accounts of the ultimate Holding Company if applicable.
- 6) The particulars and statements contained in this proposal form and any other information submitted are the basis for the proposed policy and will be considered as being incorporated into and constituting a part of the proposed policy.

# PROPOSAL FORM

## DIRECTORS AND OFFICERS LIABILITY INSURANCE

1) Please provide the following details:

Name of Company	Date Established

2) Main address of the Head Office:

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3) Country of Registration

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4. If the Company stated in (1) is a subsidiary of another company, please state the name and address of the ultimate Holding Company

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5. Type of Company (e.g. Public, Private, Close, Mutual etc)

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6. Nature of Business

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7. Date since the company has continuously carried on business

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8. a) How many shareholders does the Company have?

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b) Are there any shareholders who own 10% or more of the issued shares? YES

NO

IF YES, detail the shareholders and percentages owned:

Shareholders	Percentages owned

c) Do any of the shareholders listed in 8(b) above have any representation on any board of directors of the Company named in (1) hereof?

YES

NO

IF YES, please state their position and which company they represent:

Position	Company represented

9. Is the Company:

a) Listed on any Stock Exchange? YES

NO

IF YES, please state which and date listing obtained:

Company	Date Listed

(i) If the Company has had an offering of the Company's Securities in the United States of America, was it subject to the United States Securities Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto?

YES

NO

IF YES, please enclose a copy of the latest 20-F filing or similar filing made to the USA Regulatory Authorities.

b) Traded in any other way?

YES

NO

IF YES, please specify:

c) Has the Company, within the past 18 months:

(i) Filed any registration statement for a public offering?

YES

NO

(ii) Issued any shares (common or otherwise)?

YES

NO

ALSO is any such offering or share issue contemplated in the next 12 months?

YES

NO

IF YES, please provide details:

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Please give the total gross assets of the Company and its subsidiary companies in the United States of America.

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11. If the Company's shares are traded on any Stock Exchange in the United States of America please state the percentage of the total shares traded:

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12. Please list any Subsidiary Company which has its shares traded on any Stock Exchange in the United States of America together with the percentage of shares traded:

Company Name	Percentage of shares traded

13. (a) If Directors and Officers Liability Insurance has been carried during the past 3 years please state:-

(i) The name of the Insurers	
(ii) The period of the Policy	
(iii) The Indemnity Limit	
(iv) The premium for the last policy issued (do not answer if this policy was written by W.R.Berkley Insurance (Europe) Ltd)	

(b) As far as is known, have the Proposers ever been refused this type of insurance or had a similar insurance cancelled?

YES

NO

IF YES, please provide details:-

14. (a) Have any 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:-

(b) Is any person proposed for insurance aware, AFTER ENQUIRY, of any circumstances or incident which he or she has reason to suppose might afford grounds for any future claim such as would fall within the scope of the proposed insurance?

YES

NO

IF YES, please give details:-

15. Amount of Indemnity required:-

16. DECLARATION

I, the undersigned, being a Director or Officer of the Company referred to in Item (1) of this proposal, hereby declare that:-

1. I am authorised to complete this proposal on behalf of the Company referred to in Item 1 of this proposal and all subsidiary companies declared herein; and
2. All answers to the questions contained in this proposal are, AFTER ENQUIRY, true and correct to the best of my knowledge and belief; and
3. I have read and understood the Important Notice at the beginning of this proposal; and
4. I understand that the submission of this proposal does not bind either the Insurers or the Company specified in Item 1 or any of the Subsidiary Companies declared herein, to enter into a binding contract of insurance.

Signed.....

Capacity.....

Company.....

Date.....

\*It is important that the Company and all Subsidiary Companies declared herein, and the authorised Officer signing the Declaration above on their behalf, are fully aware of the scope of this insurance so that these questions can be answered correctly. If in doubt, please contact your broker since non-disclosure may affect an Insured's right of recovery under the policy or lead to voidance.