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Directors & Officers Liability Proposal

# Directors and Officers Liability Proposal Form

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| General Details |

* 1. Name of the Company:
  2. Address of Registered Office:

* 1. Address of Head Office (If different to Registered Office):

* 1. Please state business activities of the Company and its subsidiaries

* 1. How long has the Company been in continuous operation?
  2. During the last five (5) years has:
  3. The name of the Company changed? Yes No
  4. Any acquisition or merger taken place? Yes No
  5. Any subsidiary Company been sold or ceased trading? Yes No
  6. The capital structure of the Parent Company Changed? Yes No

If **‘Yes’**, please provide full details on a separate sheet

**1.7** Has the Applicant ever restated its financial results?  Yes  No

If **‘Yes’**, please provide full details on a separate sheet

**1.8** Has the Company at any time during the last three (3) years Yes No

changed its external auditors or external legal advisers?

If **‘Yes’**, please provide full details on a separate sheet

**1.9** Does the company utilize means to monitor and verify the

trading activity of its Directors, Officers and employees to

ensure compliance with the company’s inside policy? Yes No

If **‘Yes’**, please provide full details on a separate sheet

**1.10** Please provide the number of current non- executive directors

**1.11** Does the company have an insurance captive or any other?

financial institution subsidiary e.g. credit company? Yes No

**1.12** Do the articles of association of the company permit the company to indemnify Directors and Officers to the fullest extent possible under the law?

Yes No

If **‘No’**, does the company intend to change its articles in the next 12 months to this effect?

Yes No

**1.13** Does the Company or any of its subsidiaries have?

1. Any assets in North America?

Yes No

1. Any traded debt/commercial paper in North America?

Yes No

1. Any equity securities traded in North America?

Yes No

If **‘Yes’**, please provide full details on a separate sheet.

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| 2. Employment Practices |

# 2.1 Please state in respect of the Company the total:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| *Number of staff* | *USA & Canada (Current Year)* | *USA & Canada (Previous Year)* | *Other (Current Year)* | *Other (Previous Year)* |
| (a) Permanent employees |  |  |  |  |
| (b) Directors and officers |  |  |  |  |
| (c) Temporary staff and outsourced employee role |  |  |  |  |

**2.2** Please state the annual percentage turnover rate of employees during the past three (3) years?

Year 1 \_\_\_\_\_\_\_ %

Year 2 \_\_\_\_\_\_\_ %

Year 3 \_\_\_\_\_\_\_ %

# 2.3 Is the Company currently undergoing, or contemplating undergoing during the next twelve (12) months, any employee layoffs or retrenchments, including ones resulting from any type of company restructure or office closure?  Yes  No

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# If ‘Yes’, please provide full details on a separate sheet.

# 2.4 Does the Company have a Human Resources Department?  Yes No

# 2.5 Does the Applicant have a human resources manual or equivalent written management guidelines that address issues such as sexual harassment, employee disciplinary actions, terminations and layoffs?  Yes  No

# If ‘No’, please provide full details of how are these issues are handled and by whom on a separate sheet.

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| 3. Securities Details |

# Does the company have any plans of new share issuances during the next 12 months?

# If ‘Yes’, please provide full details on a separate sheet.

# 3.2 If the Company is publicly listed or traded on a stock exchange(s) please provide us with the following details of the past offerings:

|  |  |  |  |
| --- | --- | --- | --- |
|  | *Stock Exchange* | *Date* | *Amount of Equity Capital Raised* |
| (a) |  |  |  |
| (b) |  |  |  |

# 3.2 Please provide us with specific details with regards to:

* 1. Total number of shareholders:
  2. Total number of shares held by Directors and Officers (both direct and beneficial)

* 1. All holdings representing 15% or more of the Ordinary Share Capital of the Company ,giving below the holder and the percentage held by each

**Shareholder % Held**

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

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

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

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| 4. Insurance History |

**4.1** Please provide details of your other current following insurance policies that are not insured with us:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ***Type*** | ***Insurer*** | ***Limit ($,000)*** | ***Deductible ($,000)*** | ***Policy Period*** |
| (a) Directors and Officers Liability |  |  |  |  |
| (b) Professional Indemnity: |  |  |  |  |
| (c) Fidelity: |  |  |  |  |

**4.2** Has the Applicant or any of its directors or officers ever had any Insurer decline a proposal or cancel or refuse to renew a Directors and Officers Insurance policy?

 Yes  No

If **‘Yes’**, please provide full details on a separate sheet.

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| 5. Claims Information |

**5.1** Is any stock exchange or regulatory body investigating or requesting information from the Company or any of its directors, officers, or employees?  Yes  No

If **‘Yes’**, please provide full details on a separate sheet.

**5.2** Has any claim been brought against the Company or any of its directors, officers, partners or trustees during the last five (5) years?  Yes  No

If **‘Yes’**, please provide full details on a separate sheet.

**5.3** Does the Company, or any of its directors, officers, partners or trustees, after full enquiry, have any knowledge of any act, omission, event or circumstance which could give rise to a claim?  Yes  No

If **‘Yes’**, please provide full details on a separate sheet.

**5.4** Have any Directors and/or Executive Officers of the company resigned or been replaced in the past 12 months?  Yes  No

If **‘Yes’**, please provide full details on a separate sheet.

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| 6. Required Documents |

**6.1** Please enclose with this proposal form:

1. The last Annual Report  Enclosed  Website
2. The last two Interim statements  Enclosed  Website
3. Any offering documents/listing particulars  Enclosed  Website

published in the last 13 months

1. Copy of the Employee Handbook.  Enclosed

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| 7. Declaration |

It is declared that to the best of the knowledge and belief of the proposer the statements and replies set out herein are true and that no material facts have been misstated or suppressed after enquiry. The proposer 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.

**Signature:**

**Title (Authorized signatory of the Insured):**

**Company:**

**Date:**