



PRIEST & CO LTD

DIRECTORS AND OFFICERS LIABILITY INSURANCE AND COMPANY REIMBURSEMENT PROPOSAL FORM

Please Note:

- This is a proposal form for a policy relating to claims made against the Insured during the period of the policy only – CLAIMS MADE.
- Please answer all the questions giving full and complete answers. Please use a separate sheet of paper if insufficient space. If necessary please write additional relevant facts on a separate sheet of paper.
- The proposal form must be completed and signed & dated by a person who is of legal capacity and have the authorisation to request Directors & Officers Liability insurance for the Proposer.
- This form does not bind the Proposer but will form part of the Insurance contract if taken up.

Please supply the following additional information:

- The last Annual Report & Accounts for the company
- The last Interim Report (if applicable)

First Floor, 8-9 Lovat Lane, London EC3R 8DW
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Authorised and Regulated by the Financial Services Authority
Registered Office: Bridge House, London Bridge, London SE1 9QR. Registered in England No. 1682825

Details of the Proposer:

1. Name of Parent Company:

2. Address of Head Office:

3. Web-Site Address:

4. Country of Registration:

5. Please state how long the Company has continuously carried on business:

6. Describe the business activities of the Company:

7. During the last five years has:
- | | |
|---|---------------|
| a) The name of the Company changed? | Yes/No |
| b) Any acquisition or merger taken place? | Yes/No |
| c) Any subsidiary been sold/ceased trading? | Yes/No |
| d) Any Rights Issue taken Place? | Yes/No |
| e) The capital structure of the Company changed? | Yes/No |
| f) The Company changed its external auditors or legal advisors? | Yes/No |

If Yes to any of the above, please provide full details:

8. a) Has the Company publicly revealed that it has under consideration at the present time any acquisitions, mergers or tender offers? **Yes/No**

If Yes, please provide full details:

- b) Is the Company aware of any proposal relating to its acquisition by another company within the next year? **Yes/No**

If Yes please provide full details:

- c) Is the Company intending a public or private offering of securities within the next year? **Yes/No**

If Yes please provide full details:

9. Is the Company;

a) Private? **Yes/No**

b) Public? **Yes/No**

c) Listed on the London Stock Exchange? **Yes/No**

d) Listed on any other Stock Exchange? **Yes/No**

If the answer is Yes to any of the above, please provide full details:

12. Please state:

a) Total number of shares issued

b) Total number of Shareholders

c) Total number of shares owned by Directors and Officers
(both direct & beneficial)

d) Details of all holdings representing 15% or more of the Company's Ordinary Share Capital:

Name of Shareholder	% of Shares held

Outside Directorships

1. Do any of the Directors or Officers of the Company hold (at the specific request of the Company) any Board positions on other entities? **Yes/No**

If Yes, please provide full details:

<u>Other Entity</u>	Company's Shareholding in Other Entity	Limit of Other Entity's D&O Policy	Expiry Date

North American Exposure

Please only answer this section if cover is required for claims made in the USA or Canada, or claims made elsewhere arising out of the Company's operations in the USA/Canada.

1. Total Assets of all subsidiaries domiciled in the USA/Canada

2. Please list those subsidiaries in the USA/Canada that are not wholly owned together with the Company's percentage interest in each and please list the owner of the minority interest:

3. a) Do any of the subsidiaries have any stock, shares or debentures in the USA/Canada:
Yes/No

If Yes, on what date was the last offer/tender/issue made?

Was the offer subject to The United States Securities Act 1933 and/or The Securities Exchange Act of 1934 and/or any amendments thereto?
Yes/No

b) Does the Company/Subsidiaries have any debt instruments or commercial paper in the USA/Canada?
Yes/No

If Yes, please provide full details:

Previous/Current Insurance

1. Does the Company currently have a Directors & Officers Liability policy in forces?
Yes/No

If Yes:

a) Insurer

b) Expiry Date

c) Limit of Indemnity

2. Has any previous policy for Directors & Officers Liability insurance and reimbursement for Directors & Officers Liability insurance been cancelled or refused by any insurer?

Yes/No

If Yes, please provide full details:

3. Please circle the Limit of Indemnity required:

£500,000, £1,000,000, £1,500,000, £2,000,000, £2,500,000, £3,000,000, £5,000,000

Please specify if other

Claims/Circumstances Information

1. Are there pending or have there been any claims against any Director or Officer of the Company (whether or not insurance has been previously been purchased)?

Yes/No

If Yes, please provide full details:

2. Is the Proposer aware, after enquiry, of any incident or circumstance, which may give rise to a claim against any Director or Officer of the Company in such capacity?

Yes/No

If Yes, please provide full details:

3. Is the Proposer aware, after enquiry, of any prosecution (actual or pending) of the Company or any Director or Officers?

Yes/No

If Yes, please provide full details:



4. Has the Company or any Director or Officer ever been subject to any disciplinary action, been fined or penalised, or been the subject of any regulatory investigation or enquiry?

Yes/No

If Yes, please provide full details:

Declaration

The undersigned authorised Officer of the Company declares that the statement and particulars in this Proposal form are true and that no material facts have been misstated or suppressed after enquiry. The undersigned agrees that should any of the information alter between the date of this Proposal and inception date of the insurance to which this proposal relates, they will give immediate notice thereof. The undersigned agrees that this Proposal, together with any other information supplied by us shall form the basis of any contract of insurance effected thereon.

Signature:.....

Name:.....

Position.....

Date.....