



PRIVATE

Proposal Form

PLEASE ENCLOSE WITH THIS PROPOSAL FORM:

- A. The last audited Annual Report & Accounts for the Company
- B. The last interim statement (if applicable)
- C. Any other Prospectus type documents published in the last 12 months

Your DUAL Private Approach Certificate is issued on a CLAIMS MADE basis.

When completing this Proposal Form...

- Please answer all questions giving full and complete answers

It is the duty of the Proposer to provide all information that is requested in the proposal form as well as to add additional relevant facts.

A relevant fact is such known fact and/or circumstance that may influence the evaluation of the risk by the insurer. If you have any doubts about what a relevant fact is, please do not hesitate to contact your broker.

- If the space provided on the Proposal Form is insufficient, please use a separate signed and dated sheet in order to provide a complete answer to any question
- The proposal form must be completed, signed and dated by a person, who must be of legal capacity and authorised for the purpose of requesting directors & officers liability insurance for the firm who acts as a Proposer.

This proposal form does **NOT BIND** the Proposer to complete the insurance but will form part of any insurance

DUAL Corporate Risks Limited is authorised and regulated by the Financial Services Authority

140 Leadenhall Street London EC3V 4QT United Kingdom

Tel: +44 (0)20 7337 9888 Fax: +44 (0)20 7337 9889 Email: reception@dualcorporaterisks.com www.dualcorporaterisks.com

Part of the DUAL International Group Registered in England and Wales under company registration no. 4160680 Registered office as above

SECTION 1: DETAILS OF THE PROPOSER

1. Name of the Company:
2. Address of Head Office:
Post Code:
3. Country of Registration:
4. Company Registration No:
5. How long has the company continually carried on business?
6. Describe the business activities of the Company:

SECTION 2: HISTORY OF THE COMPANY

1. During the last five years has:
- a. The name of the Parent Company changed? Yes No
- b. Any acquisition or merger involving the Company taken place? Yes No
- c. Any subsidiary company been sold or ceased trading? Yes No
- d. The capital structure of the Company changed? Yes No
- e. Any rights issues taken place? Yes No
- f. The Company changed its external auditor or legal advisers? Yes No

If the answer is YES to any of the above questions, please provide details below (use separate sheet if necessary):

SECTION 3: CAPITAL STRUCTURE OF THE COMPANY

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 questions, please provide details below (use separate sheet if necessary):

- e. Please list all shareholdings representing 15% or more of the Company's Ordinary Share Capital and their respective percentage of the holding.

SECTION 4: EMPLOYMENT PRACTICES

1. a. Does the Proposer have a Human Resources Department? Yes No

If "Yes" how many employees are there in this department?

If "No" how is this function handled?

- b. How many officers and other employees have resigned, been terminated (with or without cause) or taken early retirement within the last 24 months?

Employees

Officers

- c. (i) Does the Proposer have a written human resources manual or equivalent written management guidelines? Yes No

- (ii) Please tick the box if the manual/guidelines indicate a policy on procedure with respect to the following events:

- | | |
|--|--------------------------|
| Written application for employment | <input type="checkbox"/> |
| Legally prohibited discrimination | <input type="checkbox"/> |
| Compliance with statutes | <input type="checkbox"/> |
| Redundancies, termination of employment and early retirement | <input type="checkbox"/> |
| Employee appraisals/reviews | <input type="checkbox"/> |
| Confidential treatment of medical examinations | <input type="checkbox"/> |
| Sexual harassment | <input type="checkbox"/> |
| Employee disciplinary actions | <input type="checkbox"/> |
| Employee out-placement services | <input type="checkbox"/> |

(iii) Please tick the relevant box(es) if decisions regarding these events are always subject to prior review by the Proposer’s human resources department, legal department or outside legal adviser.

Individual decisions are always reviewed by:

	Human Resources Dept	Legal Dept	External Legal Adviser
1. Written application for employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Confidential treatment of medical examinations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Legally prohibited discrimination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Sexual harassment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Compliance with statutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Employee disciplinary actions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Redundancies, termination of employment and early retirement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Employee out-placement services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Employee appraisals/reviews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(iv) Does the Proposer have an employee handbook which is distributed to all employees? If “Yes” please attach such handbook to this Proposal Yes No

d. Is the Proposer currently undergoing, or does the Proposer contemplate undergoing during the next 12 months, any employee layoffs or early retirement (including those resulting from any type of company restructuring, office, plant, or store closure)? If “Yes” please attach details. Yes No

e. Are there now or have there been any Employment Practices claim(s) against the Proposer or any of its subsidiaries? Yes No

If the answer is YES, please provide details below (use separate sheet if necessary):

SECTION 5: PREVIOUS/CURRENT INSURANCE

1. Does the Company have Directors & Officers insurance currently in force? Yes No

If the answer is YES, please state:

a. Insurer:

b. Indemnity limit:

c. Expiry date:

2. Has the Company ever had any Insurer decline a proposal or cancel or refuse a similar insurance? Yes No

If the answer is YES, please provide details below (use separate sheet if necessary):

SECTION 6: NORTH AMERICA EXPOSURE DETAILS

Questions in this Section are to be completed only if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada.

1. Please state the TOTAL assets of all subsidiaries located 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 show the owner of the minority interest:

SECTION 7: CLAIMS INFORMATION/CIRCUMSTANCES

1. Has there been or is there now pending any claims against any Director or Officer of the Company? If the answer is YES, please provide details below (use separate sheet if necessary) Yes No

2. Have claims ever been made against the Company or its subsidiaries? If the answer is YES, please provide details below (use separate sheet if necessary) Yes No

3. Is the Proposer aware, after enquiry, of any circumstance or incident, which may give rise to a claim? If the answer is YES, please provide details below (use separate sheet if necessary) Yes No

SECTION 7: INDEMNITY LIMIT

Please select the amount of indemnity required

£1,000,000	<input type="checkbox"/>
£2,000,000	<input type="checkbox"/>
£5,000,000	<input type="checkbox"/>
£10,000,000	<input type="checkbox"/>
Other – please specify	<input style="width: 150px; height: 20px;" type="text"/>

SECTION 8: DECLARATION

SIGNING THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER OR THE INSURER TO COMPLETE THIS INSURANCE

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

TO BE SIGNED BY A PERSON AUTHORISED BY THE BOARD ONLY

SIGNATURE		DATE	
NAME			
POSITION			

DUAL Corporate Risks Ltd recommends that you keep a record of all information supplied for the purpose of entering into an insurance contract (including copies of this Proposal Form and correspondence)