



DIRECTORS' AND OFFICERS' LIABILITY INSURANCE PROPOSAL FORM

Please use block letters and tick boxes as appropriate.

1 a) Name of Company, Registered Office and Country of Registration (referred to throughout as 'the Company')

b) Names and addresses of subsidiary companies and the countries in which they are registered where different from Report and Accounts

c) Names of all directors of the Company where different from Report and Accounts (referred to throughout as 'the Directors')

Continue on separate sheet if necessary

Note. The parties named in a)-c) above are referred to throughout as 'the Proposers' which term will include all of the Proposers and each of them.

2 Turnover of Company £ _____

3 For how long has the Company been continuously in business? _____

- 4 a) Is the Company:
- i) private? Yes / No
 - ii) public? Yes / No
 - iii) A registered charity? Yes / No
 - iv) limited by guarantee? Yes / No

- b) Are the Company's shares:
- i) traded on any UK stock exchange? Yes / No

If 'Yes', state whether Official List, Unlisted Securities Market

- ii) traded on any foreign stock exchanges? Yes / No

If 'Yes', state which ones

- iii) traded in any other way? Yes / No

If 'Yes', state how

5 Please state

- a) number of shares issued (divided between classes, if applicable)

- b) percentage holding of shares by the Directors and Officers (directly or beneficially)

- c) total number of shareholders

- d) names of shareholders and percentage holding of all shareholdings which exceed 3% of the total

- 6 If the Company previously carried on business under any other name(s) give details.
- 7 Outline briefly any major changes, e.g. acquisitions, disposals or capital restructuring, which have occurred during the last five years or are being contemplated and have been publicised.
- 8 Are there any proposals at the present time which have been publicised relating to the acquisition of the Company by or its merger with any other company?
If 'Yes', give details Yes / No
- 9 If the Company has subsidiaries in the USA or Canada, please complete the following:
- a) Name and address of USA or Canada subsidiary
- b) Does the Company or any of its subsidiaries have any stock, shares or debentures in the USA or Canada? Yes / No
If 'Yes',
i) on what date was the last offer/tender/issue made?
ii) was the offer subject to the United States Securities Act of 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto? Yes / No
- c) Does the Company or any of its subsidiaries have any debt or equity, instruments or commercial paper in the USA or Canada? Yes / No
If 'Yes', what was the most recent effective date?
- d) State the total gross assets of the Company in the USA or Canada
- e) State the total number of employees in the USA or Canada
- f) Turnover in USA as a % of whole turnover
- 10 Please state limit of Indemnity required:
£250,000 £500,000 £1,000,000 other (please specify) £

11 Have the Proposers any other Directors' and Officers' Insurance in force? Yes
/ No
If 'Yes', state

- a) name of insurer _____
- b) limit of indemnity _____
- c) renewal date _____

If 'No', but Proposers have previously been insured for such risk state

- a) name of insurer
- b) date policy expired

12 Has any insurer in respect of the risks to which this proposal relates ever
a) declined a proposal, refused renewal or terminated an insurance? Yes / No
b) required an increased premium or imposed special conditions? Yes / No
If 'Yes', in either case, give details

13 Has any claim been made or prosecution been brought against the Proposers during the last 10 years in respect of any neglect, omission or other wrongful act committed in the capacity of director, officer or pension fund trustee (whether in relation to the activities of the Company, its subsidiaries or any other company in which the Directors or Officers hold or have held office)?
Yes / No

If 'Yes', please give details

14 Are the Proposers, after enquiry, aware of any circumstances which might
a) give rise to a claim against the Company or any Director or Officer Yes / No
b) otherwise affect the Insurer's consideration of this Insurance? Yes / No
If 'Yes', to either question, please give details

Declaration

I declare a) on behalf of the Company

b) or myself and after enquiry of and with the express consent of each of the Directors named in this Proposal

i) that the above statements are true and complete,

ii) that the Proposers agree that this proposal shall be incorporated in the contract between them and the Insurer,

iii) that the Proposers agree to accept a Policy in the Insurer's usual form for this class of insurance.

I undertake to inform the Insurer of any material alteration to these facts occurring before completion of the contract of insurance.

Signature _____ Date _____

Title _____

Chairman or Chief Executive of the Company on behalf of the Proposers

(Signing this form does not bind the Proposers to complete insurance)

We recommend that you should keep a record, including copies of letters and this proposal form, of all information supplied to us for the purpose of entering into this insurance contract. Please let us know if you would like a copy of this proposal form sent to you.

Documents required in support of this proposal
Please enclose:

1. The last two annual reports and accounts (full version, not modified version permitted by the Companies Act 1985)
2. The latest interim statement (if applicable).
3. A copy of the Directors' any Officers' indemnity clause extracted from the Companies Articles of Association
4. A copy of SEC Form 20-F (USA companies only, if applicable).
5. A copy of the share offer document, if any share issue has taken place in the past twelve months.
6. Business plan for new companies or 'buyout' documentation (if applicable).

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