



# Quercus Professional Indemnity Limited

## PROPOSAL FORM

### DIRECTORS & OFFICERS LIABILITY

Contact:

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## DIRECTORS & OFFICERS LIABILITY INSURANCE PROPOSAL FORM

Please answer all questions fully and if you have a brochure or any other information concerning your business please attach to this proposal.

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1. Name of Company:

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2. Address of Head Office:

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3. Country of Registration:

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4. a. How long has the Company continually carried on business?

b. State business activities of the Company and its subsidiaries?

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5. During the last five years has:

a. The name of the Parent Company changed? Yes  No

b. Any acquisition or merger taken place? Yes  No

c. Any subsidiary company been sold or ceased trading? Yes  No

d. The capital structure of the Parent Company changed? Yes  No

If Yes, please give full details

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6. a. Has the Company any acquisition, tender, offer or merger pending or under consideration?

Yes  No

b. Is the Company aware of any proposal relating to its acquisition by another company?

Yes  No

c. Is the Company intending a new public offering of securities within the next year in the UK or elsewhere?

Yes  No

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7. Is the Company:

- |                                       |                              |                             |
|---------------------------------------|------------------------------|-----------------------------|
| a. Private?                           | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| b. Public?                            | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| c. Listed on any UK stock exchange?   | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| d. Listed on foreign stock exchanges? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

Please specify:

- |  |                              |                             |
|--|------------------------------|-----------------------------|
| e. Listed on the Unlisted Securities Market? | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| f. Traded in any other way?                  | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

Please specify:

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8. Please list:

- a. Total number of shareholders .....  
b. Total number of shares issued .....  
c. Total number of shares held by Directors and Officers (both direct and beneficial).....  
d. All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each

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9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts

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10. Give a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts

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11. Does the Company or any Director or Officer have Directors & Officers Liability Insurance currently in force?

Yes

No

If Yes, please state:

a. Insurer .....

b. Indemnity Limit .....

c. Expiry Date .....

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12. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance?

Yes

No

If Yes, please give full details:

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NORTH AMERICAN COVER

Questions 13, 14, 15 and 16 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.

13. Please give the total gross assets of the Group in North America

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14. a. Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each

b. For each company - who owns the minority stock?

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15. a. Does the Company or any of its subsidiaries have any stock, shares or debentures in North America?

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

(iii) If any stocks or shares are traded in form of ADR's, please advise:

a. Whether they are sponsored or un-sponsored?

b. The percentage traded as a total of issued share capital?

c. The number of ADR shareholders?

d. Does the Company or any of its subsidiaries have any debt instruments or commercial paper in North America?

Yes

No

If Yes, please give full details

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16. Has a 20-F filing been made to the USA regulatory authorities?

Yes

No

If not applicable please confirm details

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CLAIMS INFORMATION

17. Have claims ever been made against any past or present Director of the Company or its subsidiaries?

Yes

No

If Yes, please give full details:

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18. Is the Proposer aware, after enquiry, of any circumstances or incident which may give rise to a claim?

Yes

No

If Yes, please give full details:

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INDEMNITY LIMIT

19. Amount of Indemnity required (please tick)

£500,000

£1,000,000

£5,000,000

Other - please state

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EMPLOYMENT PRACTICES LIABILITY

20. Do you require Employment Practices Liability cover

Yes

No

If yes please contact us and we will provide you with a supplementary questionnaire for completion.

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

*You have a duty to disclose any fact or circumstance both before inception and throughout the duration of the policy that might influence the judgement of a reasonable and prudent underwriter in assessing your risk/premium. Failure to do so may entitle the underwriter to avoid all cover and claims. If you are in any doubt, then for your protection it is preferable that you contact us so that we can inform the insurer accordingly.*

.....  
Signature of Principal/Partner/Director

.....  
Date

PLEASE ENCLOSE WITH THE PROPOSAL

The last two Annual Reports and Accounts for the Company  
The last two Interim/Statements (if applicable)  
Any Offer Document/Listing Particulars published in the last 12 months