

SENIOR WRIGHT INDEMNITY LTD

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A Subsidiary of Senior Wright Ltd, Lloyd's Brokers

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE PROPOSAL FORM

It is very important that you fully and accurately disclose all material facts. Failure to do so may result in any insurance arranged being void.

Material facts are those which may affect Insurers' assessment of the risk to be insured. If you have any doubts as to whether something is a material fact, you are recommended to provide full details with this Form.

Any insurance issued following completion of this Proposal Form is subject to the Policy terms. A specimen policy is available on request.

Please answer all questions and complete the Form in ink, and enclose a copy of your latest Annual Report and Accounts (and any Interims if available)

1.
Name of Company: _____

2.
Address: _____
_____ Post Code _____
Tel. No: _____ Fax No: _____
Website: _____ E-mail: _____

3.
Company Established: _____ Registration Number: _____

4.
Nature of Business: _____

5.
Is the Company in Q1 a Subsidiary of another Company? **Yes / No**

What is the name and location of the Ultimate Holding Company?

6a.
Have you created or newly acquired any Subsidiary Companies since the publication of your last Report and Accounts? Yes No If Yes, please provide:

Name of new Subsidiary	Country	% of Voting Shares held	Date acquired
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_____	_____	_____	_____
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6b.
Does the company have any tender offer of merger pending or under consideration? **Yes / No**

If 'Yes' please provide full details

7.
Has any Subsidiary Company been sold or ceased trading in the last 18 months?
Yes / No

If Yes, please provide details:

8.

Type of Company	Public	<input type="checkbox"/>	Private	<input type="checkbox"/>
	Close	<input type="checkbox"/>	Mutual	<input type="checkbox"/>
	Not-for-profit	<input type="checkbox"/>	Other	<input type="checkbox"/>

9.
Is cover required under this Policy for Directors' and Officers' of the Company or its Subsidiaries **whilst holding positions in any associated Company?** **Yes / No**

Company	Country	Activity	Net Profit	Net Worth

10a.
Has the Company filed a registration statement for a public offering in the last 3 years, or does it intend to do so within the next year?
Yes / No

If 'Yes', please provide:

Name of Company	Registration details
<hr/>	<hr/>

10b.
Is the company intending a new Private offering of securities within the next year?
Yes / No

If 'Yes', please provide full details below

11.
 Total number of shareholders: _____
 Percentage held by the Directors and Officers (directly or otherwise) _____
 Are there any shareholders who hold more than 15% or more of the issued shares?
 If Yes, please list them with their applicable percentages:

Name of shareholder	Percentage

12a.
 During the last 12 months has the capital structure of the company changed?
Yes / No
 If 'Yes' please provide details below

12b.
 Is the Company listed on any stock exchange?
Yes / No
 If 'Yes', please state which exchange and the date listing was obtained.

Listed on AIM or OFEX? **Yes / No**
 Traded in any other way? **Yes / No**

13.
 Please provide:

	Total Gross Assets	No. of Employees
World-wide ex. USA/Canada	_____	_____
USA	_____	_____
Canada	_____	_____

14.
 Does the Company or Subsidiary hold any assets or have any stock, shares or debentures issued in the USA or Canada?
Yes / No
If 'Yes', please complete the Supplementary Questionnaire.

15. Is Directors' and Officers' Liability insurance currently in force? **Yes / No**

If Yes, please provide the following: *(not necessary if insured via Senior Wright)*

Insurer: _____

Policy Limit: _____

Expiry Date: _____

Expiring Premium: _____

16. Have any claims been made against any person (whether insured or not), which would be covered under a D & O insurance policy? **Yes / No**

Is any person proposed for insurance aware, **after enquiry**, of any circumstances or incidents which he/she has reason to suppose might afford grounds for any future claim such as would fall within the scope of this proposed insurance? **Yes / No**

Have you knowingly ever had any Insurer decline a proposal or cancel or refuse to renew a D & O insurance policy? **Yes / No**

If Yes, please provide details on a separate sheet.

17. **Your Requirements**

17a Please state Limit(s) of Indemnity required - £ _____

17b Do you require cover for claims made against the Company/Entity in respect of Employment Practice Liability? **Yes / No**

If Yes, please complete the attached EPL Supplementary Questionnaire
(Standard D & O policies will provide coverage for EPL claims made against a Director, Officer or Employee but do not usually include cover for claims made against the Company /Entity itself).

17c Do you require cover for USA/Canada? **Yes/No**

DECLARATION

I/We declare that I/We have read the answers and statements provided by me and that the information contained therein is true and complete. I/We further declare that no material information has been omitted, misrepresented or mis-stated and I/We are not aware of any other circumstances which are likely to affect the risk. I/We understand that non-disclosure or misrepresentation of a material fact will entitle Insurers to void the insurance. I/We agree that this Declaration and Form shall be the basis of the contract between us and Insurers.

Signed Dated

Print Name Position in Company
(Chairman/Chief Executive)

**PLEASE ENCLOSE A COPY OF YOUR LATEST REPORT AND ACCOUNTS
(and any Interims if available)**

Supplementary Questionnaire (North America exposure)
(attaching to and forming part of the Proposal Form)

- A) Please state Assets in USA - \$ _____
- B) Please state No. of Employees in USA - _____
- C) Please state Assets in Canada - \$ _____
- D) Please state No. of Employees in Canada - _____
- E) Name of Subsidiary _____
- F) Type of Business _____
- G) The Company's percentage interest - _____ %
- H) On what date was the last Offer/tender issue made? Month _____ Year _____
- I) Was that Offer subject to the USA Security Act 1993 and/or Securities Act 1934? – Yes/No. (If Yes, please enclose a copy of the latest 20-F filing)
- J) Please outline what measures have been taken to ensure compliance with the Sarbanes-Oxley Act _____

Signed Dated

Employment Practice Liability Supplementary Questionnaire

1. Name of the Company:

2. 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
- Legally prohibited discrimination
- Compliance with statutes
- Redundancies, termination of employment and early retirement
- Employee appraisals/reviews
- Confidential treatment of medical examinations
- Sexual harassment
- Employee disciplinary actions
- Employee out-placement services

(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 advisor.

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 month, 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):

3. Have claims ever been made against the Company or its subsidiaries? Yes No

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

4. Is the Proposer aware, after enquiry, of any circumstance or incident, which may give rise to a claim? Yes No

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

Signed Dated