



Proposal Form

Directors & Officers Liability & Company Reimbursement

Important notice:

1. This is a proposal for a contract of insurance, in which 'Proposer' or 'you/your' means the individual, company, partnership, trust, charity, establishment or association proposing for cover.
2. This proposal must be completed in ink, signed and dated. All questions must be answered to enable a quotation to be given but completion does not bind you or Underwriters to enter into any contract of insurance. If space is insufficient to answer any question fully, please attach a signed continuation sheet. You should retain a copy of the completed proposal (and of any other supporting information) for future reference.
3. All facts material to the proposed insurance must be disclosed, fully and truthfully to the best of your knowledge and belief. Failure to do so may make the contract of insurance voidable or severely prejudice your rights in the event of a claim. A material fact is one likely to influence Underwriters' assessment or acceptance of the proposal; if you are uncertain what may be a material fact, you should consult your broker.
4. You are recommended to request a specimen copy of the proposed policy or certificate from your insurance broker and to consider carefully the terms, conditions, limitations and exclusions applicable to the cover. The proposed insurance covers only those losses which arise from certain events discovered or claims made against the Assured during the period of insurance, as specified in the policy or certificate.

1 Name of the Proposer

Address of Registered Office

		Post Code	
Tel No.:		Fax No.:	
E-mail address:		Web site address:	

Company Registration Number

2 Is the Company Registered in England and Wales or Scotland?

YES NO

If NO please answer the following question

Please state country of registration

3 Is the Company a subsidiary of another company?

YES NO

If YES please answer the following questions

(a) Name of ultimate holding company

(b) Country of registration in respect of ultimate holding company

4 Has the Company continually carried on business for at least twelve months?

YES NO

If NO please answer the following question

State date since Company has continuously carried on business
(Please supply a copy of the **Business Plan**)

5 Have any of the following terminated their relationship with the Company since the Company's last annual report and accounts were issued?

- (a) Chairman/President
- (b) Chief Executive/Operating Officer
- (c) Finance Director/Finance Officer

YES NO

If YES to any of the above please provide details

6 Has the Company made any acquisitions or disposals during the past eighteen months?

YES NO

If YES please provide details

7 Has there been a management buy-in ('MBI') or buy-out ('MBO') within the last two years?

YES NO

If YES please answer the following question

Please state date of MBI or MBO

8 Type of Company
(e.g. Private, Public etc)

9 Please summarise the activities of the Company

10 (a) For your current Financial Year please state the total number of

(i) Full time employees

(ii) Part time employees

(iii) Seasonal employees

(b) Can you confirm that all of the Company's employees are employed in England, Wales or Scotland?

YES NO

If NO please provide full details

ONLY ANSWER QUESTION 11 IF

- the Company is a Private Limited Liability company with a turnover not exceeding £25 million (last completed financial year)
- the Company's shares are not traded in any way, and
- the Company is not a Financial Institution*

(* for the purpose of this proposal 'Financial Institution' is meant in its broadest sense, i.e. a bank, insurance company, venture capital company, building society, investment trust etc.)

OTHERWISE ANSWER QUESTION 12 (Page 7)

11 (a) What was your gross income/turnover for your last complete financial year emanating from each of the following geographical areas?

• UK

• USA/Canada

• Elsewhere

• Total

(b) Do any shareholders (other than Directors of the Company or members of their families) own shares of the Company?

YES NO

If YES please answer the following question

Are all such shares owned by the Company's parent or ultimate holding company?

YES NO

If NO please indicate (✓) which of the following apply

(i) No one shareholder who is not a Financial Institution* holds (directly or indirectly) more than 15% of the shares

(ii) A shareholder who is not a Financial Institution* holds (directly or indirectly) more than 15% of the shares

(iii) A Financial Institution* holds (directly or indirectly) no more than 20% of the shares

(iv) A Financial Institution* holds (directly or indirectly) 20% or more of the shares

If (ii), (iii) or (iv) above applies please provide full details including the name of the shareholder and percentage shareholding

(c) Can you confirm that there are no plans

(i) to trade the Company's shares during the next twelve months, nor

(ii) for the Company to be merged or acquired?

YES NO

If NO please provide full details

(d) Can you confirm that

(i) the Company has not had a pre-tax loss or a negative net worth (share capital plus reserves) in any of its last two complete financial years nor is a pre-tax loss or negative net worth anticipated in its current financial year?

(ii) neither the Company nor any of its subsidiaries are insolvent (liabilities exceed assets), in liquidation, the subject of a winding-up petition or have issued notices of a meeting to consider a resolution for liquidation?

(iii) neither the Company nor any of its subsidiaries are the subject of an administration order or an application for an administration order?

(iv) the Company and its subsidiaries are able to pay their debts as they fall due?

(v) the Company has not changed its auditors within the last two years?

YES NO

If NO please provide full details

PLEASE NOW ANSWER QUESTION 13 (Page 9)

ONLY ANSWER QUESTION 12 IF YOU WERE NOT REQUIRED TO ANSWER QUESTION 11

N.B. If you are required to answer this question, please submit

- (a) a copy of your last **TWO YEARS Reports and Accounts**
- (b) a copy of your latest available **Interim Statements** (if applicable)



12 (a) Are the Company's shares traded in any way?

YES NO

If YES please answer the following questions

(i) Is the Company listed on any stock exchange?

YES NO

If YES please state name and country of exchange

(ii) Date when Company was first listed

(iii) Is the Company listed on the Unlisted Securities Market?

YES NO

(iv) Are the Company's shares traded in any other way?

YES NO

If YES please provide details

(b) Has the Company filed any registration statement for a public offering within the past twelve months?

YES NO

If YES please provide details

(c) Has the Company issued any shares (common or otherwise) within the last twelve months?

YES NO

If YES please provide details

If you answered YES to questions 12(b) and/or 12(c) please supply a copy of **all offer Documents/Listing particulars**

REMAINING QUESTIONS TO BE COMPLETED BY ALL COMPANIES

13 Does the Company have

- (a) any US subsidiaries, or
- (b) any assets and/or employees in the USA?

YES NO

If YES please answer the following question

In respect of such subsidiaries, are they wholly owned?

YES NO

If NO please answer the following questions

(i) Who owns the minority interest?

(ii) What proportion of the share capital is the minority interest?

 %

(c) From the Company's latest audited report and accounts (in the case of new companies utilise management projections for the year) please state the total consolidated assets (i.e. fixed plus current) of the Company (including subsidiaries) in

(i) UK

 £

(ii) USA

 £

(iii) Elsewhere

 £

(Please show all amounts in GBP)

(d) Please state the approximate total number of employees in the USA

(e) Does the Company or any of its subsidiaries have any of their stock, shares or debentures issued in the USA?

YES NO

If YES please answer the following questions

(i) On what date was the last offer/tender/issue made?

(ii) Was the offer subject to the United States Security Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto?

YES NO

(iii) Was a 20-F filing made to the ISA Regulatory Authorities?

YES NO

If you answered YES to question 13(e) (iii) please supply a copy of the latest **20-F filing or similar filing made to the ISA Regulatory Authorities.**

14 Can you confirm that

- (a) any pension scheme provided by the Company is **not** a final salary (defined benefit) scheme?
- (b) the implementation of FRS 17 (Financial Reporting Standard 17) has **not** highlighted a deficit in the fund value of any pension scheme?

YES NO

If NO please provide full details

15 Has Directors and Officers Liability insurance been carried during any of the past three years?

YES NO

If YES please provide details of Insurer, Period and Indemnity Limit

16 Can you confirm that

- (a) no person proposing for insurance has been convicted, or charged but not yet tried, of any criminal offence other than a motoring offence?
- (b) the Proposer has never had an application for this type of insurance declined by an insurer, had a renewal of such insurance declined, nor had similar insurance cancelled or made subject to special conditions?
- (c) no claims, prosecutions, proceedings or investigations (successful or otherwise) have been made or instigated against the Proposer and/or any person proposing for insurance to which this proposal relates?
- (d) no person proposing for insurance is aware, AFTER ENQUIRY, of any circumstance or incident which they have reason to suppose might afford grounds for any future claim such as would fall within the scope of the proposed insurance?

YES NO

If NO, please provide full details

17 What indemnity limit is required?

£

DECLARATION

I hereby declare that I am authorised to complete this proposal on behalf of the Proposer and that, to the best of my knowledge and belief, the statements and particulars in this proposal are true and complete and no material facts have been mis-stated or suppressed.

I undertake to inform Underwriters of any material alteration or addition to these statements or particulars which occurs before any contract of insurance based on this proposal is effected and acknowledge that this proposal (together with any other information supplied to Underwriters) shall be the basis of such contract.

*Signed: _____ Name: _____

*Capacity: _____ Date: _____

*the signatory should be a director or senior officer of, or partner in, the Proposer.

N.B If you have answered NO to question 4 please submit a copy of your **Business Plan**

N.B If you have answered question 12 please submit

(a) a copy of your **last TWO YEARS Reports and Accounts**

(b) a copy of your latest available **Interim Statements** (if applicable)

(c) a copy of **all Offer Documents/Listing Particulars** if you answered YES to questions 12 (b) and/or 12 (c)

together with

(d) a copy of the latest **20F Filing or similar Filing made to the ISA Regulatory Authorities** if you answered YES to question 13 (e) (iii)

EASY PAYMENT PLAN

Markel (UK) Limited has negotiated a highly competitive 10 month premium finance plan with a premium finance company, for the exclusive use of its Assureds.

To take advantage of these facilities please tick the box below enabling the finance company to dispatch a pre-prepared agreement directly to you for completion and return. Your Certificate of Insurance shall be endorsed accordingly.

The level of charge, applied to total premium (including IPT where appropriate), will be confirmed on the agreement. Contact your broker or ourselves for a note of current charge.

I WISH TO TAKE ADVANTAGE OF THE 10 MONTH EASY PAYMENT PLAN (TICK AS APPROPRIATE)

NOTICE TO THE PROPOSER

THE UNDERWRITERS

Markel (UK) Limited underwrites business on behalf of Markel Syndicate 3000 at Lloyd's and Markel International Insurance Company Limited.

Prior to any placement being concluded, the Proposer will be advised which insurer is to write this contract of insurance.

THE LAW OF THE INSURANCE CONTRACT

The parties to this proposed insurance are free to choose the law applicable to the insurance contract. Unless you specifically agree otherwise with Underwriters, your proposed contract will be governed by English Law.



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***member of the
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