

## DIRECTORS & OFFICERS PROPOSAL FORM

**NOTICE: This is a proposal for a claims-made policy.** The policy for which this proposal is made, subject to its terms & conditions, is limited to liability for acts for which claims are first made during the period of insurance and duly purchased discovery period.

### 1. General Information

a. Name of Company: \_\_\_\_\_

b. Principal Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

c. Website/e-mail Address: \_\_\_\_\_

d. Business activities of the Company & its subsidiaries: \_\_\_\_\_

e. Date of establishment: \_\_\_\_\_

f. Total Assets: \_\_\_\_\_

• Split by: \_\_\_\_\_ USA/Canada \_\_\_\_\_ Rest of the World

g. Has the Company operated under a different name and/or changed country of registration within the last five (5) years?  Yes  No

• If Yes, give details: \_\_\_\_\_

\_\_\_\_\_

### 2. Details of Ownership

a. Is the Company  Public  Private  Non-Profit

b. Are the shares of the Company, or any of its subsidiaries, publicly traded?  Yes  No

• If Yes, please specify the exchanges on which they are listed: \_\_\_\_\_

If the Company has any of its shares in any American Depository Receipt (ADR) programme, please attach details

- c. Total number of shares owned directly, indirectly or beneficially by Directors and Officers: \_\_\_\_\_
- d. Are there any shareholders owning directly, indirectly or beneficially 10% or more of the shares?  Yes  No
- If Yes, give details: \_\_\_\_\_  
\_\_\_\_\_
- e. Has the Company publicly revealed in the past 24 months, or are there imminent plans to:
- consolidate or merge with any other entity?  Yes  No
  - sell or distribute any assets or stocks, other than in the ordinary course of business?  Yes  No
- If Yes, give details: \_\_\_\_\_  
\_\_\_\_\_

### 3. Subsidiary Information

- a. Is coverage to include all subsidiaries?  Yes  No

- If Yes, please give a complete list of all subsidiaries:

Name	Nature of Business	% owned
_____	_____	%
_____	_____	%
_____	_____	%
_____	_____	%
_____	_____	%

- b. Do any Directors, Officers or Employees hold any outside Board positions at the behest of the Company?  Yes  No

- If Yes, is coverage for such positions required?  Yes  No

- If Yes, please give details:

Outside Organisation	Individual
_____	_____
_____	_____
_____	_____
_____	_____

c. Do any Directors or Officers act as Trustees for any Pension Plan?  Yes  No

• If Yes, is coverage for such positions required?  Yes  No

• If Yes, please provide details of the Plan(s) and extent of the Directors or Officers Trustee responsibilities: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

#### 4. Previous Insurance

a. Has the Company, or any subsidiary, previously held, or have they now, any Directors and Officers Liability Insurance?  Yes  No

• If Yes, please provide complete details including date from which coverage continuously purchased: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

b. Has any Insurer cancelled or refused to renew any Directors and Officers Liability Insurance within the past three (3) years?  Yes  No

• If Yes, please give details: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

#### 5. Previous Experience

a. Has the Company, or anyone for whom this insurance is intended, been involved in the following:

- any antitrust, copyright or patent litigation?  Yes  No

- any civil or criminal action or administrative proceeding alleging a violation of any laws relating to the sale or purchase of any shares, Investments or securities?  Yes  No

- any representative actions, class actions, or derivative suits?  Yes  No

• If Yes to any of the above, please attach details.

b. Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect?  Yes  No

• If Yes attach complete details.

c. Has anyone for whom this insurance is intended aware of any fact(s) or circumstance(s) which may give rise to a claim being made against the Company and/or any Director and/or Officer?  Yes  No

• If Yes attach complete details.

IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIM EXISTS, OR ANY SUCH FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THIS PROPOSED INSURANCE.

## 6. Information Requested

- As an attachment to this Proposal Form, please include the following (where applicable):
  - Most recent Report and Accounts, and/or Form 20-F
  - Latest available interim financial statements

## 7. Data Protection Clause

The interested party is hereby informed that any personal data, including all data provided in this document and all subsequent data provided related to the fulfilment of the insurance contract, will be included in a data file controlled by Houston Casualty Company Europe, Seguros y Reaseguros, S.A. The Insured and Policyholder must complete all fields of this form with information that is true, complete and up-to-date. Should this not be the case, Houston Casualty Company Europe Seguros y Reaseguros, S.A. may reject the policy application. The data will be processed for the purpose of fulfilling the insurance contract, and to enable Houston Casualty Company Europe, Seguros y Reaseguros, S.A. to send information on its products and services. The Insured and Policyholder hereby provide their express consent for the data to be transferred to other entities for co-insurance, reinsurance, portfolio assignment or management or for the adoption of anti-fraud measures. The Insured and Policyholder also provide their express consent for the data to be transferred to other companies belonging to the same group as Houston Casualty Company Europe, Seguros y Reaseguros, S.A located in countries outside the European Union, with the exclusive purpose that these may provide data processing services. The Insured and Policyholder may at any time exercise their right to access, rectify, cancel or oppose their data by notifying Houston Casualty Company Europe, Seguros y Reaseguros, S.A., Plaza Carlos Trías Bertrán, 7, 28020 Madrid, pursuant to the provisions of Spanish Organic Law 15/1999, on the Protection of Personal Data.

Should the Policyholder, or the Insured, provide Houston Casualty Company Europe, Seguros y Reaseguros, S.A. with information related to the Insured, Damaged Parties or any third person, the Policyholder and the Insured hereby declare that all the data related to the Insured, the Damaged Parties or any third person given to the Insurer have been provided by them, and that the Insured, the Damaged Parties or any third person have provided their consent for their data to be transferred by the Policyholder and/or the Insured to the Insurer for the fulfilment of the insurance contract in the terms established in this clause.

## 8. Declaration

The undersigned declares that to the best of his or her knowledge and belief, the statements contained in, and attached to, this proposal form are true. It is understood and agreed that the statements made in this proposal, or any additional information provided, are material to the acceptance of the risk assumed by the Insurer and that any insurance subsequently provided is issued in reliance upon the truth of those statements.

Signing of the proposal form does not bind the undersigned to complete this insurance, but it is agreed that this proposal shall be retained on file by the Insurer and shall be incorporated into and form part of the policy of insurance should it be issued.

The limit(s) of liability available to pay judgements or settlements shall be reduced by amounts incurred for legal defence. Further note that the amounts incurred for legal defence shall be applied against the excess amount.

Signature: ..... Date: .....  
(Chief Executive Officer or Chairman of the Board)