

Directors & Officers Elite

Proposal Form

Proposer details

1. Name of Company _____

2. Address of registered office _____

City _____ Postcode _____

Company website address _____

3. How long has the Company continually carried on business? _____

4. Business activities of the Company and its subsidiaries _____

5. During the last five years has

a) the name of the 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 Company changed? Yes No

If Yes, please give details _____

6. Is the Company

a) public? Yes No

b) private? Yes No

c) listed on any UK stock exchange? Yes No

d) listed on any foreign stock exchange? Yes No

e) aware of any acquisition, tender offer or merger pending or under consideration? Yes No

f) aware of any proposal relating to its acquisition by another company? Yes No

g) intending a new public offering of securities (equities, debt, shares, notes, bonds

debentures) within the next year in the UK or elsewhere? Yes No

If Yes to questions d-g above, please give details _____

7. Please list (divided between classes if applicable)

a) total number of shareholders _____ b) total number of shares _____

c) total number of shares held by directors and officers (both direct and beneficial) _____

d) all holdings representing 5% or more of the ordinary share capital of the Company giving the holder and the percentage held by each

e) all subsidiary companies



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Authorised and regulated by
the Financial Services Authority

8. Please give details of any change to the list of directors and officers given in the Company's last report and accounts.

9. Please complete the table below in relation to any outside directorship companies (ODC) for which cover is required. (Outside directorship means either associated or outside companies where a position is taken at the specific direction or request of the Company.)

Name of ODC	%age owned by the Company	Country of Incorporation	Name of exchange if ODC is listed	Activities
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

10. Are any ODCs technically insolvent? Yes No

11. Has the Company or any listed subsidiary appointed a new external auditor in the last 3 years? Yes No

If yes, please state when and why the new appointment was made.

12. Does the Company or any listed subsidiary have any intention to appoint a new external auditor in the next twelve months? Yes No

If yes, please state when a new appointment is intended.

13. In the last 3 years, have the Company's external auditors raised any concerns over any aspect of the Company's accounts? Yes No

If yes, please give details

14. Does the Company or any of its directors and officers have any interests in any partnerships or special purpose vehicles? Yes No

If yes, please give details

15. Does the Company anticipate having to take a significant one time charge to earnings or restate earnings within the next twelve months? Yes No

If yes, please give details

16. Which of the audit committee members has the greatest financial expertise and how was this gained?

17. 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 details _____

North American exposure details

18. Please give
- a) total gross assets of the Company and all its subsidiaries in North America _____
 - b) percentage of total gross assets in North America? _____
 - c) turnover generated in North America in the most recently reported financial year _____
 - d) percentage of total turnover in North America? _____

19. Please complete the table below in relation to subsidiaries in North America that are not wholly owned.

Subsidiary name	%age owned by the Company	Name of exchange if listed	Minority stock owned by
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

20. US Securities

a) does the Company or any of its subsidiaries have any securities (equity, debts shares, notes, bonds, debentures) in North America? Yes No

b) if yes, please advise which stock exchange traded and percentage of stock
 NYSE _____% NASDAQ _____% Other _____%

c) on what date was the last offer / tender / issue made? _____

d) was the offer subject to the United States Securities Act of 1933 and/or The Securities Exchange Act of 1934 or any amendments thereto? Yes No

e) are any shares traded in the form of ADR's? Yes No

f) if yes, please advise the following information:

(i) are they sponsored or unsponsored? _____

(ii) if sponsored, name of depository? _____

(iii) total number of ADR's traded and the percentage traded as a total of issued share capital?

(iv) please indicate ADR level traded 1 2 3 144a

(v) total number of ADR shareholders _____

(vi) if the Company has a sponsored ADR programme, please provide the value of ADR's traded in each of the last 12 months _____

(vii) is the Company or any subsidiary intending any change regarding its ADR status in the next 12 months (such as changing from unsponsored to sponsored, level 1 to level 3, etc)? Yes No

if yes, please give details _____

21. Does the Company or any of its subsidiaries have any debt instruments or commercial paper in North America? Yes No

If yes, please give details _____

22. Has the Company been required to provide 20F or similar filing to the USA Securities Exchange Commission? Yes No

If yes, please attach a copy.

General questions

23. Have claims ever been made against any past or present director or officer of the Company or its subsidiaries? Yes No

If yes, please give details _____

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

If yes, please give details _____

25. Has any investigation, examination, enquiry or similar proceeding, in relation to the affairs of the Company, or any subsidiary or any director or officer by virtue of his position as a director or officer been undertaken or intimated by any body? Yes No

If yes, please give full details on a separate sheet.

26. Limit of liability required (please tick):
£1 million £3 million £5 million Other £ _____

Declaration

I declare (i) that the statements and particulars in this proposal are true and that no other material facts have been misstated, omitted or suppressed after enquiry; and that (ii) I have obtained, and will obtain in the future, the express consent to the disclosure and use of sensitive personal data from every data subject whose sensitive personal data is supplied in relation to this proposal for the purposes of (a) underwriting the risks and (b) administering and performing any resulting insurance contract.

I agree that this proposal, together with any other information supplied shall form the basis of any contract of insurance effected thereon. I undertake to inform the insurer promptly in writing of any material alteration to those facts occurring before completion of the contract of insurance.

Signed (by Chairman, Chief Executive or Company Secretary) _____

Date _____

Please enclose with this proposal form:

The last annual report and accounts for the Company

The last interim statement (if applicable)

Any Offer Document / Listing Particulars published in the last 12 months

N.B. For management buy-outs / start up businesses, please enclose a copy of the business plan including any financial projections