



Management liability

Offering of securities liability

Application form

United Kingdom

OFFERING OF SECURITIES LIABILITY

APPLICATION FORM

INTRODUCTION

The purpose of this application form is for us to find out more about you. Completion of this application form does not oblige either you or us to enter into a contract of insurance.

Following a reasonable search you must provide us with all information which may be material to the cover we offer in a clear and accessible manner. Information is material if it would influence our decision whether to insure you, what cover we offer you or what premium we charge you. If you are in any doubt whether a fact or circumstance is material you should disclose it.

HOW TO COMPLETE THIS FORM

Whoever fills out the form must be a principal, director or partner of the applicant company. They should make all the necessary enquiries of their fellow senior management, employees and persons responsible for arranging the insurance to enable our questions to be answered.

If you require extra space to answer the questions or provide any other material information, please use the additional information section at the back of the form. Once you have completed the form please return it directly to your insurance broker.

SECTION 1: COMPANY DETAILS

1.1 Please provide the following details:

Insured company: _____	
Address: _____ _____	
Postcode: _____	
Company registration number: _____	Country of incorporation: _____
Year of establishment: _____	Website: _____

1.2 Please state the total number of locations in which you are operating:

1.3 Please describe below the nature of your business activities:

1.4 Please state if in the past 5 years you have:

- a) changed your name?
- b) been involved in any merger, acquisition, tender or divestment?
- c) changed your capital structure?

<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

1.5 Have you publicly disclosed a current intent to effect any merger, acquisition or tender offer? Yes No

If you have ticked any of the shaded boxes in Q1.4 or 1.5 above, please provide full details in the box below and continue on the ADDITIONAL INFORMATION page if necessary:

1.6 Please state the percentage of voting shares directly and beneficially owned by the directors and officers of the company:

	Before offering:	After offering:
Selling shareholders:	_____ %	_____ %
Controlling shareholders:	_____ %	_____ %

SECTION 2: PROSPECTUS INFORMATION

2.1 Please state the exchange on which the stock will be traded:

2.2 Please state whether the offering is open to US investors: Yes No

If you have ticked yes, please provide full details in the box below and continue on the ADDITIONAL INFORMATION page if necessary:

2.3 Please provide full details of all common and preferred stock, including a description of voting rights:

2.4 Please state whether any securities are convertible to common stock: Yes No

If you have ticked yes, please provide full details in the box below and continue on the ADDITIONAL INFORMATION page if necessary:

2.5 Please state whether a full disclosure of underwriters' commission has been made to all potential investors: Yes No

If you have ticked no, please provide full details in the box below and continue on the ADDITIONAL INFORMATION page if necessary:

2.6 In the event of a listing in the United Kingdom, please state whether the United Kingdom Listing Authority prospectus rules, described in the FCA Handbook, have been complied with: Yes No

2.7 Please state whether the offering involves the issuance of a prospectus subject to Directive 2010/73/EU of the European Union: Yes No

2.8 In the event the offering involves issuing an offering that is subject to Directive 2010/73/EU of the European Union, please state whether you will be passporting the offering to multiple jurisdictions: Yes No

If you have ticked yes, please provide full details in the box below and continue on the ADDITIONAL INFORMATION page if necessary:

SECTION 3: INSURANCE REQUIREMENTS

3.1 Please provide details of your current directors and officers liability insurance:

Insurer: _____	Limit: _____	Prior and Pending Date: _____
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3.2 When would you like your Offering of Securities Liability insurance to start?

SECTION 4: CLAIMS EXPERIENCE AND INSURANCE HISTORY

4.1 Please confirm that you have undertaken a thorough enquiry and due diligence process to ensure that all material litigation is fully disclosed within the prospectus as required by the applicable listing requirements and generally accepted accounting principles:

Yes

No

AFTER FULL ENQUIRY:

- a) are you aware of any circumstances which may give rise to a claim against any of the companies to be insured or their directors, officers or employees?
- b) have any directors or officers of the companies to be insured, or the companies themselves, been found guilty of any criminal, dishonest or fraudulent activity or been investigated by any regulatory body?
- c) are you aware of any loss or damage, whether insured or not, that has occurred to any of the companies to be insured within the last 5 years?

With reference to questions a), b) and c) above:

Yes

No

If the answer to the above is yes then please attach full details including an explanation of the background of events, the maximum amount involved or claimed, the status of the claims or circumstances and any reserves or payments made by you or by insurers, and the dates of all developments and payments.

SECTION 5: DECLARATIONS

I declare that:

- after full enquiry the answers to the questions contained in this application form, and any other information supplied by me, are substantially true, accurate and correct;
- I will inform underwriters before cover incepts of any change to the information supplied by me; and
- I understand that if any of the information contained in this application form or provided elsewhere is substantially untrue, inaccurate or incorrect, or I have not disclosed any other information that is material, the Policy may be avoided without any return of premium, the terms and conditions may change, a higher premium may become payable or we may reduce the amount of any claim payment.

Signed: _____	Full name: _____
Position held: _____	Date: _____ DD / MM / YYYY

With this application form, where applicable, please enclose:

- a copy of the offer document(s) of listing particulars together with any SEC filings;
- a copy of the underwriting agreement; and
- a copy of the final particulars in connection with the offering.

ADDITIONAL INFORMATION: