

**CLAIMS MADE AND REPORTED
DIRECTORS' AND OFFICERS' LIABILITY
AND CORPORATE REIMBURSEMENT INSURANCE**

Please answer all questions leaving no blank spaces.

If you have insufficient space to complete any of your answers please continue on your headed paper.

This form must be dated and signed by the Chairman/Chief Executive and one other Executive Director of the Company.

The proposed contract of insurance will be based upon the answers and information provided in this form and all supporting documentation.

COMPANY DETAILS

1. a) Name of the Company: _____

Principal address: _____

b) Country of registration: _____

c) Name of Parent Company if different from above: _____

d) Please describe the business activities of the Company its Subsidiaries and Associated Companies:

2. a) Please state for how long the Company has been continuously in business:

b) Please state whether the name of the Company has changed in the last 5 years:

Yes ____ No ____

If yes please give details including the date(s) on which the of name was changed:

3. Please state if the Company is:

a) Private / Public / Other (please specify): _____

b) Listed on any foreign Stock Exchanges: Yes ____ No ____

If yes, please give details: _____

4. Please state:

a) the number of ordinary shares issued: _____

b) the number of shares owned by Directors and Officers: _____

c) the name and percentage of holdings of any shareholder owning 10% or more of the ordinary shares (directly or beneficially): _____

5. a) Please complete the following for each of the Company's last four fiscal years (use consolidated figures):

| Year | 20____ | 20____ | 20____ | 20____ |
|----------------------------------|--------|--------|--------|--------|
| Total Consolidated Assets | _____ | _____ | _____ | _____ |
| Current Assets | _____ | _____ | _____ | _____ |
| Current Liabilities | _____ | _____ | _____ | _____ |
| Shareholders Equity | _____ | _____ | _____ | _____ |
| Sales/Revenues | _____ | _____ | _____ | _____ |
| Net Income | _____ | _____ | _____ | _____ |
| Total Debt (Long and Short term) | _____ | _____ | _____ | _____ |

b) Please provide a full English translation (if applicable) of the 'Contingent Liabilities' section in the Notes to the Financial Statements and any explanation of 'Extraordinary Items' and attach this to the Proposal.



6. Please state whether this insurance is to cover

a) Subsidiaries Yes ____ No ____

b) Associated Companies Yes ____ No ____

7. a) Has the Company its Subsidiaries or Associated Companies at any time during the last four fiscal years been in breach of any debt covenants or loan agreements?

Yes ____ No ____

If yes, please give details: _____

b) Has the Company its Subsidiaries or Associated Companies accounts been qualified for any of these years in any way?

Yes ____ No ____

If yes, please give details: _____

MERGERS AND ACQUISITIONS / SHARE ISSUES

8. Have any mergers/acquisitions in respect of the companies to be insured taken place in the last 5 years:

Yes ____ No ____

If yes, please give details: _____

9. Are any of the companies to be insured considering at the present time, or do they contemplate, any acquisitions, tender offers or mergers within the next 12 months?

Yes ____ No ____

If yes, please give details: _____



10. Have the companies to be insured issued within the past 12 months or is planning to issue within the next 12 months any stocks, shares or debentures other than employee options.

Yes ____ No ____

If yes, please attach details on separate paper (including country, amount, nature of issue and prospectus/draft prospectus if available)

INVOLVEMENT IN USA/CANADA - If not applicable please go to question 13.

11. a) In respect of the Companies to be insured please state percentage of the total assets in the following:

USA

(i) The Company _____%

(ii) Subsidiaries _____%

(iii) Associated Companies _____%

Canada

(i) The Company _____%

(ii) Subsidiaries _____%

(iii) Associated Companies _____%

b) In respect of the Companies to be insured what was the percentage of sales made last year in the following:

USA

(i) The Company _____%

(ii) Subsidiaries _____%

(iii) Associated Companies _____%

Canada

(i) The Company _____%

(ii) Subsidiaries _____%

(iii) Associated Companies _____%



12. a) Does the Company its Subsidiaries and Associated Companies have any stock, shares, debentures, debt or equity instruments or commercial paper in the USA?

Yes ____ No ____

If yes,

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

- (ii) Was the offer subject to the United States Securities Act of 1933 and/or The Securities Exchange Act of 1934?

Yes ____ No ____

If any stocks are traded in the form of ADR's, please advise

- (iii) whether they are sponsored, level 1, 2 or 3 and give details:

- (iv) the percentage of ADR's traded as a total of the issued share capital? ____ %

- (v) details of any person or entity (other than the Company) who owns 10% or more of any ADR's issued by the Company:

- (vi) the offering price of the latest prospectus? _____

- (vii) any other relevant information?



EMPLOYMENT PRACTICES

For the purpose of this section only, the applicant shall mean the Company, its Subsidiaries and Associated Companies to be insured

- 13.
- | | | | |
|----|---|-------------------------|-------------------------|
| | | Full time: | Part time: |
| a) | Please state the total number of employees of the applicant | _____ | _____ |
| b) | Please advise salary ranges including bonuses and commissions in £ Sterling or currency equivalent. | | |
| | | No. full time employees | No. part time employees |
| | £20,000 or less | _____ | _____ |
| | £20,001 to £40,000 | _____ | _____ |
| | £40,001 to £75,000 | _____ | _____ |
| | £75,001 and over | _____ | _____ |
14. Do all the companies to be insured:
- a) Have a personnel department? Yes ___ No ___
 If no, who handles this function? _____
- b) Publish an employment handbook? Yes ___ No ___
- (i) If no, is applicant proposing to do so Yes ___ No ___
- (ii) If yes, does the applicant distribute it to all Employees Yes ___ No ___
- (iii) If yes, do Employees sign for receipt/acceptance Yes ___ No ___
- c) Have written procedures for handling employee complaints of discrimination and/or sexual harassment? Yes ___ No ___



- d) Require all terminations to be reviewed by the following:
- (i) Personnel department or the individual that performs that function?
Yes ____ No ____
 - (ii) Its legal department?
Yes ____ No ____
 - (iii) Outside counsel?
Yes ____ No ____
 - (iv) If no to all the above, is the Applicant proposing to do so?
Yes ____ No ____

- e) Have written disciplinary procedures? Yes ____ No ____

If yes, please attach.

15. a) Has the Applicant terminated the employment of any Employees, Directors and Officers in the past 2 years?
Yes ____ No ____

If yes, how many? _____

- b) Does the Applicant anticipate that any plant, factory, branch or office closures, consolidations or lay offs affecting 20% or more of the Employees within the next 18 months?
Yes ____ No ____

If yes, please provide details _____

- c) Please state whether there have been any unfair dismissal, discrimination and sexual harassment claims made against the Applicant:
Yes ____ No ____

If yes, please:

- (i) Advise total number of claims in last five years: _____
- (ii) Provide full details of each claim including outline of each claim on additional paper.



16. Has any Director, Officer, Manager or Supervisory Employee knowledge of any circumstances, at the date this application is signed, which could reasonably give rise to an employment practices claim or any reasonable way to foresee that a claim may be brought?
Yes ____ No ____

If yes, please provide full description of any circumstances.

For example but not by way of limitation, we consider it reasonable for you to foresee that a claim may be brought against you if a current or former employee or an applicant for employment has expressed dissatisfaction with the employment, relationship or the employment application process by:

- (i) Making a formal complaint with supervisory employee of discrimination, harassment or unfair employment practices;
- (ii) Threatening to hire legal representative;
- (iii) Asking for a severance package in excess of what is being offered;
- (iv) Complaining of discrimination, harassment or unfair treatment and threatening to take further action.

PREVIOUS COVER/CLAIMS

17. Have any claims ever been made against any past or present Directors or Officers of the Company its Subsidiaries or Associated Companies?
Yes ____ No ____

If yes, please give details: _____

18. Has any official enquiry been undertaken (or is about to be) by any regulatory, government, professional or other authorised body into the activities of any or all of the Directors and/or Officers of the Companies to be insured in any capacity?
Yes ____ No ____

If yes, please give details: _____

19. Give details of the Company's current Directors' and Officers' policy

Carrier: _____

Limit/Deductible: _____

Premium: _____

Expiry Date: _____



20. Has the Company had any previous Directors and Officers policy cancelled or declined for renewal by any insurers? Yes ____ No ____

If yes, please give details: _____

21. Has the Company at any time over the last five years been involved in any policy dispute with any of its insurers? Yes ____ No ____

If yes, please give details: _____

22. Is the Proposer aware, after enquiry, of any circumstances or incident which may give rise to a claim other than those already detailed above under the proposed insurance? Yes ____ No ____

If yes, please give details: _____

INDEMNITY

23. Amount of indemnity required: _____



Supporting Information

Please enclose the following information with this Proposal Form:

- a) the latest audited Annual Report and Accounts for the Company
- b) any Interim Statement issued subsequent to the latest audited Annual Report
- c) a copy of the Indemnification Provision contained in the Company’s Memorandum and Articles of Association
- d) any Offer Document/Listing particulars published in the last 12 months.

IMPORTANT NOTICE CONCERNING DISCLOSURE

It is your duty to disclose all material facts to the Underwriters. A material fact is one which may influence an Underwriter’s judgement in his consideration of your proposal.

FAILURE TO DISCLOSE could prejudice the rights of the Company and/or its Directors and Officers to recover in the event of a claim or allow the Underwriters to void the Policy.

Appropriate enquiries should be made to ensure that the statements set forth herein are true and complete and that no material fact has been omitted. Any change in the answers given and any material change in the risk arising before inception of any policy must be advised to the Underwriters and should therefore be notified immediately.

DECLARATION

I declare that to the best of my knowledge and belief the statements and particulars in this proposal are true and that no material facts have been misstated or suppressed after enquiry. I agree that this proposal, together with any other information supplied shall form the basis of any contract of insurance effected thereon.

Signed _____
To be signed by Chairman/Chief Executive

Company _____

Date _____

Signed _____
To be signed by Executive Director (other than Chairman/Chief Executive)

Company _____

Date _____

SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.