

DIRECTORS & OFFICERS LIABILITY PROPOSAL

Proposer Details

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1. Name of the Company _____
 2. Address of Head Office _____

 3. Country of Registration _____
 4. (a) How long has the Company continually carried on business? _____
 (b) State business activities of the Company and its subsidiaries? _____

 5. During the last five years has:
 - (a) The name of the Parent 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 Parent Company changed? . . Yes No

If "yes" please give details. _____

 6. (a) Has the Company any acquisition, tender offer or merger or under consideration? Yes No pending
 - (b) Is the Company aware of any proposal relating to its acquisition by another company? Yes No
 - (c) Is the Company intending a new public offering of securities within the next year in the UK or elsewhere? . . . Yes No

7. Is the Company:

- (a) Private? Yes No
- (b) Public? Yes No
- (c) Listed on any UK stock exchange? Yes No
- (d) Listed on foreign stock exchanges? Yes No
 Please specify _____
- (e) Listed on the Unlisted Securities Market? Yes No
- (f) Traded in any other way? Yes No
 Please specify _____

8. Please list:

- (a) Total number of shareholders _____
- (b) Total number of shares issued _____
- (c) Total number of shares held by Directors and Officers (both direct and beneficial)

- (d) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each

9. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts

10. Give a complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts

11. Does the Company or any Director or Officers have Directors & Officers Liability Insurance currently in force? Yes No

If “yes” please state:

- (a) Insurer _____
- (b) Indemnity Limit _____
- (c) Expiry Date _____

12. 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 Cover

Questions 13, 14, 15 and 16 are to be completed only if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company’s operations in the United States of America or Canada.

13. Please give the total gross assets of the Group in North America _____

14. (a) Please list those subsidiaries in North America that are not wholly owned together with the Company’s percentage interest in each _____

(b) For each company – Who owns the minority stock? _____

15. (a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America? 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 and/or any amendments thereto? Yes No

(iii) If any stocks or shares are traded in the form of ADR's, please advise:

- (a) Whether they are sponsored or un-sponsored? _____
- (b) The percentage traded as a total or issued share capital? _____
- (c) The number of ADR shareholders? _____

(b) 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. _____

16. Has a 20-F filing been made to the USA regulatory authorities. Yes No

If not applicable please confirm details: _____

The following questions are to be completed by all applicants

Claims Information

17. 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. _____

18. Is the Proposer aware, aware after inquiry, of any circumstance or incident which may give rise to a claim? Yes No

If "yes" please give details. _____

Indemnity Limit

19. Amount of Indemnity required (please tick)

- £500,000 £1,000,000 £5,000,000

Other – please state _____

Employment Practices Liability

20. Do you require Employment Practices Liability cover Yes No

If “yes” please complete questions 21-27 on the supplementary Sheet attached. These questions form part of the proposal Document.

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

Declaration

It is declared that to the best of the knowledge and belief of the insured the statements and replies set out herein are true and that no material facts have been misstated or suppressed after enquiry. The insured undertake to inform insurers of alterations to any facts which are or thereby become material before inception of the contract or insurance.

A material fact is one which would influence the acceptance or assessment of the risk.

Signed

Title
(authorized signatory of the insured)

Company

Date

Please enclose with this Proposal Form

The last two Annual Reports and Accounts for the Company
The last two Interim Statements (If applicable)
Any Offer of Document/Listing Particulars published in the last 12 months

**Corporate Guard –
 Employment Practice Liability**

Questions 21, 22, 23, 24 and 25, are to be completed if cover is required in respect of Employment Practice Liability.

21. Does the Proposer have a Human Resources Department Yes No

If “yes”, how many employees are there in this department? _____

If “no”, how is the function handled? _____

22. How many officers and other employees have resigned, been terminated (with or without cause) or have taken early retirement within the last 24 months:

Employees _____ Officers _____

23. (a) Does the Proposer have a written human resources manual or equivalent written management guidelines. . . Yes No

(b) Please tick box if the manual/guidelines indicate a policy on procedure with respect to the following events:

- | | |
|--|--|
| Written application for employment . <input type="checkbox"/> | Confidential treatment of
Medical examinations <input type="checkbox"/> |
| Legally prohibited discrimination..... <input type="checkbox"/> | Sexual harassment..... <input type="checkbox"/> |
| Compliance with statutes..... <input type="checkbox"/> | Employee disciplinary actions <input type="checkbox"/> |
| Redundancies, termination of
Employment and early retirement . . <input type="checkbox"/> | Employee out-placement services..... <input type="checkbox"/> |
| Employee appraisals/reviews <input type="checkbox"/> | |

(c) Please tick relevant box(es) if decisions regarding these events are always subject to prior review by the Proposer’s human resources department, legal department, or outside legal adviser.

Individual decisions are always reviewed by:

	Human Resources Dept.	Legal Dept.	External Legal Dept.
1. Written application for employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 2. Confidential treatment of medical examinations | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Legally prohibited discrimination | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Sexual harassment | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Compliance with statutes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Employee disciplinary actions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Redundancies, termination of employment and early retirement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Employee out-placement services | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Employee appraisals/reviews | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

(d) Does the Proposer have an employee handbook which is distributed to all employees Yes No
 If “yes”, please attach such handbook to this proposal.

24. Is the Proposer currently undergoing, or does the Proposer contemplate undergoing during the next 12 months, any employee layoffs or early retirement (including those resulting from any type of company restructuring, office, plant, or store closure)? Yes No

If “yes”, please attach full details.

25. Please provide on a separate attachment full details of all wrongful termination, discrimination and sexual harassment claims made against the Proposer or any of its Directors, Officers or employees during the last five years including amounts of any judgment or settlements and cost of defence?

If no such claims, please tick None

26. Please provide on a separate attachment full details of all inquiries, investigations, grievance filings or other administrative hearings previously filed with or currently before any local or governmental agency governing employer responsibility to employees.

27. Are there now or have there been any employment practice claims(s) against the Proposer or any of its subsidiaries? Yes No

If “yes”, please give details _____

