



Directors and Officers Liability Insurance Application Form

Proposer Details

1. Name of Proposer:

2. Address of Head Office:

N.B. Hereinafter the Proposer and its subsidiaries shall be known as the "Company."

3. Has the Company changed its principal business activities within the past 12 months?
..... Yes No

4. Limit(s) of Liability being requested:

5. (a) Please provide total (consolidated) annual gross assets of the Company from the most recent yearend report: _____

(b) Please provide total (consolidated) annual revenues of the Company from the most recent yearend report: _____

(c) Please provide the total (consolidated) net worth of the Company for the past two years: _____

(d) Please provide the total (consolidated) net income of the Company for the past two years:

6. Did the Proposer acquire or create any new subsidiaries within the past 12 months?
..... Yes No

If "yes," please provide the following information for each subsidiary:

Name of subsidiary	Country of formation or incorporation	Publicly Traded or Privately Held	If Publicly Held then each securities exchange/market per country	Type of listing (Direct, ADR and level, OTC)

Is insurance being requested for the directors and officers of each new subsidiary?
..... Yes No

7. During the last 12 months has any subsidiary been sold or ceased trading?
..... Yes No

If "yes" to question 7 please give details.

8. If any of the below has changed for the Company during the last 12 months then please provide the amended numbers and/or information:

(a) Total number of shareholders: _____

(b) Total number of shares issued: _____

(c) Total number of shares (percentage) held by each director and officer of the Company (both direct and beneficial): _____

(d) Total number of shares (percentage) held by institutional investors: _____

(e) All security holders, holding a 5% or more ownership interest in the Proposer, or any subsidiary that is publicly traded, giving the holder's name and the percentage held:

Holder Entity Percentage of Ownership

9. (a) Is the Proposer or any subsidiary considering any acquisition, tender offer, merger, buy-out or other change in equity structure?..... Yes No

(b) Is the Proposer or any subsidiary aware of whether any other company or entity is considering an acquisition, tender offer, merger, buy-out or other change in equity structure of which the Proposer or any subsidiary would be a target?
..... Yes No

(c) Has either the Proposer or any of its subsidiaries undergone a new public offering of securities, or a change in the listing status of its existing securities, within the last 12 months? Yes No

(d) Is the Proposer or any of its subsidiaries intending either a new public offering of securities, or a change in the listing status of its existing securities, within the next 12 months? Yes No

If "yes" to any of the above, please provide specific details.

10. Please provide a list of all new directors and officers of the Proposer and of each subsidiary who became a director and/or officer of the Proposer and/or a subsidiary within the past 12 months.

Name Title

Is insurance being requested for each new director and officer in their listed capacity?
..... Yes No

11. (a) Have any Directors and / or Executive Officers of the Company resigned or been replaced in the past 12 months? Yes No

If "Yes," who, title and why? _____

(b) Is the Company considering a replacement of or addition of any Directors and Executive Officers of the Company within the next 13 months? Yes No

If "Yes," who, title and why? _____

12. Did the Company change its external auditing firm in the past 12 months?
..... Yes No

If "yes," why, when and to whom? _____

13. Does the Company have any plans to remove or replace its external auditor in the next 12 months? Yes No

If "Yes," why and to whom? _____

14. (a) Have all revenue recognition practices of the Company been approved by your existing external auditor, without qualification? Yes No

If "no," please provide specific details.

(b) Have the Company's external auditors recommended changes to the revenue recognition or other significant accounting practices in the past 12 months?

..... Yes No

(c) Has the Company changed or considered changes to the revenue recognition or other significant accounting practices in the past 12 months? Yes No

(d) Is the Company considering changes to the revenue recognition or other significant accounting practices? Yes No

If "yes," to (b), (c) or (d) please provide specific details.

15. Did the Company or any of directors and/or officers thereof acquire any interests in any partnerships or Special Purpose Vehicles or Entities within the past 12 months?
..... Yes No

If "yes," please provide details.

16. Does the Company anticipate having to take a significant one time charge to earnings, or restate earnings, within the next 12 months?
..... Yes No

If "yes," please provide details.

If "yes" to question 16, it is agreed that the proposed policy shall not provide any coverage for loss in connection with any claim, investigation, proceeding or action alleging or arising from such event, unless an endorsement is added to the proposed policy specifically extending coverage to such arising.

17. Has the Company made any significant changes to its specific written corporate policies with respect to directors', officers' and employees' ability to purchase or sell the Company's stock, including the ability to exercise stock options?

18. The directors or officers of the company, the General Counsel (or equivalent person) of the company and the risk manager of the company have no knowledge or information of any act, error or omission which could reasonably give rise to a claim, investigation or action under the proposed policy, except as follows: (Attach complete details.) Yes No

Cover for the United States of America

Please complete questions 18-25 if the Proposer is requesting any coverage for claims brought in the United States of America or claims made elsewhere arising out of the Company's operations in the United States of America.

19. (a) Please provide the total gross assets of the Company in North America, if such assets have significantly changed in the last 12 months? _____

(b) Please provide the total revenues of the Company derived from its activities in North America, if such revenues have significantly changed in the last 12 months?

(c) Total number of employees in the United States of America and three US states with the largest number of such employees: _____

20. In the last 12 months, did the Company acquire any ownership interest of 50% or less in any entity located or incorporated in the United States of America?

..... Yes No

If "yes":

(a) Please provide in an attachment the name of the entity, type of industry, whether public or private, and if publicly traded, type of securities (equity or debt) and the name of exchange or market on which such securities are traded:

(b) Does the Company have any representation on the Board of Directors, or as an Executive Officer, on any entity listed in question 18(a) above?..... Yes No

If "yes" to 19(b), please provide name of entity, name of individual and position.

21. Has either the Proposer or any of its subsidiaries undergone a new public offering of securities (equity or debt) in the United States of America, or a change in the listing status of its existing securities (equity or debt) traded or sold in the United States of America, within the last 12 months? Yes No

If "yes" to the above, please provide specific details, including;

- the name of the entity, and country of incorporation/formation:
- US exchange on which securities are listed,
- type of security listing (ADR and Level, Direct listing etc.),
- percentage US securities represent to all Company securities traded worldwide.

22. Is the Proposer or any of its subsidiaries intending either a new public offering of securities in the United States of America, or a change in the listing status of its existing securities presently traded in the United States of America, within the next 12 months?

..... Yes No

If "yes" to the above, please provide specific details.

23. Is the company required to follow U.S. Generally Accepted Accounting Principles (GAAP)?

Yes No

If "Yes," are the company's financial statements generally in accordance with US GAAP?

Yes No

24. Is the company or any director or officer presently the subject of a U.S. Securities and Exchange Commission (SEC) enforcement action or a U.S. Internal Revenue Service (IRS) enforcement action?

Yes No

If "yes," please provide details.

25. Is the SEC or IRS investigating or requesting information from the Company of any of the Company's directors, officers or employees?

Yes No

If "yes," please provide details.

26. Does the Company have an internal Audit Committee pursuant to U.S. statutes, rules or regulations?

Yes No

If "no," why? _____

(i) If "Yes," does the Audit Committee meet more than four times a year?

.....Yes No

(ii) If "Yes," has any member of the audit committee resigned or been replaced within the past 12 months?

Yes No

If "yes," who and why?

It is agreed that the Proposer will file with the Insurer, as soon as it becomes available, a copy of each registration statement and annual or interim report which the Proposer or any subsidiary may from time to time file with any local or foreign governmental, regulatory body or agency that regulates securities (including but not limited to the US Securities and Exchange Commission).

Consent Clause

"I agree and authorize the Company to use and disclose any information (collected or held) with regard to matters pertaining to this application, to enable the Company, its associated individuals/organizations or independent third parties, to provide advice or information covering products or services which the Company believes may be of interest to me or to communicate with me for any purpose."

Declaration

I declare on behalf of all insureds, after inquiry, that the statements and particulars in this supplemental proposal is true and no material facts have been misstated or suppressed. I agree that this proposal forms, any attachment, any information submitted therewith and any and all other information supplied or requested, shall form the basis of any Contract of Insurance effected thereon. I further undertake to inform Insurers of any material alteration to any information, statements, representations or facts presented in this proposal form occurring after the date this proposal form is signed and before the inception date of the proposed policy.

A material fact is one which would influence the acceptance or assessment of the risk. All written statements and materials furnished to the insurer in conjunction with this application are hereby incorporated by reference into this application and made a part hereof.

Signing this proposal does not bind the proposer to complete this insurance.

Signed

.....

(Authorized signatory of the insured)

Date