

MANAGEMENT LIABILITY INSURANCE – APPLICATION FORM

IMPORTANT – Please read these guidance notes before completing the Application Form. Where further information is required please refer to your Broker.

PLEASE NOTE – This Application Form is for a CLAIMS MADE policy. A CLAIMS-MADE policy only responds to “claims” made against the Insured and notified to the Underwriters during the period of insurance.

1. This Application Form must be typed or completed in ink and signed and dated by the Applicant. Please answer every question in full and sign and date the Declaration.
2. It is the duty of the Applicant to disclose all material facts to the Underwriters, as failure to do so may render any Policy voidable, or severely prejudice your rights in the event of a claim. Therefore it is crucial that the Applicant answers each question and completes the Declaration only after a full and reasonable enquiry and investigation into the facts.
3. For the purpose of the Application Form and for all purposes relating to any policy issued pursuant to this Application Form, a ‘Material Fact’ shall be deemed to be one that would be likely to influence an Underwriter’s judgment and acceptance of your Application Form. If you are in any doubt as what constitutes a ‘Material Fact’, you should consult your broker.
4. Should there be any material change in the answers given to the questions contained in the Application Form prior to the inception of the Policy, the Applicant must notify the Underwriters and, at the sole discretion of the Underwriters, any outstanding quotations may be modified or withdrawn.
5. Upon acceptance of the Underwriter’s terms and conditions and payment of the premium, all information provided by the Applicant, including this Application Form, addenda (if applicable) and the guidance notes will be deemed to be incorporated in the contract between the Underwriters and the Insured and shall be deemed the basis of the contract of insurance.

COPIES OF THE APPLICATION FORM SHOULD BE RETAINED FOR YOUR OWN RECORDS

SIGNING OF THIS APPLICATION FORM DOES NOT BIND THE APPLICANT OR THE UNDERWRITERS TO COMPLETE A CONTRACT OF INSURANCE.

1. Full Name of Company: _____

2. a) Address of the Registered Office of the Company: _____
b) Telephone No.: _____

3. Company Website Address: _____

4. Please state number of: Directors: _____ Officers: _____ Employees: _____

5. a) Where is the Company incorporated? _____
b) Date of Incorporation: _____
c) Is the Company (please tick ONE option from i – vi below):

i. Private	Yes	<input type="checkbox"/>
ii. Not-for-Profit association (non share capital company) or registered charity	Yes	<input type="checkbox"/>
iii. Publicly listed on any stock exchange or securities market	Yes	<input type="checkbox"/>
iv. a Strata company	Yes	<input type="checkbox"/>
v. a Limited Liability Partnership (LLP)	Yes	<input type="checkbox"/>
vi. Unincorporated Association	Yes	<input type="checkbox"/>
vii. Other (please give details below):	Yes	<input type="checkbox"/>

d) Please indicate whether the Company is principally described as, or is it involved in, any of the following activities:

<input type="checkbox"/> Aviation	<input type="checkbox"/> Nursing homes / hospital	<input type="checkbox"/> Investment Company
<input type="checkbox"/> Contract Management Services	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Investment Management
<input type="checkbox"/> Information Technology	<input type="checkbox"/> Tobacco	<input type="checkbox"/> Investment Trust

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| <input type="checkbox"/> Oil, Gas, Mining, Mineral Extraction | <input type="checkbox"/> Utility (electricity, gas, water) | <input type="checkbox"/> Merchant Bank |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Bank | <input type="checkbox"/> Mortgage Company |
| <input type="checkbox"/> Recruitment | <input type="checkbox"/> Credit Union | <input type="checkbox"/> Mortgage Lender |
| <input type="checkbox"/> Advertising | <input type="checkbox"/> Financial Institution | <input type="checkbox"/> Savings, Loans |
| <input type="checkbox"/> Broadcasting | <input type="checkbox"/> Fund Manager | <input type="checkbox"/> Stockbroker |
| <input type="checkbox"/> Media | <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Venture Capitalist |
| <input type="checkbox"/> Publishing | <input type="checkbox"/> Hedge Fund Manager | |
| <input type="checkbox"/> Healthcare | <input type="checkbox"/> Insurance or Reinsurance | |

If none of the above, describe the nature of the Company's operations &/or industry: _____

- e) Has the Company published reports and accounts in the two latest consecutive financial years, which show:
- i. qualified reports by independent auditors or accountants Yes No
 If the answers to is "Yes", please provide further details: _____
- ii. litigation or disputes or contingent or extraordinary liabilities Yes No
 If the answers to is "Yes", please provide further details: _____
- f) Can the Company pay any and all of its debts as they fall due? Yes No
 If the above answer is "No", please provide further details: _____
- g) Please state: Gross Total Revenue: \$ _____ Net Profit: \$ _____
 Gross Total Assets: \$ _____ Gross Total Liabilities: \$ _____
 Total Employees (excluding volunteers): _____

6. After full and reasonable investigation, does the Applicant and Directors and Officers and the Company and the employees and the trustees and the committee members have any knowledge of the following:
- a) any intention for the Company to be acquired by, or merged with, any other entity, or for there to be any other material change in the ownership of the Company (including but not limited to, a management buy-out or an offering of its share capital or securities)? Yes No
- b) any event of the sort referred to in question 5a) having taken place in the last 24 months? Yes No
- c) any claims, or circumstances which may give rise to a claim, or any disciplinary proceedings or any complaints having been threatened or intimated or made (successfully or otherwise) against the Directors or Officers or the Company or the employees or the trustees or committee members or the Applicant in respect of the legal liabilities or loss to which this Application Form relates? Yes No
 If, Yes, please provide details: _____

Questions 7-10: Optional Coverage Extensions

7. Is insurance sought for claims in respect of:
- a) Coverage for legal liabilities which fall within the legal jurisdiction of the United States of America? If 'Yes', please answer 7 a) i. Yes No
- i. Does the Company have any Employees or Locations or Assets or Shares or Funds or Subsidiary Companies domiciled or incorporated in the United States and/or earn Gross Revenue in the United States of America in excess of 30% of Total Gross Revenue? Yes No
- b) Employee benefit and pension plans? (If 'Yes' then answer question 8) Yes No
- c) Employment Practices Liability Entity Cover? (If 'Yes' then answer question 9) Yes No
- d) Kidnap & Ransom (If 'Yes' then answer question 10) Yes No
8. Only answer if the answer to 6b) is Yes:
 Can the Applicant confirm that all employee benefit and pension plans have no more than 5% of their investments in the shares or other securities of the Company and that these plans are adequately funded and are neither in deficit or 'run-off' and are approved without qualification by an appropriate independent third party? Yes No

9. Only answer if the answer to 6c) is Yes:

- a) Does the Company have written procedures, contracts of employment, personnel files, and employee handbook? Yes No
- b) Does the Company minute all grievance and disciplinary hearings? Yes No
- c) Does the Company expect there to be any redundancies or other reductions amongst its employees in the next 24 months? Yes No
- d) Has there been more than 10% of the employees of the Company resign, or made redundant, or dismissed during the last 24 months? Yes No
- e) Does the Company plan to make any amendments to the employee benefits package in the next 24 months nor has done so during the last 24 months? Yes No
- f) Does the Company pay an average annual gross salary of more than \$500,000 to any full-time employee? Yes No

10. (Only answer if the answer to 6.d) is yes:

a) Please list the locations of all overseas operations with the approximate number of employees at each operation:

Country	Approximate No. of Employees	Country	Approximate No. of Employees
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

b) Do any members of staff travel outside Europe, Canada and the USA? Yes No

If yes, please give details: _____

11. Does any person or entity hold (beneficially or otherwise) more than twenty five percent (25%) of the issued share capital of the Company? Yes No

If Yes, please provide details of the shareholder(s) and percent shares owned:

_____	_____ %	_____	_____ %
_____	_____ %	_____	_____ %

12. Does the Company have D& O coverage in place? Yes No

If 'Yes', please answer 12 a) to e)

- a) On what date did the first D&O policy become effective? _____
- b) If known, what is the retro-active date as stated on the current policy (if 'none' or 'not known', state 'N/A')? _____
- c) What is the current policy Limit? \$ _____
- d) What is the current premium? \$ _____
- e) What is the name of current insurer? _____

13. Please select which of the following Limits of Liability are sought for quotation:

- \$1,000,000
 \$2,000,000
 \$5,000,000
 \$10,000,000
 Other: (please state) \$ _____

DECLARATION

The Applicant declares and warrants that:

- i) after full and reasonable enquiry and investigation and to the best of his/her knowledge and belief all statements and particulars contained in this Application Form (if applicable) any addenda hereto are true and that no information whatsoever has been withheld which might increase the risk of the Underwriters or influence the acceptance of this Application Form, and
- ii) should the above particulars alter in any way that he/she will advise the Underwriters as soon as is practicable, and
- iii) he/she has been duly authorized by the Directors and Officers and the Company to act as their agent in respect of all matters of any nature or kind relating to or affecting this Application Form and the Policy.

The Applicant understands that failure to disclose any material facts which would be likely to influence the acceptance and assessment of the Application Form may result in the Underwriters refusing to provide indemnity or voiding the Policy in every respect.

The Applicant hereby agrees and accepts that this Application Form and (if applicable) addenda hereto shall be the basis of the contract of insurance if entered into. The Underwriters are hereby authorized, at their absolute discretion, to make any investigation and enquiry in connection with regard to this Application Form as they deem necessary.

For and on behalf of (name of Company): _____

Signature: _____

Date: _____

Name of Signatory: _____

Position: _____

Position must be the Chairman or Managing Director or Chief Executive or any equivalent of the Company

Brokerage: _____

Broker e-mail: _____

Broker signature: _____

Date: _____

DECLARATION SHOULD BE COMPLETED AND DATED NO EARLIER THAN 14 DAYS BEFORE QUOTING. MOREOVER, QUOTES CAN BE OFFERED FOR UP TO 60 DAYS FROM THE DATE OF THE DECLARATION

NOTICE CONCERNING PERSONAL INFORMATION

By purchasing insurance from Simmlands Insurance Services Ltd., a customer provides Simmlands with his or her consent to the collection, use and disclosure of personal information, including that previously collected, for the following purposes:

- the communication with underwriters;
- the underwriting of policies;
- the evaluation of claims;
- the detection and prevention of fraud;
- the analysis of business results;
- purposes required or authorized by law.

For the purposes identified above, personal information may be disclosed to Simmlands and any affiliated companies and service providers.

Further information about Simmlands personal information protection policy may be obtained by contacting their privacy officer at 416-408-1920.