

Directors & officers liability insurance

Application form

MARKEL



Directors & officers liability insurance

Application form



This is an application for a claims made and reported policy. Various provisions within the policy will restrict coverage.
Please answer all questions.

If space is insufficient, attach details by addendum.

General Information

A. Insured information

Applicant	
Principal address	
Province/State of incorporation	
Website address	

The Applicant has continuously been in business since.

Nature of business.

Products and services.

B. Operations

Type of Business Entity (please check (✓) applicable description):

- | | |
|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Limited Partnership/Limited Liability Company |
| <input type="checkbox"/> Not for Profit/Tax exempt company | <input type="checkbox"/> Union/Labour Organization |
| <input type="checkbox"/> Partnership/Joint Venture | <input type="checkbox"/> Other (please specify) |

If 'Other'.

Does the Applicant act as a general partner, partnership manager or participate in any joint ventures? Yes No

If 'Yes', and coverage is required, please attach a list of these entities and indicate for each the nature of business and percentage ownership held by the Applicant.

Are there any entities owned less than 51% for which coverage is requested? Yes No

If 'Yes', and coverage is required, please attach a list of these entities and indicate for each nature of business and percent of ownership held by Applicant.

	Canada	US	Other	Please specify country if other
Number of Locations				
% of Sales	%	%	%	%
% of Assets	%	%	%	%

Has the Applicant at any time over the last three years been in breach of any debt covenants or loan agreements? Yes No

If 'Yes', attach details.

Has the Applicant in the past 12 months completed or agreed to, or does it contemplate within the next 12 months, any of the following, whether or not such transactions were or will be completed:

A merger, acquisition, consolidation or tender offer? Yes No

Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business in an amount exceeding 25% of the Applicant's consolidated assets? Yes No

Any registration for a public offering or private placement of securities, including debt or shares? Yes No

Protection under the Companies' Creditors Arrangement Act (CCAA) in Canada or Chapter 11 in the U.S.A., or reorganization or arrangement with creditors under provincial or state law or similar provisions in any other jurisdiction? Yes No

Any branch, location, facility, office or subsidiary closings, or layoffs? Yes No

Changing auditors? Yes No

If 'Yes' to any of the above questions attach details.

Does the Applicant perform any professional services for a fee? Yes No

If 'Yes', attach details.

C. Financial

Please complete the following information for the current year: or provide the most recent Quarterly and Annual financial statements.

Total Assets

Current Assets

Current Liabilities

Total Debt

Annual Revenue

Net Income

Cash flow from Operations

Name of auditor / accountant

How often is an audit done?

Has the Applicant changed its auditor / accountant in the last five years? Yes No

If 'Yes', attach details.

D. Requested Insurance

Coverage Type	Limit	Retention	Policy Period	
<input type="checkbox"/> Directors and Officers			to	
<input type="checkbox"/> Employment Practices Liability			to	
<input type="checkbox"/> Fiduciary Liability/Pension Trust Liability			to	

For-profit Directors and Officers Liability Module

A. Ownership structure

Are there any classes of shares or debt publicly traded or the subject of a shelf registration? Yes No

Are there more than one class of shares outstanding? Yes No

If 'Yes', attach details.

Stock Symbol Exchange?

As of:

Number of common shares outstanding Number of Shareholders

	Canada	US	Other	Specify country
Percentage of Shares held in:	%	%	%	

Percentage of voting shares owned by Directors and Officers (direct and beneficial):

Does any shareholder own 20 percent (20%) or more of the voting shares directly or beneficially? Yes No

If 'Yes', attach details.

Are there any other securities convertible to voting stock? Yes No

If 'Yes', attach details.

Does the applicant have:
an insider trading policy. Yes No

a corporate communications and disclosure policy? Yes No

B. Corporate Governance

Has the CEO or CFO of the company changed in the past 2 years. Yes No

Does the company publish a Sustainability Report? Yes No

Are the company's Greenhouse Gas Emissions estimates within this Sustainability Report audited by a third party? Yes No

Who is the third-party audit performed by?

C. Prior Knowledge

Has the Applicant or any director, officer or other proposed entity or person been involved in any of the following:

Civil or criminal action or administrative proceeding alleging violation of a federal, provincial, state or foreign securities law? Yes No

Anti-trust, copyright or patent litigation? Yes No

Representative actions, class actions or derivative suits? Yes No

Investigation by the Securities and Exchange Commission (SEC) or similar provincial, state or foreign agency? Yes No

Any action for suspension or revocation of a license or for any professional disciplinary sanction? Yes No

Other than those identified in your response to question above, is there any claim now pending, or has any other claim been brought at any time during the last three (3) years, against any Applicant or any proposed entity or person in his or her capacity as a director, officer or other managerial position of any entity?

Yes No

If 'Yes' to any the above Prior Knowledge questions attach details.

D. No Prior Insurance Warranty

If no prior Directors and Officer's Liability insurance please skip.

Have any of the Applicant's current directors and officers liability insurers indicated their intent not to offer renewal terms?

Yes No

If 'Yes', attach details.

Has the Applicant or any director, officer or other proposed entity or person given written notice under the provisions of any prior or current directors and officers liability policy, or similar policy, of specific facts or circumstances which might give rise to a claim being made against any proposed entity or person?

Yes No

If 'Yes', attach details.

Have any loss payments been made on behalf of any Applicant or any director, officer or other proposed entity or person under any prior or current directors and officers liability policy or similar insurance?

Yes No

If 'Yes', attach details.

E. Prior Directors and Officers Liability Insurance

Insurer	Limit	Retention	Policy period	Premium	Pending and Prior Litigation date

F. Additional information required

Please attach the following as applicable:

- Latest Annual Report to Stockholders, audited financial statements and quarterly financial statements
- Copy of the Notice to Stockholders, Annual Information Circular, Proxy Statement for the most current annual meeting
- Copy of the indemnification provisions of the charter, by-laws or articles of incorporation
- Complete list of all proposed Directors and Officers of the Applicant(s)

It is agreed that if any such claims, facts, circumstances or situations exist, whether or not disclosed, any claim or action based upon or arising from them shall be excluded from this proposed coverage.

THE UNDERSIGNED HEREBY ACKNOWLEDGES THE TRUTH OF THE STATEMENTS CONTAINED HEREIN.

I AUTHORIZE YOU TO COLLECT, USE AND DISCLOSE PERSONAL INFORMATION AS PERMITTED BY LAW, IN CONNECTION WITH YOUR COMMERCIAL INSURANCE POLICY OR A RENEWAL, EXTENSION OR VARIATION THEREOF, FOR THE PURPOSES NECESSARY TO ASSESS THE RISK, INVESTIGATE AND SETTLE CLAIMS, AND DETECT AND PREVENT FRAUD, SUCH AS CREDIT INFORMATION, AND CLAIMS HISTORY.

For purposes of the Insurance Companies Act (Canada), this document was issued in the course of Lloyd's Underwriters' insurance business in Canada.

MUST BE SIGNED BY THE PRESIDENT, CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER OR HUMAN RESOURCES MANAGER.

(no other signature is acceptable).

*Signature of Applicant (authorized representative):	Name:
*Title:	Date:

For contact information visit: www.markel.ca