

Directors' & Officers' Liability Proposal Form

Please Note:

- This is a proposal form for a policy relating to claims made against the Insured during the period of the policy only ("CLAIMS MADE").
- Please answer all the questions giving full and complete answers. Please use a separate sheet of paper if insufficient space. If necessary please write additional relevant facts on a separate sheet of paper.
- The proposal form must be completed and signed & dated by a person who is of legal capacity and have the authorisation to request this insurance for the Proposer.
- This form does not bind the Proposer but will form part of the Insurance contract if taken up.
- All material facts must be disclosed, as failure to do so may render any policy or certificate voidable, or severely prejudice your rights in the event of any claim. A material fact is one likely to influence acceptance or assessment of the proposal by Underwriters. If you are in doubt as to what constitutes a material fact, you should consult your broker.

Please supply the following additional information:

- Company Brochure
- CV's of Principals
- The last two (2) Annual Reports and financial statements (including audit report) of the Company.
- The last Interim Statement of the Company (if applicable).
- The Company's Articles of Association.

1. PROPOSER'S DETAILS

Proposer's Name _____

Identification or Passport Number / Company Registration Number _____

Postal Address

Street and Number _____

Post Code _____ Town/Village _____ District _____

Contact Number _____ Mobile Number _____ Fax _____

Email Address _____

Website Address _____

Country of Residence: _____

When was the Firm(s) established? _____

2. PERIOD OF INSURANCE

From ____:____ a.m. / p.m. of ____/____/____ to midnight of ____/____/____

3. GENERAL QUESTIONS

3.1. Please state the name(s) and address(es) (including the addresses of any branch office) of all Firms for whom insurance is required.

COSMOS INSURANCE COMPANY PUBLIC LTD

HEAD OFFICE

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P.O.Box 21770, 1513 Nicosia
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cosmosinsurance.com.cy

3.2 Please declare your Annual Turnover for:

- the Previous Year
- the Current Year
- Next Year (estimate)

3.3. During the last five years has:

- | | | |
|--|------------------------------|-----------------------------|
| I. The name of the Company changed? | ☐ Yes | ☐ No |
| II. Any acquisition or merger taken place? | ☐ Yes | ☐ No |
| III. Any subsidiary been sold/ceased trading? | ☐ Yes | ☐ No |
| IV. Any Rights Issue taken Place? | ☐ Yes | ☐ No |
| V. The capital structure of the Company changed? | ☐ Yes | ☐ No |
| VI. The Company changed its external auditors or legal advisors? | ☐ Yes | ☐ No |
| VII. Has the Company publicly revealed that it has under consideration at the present time any acquisitions, mergers or tender offers? | ☐ Yes | ☐ No |
| VIII. Is the Company aware of any proposal relating to its acquisition by another company within the next year? | ☐ Yes | ☐ No |
| IX. Is the Company intending a public or private offering of securities within the next year? | ☐ Yes | ☐ No |

If Yes to any of the above, please provide full details below:

.....

.....

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

.....

.....

.....

3.5. Please state whether the Firm(s) named in answer to Question 1 is connected or associated (financially or otherwise) with any other practice, company or organisation. ☐Yes ☐No

If Yes, please give full details:

3.6. Is the Company:

- I) Private? ☐ Yes ☐ No
- II) Public? ☐ Yes ☐ No
- III) Listed on the London Stock Exchange? ☐ Yes ☐ No
- IV) Listed on any other Stock Exchange? ☐ Yes ☐ No

If the answer is Yes to any of the above, please provide full details:

3.7. Please state:

Total number of shares issued

Total number of Shareholders

Total number of shares owned by Directors and Officers (both direct & beneficial)

Details of all holdings representing 15% or more of the Company's Ordinary Share Capital:

Shareholder	% of Shares held

3.8. North American Cover

Please only answer this question if cover is required for claims made in the USA or Canada, or claims made elsewhere arising out of the Company's operations in the USA/Canada.

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

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

Company's name %

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

Name Company Minority Stock (%)

3.8.3. (a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America? ☐ Yes ☐ No

If Yes,

- On what date was the last offer / tender / issue made? ____/____/____
- Was the offer subject to the United States Securities Act of 1993 and / or The Securities Exchange Act of 1934 and / or any amendments thereto?
☐ Yes ☐ No
- If any stocks or shares are traded in form of ADR's, please advise:
whether they are sponsored or un-sponsored? _____
the percentage traded as a total of issued share capital? ____%
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

3.8.4. Has a 20-f filing been made to the USA regulatory authorities? ☐ Yes ☐ No

If not applicable please confirm details:

4. PREVIOUS/CURRENT INSURANCE

4.1. Does the Company currently have a Directors' & Officer's Liability Insurance in force? ☐ Yes ☐ No

If Yes, please provide the below details:

Insurer:

Expiry Date:/...../.....

Limit of Indemnity: € any one event or series of events

€ aggregated, per period of insurance

Excess: €

Retroactive Date:/...../.....

4.2. Has any previous policy for Directors & Officers Liability Insurance been cancelled or refused or had any special terms imposed by any insurer?

☐ Yes ☐ No

If Yes, please provide full details:

4.3. Please tick the Limit of Indemnity required:

☐ €500.000 ☐ €1.000.000 ☐ €2.000.000 ☐ Other: €

What Excess is the Proposer prepared to carry uninsured?

☐ €1.500 ☐ €3.000 ☐ €5.000 ☐ Other: €

4.4. If available do you require insurance for any of the following extensions:

- Reinstatement to limit of indemnity ☐ Yes ☐ No
- Aggregate "cap" for the excess ☐ Yes ☐ No
- Fidelity Extension ☐ Yes ☐ No

5. CLAIMS/CIRCUMSTANCES INFORMATION

5.1. To the best of your knowledge and belief have any claims alleging negligent act, error or omission (successful or otherwise) ever been made against the Firm(s), or their predecessors in business, or any of the present or past or former partners, principals or directors? ☐ Yes ☐ No

If Yes, have such matters been notified to current or previous Insurers? ☐ Yes ☐ No

Please provide full details:

5.2. Are there pending or have there been any claims against any Director or Officer of the Company (whether or not insurance has been previously been purchased)? ☐ Yes ☐ No

If Yes, have such matters been notified to current or previous Insurers? ☐ Yes ☐ No

Please provide full details:

5.3. Are any of the partners, directors or principals, after having made full enquires, including of all staff, aware of any of the following matters?

i) Any circumstances which may give rise to a claim against the Firm(s) or their predecessors in business or any of the past or present or former partner, director principal or employees?

☐ Yes ☐ No

ii) The receipt of any complaints, whether oral or in writing, regarding services performed or advice given by the Firm(s)?

☐ Yes ☐ No

iii) Any incident or circumstance which may give rise to a claim against any Director or Officer of the Company in such capacity?

☐ Yes ☐ No

If Yes to any of the above, please provide full details:

6. OTHER INFORMATION

Are there any other facts of which Insurers should be aware:

☐ Yes

☐ No

If Yes, please provide full details:

Please note that in your own interests you must disclose all material facts relative to this application for insurance which may influence Insurers attitude towards the risk they are underwriting. Failure to make such disclosure may render the Policy voidable.

7. PREMIUM PAYMENT INSTRUCTIONS

Please tick ✓ the desired frequency of payment for this annual policy

☐

1 Annual Installment

☐

2 Semi-Annual Installment

☐

3 Continuous, monthly Installments

☐

4 Quarterly Installments

8. DECLARATION

I, the undersigned, hereby declare that I have carefully read and fully understood all the questions included in the present Proposal Form and all my answers are true and complete and I did not conceal, counterfeit or misrepresent any material fact(s) and that the present proposal is fully binding upon me and shall form the basis of the insurance contract between myself and COSMOS INSURANCE COMPANY PUBLIC LTD (hereinafter called "COSMOS") that shall be issued.

The signing of the present proposal does not offer any cover and does not bind COSMOS to enter into insurance contract and the latter reserves its right to accept or amend or decline the terms of the proposed cover. The insurance shall come into force once the risk is accepted by COSMOS and the insurance policy is issued and delivered to me.

Date

Proposer's Signature

Insurance Intermediary _____

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Data Protection-General Data Protection Regulation (GDPR) (EU) 2016/679

In accordance with the provisions of the General Data Protection Regulation (GDPR) (EU) 2016/679 and any other relating legislation, COSMOS is the Controller of such Personal and/or Sensitive Data. Accordingly, COSMOS may gather and process personal data only for the sole purpose of providing the services requested by the Proposer. COSMOS may transfer/process personal data to a third party to the extent that this is required as a contractual necessity, on the ground of legal obligations, and legitimate interest.

The personal data will be recorded in an electronic or any other form to the personal data filing system(s), within the meaning of the Law, maintained by COSMOS or by any other company or person with which co-operation exists and/or an agreement is in force.

The recipients of the personal data shall be the duly authorized personnel of the COSMOS and of any other company or person with which co-operation exists and/or an agreement is in force. The processing of such data is confidential and shall be carried out only by persons acting under the authority of COSMOS.

The Proposers have the right to request:

- a copy of their Personal Data
- correction of their Personal Data
- the erasure of Personal Data
- COSMOS to stop processing their Personal Data
- the restriction of processing of their Personal Data and/or
- the transfer of Personal Data to another party

Proposers who wish to exercise their rights in accordance with the provision of the GDPR or other relating legislation as described above or need further information as to the way we process personal data may contact COSMOS Data Protection Officer through email at DPO@cosmosinsurance.com.cy

Further information regarding data protection can be found in our Privacy Policy on our company's website.

Consent Form for Commercial Use

Additionally I acknowledge that COSMOS offers other insurance products related to my needs and therefore I declare that I consent that COSMOS processes my general personal Data, for the purposes of promoting other insurance related products and services to me

YES
☐

NO
☐

Date

Proposer's Signature

APPENDIX

EXTERNAL DIRECTORSHIP SUPPLEMENTARY QUESTIONNAIRE (if required)

1. When managing companies do you always:

- | | | |
|--|------------------------------|-----------------------------|
| (a) Act as Board Member? | ☐ Yes | ☐ No |
| (b) Appoint all the Board Members? | ☐ Yes | ☐ No |
| (c) Do you only use as Directors people who are known to the Firm? | ☐ Yes | ☐ No |

If No to any of the above please describe on a separate sheet, the methods used for appointing Directors, and the circumstances under which Directors who are closely connected with the client company are appointed.

2. Please indicate the proportion of companies under your management where you do not act as a Board Member. Please also indicate the type of services provided in these circumstances:

3. Is Directors and Officers cover only required in respect of the Assured's Directors, Partners and Employees? ☐ Yes ☐ No

If No, is cover required for any other Directors and Officers of managed companies?

☐ Yes ☐ No

If so please confirm the following:

Name	That the Director is being appointed by the Insured	The amount of fees paid	That this amount is included in the fees declared in the proposal form

4. Do you provide investment management and advice? ☐Yes ☐No

If Yes do you have a written agreement, standard form of contract or other methods of defining the work undertaken in respect of investment management services – please provide a copy

5. Do you have standard terms of engagement/contracts with your clients? ☐Yes ☐No

If Yes, please confirm the jurisdictions that such contracts are subject to:

6. Are the client company or trust funds kept separate from the management companies own funds and from the funds of other trust and management companies under the proposers control?

☐Yes ☐No

If No, please explain how funds are operated:

7. When managing companies do you ever grant power of attorney? ☐Yes ☐No

If Yes, please describe the circumstances under which you grant power of attorney and confirm whether these are for specific purposes and limited in duration:

8. When managing companies do you ever act as Board members without control of the companies bank account? ☐Yes ☐No

If Yes, please describe the circumstances under which you so act:

9. When managing companies do you ever act as Board members for companies acting as vehicles for financial structures engaged in raising funds? ☐Yes ☐No

If Yes, please describe the circumstances under which you act and the jurisdiction where such directorships are held: