



DIRECTORS AND OFFICERS LIABILITY INSURANCE APPLICATION

**THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY WITH DEFENCE COSTS INCLUDED IN THE LIMIT OF LIABILITY
PLEASE ANSWER ALL QUESTIONS. IF SPACE IS INSUFFICIENT, ATTACH DETAILS BY ADDENDUM**

GENERAL INFORMATION

1. **Applicant:** _____

Principal Address: _____

Province/State of Incorporation _____ Website: _____

2. The Applicant has continuously been in business since: _____

3. Nature of business: _____

Products and Services: _____

4. Type of Business Entity (please check applicable description):
 Corporation Income Trust/Income Fund Limited Partnership General Partnership
 Other (please specify): _____

5. The following person of the Applicant is designated to receive any and all notices from **Underwriters** or their authorized representative(s) concerning this insurance:

6. Are there any subsidiaries or other entities 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.

7. Please complete the following information for the current year:

Total Assets: _____ Annual Revenue: _____ Total employees: _____

| | Canada | U.S.A. | Other (Please Specify) |
|--------------------------|--------|--------|------------------------|
| Number of Locations: | | | |
| Percentage of Employees: | % | % | |
| Percentage of Sales: | % | % | |
| Percentage of Assets: | % | % | |

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

OWNERSHIP/STRUCTURE

9. Are there any classes of shares 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(s): _____

10. As of: _____

a) Total number of common shares outstanding: _____
 Total number of common shareholders: _____
 Percentage of common shares held in:
 Canada: _____ % U.S.A.: _____ % Other: _____ %

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

c) Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially? **If 'Yes', attach details.** Yes No

d) Are there any other securities convertible to voting stock? **If 'Yes', attach details.** Yes No

e) Is there a current shareholder rights plan/poison pill in place? Yes No
 If Yes, when was it instituted? _____

OPERATIONS/HISTORY

11. Has the Applicant at any time over the last three years been in breach of any debt covenants or loan agreements? **If 'Yes', attach details.** Yes No
12. 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) A merger, acquisition, consolidation or tender offer? Yes No
 - b) 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
 - c) Any registration for a public offering or private placement of securities? Yes No
 - d) 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
 - e) Any branch, location, facility, office or subsidiary closings, or layoffs? Yes No
- If 'Yes' to any of the questions 12 a) to e), attach details.**
13. Does the Applicant perform any professional services for a fee? **If 'Yes', attach details.** Yes No
14. Does the applicant have:
- a) an insider trading policy. Yes No
 - b) a corporate communications policy? Yes No
15. Does the Applicant have written procedures in place regarding:
- a) Equal opportunity employment? Yes No
 - b) Anti-discrimination? Yes No
 - c) Anti-sexual harassment? Yes No
 - d) Progressive discipline? Yes No
16. a) Has the Applicant changed independent auditors in the past 2 years? **If 'Yes', attach details.** Yes No
- b) Has the Applicant had any changes in the board of directors or senior management within the past 2 years? **If 'Yes', attach details.** Yes No

17. Has the Applicant or any director, officer or other proposed entity or person been involved in any of the following:
- a) Anti-trust, copyright or patent litigation? Yes No
 - b) Civil or criminal action or administrative proceeding alleging violation of a federal, provincial, state or foreign securities law? Yes No
 - c) Representative actions, class actions or derivative suits? Yes No
 - d) Investigation by the Securities and Exchange Commission (SEC) or similar provincial, state or foreign agency? Yes No
 - e) Any other criminal actions? Yes No
 - f) Any action for suspension or revocation of a license or for any professional disciplinary sanction? Yes No

If 'Yes' to any of the questions 17 a) to f), attach details.

18. Other than those identified in your response to question 17, 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', attach details.

PRIOR INSURANCE

19. a) Does the Applicant currently have directors and officers liability insurance? Yes No
If 'No', go to question 20 and complete the warranty statement.

If 'Yes', provide the following:

| Insurer | Limits | Deductible | Policy Period | Premium |
|---------|--------|------------|---------------|---------|
| | | | | |

- b) 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.
- c) 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.
- d) 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.

PRIOR KNOWLEDGE/WARRANTY

20. No director, officer or other person proposed for coverage has knowledge or information of any facts, circumstances, or situations involving the Applicant, its subsidiaries, or affiliates or any person proposed for coverage which could reasonably be expected to result in any future claim being made against them which would fall within the scope of the proposed coverage?

If no such knowledge or information, check here: 'None' Otherwise, attach details

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.

COVERAGE REQUESTED

21. Limits of Liability: _____ Retention: _____

Policy Period: From: _____ to: _____

ADDITIONAL INFORMATION REQUIRED

22. 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)

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
OR THE CHIEF EXECUTIVE OFFICER**
(no other signature is acceptable).

Signature of Applicant (authorized representative)

Date

Title

SUBMITTED BY: _____

EMAIL: _____

**For contact information visit:
www.markelinternational.ca**