

Directors and Officers Liability Proposal Form

IMPORTANT NOTE

This is a proposal form for a policy relating to claims made against the Directors and/or Officers of the Company shown in answer to Question 1(a) and of its subsidiary companies (hereinafter referred to as the Proposers) during the currency of the said policy.

In the event that there is any material change in the answers given to the questions contained in this proposal form prior to the inception of the policy, the Proposers must notify Underwriters and, at the sole discretion of Underwriters, any outstanding quotations may be modified or withdrawn.

The following documents must be submitted with the proposal form:-

- a. The audited accounts of the Company for the last 2 financial years;
- b. The latest interim statement (if applicable);
- c. A copy of all circular letters sent to the company's shareholders during the past 12 month;
- d. The latest audited accounts of the ultimate Holding Company if applicable.

The particulars and statements contained in this proposal form and any other information submitted are the basis for the proposed policy and will be considered as being incorporated into and constituting a part of the proposed policy.

All questions must be answered to enable a quotation to be given. The completion and signature of this proposal form does not bind the Proposer's or the Underwriters to complete a contract of insurance. If there is insufficient space to answer questions, please use an additional sheet and attach it to this form (please indicate question number).

1a. Name of the Company:

1b. Address of Head Office:

1c. If the Company stated in (a) is a subsidiary of another company, please state the name and address of the ultimate Holding Company:

2a. Type of company (e.g. Public, Private, Close, Mutual etc):

2b. Nature of business:

2c. Date since the Company has continuously carried on business:

3. Name of each member of the Board of Directors of the Company:

Name	Date of appointment

4. Is cover required under this policy for Directors or Officers of the Company or of its subsidiary companies whilst holding positions in any associated company? YES | NO

If YES, please provide in respect of each appointment the following:

Company in which position held	Country of Incorporation	Activity	Net Profit	Net Worth

5a. How many shareholders does the Company have?

5b. Are there any shareholders who own 10% or more of the issued shares? YES | NO

If so, detail the shareholders and percentages owned:

6. Is the Company:

Listed on any Stock Exchange? YES | NO

If so, please state which and date listing obtained:

Listed on the Unlisted Securities Market? YES | NO

Traded in any other way? YES | NO

If so, please specify:

7. Please give the total gross assets of the Company and its subsidiary companies and the number of employees in:
i. the United States of America

ii. Canada

8. In respect of any subsidiary company in the United States of America please advise:

a. The name of the subsidiary

b. The company's percentage interest (where not 100% owned please state who owns the minority stock):

9. Does the Company or any of its subsidiaries have any of their stock, shares or debentures issued in the United States of America or Canada? YES | NO

If so, please advise:

a. On what date the last offer/tender/issue was made?

b. Was the offer subject to the United States Security Act 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereto?

10. Please enclose a copy of the latest 20-F filing or similar filing made to the USA Regulatory Authorities:
If not applicable please confirm.

11. Has the company made any acquisitions or disposals during the past 18 months? YES | NO

If so, please provide details:

12. Has the Company, within the past 8 months:

i. Filed any registration statement for a public offering? YES | NO

ii. Issued any shares (common or otherwise)? YES | NO

iii. Is any such offering or share issue contemplated in the next 12 months? YES | NO

If yes, please provide details:

13a. If Directors and Officers Liability Insurance has been carried during the past 3 years please state:

i. The name of the Insurers:

ii. The period of the policy:

iii. The Indemnity Limit:

iv. The premium (for the last policy issued)

13b. As far as is known, have the Proposers ever been refused this type of insurance or had a similar insurance cancelled?
YES | NO

If so, please provide details:

14a. If an insurance similar to that now proposed has been or were now in effect would any claim which has been made or which is now pending against any persons proposed for insurance have fallen within the scope of such insurance?
YES | NO

If yes, please provide details:

14b. Is any person proposed for insurance aware, AFTER ENQUIRY of any circumstances or incident which he/she has reason to suppose might afford grounds for any future claim as would fall within the scope of the proposed insurance? YES | NO

If so, please provide details:

15. Amount of Indemnity required:

IMPORTANT NOTE

You should not sign this Proposal Form and its statements or declarations before you have read and understood them. If this document is being completed by someone else on your behalf please ensure that the details on it accurately reflect what you have said.

APPLICABLE LAW

Unless both you and we agree otherwise this contract shall be subject to Maltese Law and to the exclusive jurisdiction of the Maltese courts.

INSOLVENCY

In the event that we become insolvent and unable to meet our obligations under this contract, limited compensation may be available to you under the Protection and Compensation Fund Regulations, 2003.

COMPLAINTS

We are committed to providing good quality services. We recognise that a client may not be satisfied with the service provided. To deal with this we have a complaints procedure. For the sake of clarification a complaint is broadly defined as being a written expression of dissatisfaction with services that we provide or actions we have taken that require a response. We distinguish complaints from queries. Queries are challenges to specific decisions in specific circumstances.

The Company will deal with your complaint

The Company does not look at complaints as unwanted. In fact, they may help the Company to see where its services or procedures may be improved. It is in the parties' interest for the Insured to let the Company know when the Insured feels that the Company has made a mistake or done something which the Insured finds unsatisfactory. Even if the Insured does not think that the particular concern amounts to a complaint the Company would still like to know about it. The Insured will help the Company improve its service further.

HOW TO COMPLAIN

STEP 1 – CONTACTING THE COMPANY

The first step is to talk to a member of the Company's personnel or of the intermediary if the Policy was arranged through one. This can be done informally either directly or by telephone.

Usually the best person to talk to will be the person who dealt with the matter the Insured is concerned about as they will be in the best position to help the Insured promptly and to put things right. If they are not available or the Insured would prefer to approach someone else then address the matter to the manager or senior person responsible. The Company will seek to resolve the problem immediately. If the Company cannot do this then the Company will take a record of the concern and arrange the best way and time for getting back to the Insured. This will normally be within two working days.

STEP 2 – TAKING THE COMPLAINT FURTHER

If the Insured is still unhappy the next step is to put the complaint in writing, addressing it to the Complaints Officer, setting out the details, explaining what the Insured thinks went wrong and what the Insured feels would put things right. If the Insured is not happy about writing a letter, the Insured can always ask a member of the Company to take notes of the complaint which the Insured will be then asked to sign. The Insured will be provided with a copy for their own reference. This record will be passed promptly to the Complaints Officer to deal with.

Once the Complaints Officer receives a written complaint, s/he will arrange for it to be fully investigated. The complaint will be acknowledged in writing within five working days of receiving it and the letter will state when the Insured can expect a full response. This should normally be within fifteen working days unless the matter is very complicated such as where other organisations need to be contacted. Where this is the case the Company will still let the Insured know what action is being taken and will inform the Insured when the Company expects to provide a full response.

TAKING YOUR COMPLAINT ELSEWHERE

If you are still not satisfied with the Complaints Officer's response, you can always seek advice elsewhere. You may contact:

Office of the Arbiter for Financial Services
First Floor
St Calcedonius Square
Floriana FRN1530
Malta
Telephone: 8007 2366 or 21249245
E-mail: complaint.info@financialarbiter.org.mt
Website: www.financialarbiter.org.mt

The Office of the Arbiter will expect that you have a final reply to your complaint from us before approaching them.

DATA PROTECTION PERSONAL PROCESSING CLAUSE

The Proposer is hereby informed and expressly consents, by signing this document, to the processing of the data voluntarily provided in this document, as well as of any data which might be provided to MAPFRE Middlesea Plc or "The Company" directly or through an Insurance Intermediary, and those obtained by recording telephone conversations or as a result of browsing through Internet webpages or by other means, for the enforcement of the agreement or regarding a quotation, application, or the contracting of any service or product, even after the end of the pre-contractual or contractual relation, including, if applicable, any communication or international data transfer which might be made for the purposes specified in the Additional Data Protection Information which is available from any MAPFRE Middlesea Plc Office or through <http://melitaunipol.com/MMS-Informative-Clause-Customer-Level-2-325.aspx>

The Proposer consents in turn to the recording of any telephone conversations with the Company regarding the insurance agreement.

MAPFRE Middlesea Plc may view the Proposer's data in files regarding the fulfilment and non-fulfilment of monetary obligations.

Should the data provided pertain to physical persons other than the Proposer, the latter guarantees that he/she has obtained and has their prior consent for the communication of their data and has informed them, prior to their inclusion in this document, of the purposes of the data processing, communications, and other terms established herein and in the Additional Data Protection Information.

The Proposer declares that he/she is older than eighteen (18) years of age. Likewise, should the data provided belong to minors, as the minor's parent(s) or guardian(s), he/she expressly authorises the processing of the said data, including; if applicable, data pertaining to health, for the management of the purposes specified in the Additional Data Protection Information which is available from any MAPFRE Middlesea Plc Office or through <http://melitaunipol.com/MMS-Informative-Clause-Customer-Level-2-325.aspx>

The Proposer guarantees the accuracy and truthfulness of the personal data, including sensitive personal data provided, undertaking to keep them duly updated and to notify MAPFRE Middlesea Plc of any changes in them.

Basic data protection information

Controller:	MAPFRE Middlesea Plc
Purposes:	Management of the insurance agreement, creation of profiles for suitable enforcement of the insurance agreement, integral and centralised management of the relation with the MAPFRE Group, and delivery of information and advertising on MAPFRE Group products and services.
Standing:	Execution of the project.
Recipients:	Data may be communicated to third parties and/or data transfers may be made to third-party countries in the terms stipulated in the Additional Information.
Rights:	You can exercise your rights of access, rectification, removal, limitation, objection, and transferability, specified in the Additional Data Protection Information.
Additional Information:	You can view the Additional Data Protection Information which is available from any MAPFRE Middlesea Plc Office or through http://melitaunipol.com/MMS-Informative-Clause-Customer-Level-2-325.aspx

Check this box if you object to the processing and communication of your personal data by MAPFRE Middlesea Plc for the delivery of information and advertising of the Company products and services, of the various MAPFRE Group companies, and of Third party companies with which any MAPFRE Group company has entered partnership agreements. If you do so, we will be unable to inform you of any discounts, gifts, promotions, and other benefits associated with the MAPFRE Group customer loyalty plans.

In any case, your consent to the treatment of your data for these purposes is revocable, and you may withdraw your consent or exercise any of the rights mentioned at any time as specified in the Additional Data Protection Information which is available from any MAPFRE Middlesea Plc Office or through <http://melitaunipol.com/MMS-Informative-Clause-Customer-Level-2-325.aspx>

PROFESSIONAL SECRECY

I consent on my behalf and on behalf of any other person specified in this form (others), that the Company or any other member of the Group may exchange some or all of the information with my insurance intermediary, appointed experts, other insurance companies or the Malta Insurance Association for the purpose of administering my insurance proposal and policy, handling and settling of claims, detecting, preventing and suppressing fraud and the keeping of statistics. I also authorise (on my own behalf and on behalf of others) insurance companies and intermediaries to disclose information about or relevant to my insurance history for these purposes.

I understand (and have explained to Others) that when I tell the Company about an incident which may or may not give rise to a claim, the Company may pass information relating to it to the Malta Insurance Association and / or other insurance companies and intermediaries. In doing so we will ensure that this communication is carried out confidentially and within the terms of the Professional Secrecy Act, 1994

Material Facts are those facts which are likely to influence us in the acceptance or assessment of this proposal and it is essential that you disclose all of them. If you are in doubt about whether a fact is material then for your own protection you should disclose it since failure to do so could invalidate your policy.

DECLARATION

I have read or have had read to me the contents of this completed proposal form and agree that the above statements are to the best of my knowledge and belief correct and complete and will form the basis of the contract between me and MAPFRE Middlesea p.l.c. (us). I confirm that I have disclosed all Material Facts and accept our standard form of policy for this type of insurance. I am satisfied with the way the proposal has been completed. I confirm that if this form has been completed by one of our employees and/or authorised intermediary on my behalf such person shall, for that purpose be regarded as my agent and our agent. I agree to read the policy and be bound by the terms, conditions, limitations and exclusions of the said policy.

Before signing this document, please read the basic data protection information given in the PERSONAL DATA PROCESSING clause. By signing this document, you consent to the processing of your personal data, including sensitive personal data in the terms and conditions stipulated in said clause.

Period of insurance required	From:	To:
Signature of applicant	Date	
Intermediary		

D&O PRF 01.05.18

MelitaUnipol Insurance Agency Ltd., (C22256-) is authorised as an agent for Mapfre Middlesea p.l.c. (C5553-) under the insurance Business Act 1998 to carry out insurance business. Both companies are authorised by the Malta Financial Services Authority.