



Executive Risk Insurance Services Limited  
**DIRECTORS, OFFICERS AND TRUSTEES LIABILITY INSURANCE  
RENEWAL APPLICATION**

*IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.*

In this Application:

- (i) Any reference to Director and/or Officer and/or Trustee includes any governor, honorary chairman, committee member, natural person acting as a general partner or partnership manager, trustee and all persons serving in a functionally equivalent role.
- (ii) Any reference to Subsidiary or Subsidiaries includes any Joint Venture Investments and Portfolio Company Investments.
- (iii) Any reference to Board of Directors includes any Partnership Management Committee, Board of Trustees, General Partner, Limited Partners and all committees serving in a functionally equivalent role.
- (iv) Any reference to shares includes units and stock.
- (v) Any reference to shareholders includes unitholders and stockholders.

**I. GENERAL INFORMATION**

1. Name of Applicant:

Address of Applicant (Head Office Location):

Website: www.

2. Insurance Broker – Company:

Address:

Account Manager:

Tel. No.:

3. Name and position of person completing this Application:

Name:

Position:

4. Type of Business Entity (please check applicable description):

Corporation

Income Trust/Income Fund

Limited Partnership



(ii) Total number of voting shareholders in:

Canada:

United States:

Other Countries:

Total:

(c) Total number of voting shares owned by Directors (direct and beneficial):

(d) Total number of voting shares owned by Officers (direct and beneficial) who are not Directors:

(e) Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially? If so, designate name and percentage of holdings in an attachment. (If no such shareholders, check here:  "none".)

(f) Are there any other securities convertible to voting stock? If so, describe fully in an attachment. (If none, check here:  "none".)

9. Attach a complete list of all Directors, Officers and Trustees of the Applicant by name, including principal business affiliations and policy limit information on all outside directorships held. (confirm attachment:  Yes  N/A)

10. Are there any plans for a merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries?  Yes  No

(a) If "Yes", have these plans been approved by the Board of Directors?  Yes  No

If "Yes", date of approval:

(b) If "Yes", have these plans been approved by the shareholders?  Yes  No

If "Yes", date of approval:

11. Does the Applicant or any of its Subsidiaries anticipate any registration of securities under any applicable Canadian provincial or U.S. federal securities legislation within the next year?  Yes  No

(If "Yes", give details in an attachment and submit any offering documents, if available.)

12. Has the Applicant, any of its Subsidiaries or any Director and/or Officer and/or Trustee:

(a) Been involved in any Competition Act, anti-trust, copyright or patent litigation in the United States or Canada?  Yes  No

- (b) Been charged in any civil, criminal administrative or regulatory action or proceeding with a violation of any federal, state or provincial law or regulation?  Yes  No
- (c) Been involved in any representative actions, class actions, or derivative suits?  Yes  No
- (d) Been involved in any regulatory proceeding?  Yes  No
- (e) Been involved in any restatement of financial statements?  Yes  No
- (f) Been involved in any pollution suit(s) or claim(s)?  Yes  No
- (g) Been involved in any suit(s) or claim(s) regarding taxes?  Yes  No

13. Board Effectiveness

- (a) Have you previously completed an Executive Risk Services Board Effectiveness Evaluator?  Yes  No
- (b) After review of your previously completed and submitted Board Effectiveness Evaluator, are there any answers that you would now change due to a change in process or personnel over the past year?  Yes  No
- (c) Please comment on any specific Board Governance improvements made during the past year.

14. Does the company use an independent outside 3<sup>rd</sup> party to review and/or provide commentary on all executive and board compensation?  Yes  No

If "Yes", who?

*IF ANY OF THE ABOVE QUESTIONS, 9 – 14, IS "YES", PLEASE ATTACH COMPLETE DETAILS*

### III. BOARD STRUCTURE, PROCESS & ACCOUNTABILITY

	Yes	No	Not Applicable
<b>1. Bill 198</b>			
a. Has the board established a Disclosure Committee that is responsible for the Disclosure Policy, disclosure controls and procedures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Is the Disclosure Committee responsible for final sign-off of certain documents and statements? Please advise as to the nature of such documents and statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Are all circumstances in which public statements are made identified and are authorized spokespersons identified?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Are all forward-looking statements (both written and oral disclosures) identified and reviewed to ensure they fit within the safe harbour for forward-looking statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Have best practices been established for all record keeping and retention/destruction policies in respect of the Board and its committees, which evidence the review and approval of disclosure?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Do directors, officers, trustees, all employees and appropriate external parties receive education and training on the company's Disclosure Policy and related disclosure controls and procedures?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. Is the Disclosure Policy distributed company-wide?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. Are all directors, officers, trustees and other persons involved in the disclosure process required to complete and sign a questionnaire or checklist for all scheduled disclosures (annual and quarterly)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j. Will the Disclosure Committee regularly monitor the effectiveness and compliance of the disclosure program and formal policies and procedures, as well as make recommendations to the board regarding appropriate revisions to the Disclosure Policy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k. Do the CEO and CFO certify the company's disclosure controls and procedures on an annual basis?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
l. Is a senior officer of the company appointed to deal with questions and concerns of employees relating to the Disclosure Policy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- m. In the event of non-compliance, is there a process in place to promptly and appropriately take corrective action and to revise any of the procedures that may have led to such non-compliance?
- n. Does the company have a crisis management plan in place in the event of litigation?

Comments:

#### IV. EMPLOYEE INFORMATION

15. Please provide the following information regarding the Applicant's and Subsidiaries combined Employees including Directors, Officers and Trustees:

(a) Total number of Employees:

Total number of Unionized Employees as a % of total Employees %

Full Time:

Part Time:

Seasonal:

Temporary:

Leased:

Independent Contractors:

Directors and Officers  
not included above:

**TOTAL:**

Canada

United States:

Other:

**TOTAL:**

(b) Number of U.S. Employees in Texas , California , Michigan ,  
Florida .

(c) Is the Applicant or any of its Subsidiaries subject to a collective bargaining agreement?  Yes  No  
If "Yes", list when these agreements expire

(d) Do any Subsidiaries' Employees belong to a Union?  Yes  No

- (e) Please list the name of the Union that the largest number of Employees belong to:
- (f) Are the Applicant's or any of its Subsidiaries' Employees employed under a written employment contract? If "Yes", how many?
- (g) How many employees of the Applicant and its Subsidiaries earn in excess of CDN \$100,000 (including bonus) annually?
- (h) Have any Directors, Officers and Trustees ever been named in a Employment Practices civil suit?  Yes  No

If "Yes", please provide details

- (i) For the past 3 years, what has been the annual percentage turnover rate of employees of the Applicant and its Subsidiaries (all locations):

Canada:	%	%	%
	Year	Year	Year
United States:	%	%	%
	Year	Year	Year
Other:	%	%	%
	Year	Year	Year

- (j) How many Officers and other Employees of the Applicant and its Subsidiaries have resigned, been terminated (with or without cause) or retired within the last 24 months (all locations)?

Officers:                      Other Employees:

16. Attach a copy of the latest audit report to management. (confirm attachment  Yes  N/A)

**V. OTHER INFORMATION**

17. With respect to the Applicant and Subsidiaries (other than Joint Venture Investments and Portfolio Company Investments), please attach the following documents with this Application:

- a. Latest Annual Audited Financial Statements, and Annual Reports to Shareholders (if applicable)
- b. All subsequent Quarterly Reports to Shareholders (if applicable).
- c. Notice to Shareholders and Proxy Statement for both the last and next scheduled meetings(if applicable)
- d. Most recent S.E.C. form 10-K filing (if applicable).
- e. All Registration Statements of securities made in the last year
- f. All Private Placement documentation

18. With respect to each Limited or General Partnership proposed for coverage, please attach the following documents with this Application:

- a. Copy of Partnership Agreement(s), certified by General Partner(s), and copy of Partnership Certificate.

- b. Latest Annual Report to Limited or General Partners, and list of Limited or General Partners.
- c. Copy of offering circular, registration statement and/or prospectus (if applicable).

19. With respect to Joint Venture Investments or Portfolio Company Investments proposed for coverage, please attach the following documents with this Application:

- a. Term Sheet.
- b. Investment Agreement or Private Placement Memorandum.
- c. Shareholders Agreement, and Employee Stock Purchase or Stock Option Agreements.
- d. Legal Opinion, and Confidentiality or Proprietary Rights Agreement.

20. Has the Applicant or any subsidiary company been put on notice by the Government of the Province of Quebec, Canada in respect of any taxes that may be due under Bill 15-Quebec?  Yes  No

If Yes, please provide details:

**False information:**

Any person who, knowingly and with intent to defraud any insurance company or other person, files an Application for insurance containing any false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act which is a crime.

**This clause applies to the Province of Quebec only**

It is the express wish of all parties that this application and any related documents be drawn up and executed in English. Les parties conviennent que la présente proposition et tous les documents s’y rattachant soient rédigés et signés en anglais.

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

\_\_\_\_\_  
Signature of Chairman, Board of Directors,  
or Chief Executive Officer (or other Senior  
Officer if the Chief Executive Officer is also  
the Chairman, Board of Directors)

\_\_\_\_\_  
Signature of General Counsel or  
Corporate Risk Manager

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Note:** This APPLICATION and all exhibits shall be treated in strictest confidence.