

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Proposal Form

Notes for Directors' and Officers' Liability Insurance Proposers:

The Proposal Form, if accepted, will form the basis of your contract with Insurers and it is, therefore, essential that the questions asked have been understood and answered correctly.

If in answering any of the questions in this Proposal Form you find there is insufficient space, please complete on your firm's headed notepaper and attach it to this form.

In the event that you require any assistance in completing this Proposal Form, please do not hesitate to contact Lothbury UK Limited.

Please provide, in addition to completing this form, the following information to assist Insurers in considering their terms:

- a) The last two annual Reports and Accounts (for renewals only the latest Report and Accounts is required)
- b) Any recent interim statements (if applicable)
- c) Recently formed Companies, who do not have the above documents, should supply:
 - i) Business Plan.
 - ii) Financial Forecast.
 - iii) Management Accounts (if available)
- d) Any Offer Document/Listing Particulars published in the past 12 months
- e) Copy of the latest 20-F filing made to the United States regulatory authorities (if applicable)
- f) Copies of any brochures that the Company issue (new Proposers only).

1. Company name:

2. Registered Address and Head Office (if different):

3. Country of incorporation/registration:

4. Please give the date since when the Company has continuously carried on business:

5. Please provide a full description of the business activities undertaken by the Company:

6. Please state if the Company is:

- a) Private
- b) Public
- c) Listed on any United Kingdom Stock Exchange
- d) Listed on any foreign Stock Exchanges – please specify which

- e) Listed on the unlisted securities market
- f) Trading in any other way – please specify below

7. How many shareholders does the Company have?

8. Please state the total number of shares issued (divided by classes if applicable):

9. Please state the total number of shares held by Directors and Officers of the Company, both directly and beneficially:

10. Please provide details of all shareholders owning more than 10% of any class of shares issued by the Company:

Name:

Shareholding:

11. During the past six years:

- a) Has the name of the parent Company changed? Yes/No
- b) Has any acquisition or merger taken place? Yes/No
- c) Has any subsidiary Company been sold or ceased trading? Yes/No
- d) Has the capital structure of the parent Company changed? Yes/No

If Yes, please provide full details.

12. Has the Company, or any of its subsidiaries, publicly revealed that it is considering or planning to implement any new acquisitions, tender offers or mergers? Yes/No
If Yes, please supply full details.

13. Is the Company intending a new public offering of securities in the next year? Yes/No
If Yes, please supply full details.
14. Has there been any change to the list of Directors and Officers since the Company's last annual Report and Accounts? Yes/No
If Yes, please supply full details.
15. Are there any changes to the list of subsidiary Companies since the Company's last annual Report and Accounts? Yes/No
If Yes, please supply full details, including country of registration and percentage of shares owned.
16. Please give details of any changes in the capital structure of the Company since the last annual Report and Accounts:
17. Are there any contingent liabilities and/or extraordinary items and/or litigation shown within the latest annual Report and Accounts? Yes/No
If Yes, please provide full details, translated into English if necessary.
18. Has the Company changed its external auditors and/or legal advisers in the past three years? Yes/No
If Yes, please provide full details, including the reason for change.
19. Since when has the Company continually paid cash dividends on?
- a) Common Stock:
- b) Preferred Stock:
20. What are the gross assets of the Company and its subsidiary Companies in the United States of America and/or Canada?

21. What is the approximate number of employees in the United States of America and/or Canada?

22. Please list any subsidiary Companies in the United States of America and/or Canada that are not wholly owned, stating who owns the majority stock together with the percentage ownership.
If none please state None.

23. Does the Company, or any of its subsidiaries, have any stock, shares or debentures in the United States of America and or Canada? Yes/No

If yes was the offer subject to the United States Securities Act of 1933 and/or the Securities Exchange Act of 1934 and/or any amendments thereof?

24. Are any stocks or shares traded in the form of ADR's? Yes/No
If Yes, please advise:

a) Whether they are sponsored or un-sponsored?

b) The percentage traded as a total of issued share capital:

c) The number of ADR shareholders:

d) Does the Company, or any of its subsidiaries, have any debt instruments or commercial paper in the United States of America and/or Canada? Yes/No
If Yes, please provide full details.

25. Has the Company made a 20-F filing to the United States regulatory authorities? Yes/No
If Yes, please provide a copy of the latest filing.

26. Does the Company, or any Director and/or Officer of the Company, have Directors' and Officers' Liability Insurance? Yes/No
If Yes, please supply the following details:

a) Insurer

b) Limit of Indemnity

c) Renewal Date

d) Retroactive Date or Prior and Pending Date

27. Has any claim, whether covered by similar insurance or not, been made against any past or present Director or Officer of the Company, or its subsidiaries, or in their capacity as a Director or Officer for any other Company?

Yes/No

If Yes, please provide full details.

28. Is any Director or Officer, **after full enquiry**, aware of any act, circumstance or incident that could give rise to a claim?

Yes/No

If Yes, please provide full details.

29. Has any application for similar insurance ever been declined, cancelled or renewal refused, or has any insurance been subject to special conditions? Yes/No

If Yes, please provide full details.

30. Limit of Indemnity required (including any alternative):

a)

b)

c)

DECLARATION

I declare that the statements and particulars in this proposal are true and that no material facts have been misstated or suppressed after enquiry. I agree that this proposal, together with any other information supplied shall form the basis of any Contract of Insurance effected thereon. I undertake to inform Insurers of any material alteration of those facts occurring before completion of the Contract of Insurance. I further declare that I am duly authorised by the Directors and Officers to act as their agent in respect of all matters of any nature or kind relating to or affecting the proposal and the policy.

Signed of Chairman or Chief Executive Officer:

Name of Signatory (please print):

Date:

Please remember to keep a copy of this Proposal for your records.