



## INDIVIDUAL SOLUTIONS

Renewal Application for Directors & Officers  
Liability Insurance

### NOTICE:

**THIS IS A CLAIMS-MADE POLICY AND, SUBJECT TO ITS PROVISIONS, APPLIES ONLY TO ANY CLAIM FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD AND REPORTED TO THE COMPANY DURING THE POLICY PERIOD OR REPORTED WITHIN ANY EXTENDED REPORTING PERIOD PROVIDED BY THE POLICY. NO COVERAGE EXISTS FOR CLAIMS FIRST MADE AGAINST AN INSURED AFTER THE END OF THE POLICY PERIOD UNLESS, AND TO THE EXTENT THAT, THE EXTENDED REPORTING PERIOD APPLIES. DEFENSE COSTS REDUCE THE LIMIT OF LIABILITY. THE INSURER DOES NOT ASSUME ANY DUTY TO DEFEND UNDER THIS POLICY. PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE AGENT OR BROKER.**

1. a. The Applicant to be named in Item 1 of the Declarations:

- b. Street Address (no P.O. Box): \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Zip Code: \_\_\_\_\_

Telephone: (     ) -     -     -

Facsimile: (     ) -     -

Web Address: \_\_\_\_\_

- c. Officer designated to receive correspondence and notices from the Company (the Insurer):

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

- d. Background Information:

- (i) Date business established: \_\_\_\_\_

- (ii) Nature of service(s) or product(s) provided (please use a separate attachment).

- (iii) Is the Applicant or any Subsidiary currently a general partner in any limited or general partnership?

Yes ☐ No ☐

If "Yes" please attach details.

2. Whether or not such discussions have been publicly disclosed, is the Applicant or any Subsidiary or any individual proposed for coverage currently involved in discussions with any other party concerning any actual or potential:

- a. Merger, acquisition or tender offer?

Yes ☐ No ☐

- b. Public offering of securities (whether or not such securities are required to be registered under the Securities Act of 1933)?

Yes ☐ No ☐

- c. Reorganization or material change in any arrangement with lenders, bondholders, financiers or other significant creditors?

Yes ☐ No ☐

- d. Restatement of audited financial statements?

Yes ☐ No ☐

If Yes to any question above, please attach details.

3. During the past twelve (12) months, has the Applicant or any Subsidiary:

- a. Been in breach of any of its debt covenants or agreements?

Yes ☐ No ☐

- b. Been the subject of any inquiries or investigations by the SEC or any other regulatory agency?

Yes ☐ No ☐

- c. Failed to meet corporate governance standards as defined by the exchange on which such security is listed?

Yes ☐ No ☐

- d. Failed to meet corporate governance standards as defined by the provisions of Sarbanes-Oxley?

Yes ☐ No ☐



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- e. Established any special committees of its Board of Directors? Yes ☐ No ☐

*If Yes to any question above, please attach details.*

4. a. During the past 12 months has the Applicant or any Subsidiary replaced its outside auditors? Yes ☐ No ☐

- b. Does the Applicant or any Subsidiary currently anticipate replacing its outside auditors? Yes ☐ No ☐

*If Yes to any question above, please attach details.*

5. Provide the following information with respect to the Directors' and Officers' Liability insurance coverage currently maintained by the Applicant and any Subsidiary, if applicable.

Insurer	Limits	Retention	Premium	Policy Period
Primary Insurer				
First Excess Insurer				
Second Excess Insurer				

Total limits (primary and excess); \_\_\_\_\_

If additional excess layers, please use a separate attachment.

6. During the past five (5) years, has similar insurance as listed in 5 above, been cancelled or non-renewed? Yes ☐ No ☐

- a. If Yes, please attach details including reason for, and date of, cancellation or non-renewal.

- b. Will the extended reporting period be exercised? Yes ☐ No ☐

7. Has any claim(s) made under any policy been given to any Insurer with regard to the coverage listed in 5 above? Yes ☐ No ☐

*If Yes, please attach details, including the following information:*

- Date of claim (month/day/year)*
- Name(s) of claimant(s)*
- Names of the directors and officers involved in the claim*
- Description of the "wrongful acts" actually or allegedly committed by the directors and officers*
- Total amount of damages or other relief sought by claimants*
- Name of insurer to whom claim was reported and the date it was reported*
- Amount of damages and defense costs paid by the Applicant and/or directors and officers or on the directors' and officers' behalf*
- Current status of the claim (if still pending, include most recent developments)*

8. Has the Applicant or any Subsidiary or any individual proposed for coverage given written notice under the provisions of any prior or current Directors' and Officers' liability policy or specific facts or circumstances which might give rise to a claim being made against any insured? Yes ☐ No ☐

*If Yes, please attach details.*



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9. During the past five (5) years, has the Applicant or any Subsidiary or any Individual proposed for coverage been involved in:
- a. Any anti-trust, copyright, patent or trademark litigation? Yes ☐ No ☐
  - b. Any civil or criminal action or administrative proceeding, or formal or informal investigation charging a violation of any federal or state law or regulation? Yes ☐ No ☐
  - c. Any representative actions, class actions or derivative suits? Yes ☐ No ☐
  - d. Any other material litigation or criminal proceeding? Yes ☐ No ☐

*If Yes to any questions above, please attach details.*

**For the Applicant and all subsidiaries, please attach:**

- The most recent CPA letter to management on internal controls together with management's response
- A list of all subsidiaries proposed for coverage, including nature of business, owner, percent owned by each owner, and the date created or acquired
- The current indemnification provisions of the charter and bylaws

## WARRANTY

Applicant hereby declares, after inquiry, that the information contained herein and in any supplemental applications or forms required hereby, are true, accurate and complete, and that no material facts have been suppressed or misstated. Applicant acknowledges a continuing obligation to report to the CNA Company to whom this Application is made ("the Company") as soon as practicable any material changes in all such information, after signing the application and prior to issuance of the policy, and acknowledges that the Company shall have the right to withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance based upon such changes.

Further, Applicant understands and acknowledges that:

- 1) Completion of this application and any supplemental applications or forms does not bind the Company to issue the policy;
- 2) If a policy is issued, the Company will have relied upon, as representations, this application, any supplemental applications and any other statements furnished to the Company in conjunction with this application;
- 3) All supplemental applications, statements and other materials furnished to the Company in conjunction with this application are hereby incorporated by reference into this application and made a part thereof;
- 4) This application will be the basis of the contract and will be incorporated by references into and made a part of such policy;
- 5) If a policy is issued, the limit of liability contained in the policy shall be reduced and may be completely exhausted by the payment of damages and claims expenses. In such event the Company shall not be liable for damages or claims expenses to the extent that such cost or amount exceeds the limit of liability of this policy;
- 6) If a policy is issued, claims expenses which are incurred shall be applied against the deductible or retention amount as provided in the policy;
- 7) Applicant's failure to report to its current insurance company any claim made against it during the current policy term, or act, omission or circumstances which the Applicant is aware of that may give rise to a claim before expiration of the current policy, may create a lack of coverage.



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### *Renewal Application for Directors & Officers Liability Insurance*

Applicant hereby authorizes the release of claim information to the Company from any current or prior insurer of the Applicant or any Subsidiary or Predecessor Firm listed in this application. Application must be signed by the Chairman, CEO or President, and by the CFO.

Signature of Applicant

Chairman, CEO or President: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Applicant CFO: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Insurance Agent Signature: \_\_\_\_\_

Date: \_\_\_\_\_

#### FRAUD NOTICE – WHERE APPLICABLE UNDER THE LAW OF YOUR STATE

Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false or incomplete information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime AND MAY BE SUBJECT TO CIVIL FINES AND CRIMINAL PENALTIES (for New York residents only: and shall also be subject to a civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.) (For Pennsylvania Residents only: Any person who knowingly and with intent to injure or defraud any insurer files an application or claim containing any false, incomplete or misleading information shall, upon conviction, be subject to imprisonment for up to seven year and payment of a fine of up to \$15,000.) (For Tennessee Residents only: Penalties include imprisonment, fines and denial of insurance benefits.)