



# Public Directors and Officers Liability Application

170 University Avenue, Suite 500  
Toronto, Ontario M5H 3B3

This application is for a claims made policy.

## 1. General Information

Named Insured/ Legal Entity: \_\_\_\_\_

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

Province of Incorporation: \_\_\_\_\_ Date of Incorporation: \_\_\_\_\_

Nature of the Insured's Operations: \_\_\_\_\_

List all subsidiaries to be covered under this policy:

Name of Subsidiary	Percentage Ownership	Jurisdiction of Incorporation	Name of Operations

## 2. Financial Information

Please provide the following information to become part of this application.

❖ Most recent audited annual financial statements and latest interim statements.

- Has the company or any subsidiary in the past 5 years been in breach of any debt covenant, loan agreement or contractual obligations?  Yes  No
- Has the company or any subsidiary during any time in the past three years been in arrears in monies payable for source deductions, GST and/or PST to any federal or province agency?  Yes  No
- Has the company or any subsidiary during any time in the past three years sought protection under the Canadian Creditors Arrangement Act in Canada or Chapter 11 in the U.S.A. or any similar federal, provincial or state law or Chapter 11 in the U.S.A. or any similar federal, provincial or state law or does the company anticipate seeking protection in the next 12 months?  Yes  No

### 3. Company Information

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1. On what exchange is the stock publicly traded, if any?

Stock Exchange	Symbol

2. What is the number of outstanding common shares? \_\_\_\_\_

3. What is the total percentage of common shares owned by the Directors & Officers directly or beneficially? \_\_\_\_\_%

4. Does any shareholder own directly or beneficially more than 5% of the outstanding shares?

Name	% Ownership	Name	% Ownership

5. Has the Parent Organization within the past 12 months, publicly announced any new public offerings or filed a prospectus offering securities pursuant to the securities act of 1933 in the U.S.A. or Ontario Securities Act or any similar legislation in a Canadian province?  Yes  No

6. Has the Parent Organization changed auditors in the past 3 years?  Yes  No

7. Has the Parent Organization been involved in Mergers, Acquisitions or Tender offer?  Yes  No

8. Does the Parent Organization expect to be involved in Mergers, Acquisitions or Tender offers over the next 12 months?  Yes  No

### 4. Directors & Officers Information

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1. Has the Parent Organization, subsidiary, director, officer, or any other proposed insured person been involved in any of the following activities?

a. Civil, Criminal action or administrative proceeding charging violation of federal provincial, or state securities law or regulation?  Yes  No

b. Representative Actions, Class actions or derivative suits?  Yes  No

c. Insolvency or bankruptcy proceedings?  Yes  No

d. Intellectual Property, Patent Infringement or Copyright allegations?  Yes  No

2. Has the company ever been de-listed or suspended from any stock exchange?  Yes  No

3. Has there been any change to Senior Management or Directors and Officers in the past 12 months?  Yes  No

**5. Previous Insurance and Claims Information**

1. Has a claim or any circumstance which may give rise to a claim ever been reported under the current or any previous Directors and Officers policy?  Yes  No

If Yes, please provide full details on a separate page.

2. Has any loss payment been made on behalf of the company or any subsidiary under any Directors and Officers policy or similar insurance?  Yes  No

If Yes, please provide full details on a separate page.

3. If the insured currently has coverage, is there a requested Continuity Date? \_\_\_\_\_

4. During the past five years has the insured carried Directors and Officers Insurance?  Yes  No

If Yes, please provide the following information for all policies.

Insurer	Limit	Deductible	Policy Term

**6. Declarations & Warranty**

Reasonable efforts have been made to obtain sufficient information from each Director or Officer of the Company and its subsidiaries to facilitate an accurate and proper completion of this application form.

The undersigned on behalf of the Applicant declares that the statements set forth are true. The undersigned on behalf of the Insured agrees that if the information supplied on this Application changes between the date of this Application and the effective date of the insurance, they shall, in order for the information to be accurate on the effective date of the insurance, immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations or authorizations or agreements to bind the insurance. Signing of this Application does not bind the Applicant/Insured or the Insurer to complete the insurance contract, but it is agreed that this Application shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the Policy. All written statements and materials (including any information provided in the attached Appendices) furnished to the Insurer in conjunction with this Application are hereby incorporated by reference into this Application and made a part hereof. Any failure to provide accurate answers or any incorrect responses in the sections above may result in the nullification of any insurance policy issued by the Underwriters for this risk.

Signed: \_\_\_\_\_

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

Name: \_\_\_\_\_  
(Please print)

Title/Position: \_\_\_\_\_