



Directors & Officers Insurance Application

This is an application form for a **Claims Made** Insurance Policy for Directors and Officers Liability Insurance (D&O), including Employment Practices Liability Insurance (EPL). This application together with all supplemental forms and all additional information provided constitute the entire application (the "Application"). Please answer all questions. If the answer to any question is none, state "None". If space is insufficient to answer any question fully, attach separate sheets with applicable information.

Current Date: _____

Applicant: _____

Contact: _____ Tel: _____

Email: _____ Web Site: _____

Address: _____

For-Profit Yes No Non-Profit: Yes No SIC Code: _____

Nature of operations: _____

Has the Company been in business longer than three (3) years? Yes No

Is the Company a public reporting company under the Securities Exchange Act of 1934? Yes No

Does the Parent Company own more than three (3) subsidiaries? Yes No

Has the Company in the past 18 months been involved with any actual, negotiated or attempted merger, acquisition or divestment? Yes No

Does the Company contemplate transacting any mergers or acquisitions in the next 12 months where such merger or acquisition would involve more than 50% of the total assets of the Company? Yes No

If yes to any of the questions above, please provide details on a separate page.

Financial Information

Provide the following financial information as of the most recent fiscal year-end.

a) Total Assets: _____ b) Gross Revenues: _____

c) Net income: _____ d) Cashflow from operations: _____

e) for non-profit entities only: Fund Balance/Net Assets: _____

Do the current liabilities exceed current assets? Yes No

Do long-term liabilities exceed 75% of total assets? Yes No

Will more than 50% of the total long-term liabilities mature within the next 8 months? Yes No

Does the Company anticipate in the next 12 months or has the Company transacted in the last 24 months any restructuring or legal or financial reorganization or filing for bankruptcy? Yes No

If yes to any of the questions above, please provide details on a separate page.

Prior Activities Information

Within the last three years, has any person or entity proposed for this insurance been the subject of or involved in any litigation, administrative proceeding, demand letter or formal or informal governmental investigation or inquiry including any investigation by the Department of Labor or the Equal Employment Opportunity Commission. If yes, please provide details on a separate page. Yes No

Within the last three years, has any person or entity proposed for this insurance had any crime losses. If yes, please provide details on a separate page. Yes No

Prior Insurance Information

List all D&O insurance carried during the past five years.

<u>Eff Date</u> <u>Mo/Day/Yr</u>	<u>Insurance</u> <u>Company</u>	<u>Limits of</u> <u>Liability</u>	<u>Retention</u>	<u>Premium</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Does this coverage include EPL? Yes No If No, complete the EPL section below.
 Continuity date of the expiring insurance. (If none, state "None.") _____ Please attach a copy of the expiring declarations page showing the Continuity date.
 If insurance has expired or was non-renewed, was an extended reporting period purchased? Yes No
 If yes, provide period: _____

List all EPL insurance carried during the past five years not included in the D&O coverage listed above.

<u>Eff Date</u> <u>Mo/Day/Yr</u>	<u>Insurance</u> <u>Company</u>	<u>Limits of</u> <u>Liability</u>	<u>Retention</u>	<u>Premium</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Continuity date or prior acts date of the expiring insurance. (If none, state "None.") _____ Please attach a copy of the expiring declarations page showing the Continuity date.
 If insurance has expired or was non-renewed, was an extended reporting period purchased? Yes No
 If yes, provide period: _____

Does the Applicant purchase data breach, privacy or cyber risk insurance? Yes No Limit: _____

Directors & Officers and Company Coverage Section Information

Do the Directors and Officers as a whole, directly or indirectly, own or control the voting rights of more than 50% of the outstanding securities of the Parent Company? Yes No
 Within the last 18 months, has the Company transacted or attempted a private debt or equity offering of securities? Yes No
 Within the next 18 months does the Company anticipate any:
 private debt or equity offering of securities? Yes No
 public offering of securities? Yes No
 Does the Company render any professional services for others for a fee or compensation? Yes No
 Does the Company act as a general partner in any partnership? Yes No

Does the Company have any direct or indirect insurance operations?

Yes No

If yes to any of the questions above, please provide details on a separate page.

Employment Practices Coverage Section Information

Total number of employees:

Full Time _____
Part Time _____
Seasonal or Temporary _____

Do more than 25% of all employees currently earn more than \$50,000?

Yes No

Have more than 25% of the officers or management voluntarily left the employ of the Company or had employment with the Company terminated within the last 18 months?

Yes No

Does the Company anticipate in the next 12 months, or has the Company transacted in the last 12 months, any plant, facility, branch or office closing, consolidations or layoffs affecting 20% or more of the employees of the Company?

Yes No

Describe the internal controls the Company maintains for Employment Practices

Have all management staff and officers attended training and education programs on sexual harassment within the last 18 months?

Yes No

Does labor relations counsel review the employment policies/procedures at least annually?

Yes No

Is there a separate Human Resources Department?

Yes No

Does the Company publish and distribute an employee handbook to every employee?

Yes No

Are there written procedures for handling employee complaints of discrimination or sexual harassment?

Yes No

Are there written procedures for handling employee grievances or complaints?

Yes No

If yes to any of the questions above, please provide details on a separate page.

The undersigned declares that to the best of his/her knowledge the statements herein are true. Signing of this Application does not bind the undersigned to complete the insurance, but it is agreed that this Application shall be the basis of the contract should a Policy be issued, and this application will be attached to and become a part of such Policy, if issued. Insurers are hereby authorized to make any investigation and inquiry in connection with this Application as they may deem necessary.

It is warranted that the particulars and statements contained in the Application for the proposed Policy and any materials submitted herewith (which shall be retained on files by Insurer and which shall be deemed attached hereto, as if physically attached hereto), are the basis for the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.

It is agreed that in the event there is any material change in the answers to the questions contained herein prior to the effective date of the Policy, the applicant will notify Insurer and, at the sole discretion of Insurer, any outstanding quotations may be modified or withdrawn.

It is agreed that in the event there is any misstatement or untruth in the answers to the questions contained herein, Insurer have the right to exclude from coverage any claim based upon, arising out of or in connection with such misstatement or untruth.

I/We accept notice that any policy which may be issued will apply on a "Claims-Made" basis.

It is also agreed that notice of a claim or incident in this Application or other form attached to this Application is not notice of claim as noted within an insurer's policy. Any such notice of claim must be made separately

from and in addition to this Application. It is agreed that claims made, incidents reported, or incidents which I/we are aware of, prior to the inception of the proposed coverage, are excluded from this proposed coverage.

I/We also hereby authorize Tennant Risk Services Insurance Agency, LLC, by signing this Application, to contact third parties and obtain any details of prior losses or any other information which may be deemed important.

THIS APPLICATION DOES NOT BIND THE APPLICANT OR ANY COMPANY TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS FORM SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED. THE APPLICANT AGREES THAT IF THE INFORMATION SUPPLIED IN THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE TIME WHEN THE POLICY IS ISSUED, THE APPLICANT WILL IMMEDIATELY NOTIFY THE COMPANY OF SUCH CHANGE.

Applicant Signature

Printed Name

Date

Title

Telephone

email Address

Is the Applicant signer above the designated agent of the Insured Entity and of all Insureds to receive any and all notices from the Insurer or their authorized representatives concerning this insurance? Yes No

Please provide contact information for EPL risk management services:

Contact: _____

Tel: _____

Email: _____

Fax: _____

False Information

NOTICE TO ARKANSAS APPLICANTS: Any person who knowingly presents a false or fraudulent Claim for payment for a Loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

NOTICE TO COLORADO APPLICANTS: It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, and denial of insurance and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or Claimant for the purpose of defrauding or attempting to defraud the policyholder or Claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: WARNING: it is a crime to provide false or misleading information to an Insurer for the purpose of defrauding the Insurer or any other person. Penalties include imprisonment and/or fines. In addition, an Insurer may deny insurance benefits if false information materially related to a Claim was provided by the applicant.

NOTICE TO FLORIDA APPLICANTS: Any person who knowingly, and with intent to injure, defraud, or deceive any Insurer files a statement of Claim or an application containing any false, incomplete or misleading information is guilty of a felony of the third degree.

NOTICE TO HAWAII APPLICANTS: For your protection, Hawaii law requires you to be informed that presenting a fraudulent Claim for payment of a Loss or benefit is a crime punishable by fines or imprisonment, or both.

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

NOTICE TO LOUISIANA APPLICANTS: Any person who knowingly presents a false or fraudulent Claim for payment of a Loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

NOTICE TO MAINE APPLICANTS: It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purposes of defrauding the company. Penalties may include imprisonment, fines or a denial of insurance benefits.

NOTICE TO MINNESOTA APPLICANTS: A person who submits an application or files a Claim with intent to defraud or helps commit a fraud against an Insurer is guilty of a crime.

NOTICE TO NEW JERSEY APPLICANTS: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO NEW MEXICO APPLICANTS: Any person who knowingly presents a false or fraudulent Claim for payment of a Loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to civil fines and criminal penalties.

NOTICE TO NEW YORK APPLICANTS: Any person who knowingly and with intent to defraud any insurance company or other person files an application for commercial insurance or a statement of Claim for any commercial or personal insurance benefits containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, and any person who, in connection with such application or claim, knowingly makes or knowingly assists, abets, solicits or conspires with another to make a false report of the theft, destruction, damage or conversion of any motor vehicle to a law enforcement agency, the department of motor vehicles or an insurance company commits a fraudulent insurance act, which is a crime, and shall also be subject to a civil penalty not to exceed five thousand dollars and the value of the subject motor vehicle or stated Claim for each violation.

NOTICE TO OHIO APPLICANTS: Any person who, with the intent to defraud or knowing that he is facilitating a fraud against an Insurer, submits an application or files a Claim containing a false or deceptive statement is guilty of insurance fraud.

NOTICE TO OKLAHOMA APPLICANTS: WARNING: Any person who knowingly, and with intent to injure, defraud, or deceive any Insurer, makes any Claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

NOTICE TO PENNSYLVANIA APPLICANTS: 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 information, or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties.

NOTICE TO TENNESSEE & VIRGINIA APPLICANTS: It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

NOTICE TO WASHINGTON APPLICANTS: It is a crime to knowingly provide false, incomplete, or misleading information to an insurance company for the purposes of defrauding the company. Penalties include imprisonment, fines, and denial of insurance benefits.