Directors & Officers Application

SIGNAL UNDERWRITING

Please complete this application in its entirety, as the responses given are material to the provision of terms. There is space for more details in the Additional Information Section at the end of the application. Coverage(s) may be provided on a claims-made basis.

Named Insured: _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Contact: _____ Email: _____ Phone: _____

Section 1: About Your Organization

1. What year was your organization established? _____
2. What jurisdiction was your organization incorporated? _____
3. Please describe the nature of your business:

Section 2: Ownership Information: Private Entities

1. Please indicate the number of your Directors and Officers:

In Canada	In the United States	In Rest of World

4. Please provide your number of voting stock shareholders: _____
5. What percentage of voting securities are owned directly or beneficially by your directors and officers? _____

Please list all of your shareholders who own 5% or more of any class of securities, whether directly or beneficially:
If there are more shareholders than available space, please attached a list containing the information requested.*

Shareholder	Class of Security	Percent (%) Owned	Director or Officer (Yes/No)

6. Do you have any securities that are convertible to voting stock? If Yes, please provide details.* Yes O No O

7. Please list any subsidiaries or related entities of your organization that are owned by your organization:

Entity Name	Description of Operations	Percent (%) Owned	Year Incorporated	Jurisdiction

8. In the next 12 months are you contemplating, or in the past 24 months have you completed or are in the process of completing:
   a. Any acquisitions, tender offers, mergers, consolidations, or divestitures? Yes O No O
   b. Any private or public offerings of your securities? Yes O No O
   c. Any changes in the nature of your operations or sources of revenue? Yes O No O
   d. Any changes in directors or senior management? Yes O No O
   e. Any changes in your controlling ownership? Yes O No O
   f. Any changes in accountants or external legal advisors? Yes O No O

9. Please provide the following information:

Region		Shares	Assets	Sales	Number of Employees
Canada		%	%	%	
United States		%	%	%	
Other:		%	%	%	
		%	%	%	
		%	%	%	

*Please provide further details in the space provided under the Additional Information Section.

Section 3: Financial Information: Private and Non-Profit Entities

1. Please provide your following financial details or provide your latest consolidated audited annual financial statements:

	Current Year	Prior Year
Current Assets	$	$
Inventory	$	$
Current Liabilities	$	$
Long-Term Debt	$	$
Equity	$	$
Revenues	$	$
Net Income (Net Loss)	$	$

2. Are you currently, or have you at any time during the past 3 years been in arrears in your payments to the Canadian Revenue Agency, or the provincial, or territorial ministries of revenue (including source deductions, G.S.T., H.S.T., and P.S.T.)? Yes O No O
3. Are you currently, or have you at any time during the past 3 years been in breach of any of your debt covenants or loan agreements, or do you anticipate any such breach occurring within the next 12 months? Yes O No O
4. Have you changed your outside auditors in the last 3 years? Yes O No O
5. Have your outside auditors stated there are material weaknesses in your systems of internal controls? Yes O No O
6. If you received material recommendations from an audit, have you implemented all changes? Yes O No O
7. Has an auditor issued a 'going concern' opinion for you or your subsidiaries' financial reports over the past 3 years? Yes O No O
8. Are you currently, or have you at any time during the past 3 years, sought protection under the Companies Creditors Arrangement Act (or similar Canadian or U.S. legislation), or do you anticipate seeking such protection within the next 12 months? Yes O No O
9. Do you derive more than 25% of your annual review from one customer? Yes O No O

Section 4: Employment Practices Liability (Optional)

1. Do you require Employment Practices Liability insurance? If Yes, please complete this section. Yes O No O
2. Please provide the number of employees with a total annual compensation less than $50,000: _____
3. Please provide the number of employees with a total annual compensation between $50,000 - $100,000: _____
4. Please provide the number of employees with a total annual compensation greater than $100,000: _____
5. What percentage of your employees are subject to a collective bargaining agreement? _____
6. Please provide the number of employees, including officers, who have been terminated in the past 2 years: _____
7. What is your historical annual employee turnover rate (%)?
8. Has your annual turnover rate exceeded historical levels during the past 2 years? If Yes, please provide details.* Yes O No O
9. Are any layoffs or staff reductions anticipated within the next 2 years? If Yes, please provide details.* Yes O No O
10. Do you have a full-time human resources manager and/or department? Yes O No O
11. If Yes to 10., please indicate the number of employees in the human resources department: _____
12. If Yes to 10., have any of these employees received certification in human resources management? Yes O No O
13. Prior to terminating an employee, do you consult with legal counsel or human resources personnel? Yes O No O
14. Are the following currently in use and practice?
    a. An employment application for job applicants? Yes O No O
    b. Written interviewing and hiring guidelines? Yes O No O
    c. An employee handbook that is provided to all employees? Yes O No O
    d. Written job descriptions for all positions? Yes O No O
    e. A personnel file for each employee? Yes O No O
    f. Annual written performance evaluations for all employees? Yes O No O

*Please provide further details in the space provided under the Additional Information Section.

g. A written policy against discrimination or sexual harassment? Yes O No O

h. A written policy for the handling of employee complaints of discrimination or sexual harassment? Yes O No O

i. A written policy for dealing with the use of corporate electronic mail, voice mail, internet access and social media? Yes O No O

Section 5: Fiduciary Liability (Optional)

1. Do you require Fiduciary Liability insurance? If Yes, please complete this section. Yes O No O

2. Please provide details for each plan that Fiduciary Liability insurance is being sought:

Name of Plan	Plan Type	Assets	Trustee	Plan Administrator	Annual Contributions	Number of Participants

Plan Types: DC – Defined Contribution, DB – Defined Benefit, W – Welfare/Trust Fund, E – ESOP, R – RRSP, O – Other.

3. Are all Defined Benefit Plans fully funded in accordance with applicable statutes and regulations as attested by an actuary? Yes O No O

4. Do all plans confirm to the regulatory requirements for eligibility, participation, vesting, funding, and all other provisions of the Pension Benefits Standards Act or any similar provincial or territorial statute, and all rules and regulations adopted thereunder? Yes O No O

5. Have all the plans been reviewed to ensure that there are no violations of any plan agreement, prohibited transactions or party-in interest rules? Yes O No O

6. Are all plan assets managed by the Trustee indicated above? If No, please provide details.* Yes O No O

7. In the past 3 years have there been any plan mergers or terminations? Yes O No O

8. In the past 3 years have there been any amendments to any plan that has resulted in, or is expected to result in any change of benefits, including but not limited to an increase in participants costs? Yes O No O

Section 6: Claims History and Past Activities

1. Have you ever had a claim or notice of claim against your organisation's insurance policies? If Yes, please provide details including date of loss, amount paid or held in reserve, and description of allegation.* Yes O No O

2. During the past 3 years have you, your directors and officers, or any other person proposed for this insurance been involved in any:

a. Actions, proceedings, or investigations based upon or arising out of an alleged violation of any securities law or regulation, anti-trust law, or restrictive trading law, or regulation? Yes O No O

b. Insolvency and/or bankruptcy proceedings? Yes O No O

c. Criminal proceedings? Yes O No O

d. Representative actions, class actions, or derivative suits? Yes O No O

e. Employment or labour related litigation or proceeding? Yes O No O

f. Employment benefit plan or pension plan related litigation or proceeding? Yes O No O

Section 7: Prior Knowledge

1. Are you aware of any incidents or circumstances that could potentially give rise to a claim? If Yes, please provide details.* Yes O No O

Without limitation or any other remedy available to the insurers, the applied for insurance will not afford coverage to any claims which any insured has knowledge nor any claims resulting from any facts or circumstances of which any insured has knowledge.

*Please provide further details in the space provided under the Additional Information Section.

Section 8: Prior Insurance

1. Have you ever been declined coverage, cancelled or non-renewed for insurance requested in this application? Yes ☐ No ☐

2. Please provide details of your expiring insurance policy:

Coverage	Insurer	Limit	Aggregate	Deductible	Retroactive Date	Premium
Directors' & Officers'						
Employment Practices						
Fiduciary Liability						

Section 9: Requested Insurance Coverage

1. Please indicate the coverage limit, aggregate, retroactive date, and deductible are requested:

Coverage	Limit	Aggregate	Deductible	Retroactive Date
Directors' & Officers'				
Employment Practices				
Fiduciary Liability				

2. Confirm coverage has been in place continuously from Retroactive Dates requested? Yes ☐ No ☐

Privacy Policy

By signing this form, you are consenting to the collection, use, disclosure, and retention of your personal information for the purposes of underwriting and rating, policy issuance, processing and remitting premium, reporting claims, complying with applicable laws and governing bodies, reporting and monitoring results and fraud and criminal prevention. Please see www.signalunderwriting.com/privacy-statement for our External Privacy Policy.

Declarations

I/We, the undersigned, do declare and warrant that all statements and responses provided in this application and the attached addenda are to the best of my/our knowledge are true. Further, I/we warrant that no information has been withheld, suppressed or misstated any material facts that the underwriters may come to rely upon. I/We will notify the underwriters as soon as practicable if anything material is to change. I/We hereby agree and accept that this Declaration shall be the basis of such contract and will form part of the policy. Signing this application does not bind the underwriters or insurers to complete the insurance, nor does it bind the me/us to purchase the quoted coverage.

For British Columbia residents: SIGNAL Underwriting Inc. operates as SIGNAL Underwriting Services in British Columbia.

For Quebec and New Brunswick residents: Signing this Declaration confirms your request that all documentation and correspondence pertaining to the insurance coverage be in the English language.

Name (please print)	Title	Date

Signature

Additional Information Section

Please use this space to provide any additional information from the questions above, from the addenda or anything you feel is material to your operations:

*Please provide further details in the space provided under the Additional Information Section.