



PROFESSIONAL  
INSURANCE AGENTS LTD

PI Proposal form for  
**Mergers  
& Acquisitions**

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# Important information for clients before completing this form

Before completing this form, you can read "[About Our Insurance Services](#)" if you so wish, which can be downloaded from [www.professionalinsuranceagents.co.uk](http://www.professionalinsuranceagents.co.uk).

Please complete the following form and return it to:

**Professional Insurance Agents Ltd**

**E-mail: [info@professionalinsuranceagents.co.uk](mailto:info@professionalinsuranceagents.co.uk)**

If you have any difficulty in answering these questions or need to discuss any aspect of professional indemnity, please contact us and we will be pleased to help.

<b>Telephone</b>	UK	01323 648000
	World-wide	+44 1323 648000
<b>Fax</b>	UK	01323 648001
	World-wide	+44 1323 648001

Please read the notes at the bottom of this page before completing the form.

- 1.** This form is called **merge\_form.pdf**. It will have been placed on your hard disk and will have been placed either where you chose at the point of downloading, or possibly in your Temp or Root directory (C:\TEMP or C:\).
- 2.** We will be able to process your application more efficiently if you complete the following form on screen and return it back to us by E-mail. If this is not convenient however we suggest that you print out the following pages and complete the form manually. It can then be faxed back to us and we will be happy to provide a quotation as soon as possible.
- 3.** Areas of the form that can be filled in electronically are shaded (by default in grey). Use the "TAB" key on your keyboard to switch between these areas. (Return/Enter will produce a carriage return). Although they may look small, in most cases you may type as much as you wish in the shaded areas.
- 4.** When completing the form on screen you may find that you cannot see the whole width of the form. You may find it helpful to use the zoom facility on the Standard Toolbar in Word. If you change the value from 100% to 75% the form will fit more easily on your screen. If the Standard Toolbar is not visible, go to the View pulldown menu, Toolbars and then click on Standard.
- 5.** In the following form there are a number of Yes or No options. Please click in the relevant checkbox as illustrated below. For example if you wish to indicate Yes:

Yes       No

# Section 1

## 1.1

Name of Company:

Address of Head Office:

Post Code:

Tel:

Mobile:

Fax:

E-mail:

Website:

Date of Incorporation:

Country of Registration:

Nature of business:

Company has continually been operating since:

Total number of locations:

## 1.2

a) Are any of the Proposer's securities or those of its subsidiaries publicly traded or the subject of a "shelf registration"?

Yes  No

If YES please indicate below which securities are publicly traded or the subject of a "shelf registration" and give details of the securities on a separate sheet:

Equity  Debt  Mixed

b) Total number of voting shares outstanding:

c) Total number of voting shareholders:

d) Total number of voting shares owned by the Company's directors and officers, both direct and beneficial:

e) Does any shareholder own 15% or more of the voting shares directly or beneficially?

Yes  No

*If YES, please give the shareholders name and percentage of holdings:*

Name of Shareholder	Holding
	%
	%
	%
	%
	%

f) Are there any other securities convertible to voting shares?

Yes  No

*If yes, please describe fully:*

### 1.3

Please list all direct and indirect subsidiary companies:

Company Name	Business or type of Organisation	% of ownership	Date Acquired or created	Country of Incorporation
		%		
		%		
		%		
		%		
		%		

### 1.4

Does the Proposer or any director or officer have Director's & Officers Liability insurance cover currently in force?

Yes  No

*If YES, please state:*

Name of Insurers:

Indemnity Limit:  Date of expiry:

### 1.5

Has the company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability policy?

Yes  No

*If YES, please give details:*

## Section 2 Cover Extension For Additional Insureds

### 2.1

Is the Proposer requesting cover for any of the following for Securities Claims (as defined in policy) in connection with the public offering?

Yes  No

*If yes, please indicate if cover is required and whether or not such individuals or entities are referred to in the Particulars (including any SEC Registration Statement) listed in item 3.1.*

	Cover Requested				Listed in Particulars or Registration Statement			
	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Controlling Shareholders	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Selling Shareholders	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Underwriters	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Solicitors for the Company	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Solicitors for the Underwriters	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Accountants	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Experts	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

*If YES, and such individuals or entities are not referred to in the Particulars or Registration Statement, please provide full details of each individual on a separate sheet.*

## Section 3 Initial Public Offering Particulars (Including Sec Registration Statement)

### 3.1

Please give the filing date of the particulars/registration statement number for all Initial Public Offerings, including any SEC Registration Statements. *Please continue on a separate sheet if necessary.*

Filing Date	Particulars/Registration Statement Number

### 3.1

Are any plans for merger, acquisition or consolidation of or by the Proposer or any of its subsidiaries being considered?

Yes  No

a) If YES, have they been approved by the board of directors?

Yes  No Date of approval:

b) If so, have they been submitted to the shareholders for approval?

Yes  No Date of approval:

### 3.2

Does the Proposer or any of its subsidiaries anticipate any registration of securities under the Securities Act of 1933 or any other offering of securities other than the Initial Public Offering described in 3.1. Above, within the next year?

Yes  No

## Section 4 Claims Information

### 4.1

Has there been or is there now pending any claim(s) against a director, officer or employee proposed for insurance in his or her capacity as a director, officer or employee of the Proposer or any of its subsidiaries?

Yes  No *If YES, please give details on a separate sheet.*

### 4.2

Does the Proposer or any of its subsidiaries have knowledge or information of any act error or omission which might give rise to a securities claim under the proposed policy?

Yes  No *If YES, please attach complete details on a separate sheet.*

## Section 5 Indemnity Limit

### 5.1

State amount of indemnity required:

£5,000,000  £10,000,000  £15,000,000  Other:  £

Please enclose with this proposal form:

1. All offer documents or listing particulars (including any registration statements with the SEC) filed within the last twelve months, including any amendments thereto.
2. A copy of the final particulars in connection with the Initial Public Offering.
3. A copy of the underwriting agreement, which sets forth the indemnification of the Proposer in connection with the Initial Public Offering

**SIGNING THIS PROPOSAL FORM DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE**

## Section 5 Declaration

The undersigned authorised officer of the Proposer declares that the statements set forth herein are true. The undersigned authorised officer agrees that if the information supplied on this application changes between the date of this application and the effective date of the insurance, he/she (undersigned) will, 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 and/or authorisations or agreements to bind the insurance. Signing of this application does not bind the Proposer or the insurer to complete the insurance, 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 furnished to the insurer in conjunction with this proposal are hereby incorporated by reference into this application and made a part here of.

Signed:

Title:

*\*must be signed by Chairman/Chief executive or equivalent*

Company:

Date:

When this form is completed, you can fax back on **01323 648000** or send to **Professional Insurance Agents Ltd, Lion Works, Sidley Road, Eastbourne, East Sussex, BN22 7HB**