



## **EXCESS DIRECTORS AND OFFICERS LIABILITY INSURANCE**

### **APPLICATION**

**THE COMPLETION AND SUBMISSION TO ENERGY INSURANCE MUTUAL LIMITED OF THIS APPLICATION FOR EXCESS DIRECTORS AND OFFICERS LIABILITY INSURANCE DOES NOT CONSTITUTE A BINDING CONTRACT OF INSURANCE NOR ANY INSURANCE COVERAGE WHATSOEVER, NOR DOES IT COMMIT ENERGY INSURANCE MUTUAL LIMITED TO OFFER OR THE APPLICANT TO PURCHASE ANY COVERAGE.**

**THIS APPLICATION IS FOR AN EXCESS DIRECTORS AND OFFICERS LIABILITY CLAIMS FIRST MADE INSURANCE POLICY. THE POLICY PROVIDES COVERAGE WHICH IS DIFFERENT FROM THAT PROVIDED BY OTHER POLICIES. THE POLICY ALSO PROVIDES FOR ALTERNATE DISPUTE RESOLUTION FOLLOWED, IF NECESSARY, BY MANDATORY ARBITRATION OF ALL DISPUTES WHICH MAY ARISE UNDER THE POLICY. PLEASE CAREFULLY READ THE SPECIMEN COPY OF POLICY.**

**AS PART OF THIS APPLICATION, IT IS NECESSARY TO ATTACH THE FOLLOWING, WHICH SHALL BE INCORPORATED INTO AND CONSTITUTE A PART OF THIS APPLICATION:**

- APPLICANT'S LATEST ANNUAL REPORT**
- APPLICANT'S LATEST 10-K AND ALL 10-Q AND 8-K REPORTS SUBSEQUENTLY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IF PUBLICLY TRADED**
- LATEST INTERIM FINANCIAL STATEMENT**
- LATEST NOTICE OF ANNUAL MEETING OF SHAREHOLDERS INCLUDING PROXY STATEMENT**
- COPY OF INDEMNIFICATION PROVISIONS OF CORPORATE BYLAWS OF APPLICANT**
- LIST OF DIRECTORS AND OFFICERS OF APPLICANT CORPORATION AND EACH SUBSIDIARY TO BE INSURED**
- LIST OF UNDERLYING INSURANCE POLICIES INCLUDING POLICY NUMBER, POLICY PERIOD, LAYER, ATTACHMENT POINT, LIMIT (S), DESCRIPTION OF COVERAGE; OR IF FOLLOWING FORM COVERAGE IS REQUIRED, A COPY OF THE UNDERLYING POLICY TO BE FOLLOWED**

**PLEASE RETURN TO:**

**ENERGY INSURANCE MUTUAL LIMITED  
3000 BAYPORT DRIVE, SUITE 550  
TAMPA, FLORIDA 33607-8412**

**1. APPLICANT**

**Full name and address:**

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**2. OTHER APPLICATIONS**

**Are you submitting another application in lieu of the standard EIM application?**

**YES**             **NO**

**NOTE:**            **Any other application must contain information equivalent to that requested in this application. If this is an initial application, a short-form renewal application is not permissible.**

**If "YES," please list the application.**

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**3. CONTACT PERSON (S)**

**a. Name** \_\_\_\_\_

**Title** \_\_\_\_\_

**Address** \_\_\_\_\_

**Telephone Number** \_\_\_\_\_

**Telefax Number** \_\_\_\_\_

**E-Mail Address** \_\_\_\_\_

**b. Person authorized to accept Service of Process:**

Name \_\_\_\_\_

Title \_\_\_\_\_

Address \_\_\_\_\_

**4. INSURANCE PROPOSALS REQUESTED**

Please state limits to be quoted.

**NOTE: Minimum attachment point is \$25 million.**

**OPTION I: Limit** \_\_\_\_\_

**Attachment Point** \_\_\_\_\_

**OPTION II: Limit** \_\_\_\_\_

**Attachment Point** \_\_\_\_\_

**OPTION III: Limit** \_\_\_\_\_

**Attachment Point** \_\_\_\_\_

**5. PROPOSED POLICY CONDITIONS**

**a. Proposed Retroactive Date** \_\_\_\_\_

**b. Proposed Policy Inception Date** \_\_\_\_\_

**c. Requested optional features:** \_\_\_\_\_

**E.G. Specific form of Securities Act or entity coverage**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**d. Outside Director or Officer Positions**

**Is coverage requested for outside director or officer positions in for-profit organizations held by the directors and officers of the Applicant and/or subsidiaries at its specific request?**

**YES**                       **NO**

**If "YES," please provide the name(s) of the officer/director, corporation, position held, business type, and Applicant's interest on a separate sheet of paper.**

**6. APPLICANT INFORMATION**

**a. Stock Ownership**

1. Number of common shares outstanding \_\_\_\_\_
2. Number of common stock shareholders \_\_\_\_\_
3. Number of common shares owned directly or beneficially by directors and/or officers \_\_\_\_\_
4. Name and percentage of holdings of any shareholder who owns 5% or more of the common shares directly or beneficially:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**b. Mergers and Acquisitions**

**Is the Applicant engaged in any acquisitions, tender offers, mergers, or divestitures that have been publicly disclosed by the Applicant?**

**If "YES," please explain on a separate sheet.**

YES                       NO

**c. Sale of Securities**

**Has Applicant publicly announced any new public offering of common stock, convertible securities, or equity warrants pursuant to the Securities Act of 1933 or qualification of securities under Regulation A within the past or next 12 months?**

**If "YES," please provide details.**

YES                       NO

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**7. PRIOR INSURANCE INFORMATION**

**Has Applicant had any directors or officers insurance denied or canceled, or has renewal thereof been refused?**

**If "YES," please provide details.**

**YES**             **NO**

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**8. CLAIMS EXPERIENCE**

**Describe each director or officer's claim whether paid or outstanding, insured or not, which did or may exceed \$1,000,000 (including defense expenses); list the date of claim, claimant, as well as the paid and outstanding amount of each claim.**

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**9. POTENTIAL CLAIMS INFORMATION**

**Is any person proposed for directors and officers insurance cognizant of any fact, circumstance, or any actual or alleged act, error or omission which he or she has reason to believe might give rise to a future claim which may fall within the scope of the directors and officers insurance here applied for?**

**YES**             **NO**

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**It is agreed that if such fact or circumstance or actual or alleged act, error or omission exists, whether or not disclosed, any claim arising therefrom is excluded from the proposed coverage.**

**REPRESENTATIONS AND WARRANTIES**

**IT IS AGREED THAT THIS APPLICATION INCLUDING ITS ATTACHMENTS SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND WILL BECOME A PART OF THE POLICY.**

**IT IS AGREED THAT THIS APPLICATION SHALL BE CONSTRUED AS A SEPARATE APPLICATION BY EACH OF THE PERSONS FOR WHOM COVERAGE IS BEING SOUGHT. NO STATEMENT MADE HEREIN OR KNOWLEDGE POSSESSED BY ANY PERSON(S) FOR WHOM COVERAGE IS BEING SOUGHT SHALL BE IMPUTED TO ANY OTHER PERSON(S) FOR THE PURPOSE OF DETERMINING THE AVAILABILITY OF COVERAGE UNDER THE PROPOSED POLICY.**

**BASED ON REASONABLE INQUIRY, THE APPLICANT ON BEHALF OF ALL PROPOSED INSUREDS, WARRANTS AND REPRESENTS TO THE BEST OF ITS KNOWLEDGE AND BELIEF THAT THE STATEMENTS SET FORTH IN THIS APPLICATION (INCLUDING THE ATTACHMENTS HERETO) ARE TRUE AND COMPLETE:**

**By signing this application, the undersigned acknowledges and agrees as follows:**

**(a) He has received a specimen policy and agrees on behalf of all proposed Insureds to be bound by the mandatory Choice Law and Arbitration provisions therein should a Policy be issued; and**

**(b) If the information supplied in this application (including the attachments hereto) changes materially between the date of this application and the inception date of the Policy Period, the Applicant will immediately notify the Energy Insurance Mutual and Energy Insurance Mutual may withdraw or modify any outstanding quotations or agreements to bind coverage.**

**THIS APPLICATION MUST BE SIGNED BY THE CEO, PRESIDENT, OR CHAIRMAN OF THE BOARD.**

**Signature** \_\_\_\_\_

**Title** \_\_\_\_\_

**Company** \_\_\_\_\_

**Date** \_\_\_\_\_