CHUBB®

The Chubb Primary℠ Directors & Officers and Entity Securities Liability Insurance

Private Company New Business Application

BY COMPLETING THIS DIRECTORS & OFFICERS AND ENTITY SECURITIES LIABILITY NEW BUSINESS APPLICATION FOR PRIVATE COMPANIES THE APPLICANT IS APPLYING FOR COVERAGE WITH FEDERAL INSURANCE COMPANY (THE "COMPANY").

NOTICE: THIS IS A CLAIMS MADE POLICY, WHICH APPLIES ONLY TO "MATTERS" FIRST MADE DURING THE "POLICY PERIOD," OR AN APPLICABLE EXTENDED REPORTING PERIOD. THE LIMIT OF LIABILITY TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED AND MAY BE EXHAUSTED BY "DEFENSE COSTS," AND "DEFENSE COSTS" WILL BE APPLIED AGAINST THE RETENTION AMOUNT. THE COVERAGE AFFORDED UNDER THIS POLICY DIFFERS IN SOME RESPECTS FROM THAT AFFORDED UNDER OTHER POLICIES. READ THE ENTIRE DIRECTORS & OFFICERS AND ENTITY SECURITIES LIABILITY APPLICATION CAREFULLY.

APPLICATION INSTRUCTIONS:

1. Whenever used in this Directors & Officers and Entity Securities New Business Application, the term "**Applicant**" shall mean "the Parent Organization and all subsidiaries".
2. If the **Applicant** is an Insurance company, please attach the latest Convention Statement.
3. (a) Most recent annual financial statement, audited if outside audits are performed.

   (b) List of directors and senior executive officers by name and outside affiliation, if applicable.
4. Include all requested underwriting information and attachments. Provide a complete response to all questions and attach additional pages if necessary.

I. NAME, ADDRESS AND CONTACT INFORMATION:

1. Name of **Applicant**:_____
2. Address of **Applicant**:_____

   City:_____ State:_____ Zip Code:_____
3. **Applicant** Web Site(s):_____
4. Name and Address of Primary Contact:_____

   City:_____ State:_____ Zip Code:_____ Telephone:_____ e-Mail:_____

II. INSURANCE-SPECIFIC INFORMATION:

1. Primary Limit Requested: _____
2. Total Limits Currently Purchased:_____
3. Policy Period Requested:

   From_____ to_____ both days at 12:01 a.m. at the principal address of the Parent Organization.

III. GENERAL RISK INFORMATION

1. (a) Nature of the **Applicant's** business: _____

   (b) Primary SIC Code: _____

   (c) State of incorporation: _____

   (d) Years of operation: _____

   (e) Total worldwide employees: _____

   (f) Number of employed lawyers, including temporary and independent contractor attorneys, employed by the **Applicant**: _____

2. Are there any subsidiaries with operations that are unrelated to the primary business of the **Applicant**? ☐ Yes ☐ No

   If "Yes", please attach details.

3. Is any **Applicant** currently a general partner in any limited liability or general partnership or does the **Applicant** act as a general partner for another organization? ☐ Yes ☐ No

   If "Yes", please attach details.

4. Is the **Applicant** contemplating any actual or potential:

   (a) Acquisition of, or tender offer for, another entity? ☐ Yes ☐ No

   (b) Merger, sale or significant divestiture of the **Applicant**? ☐ Yes ☐ No

   (c) Public or private offering of securities (whether or not such securities are required to be registered under the Securities Act of 1933)? ☐ Yes ☐ No

   (d) Replacement of its outside auditors? ☐ Yes ☐ No

   (e) Restatement of financials? ☐ Yes ☐ No

   (f) Reorganization or arrangement with creditors under federal or state law? ☐ Yes ☐ No

   (g) Branch, location, facility, office, or subsidiary closings, consolidations or layoffs or reductions in workforce? ☐ Yes ☐ No

   If "Yes" to any of the above, please attach details.

5. Does the **Applicant** perform any professional services for a fee? ☐ Yes ☐ No
   If "Yes", please attach details.

IV. FINANCIAL AND OWNERSHIP INFORMATION

1. (a) Please indicate total REVENUES at most recent fiscal year end: _____

   (b) Additional Financial Information: Please provide the following information for the **Applicant's** most recent fiscal year end (indicate month/year): _____ Month _____ Year

Current Assets	$
Total Assets	$

Current Liabilities	$
Long Term Debt	$
Total Liabilities	$
Retained Earnings	$
Shareholders Equity	$
Net Income	$
Cash Flow From Operating Activities	$

2. Ownership

Please complete the following information for the **Applicant** (attach additional sheets if needed):

Names of director or officer shareholders, indicate name and title	Voting shares owned
	%
	%
	%
	%
List any shareholders (include any individual and corporate names) that are not directors or officers	Voting shares owned
☐	%
☐	%
☐	%
☐	%

Please indicate, by checking the box (☐) in the table above, if related by family to another shareholder or to a director or officer of **Applicant**.

V. OUTSIDE ENTITY INFORMATION

Is coverage requested for service with any **Outside Entity** other than an exempt entity under Section 501(c)(3), 501(c)(4), 501(c)(7) and 501(c)(10) of the Internal Revenue Code? ☐ Yes ☐ No

If "Yes", please complete the following table for all such service for **Outside Entities**:

Name of individual(s) requesting coverage	Name of Outside Entity on whose Board of Directors this individual serves	Address of Outside Entity	Public ticker symbol (if applicable)	Business/activity in which the Outside Entity is engaged	Total amount of D&O coverage purchased by Outside Entity

Please attach pages for additional Outside Entity Information, if necessary.

VI. PAST ACTIVITIES INFORMATION

1. Has the **Applicant** or any person proposed for coverage been the subject of, or been involved in, any of the following during the past five years:

   (a) Anti-trust, copyright or patent litigation? ☐ Yes ☐ No

   (b) Deceptive trade practices or consumer fraud? ☐ Yes ☐ No

   (c) Civil, criminal or administrative proceeding alleging violation of any federal or state securities laws? ☐ Yes ☐ No

   (d) Any other criminal actions? ☐ Yes ☐ No

   If the **Applicant** answered "Yes" to any of the above in Question (1), please attach details.

2. Other than those identified in the **Applicant's** response to Question 1, has any claim been brought at any time during the last 5 years against (i) any **Applicant** or (ii) any proposed insured individual in his or her capacity as a director or officer of any entity? ☐ Yes ☐ No

   If "Yes" please attach details.

VII. REPRESENTATION: PRIOR KNOWLEDGE OF ACTS/CIRCUMSTANCES/SITUATIONS

1. The undersigned authorized agents of the Proposed Insureds represent, after reasonable inquiry, that no person or entity proposed for this insurance is aware of any fact, circumstance or situation which could reasonably be expected to give rise to a **Matter** to which the proposed insurance would apply, except as disclosed immediately below (a "Disclosed Matter").

   _____

   _____

   _____

   If no Disclosed Matter exists, please write "None" here: _____

2. The undersigned authorized agents acknowledge and agree, on behalf of all Proposed Insureds proposed for this insurance, that any Disclosed Matter shall be excluded from coverage under the proposed insurance.

VIII. MATERIAL CHANGE:

If there is any material change in the answers to the questions in this Directors & Officers and Entity Securities Liability New Business Application before the policy inception date, the **Applicant** must immediately notify the Company in writing, and any outstanding quotation may be modified or withdrawn.

IX. DECLARATIONS, FRAUD WARNINGS AND SIGNATURES:

The **Applicant's** submission of this Directors & Officers and Entity Securities Liability New Business Application does not obligate the Company to issue, or the **Applicant** to purchase, a policy. The **Applicant** will be advised if the Directors & Officers and Entity Securities Liability New Business Application for coverage is accepted. The **Applicant** hereby authorizes the Company to make any inquiry in connection with this Directors & Officers and Entity Securities Liability New Business Application.

The undersigned authorized agents of the person(s) and entity(ies) proposed for this insurance declare that to the best of their knowledge and belief, after reasonable inquiry, the statements made in this Directors & Officers and Entity Securities Liability New Business Application and in any attachments or other documents submitted with this Directors & Officers and Entity Securities Liability New Business Application are true and complete. The undersigned agree that this Directors & Officers and Entity Securities Liability New Business Application and such attachments and other documents shall be the basis of the insurance policy should a policy providing the requested coverage be issued; that all such materials shall be deemed to be attached to and shall form a part of any such policy; and that the Company will have relied on all such materials in issuing any such policy.

The information requested in this Directors & Officers and Entity Securities Liability New Business Application is for underwriting purposes only and does not constitute notice to the Company under any policy of a **Matter** or circumstance.

Notice to Alabama and Maryland Applicants: Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully 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 Arkansas, New Mexico and Ohio Applicants: Any person who, with intent to defraud or knowing that he/she is facilitating a fraud against an insurer, submits an application or files a claim containing a false, fraudulent or deceptive statement is, or may be found to be, guilty of insurance fraud, which is a crime, and may be subject to civil fines and criminal penalties.

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, 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 policy holder or claimant for the purpose of defrauding or attempting to defraud the policy holder 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 Kansas Applicants: Any person who, knowingly and with intent to defraud, presents, causes to be presented or prepares with knowledge or belief that it will be presented to or by an insurer, purported insurer, broker or any agent thereof, any written, electronic, electronic impulse, facsimile, magnetic, oral, or telephonic communication or statement as part of, or in support of, an application for the issuance of, or the rating of an insurance policy for personal or commercial insurance, or a claim for payment or other benefit pursuant to an insurance policy for commercial or personal insurance which such person knows to contain materially false

information concerning any fact material thereto; or conceals, for the purpose of misleading, information concerning any fact material thereto.

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 and Rhode Island 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, Tennessee, Virginia and Washington 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 may include imprisonment, fines or a denial of insurance benefits.

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 Oklahoma Applicants: WARNING: Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claims for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

Notice to Oregon and Texas Applicants: Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

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 Puerto Rico Applicants: Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation with the penalty of a fine of not less than five thousand (5,000) dollars and not more than ten thousand (10,000) dollars, or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances are present, the penalty thus established may be increased to a maximum of five (5) years, if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

Notice to New York 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 shall also be subject to: a civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.

Notice to Vermont Applicants: Any person who knowingly presents a false statement in an application for insurance may be guilty of a criminal offense and subject to penalties under state law.

Date	Signature*	Title
_____	_____	Chief Executive Officer
_____	_____	Chief Financial Officer

*This Directors & Officers and Entity Securities Liability New Business Application must be signed by the chief executive officer and chief financial officer of the Parent Organization acting as the authorized representatives of the person(s) and entity(ies) proposed for this insurance.

Produced By:

Agent (Print & Sign):_____ _____

Agency:_____

Agency Taxpayer ID or SS No.:_____ Agent License No.:_____

Address:_____

City:_____ State:_____ Zip:_____

Submitted By:

Agency:_____

Agency Taxpayer ID or SS No.:_____ Agent License No.:_____

Address:_____

City:_____ State:_____ Zip:_____