



EXECUTIVE AND ORGANIZATION LIABILITY INSURANCE

Cossio Insurance Agency • 864-688-0121 • Fax: 864-603-2348 • P.O. Box 5987, Greenville, SC 29606

DIRECTIONS: 1. Fill in the application by filling in the blue fields on all pages.

2. Please fill in all the fields with the correct information.

3. Email the application to apps@cossioinsurance.com or Fax to 864-603-2348

NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT. IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

Section 1: APPLICANT'S ORGANIZATIONAL INFORMATION

Applicant's Name: (the "Applicant")

Address:

State and date of incorporation:

Date:

Nature of business:

Primary SIC code(s):

Applicant has continually been operating since:

Total number of locations:

Does the **Applicant** operate any retail outlets or branches? ☐ Yes ☐ No

If "Yes," total number of retail outlets or branches:

Do you process payment cards? ☐ Yes ☐ No

Estimated annual number of payment card transactions

Section 2: INSURANCE INFORMATION

Limit of Liability¹ requested:

Amount of self-insured retention requested (each loss): **Securities Claims:** \$

Employment Practices Claims: \$

All Other Claims: \$

¹All terms which appear in **Bold** type are used in this application with the same respective meanings as they have in the Executive and Organization Liability Insurance Policy.

Section 3: STOCK OWNERSHIP

3 (a) Are any securities of the **Applicant** or of any **Subsidiary** thereof publicly traded or the subject of a shelf registration? ☐ Yes ☐ No

If "Yes" to question 3(a), please attach the following information for each entity:

The name of the entity and the type of securities which are publicly traded or the subject of a shelf registration.

Securities: ☐ Equity ☐ Debt ☐ mixed (attach explanation)

Exchange(s) Ticker Symbol(s)

Total number of voting shares outstanding

Total number of voting shareholders



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Section 3: STOCK OWNERSHIP (Continued)

Total number of voting shares owned by members of its Board of Directors (or equivalent governing body) (direct and beneficial)

Total number of voting shares owned by its **Executives** (direct and beneficial) who are not members of its Board of Directors (or equivalent governing body)

Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially?
☐ Yes ☐ No If "Yes," attach name and percentage of holdings.

Are there any other securities convertible to voting stock? ☐ Yes ☐ No
If "Yes" describe fully.

For those entities proposed for insurance whose securities are not publicly traded or subject of a shelf registration please attach the following information for each entity:

Total number of voting shares outstanding

Total number of voting shareholders

Total number of voting shares owned by members of its Board of Directors (or equivalent governing body) (direct and beneficial)

Total number of voting shares owned by its **Executives** (direct and beneficial) who are not members of its Board of Directors (or equivalent governing body)

Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially?
☐ Yes ☐ No If "Yes," attach name and percentage of holdings.

Section 4: GENERAL ORGANIZATIONAL INFORMATION

Please provide a complete list of all **Executives** who are members of the Board of Directors (or equivalent governing body) of the **Applicant** and of its **Subsidiaries** by name and affiliation with other organizations.

(If included as an attachment herein, check here ☐)

Please provide a complete list of all **Executives** of the **Applicant** and of its **Subsidiaries** who are not described in the above question, by name and affiliation with other organizations.

(If included as an attachment herein, check here ☐)

Please list all directly and indirectly owned entities, other than partnerships entities, that are **Subsidiaries**:

Name of Organization	Type of Operation	% of Ownership	Date Acquired/Created	Country of Incorporation



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Section 4: GENERAL ORGANIZATIONAL INFORMATION (Continued)

Is coverage to include all **Subsidiaries** listed? ☐ Yes ☐ No If "Yes," include complete list of all Executives of each Subsidiary. If "No," include complete list of those **Executives** of each **Subsidiary** for which coverage is requested. If included as an attachment check here ☐

6. Are there any plans being considered for a merger, an acquisition or a consolidation of or by the Applicant or any of its **Subsidiaries**? ☐ Yes ☐ No

If "Yes", have such plans been approved by the Board of Directors (or equivalent governing body) of the **Applicant** and such entity? ☐ Yes ☐ No Date of Approval

If "Yes" to 6, have such plans been submitted to the shareholders/members of the **Applicant** and such entity for approval? ☐ Yes ☐ No Date of Approval

7. Does the **Applicant** or any of its **Subsidiaries** anticipate any registration of securities under the Securities Act of 1933 (or any similar state or foreign rule or law) or any other offering of securities within the next twenty-four months?: ☐ Yes ☐ No (If "Yes," give details and submit offering materials if available.)

8. Has there been or is there now pending any claim(s) or actions against or investigation(s) of: (i) the **Applicant** or any **Subsidiary** thereof; and/or (ii) any person proposed for insurance in his or her capacity as an **Executive** of either the **Applicant** or a **Subsidiary** of the **Applicant**. ☐ Yes ☐ No
(If "Yes," attach details.)

9. No **Executive** has knowledge or information of any act, error or omission which might give rise to a **Claim** or **Crisis** under the proposed policy, except as follows: (Attach complete details.)

If the **Executives** have no such knowledge or information state "None:"

Neither the **Applicant** nor any of its **Subsidiaries** has knowledge or information of any act, error or omission which might give rise to a **Securities Claim** or Crisis under the proposed policy, except as follows: (Attach complete details.)

If the **Applicant** and the **Subsidiaries** have no such knowledge or information state "None:"

10. Has the **Applicant**, any of its **Subsidiaries** or any **Executives** of such entities:

(a) Been involved in any antitrust, copyright or patent litigation? ☐ Yes ☐ No

(b) Been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign antitrust or fair trade law? ☐ Yes ☐ No

(c) Been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign securities law, rule or regulation? ☐ Yes ☐ No

(d) Been involved in any representative actions, class actions, or derivative suits? ☐ Yes ☐ No

(If any of the above questions 10(a) -10(d) are answered "Yes," attach full details.)

It is agreed that with respect to Questions 8, 9 and 10 above, that if such claim, proceeding, action, knowledge, information or involvement exists, then such claim, proceeding or action and any **Claim** or action arising from such claim, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage.



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Section 5: INSURANCE HISTORY

11. Current insurance (if none, most recent) for the **Applicant** and each **Subsidiary**. If included as an attachment, check here ☐.

	Directors and Officers (Executive) Liability Insurance
Name of Insurance co.	
Limit of Liability	
Self-insured Retention	
Policy expiration date	
Premium (indicate one year or more)	

12. Has any insurance carrier refused, canceled or non-renewed any directors and officers liability or executive liability insurance coverage? ☐ Yes ☐ No If "Yes," attach full details including when and reason(s). (MISSOURI **APPLICANTS** NEED NOT REPLY.)

Section 6: ADDITIONAL INFORMATION

13. Name of General Counsel, Risk Manager and Human Resources Manager (or equivalent positions) for the **Applicant**, number of years in current position and phone number:

Name:	Years:	Phone Number:
Name:	Years:	Phone Number:
Name:	Years:	Phone Number:

14. Provide copies of the following for the Applicant and, to the extent available, each of its Subsidiaries. If attached please indicate below. If such information is available on the Organization's website please indicate below and provide website address:

(a) Latest annual report.	<input type="checkbox"/> "Attached" <input type="checkbox"/> "Website"
(b) Latest IOK report filed with the Securities and Exchange Commission (SEC) (or similar state or foreign agency).	<input type="checkbox"/> "Attached" <input type="checkbox"/> "Website"
(c) Latest interim financial statement available.	<input type="checkbox"/> "Attached" <input type="checkbox"/> "Website"
(d) All proxy statements and notices of Annual Meeting of Stockholders within the last twelve months.	<input type="checkbox"/> "Attached" <input type="checkbox"/> "Website"
(e) All registration statements filed with the SEC (or similar state or foreign agency) within the last twelve months.	<input type="checkbox"/> "Attached" <input type="checkbox"/> "Website"



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Section 6: ADDITIONAL INFORMATION (Continued)

(f) Copy (certified by organization's Secretary) of the indemnification provisions of the charter and the by-laws. Also attach a copy of organization's indemnification agreement. ☐ "Attached" ☐ "Website"

(g) Latest CPA management letter along with **Applicant's** responses to any recommendations made therein. ☐ "Attached" ☐ "Website"

It is agreed that the **Applicant** will file with the **Insurer**, as soon as it becomes available, a copy of each registration statement and annual or interim report which the **Applicant** or any **Subsidiary** may from time to time file with the SEC (or similar state or foreign agency).

Section 7: SEVERABILITY

15. It is further agreed that in regard to the applicability of questions 8, 9 and 10 above, the facts pertaining to and knowledge possessed by any **Insured** (other than the knowledge and/or information possessed by the person(s) executing the application) shall not be imputed to any other **Insured Person**; only facts pertaining to and knowledge possessed by any past, present or future chairman of the board, president, chief executive officer, chief operating officer, chief financial officer and General Counsel (or equivalent position) of the **Organization** shall be imputed to the **Organization**.

THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER 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 AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE. SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT 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 APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

GENERAL STATEMENT: Any person who knowingly and with intent to defraud any insurance company or another 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 the person to criminal and [NY: substantial] civil penalties. (Not applicable in CO, DC, FL, HI, KS, MA, MN, NE, OH, OK, OR, VT or WA; in LA, ME, TN, and VA, insurance benefits may also be denied)

APPLICABLE IN COLORADO: 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



Section 7: SEVERABILITY (Continued)

regard to a settlement of award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

APPLICABLE IN THE DISTRICT OF COLUMBIA: 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.

APPLICABLE IN FLORIDA: 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.

APPLICABLE IN HAWAII: 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.

APPLICABLE IN KANSAS: 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 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 commits a fraudulent insurance act.

APPLICABLE IN MASSACHUSETTS, NEBRASKA, OREGON AND VERMONT: Any person who knowingly and with intent to defraud any insurance company or another 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, may be committing a fraudulent insurance act, which may be a crime and may subject the person to criminal and civil penalties.

APPLICABLE IN MASSACHUSETTS, NEBRASKA, OREGON AND VERMONT: Any person who knowingly and with intent to defraud any insurance company or another 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, may be committing a fraudulent insurance act, which may be a crime and may subject the person to criminal and civil penalties.

APPLICABLE IN MINNESOTA: Any person who files a claim with intent to defraud or helps commit a fraud against an insurer is guilty of a crime.

APPLICABLE IN OHIO: 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 or deception statement is guilty of insurance fraud.

APPLICABLE IN OKLAHOMA: 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.

APPLICABLE IN WASHINGTON: 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.



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Section 8: SIGNATURES

Signed		(Applicant)	Date:
Title (must be signed by Chairman of the Board or President):			
Attest:		Broker:	
License Number:			
Address:			
City:		State:	Zip:

Please read the following statement carefully and sign where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the **Applicant** hereby acknowledges that he/she is aware that the **Limit of Liability** contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the **Insurer** shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the **Limit of Liability** of this policy.

The undersigned authorized officer of the **Applicant** hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed		(Applicant)	Date:
Title (must be signed by Chairman of the Board or President):			

SAVE APPLICATION