



\_\_\_\_\_ ,  
a stock insurance company, herein called the Insurer

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## THE HARTFORD D&O PREMIER DEFENSE<sup>SM</sup> POLICY 2.0 APPLICATION

**NOTICE: THIS POLICY PROVIDES CLAIMS MADE AND REPORTED COVERAGE. EXCEPT AS OTHERWISE SPECIFIED HEREIN, COVERAGE APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR EXTENDED REPORTING PERIOD, IF APPLICABLE. NOTICE OF A CLAIM MUST BE TIMELY REPORTED TO THE INSURER IN ACCORDANCE WITH THE APPLICABLE NOTICE PROVISIONS OF THIS POLICY. PAYMENT OF LOSS (INCLUDING DEFENSE COSTS, SETTLEMENTS OR AWARDS) REDUCES AND MAY COMPLETELY EXHAUST THE AVAILABLE LIMIT OF LIABILITY AND IS APPLIED AGAINST THE RETENTION. PLEASE READ THE POLICY CAREFULLY AND DISCUSS IT WITH YOUR AGENT OR BROKER. THE POLICY DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE INSURER TO DEFEND ANY INSURED.**

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### 1. GENERAL INFORMATION:

- a) Name of Applicant Entity \_\_\_\_\_  
(Together with any subsidiaries for whom this policy is intended, hereinafter, the "Applicant.")
- b) Address \_\_\_\_\_
- c) Nature of Business \_\_\_\_\_
- d) Date of Incorporation \_\_\_\_\_
- e) State of Incorporation \_\_\_\_\_

If the Applicant Entity listed in 1a) above has any subsidiaries, complete the following (attach a separate sheet if necessary):

NAME	NATURE OF BUSINESS	DATE CREATED OR ACQUIRED	PERCENTAGE OWNED BY APPLICANT LISTED IN 1a)	STATE/COUNTRY OF INCORPORATION

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### 2. STOCK OWNERSHIP:

- a) Total number of common shares outstanding \_\_\_\_\_
- b) Total number of common shareholders \_\_\_\_\_

- c) Are shares publicly traded? If Yes, specify the exchange on which they are listed  Yes  No  
\_\_\_\_\_
- d) Give names and percent owned of any shareholders who hold, directly or beneficially, 5% or more of the common shares outstanding: \_\_\_\_\_
- e) Are there multiple classes of shares?  Yes  No  
If so, do the voting rights for each share class differ?  Yes  No  
If yes, describe how: \_\_\_\_\_
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3. ANNOUNCED CHANGES:

- a) Has the Applicant publicly revealed in the past 24 months, or does it contemplate within the next 12 months, any:
- (1) consolidation or merger with any other entity?  Yes  No
- (2) acquisition or disposition of any stock, assets or interest in any other corporation, limited liability company, partnership, or joint venture?  Yes  No
- (3) Sale, distribution or divestiture of any assets or stock, other than in the ordinary course of business?  Yes  No
- If Yes to any question above, has the Board of Directors approved such action(s)?  Yes  No
- Has such action(s) been submitted to the shareholders for approval?  Yes  No  
Attach complete details.
- b) Has the Applicant filed in the past 18 months, or contemplated filing within the next 12 months, any registration statement with any government authority for an offering of securities? If Yes, provide applicable prospectus.  Yes  No
- c) Has the Applicant completed in the past 18 months, or contemplated completing in the next 12 months, any initial coin offering or the issuance of any cryptocurrency?  Yes  No  
If yes, attach complete details.

**RENEWAL APPLICANTS NEED NOT ANSWER QUESTIONS 4, 5 AND 6.**

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4. PREVIOUS INSURANCE:

- a) Has the Applicant previously held or does it now have any Directors and Officers Liability Insurance or similar insurance? If Yes, provide the following details:  Yes  No
- | <u>INSURER</u> | <u>LIMIT</u> | <u>DEDUCTIBLE</u> | <u>PERIOD FROM/TO</u> | <u>PREMIUM</u> |
|----------------|--------------|-------------------|-----------------------|----------------|
| _____          | _____        | _____             | _____                 | _____          |
- b) Provide details of any prior claim under such insurance (if none, so state). \_\_\_\_\_  
\_\_\_\_\_
- b) Has any insurer cancelled or refused to renew any Directors and Officers Liability Insurance or similar insurance within the past 3 years? If Yes, provide complete details.  Yes  No  
\_\_\_\_\_  
\_\_\_\_\_

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5. PREVIOUS EXPERIENCE:

a) Has any person or entity for whom insurance is intended, been involved in the following:

(1) any antitrust, copyright or patent litigation?  Yes  No

(2) any civil or criminal investigation or action, or administrative proceeding alleging a violation of any federal or state security law or regulation?  Yes  No

(3) any representative actions, class actions, or derivative suits?  Yes  No

If Yes to any of the above, provide details.

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b) Are there any pending claims against any person or entity for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? If Yes, provide complete details.  Yes  No

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c) Has any person or entity for whom this insurance is intended given notice, under any other previous or current similar insurance policy, of any act, error, omission, matter, fact or circumstance which may give rise to a claim being made against the Applicant and/or any Executive? If Yes, provide complete details.  Yes  No

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**IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY SUCH FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THE PROPOSED INSURANCE IN ACCORDANCE WITH SECTION IX. REPRESENTATIONS AND SEVERABILITY OF THE APPLICATION OF THE POLICY.**

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6. PRIOR KNOWLEDGE:

Does any person or entity for whom insurance is intended have any knowledge or information of any act, error, omission, matter, fact or circumstance which may give rise to a claim which may fall within the scope of the proposed insurance? If Yes, provide complete details.  Yes  No

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**IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXIST, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE IN ACCORDANCE WITH SECTION IX. REPRESENTATIONS AND SEVERABILITY OF THE APPLICATION OF THE POLICY.**

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7. MATERIALS REQUESTED:

As an attachment to this Application, please include the following (where applicable):

- Complete list of all Executives (where applicable, include their name, position, term of office, and affiliation with any other outside organizations)
  - Most recent Annual Report.
  - Most recent filing with the S.E.C. (Form 10-K) and any subsequent filings (Form 10-Q, Form 8-K, etc.)
  - Latest available interim financial statements.
  - The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
  - Most recent prospectus.
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**Maryland Applicants Only** - A binder or policy is subject to a 45-day underwriting period beginning on the effective date of coverage. An Insurer may cancel a binder or policy during the underwriting period if the risk does not meet our underwriting standards of the Insurer. If the Insurer discovers a material risk factor during the underwriting period, the Insurer shall recalculate the premium for the policy or binder based on the material risk factor as long as the risk continues to meet the underwriting standards of the Insurer.

#### FRAUD WARNING STATEMENTS

**ATTENTION ALABAMA, ARKANSAS, DISTRICT OF COLUMBIA, MARYLAND, RHODE ISLAND AND WEST VIRGINIA APPLICANTS:** ANY PERSON WHO KNOWINGLY (OR WILLFULLY IN MARYLAND) PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR KNOWINGLY (OR WILLFULLY IN MARYLAND) PRESENTS FALSE INFORMATION IN AN APPLICATION FOR INSURANCE IS GUILTY OF A CRIME AND MAY BE SUBJECT TO FINES AND CONFINEMENT IN PRISON.

**ATTENTION 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.

**ATTENTION 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.

**ATTENTION KANSAS APPLICANTS:** INSURANCE FRAUD IS A CRIMINAL OFFENSE IN KANSAS. A " FRAUDULENT INSURANCE ACT " MEANS AN ACT COMMITTED BY 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.

**ATTENTION KENTUCKY, OHIO AND 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.**

**ATTENTION LOUISIANA, 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.**

**ATTENTION NEW HAMPSHIRE AND NEW JERSEY APPLICANTS: ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION TO THE BEST OF HER/HIS KNOWLEDGE ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.**

**ATTENTION NEW MEXICO 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 CIVIL FINES AND CRIMINAL PENALTIES.**

**ATTENTION OKLAHOMA APPLICANTS: 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.**

**ATTENTION OREGON APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD OR SOLICIT ANOTHER TO DEFRAUD AN INSURER: (1) BY SUBMITTING AN APPLICATION OR; (2) FILING A CLAIM CONTAINING A FALSE STATEMENT AS TO ANY MATERIAL FACT MAY BE VIOLATING STATE LAW.**

THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES AND ACKNOWLEDGES THAT:

- THE POLICY CONTAINS A DEFENSE WITHIN LIMITS PROVISION WHICH MEANS THAT DEFENSE COSTS WILL REDUCE THE LIMIT OF LIABILITY AND MAY EXHAUST IT COMPLETELY AND SHOULD THAT OCCUR, THE INSURED SHALL BE LIABLE FOR ANY FURTHER LOSS, INCLUDING DEFENSE COSTS. IN ADDITION, DEFENSE COSTS ARE APPLIED AGAINST THE RETENTION.
- THE STATEMENTS SET FORTH HEREIN ARE TRUE AND COMPLETE<sup>1</sup>. THE UNDERSIGNED AUTHORIZED OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, THE UNDERSIGNED WILL, IN ORDER FOR THE INFORMATION TO BE TRUE AND COMPLETE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS, AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE<sup>2</sup>. THE "EFFECTIVE DATE" IS THE DATE THE COVERAGE IS BOUND OR THE FIRST DAY OF THE POLICY PERIOD, WHICHEVER IS LATER. 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 DEEMED ATTACHED TO AND BECOME A PART OF THE POLICY<sup>3</sup>. 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.

*1- In New Hampshire the truth and completeness shall be to the best of her/his knowledge.*

*2- In Maine this sentence ends at the word "quotations."*

*3- The application shall actually attach in the following states: North Carolina*

**ATTENTION 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.**

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED BY TWO INDIVIDUALS AND DATED. IF THE CHAIRMAN OF THE BOARD AND PRESIDENT ARE THE SAME INDIVIDUAL, PLEASE HAVE THE

APPLICATION SIGNED BY THE CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER OR GENERAL COUNSEL IN LIEU OF THE PRESIDENT.

DATE \_\_\_\_\_ SIGNATURE \_\_\_\_\_

TITLE \_\_\_\_\_

DATE \_\_\_\_\_ SIGNATURE \_\_\_\_\_

TITLE \_\_\_\_\_

**Additionally required of applicants in Florida, Iowa & New Hampshire**

Name of Agent \_\_\_\_\_  
(Required: Florida, Iowa & New Hampshire only)

Agent License #: \_\_\_\_\_  
(Required: Florida only)

Print Name: \_\_\_\_\_

Name of Agency: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

Agent Signature: \_\_\_\_\_  
(Required: Florida & New Hampshire only)

PLEASE SUBMIT THIS APPLICATION AND APPROPRIATE MATERIALS TO:

(Enter the address and phone number of the local The Hartford office)