



NOTICE

MOST OF THE LIABILITY COVERAGE PARTS ARE WRITTEN ON A CLAIMS MADE BASIS, AND AS SUCH, TO ALL PROVISIONS, APPLIES ONLY TO ANY CLAIM FIRST MADE DURING THE POLICY PERIOD. NO COVERAGE EXISTS FOR CLAIMS FIRST MADE AFTER THE END OF THE POLICY PERIOD UNLESS, AND TO THE EXTENT THAT, THE EXTENDED REPORTING PERIOD APPLIES. DEFENSE COSTS REDUCE THE LIMIT OF LIABILITY AND ARE SUBJECT TO THE RETENTION. PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE AGENT OR BROKER.

INSTRUCTIONS FOR COMPLETING THIS APPLICATION

Please read this application carefully. Complete Sections I, II and III along with the attached Renewal Application(s) for the coverages that are being renewed.

Applicants that answer "Yes" to questions asked below may require substantially different terms and conditions at renewal. Please provide detailed information to any questions answered "Yes" with in the space provided at the end of this application. In addition, please attach the documents requested in the Specify Attachments Sections.

I. GENERAL INFORMATION:

1. a. The Applicant to be named in Item 1. of the Declarations (the Named Insured):

Name of Subsidiaries that are applying for coverage: _____

Street Address (No P.O. Box): _____

City: _____ State: _____ Zip: _____

Website: _____

b. Within the past 12 months or during the next year does the Applicant plan on any actual or proposed merger, acquisition or divesture? Yes No

c. Within the past 12 months or during the next year does the Applicant plan on creating or acquiring any new business, subsidiary or division? Yes No

d. Total number of locations for the Applicant and its Subsidiaries? _____

II. FINANCIAL INFORMATION

If Directors & Officers Liability is purchased, attach most recent year end financial statements

1. Within the last 12 months, has the Applicant's and any Subsidiaries' outside auditors stated that there are weaknesses in the Applicant's or any Subsidiaries system of internal controls? Yes No

2. As of the most recent fiscal year-end, please provide the following information for Applicant and Subsidiaries:

Table with 2 columns: Most recent Fiscal year-end as of: and Prior Fiscal year-end as of: . Rows include Total Assets, Total Long Term Debt, Total Liabilities, Total Equity, Total Revenue, Net Income (Net Loss), and Total Pension Plan Assets. Includes a (Next Year) column for Revenue.

3. Within the last 24 months, has the Applicant's and any Subsidiaries' outside auditors: a. Stated that there are any weaknesses in applicant's system of internal controls? Yes No

b. Expressed doubt that the Applicant or any Subsidiary will be able to continue to operate as a going concern? If Yes, please provide the most recently audited financial statement. Yes No

4. Within the past 12 months, has the Applicant or any Subsidiary changed its outside auditors? Yes No

5. Does the Applicant or any Subsidiary currently anticipate replacing its outside auditors? If Yes, please attach details. Yes No

6. In the past 12 months, has the Applicant or any Subsidiary been in violation of any debt covenant? Yes No
In the past 12 months, has the Applicant or any Subsidiary filed for bankruptcy? Yes No



MANAGEMENT LIABILITY SECTION

I. REQUESTED LINES OF COVERAGE

Please answer this question only if the Applicant is applying for limits of insurance that exceed the expiring coverage currently written with CNA:

| Coverage Part | Limit of Liability | Retention: |
|--------------------------------|--------------------|------------|
| Directors & Officers Liability | \$ _____ | \$ _____ |
| Employment Practices Liability | \$ _____ | \$ _____ |
| Fiduciary Liability | \$ _____ | \$ _____ |
| Network Security & Protection | \$ _____ | \$ _____ |

None of the individuals to be insured under any Coverage Part (the "Insured Persons") have a basis to believe that any wrongful act, event, matter, fact, circumstance, situation, or transaction, might reasonably be expected to result in or be the basis of a future claim? Yes No

Without prejudice to any other rights and remedies of CNA, any claim arising from any facts, circumstances or situations required to be disclosed is excluded from the portion of any renewal limit of liability that exceeds the expiring limit of liability in the proposed insurance.

PLEASE COMPLETE THE QUESTIONS BELOW FOR THE LINES OF COVERAGE THAT THE APPLICANT IS RENEWING

II. DIRECTORS & OFFICERS LIABILITY

- a. Over the past 12 months has there been any change in the Board of Directors or senior management? Yes No
- b. Has there been any changes in the number of shareholders; shareholders that own(ed) greater than a 10% interest within named company? Yes No
- c. Over the last 12 months has the Applicant or any subsidiary conducted, or during the next 12 months does the Applicant or any subsidiary plan on conducting, any private or public debt or equity offering of securities, including a crowdfunding transaction? Yes No

III. EMPLOYMENT PRACTICES LIABILITY

1. Applicant and Subsidiary Employee Information:
a. Total Number of Employees: Current: 1 year ago: 2 years ago:

Of the Current total, how many Employees are located in California?

b. Total Number of Employees in the following categories:

| Full Time | Part time | Loaned and/or Leased | Temporary or Seasonal | Foreign Based | Union | Independent Contractors |
|----------------------|----------------------|----------------------|-----------------------|----------------------|----------------------|-------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

c. What percentage of Employees have salaries (including bonuses):

| Less than \$50,000 | \$50,000 to \$100,000 | \$101,000 to \$250,000 | Greater than \$250,000 |
|----------------------|-----------------------|------------------------|------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

d. How many Employees, including Executives, have been involuntarily terminated in the past two years?

| Employees | Executives |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |

e. For each of the most recent years, what has been the Applicant's annual turnover rate of employees?

| Year: | Year: |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |

f. Total number of employees in the top 4 operating state(s) or foreign country(ies) by employee count and the percentage of the Applicant's employee base:

| | | | |
|----------------------|------------------------|----------------------|------------------------|
| <input type="text"/> | <input type="text"/> % | <input type="text"/> | <input type="text"/> % |
| <input type="text"/> | <input type="text"/> % | <input type="text"/> | <input type="text"/> % |



- 2 Has an attorney with expertise in employment and labor law updated the Applicant's employee handbook, human resources documents, guidelines, or procedures in last 12 months? Yes No
If Yes, please provide Details.
- 3 During the past 12 months has the Applicant or any Subsidiary made any additions or amendments to any Human Resources policies, procedures or employee handbook? Yes No
If Yes, please provide Details.
- 4 Has the Applicant or any Subsidiary had any layoffs, staff reductions, facility closings and/or any other increase or decrease to the employment count of more than 10%; or are any planned over the next 12 months? Yes No
- 5 Have persons supervising employees receive updated information and training on human resource policies including performance appraisals, discipline or workplace harassment in the last 12 months? Yes No
If yes, please provide details.

Reduction-in-Force (RIF) (Questionnaire)

TO BE COMPLETED ONLY IF THE APPLICANT ANSWERED "YES" TO QUESTION 4, in the EPL Section

1. Please provide the following details:

| Date of Workforce Reduction | Reason for Workforce Reduction | Number of Employees Effected |
|-----------------------------|--------------------------------|------------------------------|
| | | |
| | | |
| | | |

- 2. Was a disparate impact analysis completed? Yes No
- 3. Did the Applicant consult with outside counsel familiar with employment and labor law regarding the reduction in workforce? Yes No
- 4. Is the Applicant in compliance with all applicable provisions of the Worker Adjustment and Retraining Notification (WARN) Act? Yes No
- 5. Does the applicant have a formal out-placement program for employees terminated as a result of downsizing, layoffs or reduction-in-force? Yes No
- 6. Was or will severance compensation (be) available to all affected employees? Yes No
- 7. Were or are the affected employees required to sign a release for the severance package? Yes No
 - a. If Yes, did any employees refuse to sign the release? Yes No
 - b. Were the releases compliant with the Older Worker Benefit Protection Act Yes No

| | |
|---|---|
| <u>Specific Attachments Instructions</u> | Most recent EEO1 Report (If required under federal law) |
|---|---|



IV. FIDUCIARY LIABILITY

1. Please indicate the type of plans for which insurance is requested:

| * Plan Type | Name of Plan(s) | Assets | Total Plan Participants |
|-------------|-----------------|--------|-------------------------|
| | | | |
| | | | |
| | | | |
| | | | |

*Plan Types: **DB** = Defined Benefit **DC** = Defined Contribution **W** = Welfare Benefit
E = ESOP (Employee Stock Ownership Plan) **K** = KSOP **O** = Other

2. Applicant Employer Identification Number (EIN) _____

3. Does any plan hold employer securities or offer an investment in employer securities? Yes No
If Yes, please complete the ESOP/KSOP Questionnaire and submit with the required additional information listed.

4. During the past 24 months or during the next 12 months has (will) any plan for which coverage is requested: Yes No

a. Not conform with the standards of eligibility, participation, vesting and other provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended or similar laws? Yes No

b. Been (be) terminated, suspended, merged, dissolved or converted to a cash balance? Yes No

c. Been (be) any amendment to a plan that has resulted in a reduction of benefits? Yes No

d. Been the subject of an investigation by the Department of Labor (DOL), Internal Revenue Service (IRS) or any other domestic or foreign agency? Yes No

e. Had (have) any outstanding or delinquent plan contributions? Or are any plan loans, leases or debt obligations considered uncollectible or in default? Yes No

f. Had (have) any assessment of fees, fines or penalties under a voluntary compliance resolution program or similar voluntary settlement program administered by the IRS, DOL or other government authority against any plan? Yes No

If any of the questions above are answered "Yes", please attach details.

Please attach the most recent audited financial statements for Applicants meeting any of the following conditions:

- Request for Fiduciary policy limits over \$3,000,000
- If the Applicant sponsors a Defined Benefit Plan, ESOP, KSOP or plan that holds/invests in employer securities

Please attach the following if the Applicant sponsors an ESOP, KSOP or plan that holds/invests in employer securities:

- Completed ESOP / KSOP Questionnaire
- Most recent 5500 and plan audited financial statements
- Most recent independent Actuarial Valuation of the employer stock (complete copy)
- Most recent audited annual financial statements of Applicant



V. NETWORK SECURITY & PRIVACY

a. During the past year, has there been any changes regarding the security and protection for Applicant's Facility and Network? Yes No

If Yes:

(i) Has the Applicant experienced a Security Breach? Yes No

| | |
|--|--|
| Specific Attachments Instructions | Please provide audited financials for limits greater than \$1M or assets that exceed \$50M |
|--|--|

Within the space provided, please provide full details to any of the questions in which you answered "Yes".

[Empty text box for providing details]

PROFESSIONAL LIABILITY SECTION

I. REQUESTED LINES OF COVERAGE

Please answer this question only if the Applicant is applying for limits of insurance that exceed the expiring coverage currently written with CNA:

| Coverage Part | Limit of Liability | Retention |
|--------------------------------------|--------------------|-----------|
| Miscellaneous Professional Liability | \$ _____ | \$ _____ |
| Media Professional | \$ _____ | \$ _____ |
| Technology & Telecommunications E&O | \$ _____ | \$ _____ |
| Network Security & Protection | \$ _____ | \$ _____ |

None of the individuals to be insured under any Coverage Part (the "Insured Persons") have a basis to believe that any wrongful act, event, matter, fact, circumstance, situation, or transaction, might reasonably be expected to result in or be the basis of a future claim? Yes No

Without prejudice to any other rights and remedies of CNA, any claim arising from any facts, circumstances or situations required to be disclosed is excluded from the portion of any renewal limit of liability that exceeds the expiring limit of liability in the proposed insurance.

PLEASE COMPLETE ALL OF THE QUESTIONS BELOW FOR YOUR PL COVERAGE PART(S)

1. a. Within the past 12 months or during the next year does the Applicant plan on any actual or proposed merger, acquisition or divestiture? Yes No
- b. Within the past 12 months or during the next year does the Applicant plan on creating or acquiring any new business, subsidiary or division? Yes No
- c. Has any portion of the current operations, products, services been discontinued or recalled within the last year? Yes No



2. Please provide the total gross revenues for the years indicated which are derived from the Applicant's & any Subsidiaries professional services:

| Next Year | This Year | Last Year |
|-----------|-----------|-----------|
| \$ _____ | \$ _____ | \$ _____ |

- 3. a. Has there been any change in the amount of work subcontracted out by the applicant? Yes No
- b. Within the past 12 months has the Applicant's three largest clients changed? Yes No
- c. Have there been any changes in the use of contracts or agreements with subcontractors? Yes No
- 4. a. Has there been any changes regarding the Applicant's Quality Control Procedures? Yes No
- b. Have there been any changes regarding the Applicant's use of standard contracts with clients over the past year? Yes No
- c. Within the past 1 year, have you sued any customers for non-payment of contracts? Yes No
- 5. Within the past 1 year, have any customers withheld payment or requested a refund because the Applicant's products/services:
 - (i) did not meet customer's performance expectations? Yes No
 - (ii) did not perform in compliance with the Applicant's warranty or guarantee? Yes No
 - (iii) Are any contracts currently past due acceptance? Yes No
- 6. During the past year, has there been any changes regarding the security and protection for Applicant's Facility and Network? Yes No
- If Yes:
 - a. Has the Applicant experienced a Security Breach? Yes No

| | |
|---|--|
| <u>Specific Attachments Instructions</u> | A sample contract for any new professional service being provided. |
|---|--|

Within the space provided, please provide full details to any of the questions in which you answered "Yes".



CRIME SECTION

I. APPLICANT INFORMATION:

1. a. Have your primary products or services changed since the last renewal? Yes No

If Yes, please explain and also list the new SIC code:

New SIC code: _____

II. CHANGES TO RENEWAL COVERAGE

3. Please answer this question only if the Applicant is applying for limits of insurance that exceed the expiring coverage currently written with CNA:

| <u>Required Coverages:</u> | Limit | Deductible |
|---|--------------|-------------------|
| A. Employee Theft; or | \$ _____ | \$ _____ |
| O. Per Occurrence Government Employee Dishonesty | \$ _____ | \$ _____ |

| <u>Optional Policy Coverages:</u> | Limit | Deductible |
|---|--------------|-------------------|
| A.1 Employee Theft of Client Property (only w/ Cov. A) | \$ _____ | \$ _____ |
| B. Forgery or Alteration | \$ _____ | \$ _____ |
| C. Theft & Disappearance of Money and Securities | \$ _____ | \$ _____ |
| D. Robbery & Safe Burglary of Other Property | \$ _____ | \$ _____ |
| E. Counterfeit Money Orders and Currency | \$ _____ | \$ _____ |
| F. Computer and Funds Transfer Fraud | \$ _____ | \$ _____ |

| <u>Optional Endorsed Coverages:</u> | Limit | Deductible |
|---|--------------|-------------------|
| Proof of Loss Expense | \$ _____ | \$ _____ |
| K. Guests Property- Safe Deposit Legal Liability | \$ _____ | \$ _____ |
| L. Guests Property- Premises Legal Liability | \$ _____ | \$ _____ |

III. RENEWAL RATING INFORMATION

4. a. Required Rating Data for All Applicants:

(i) Annual Revenues: \$ _____

(ii) Total Employees: Domestic (U.S. Virgin Islands, Puerto Rico & Canada): _____ Foreign: _____

(iii) Foreign Countries: _____

b. Optional Coverage Rating Data:

(i) Coverages C and D: Total Domestic & Foreign **Retail** Locations: _____

(ii) Coverage A.1.: Total Employees on the Client Premises: _____

(iii) Would you like to convert to a "Loss Discovered" basis? Yes No

IV. INTERNAL/PURCHASING CONTROLS AND PHYSICAL SECURITY

5. Has the quality of your internal/purchasing controls, or physical security lowered since the last renewal? Yes No
If "Yes" please explain:



V. CLAIMS HISTORY

6. Have there been any claims or incidents that could lead to a claim under this Crime insurance?

Yes No

If "Yes" provide details including the following on a separate sheet:

- Discovery Date
- Loss Amount
- Circumstances
- Corrective Action Taken to Prevent a Recurrence

The employees of the Applicant have all, to the best of the Applicant's knowledge, always performed their respective duties honestly. The Applicant has no knowledge, except as stated herein, of any information that any employees have committed dishonest acts prior to their employment by the Applicant.

FRAUD NOTICE - Where Applicable Under The Law of Your State

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 may be subject to civil fines and criminal penalties (For DC residents only: 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 applicant.) (For FL residents only: 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.) (For LA residents only: 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.) (For ME residents only: 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.) (For NY residents only: 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.) (For PA residents only: 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.) (For TN & WA residents only: Penalties include imprisonment, fines and denial of insurance benefits.) (For VT residents only: 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 or incomplete information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which may be a crime and may be subject to civil fines and criminal penalties.)

Please complete only if the Applicant is requesting an increase in their current limit of Insurance. This Application must be signed by the Chairman of the Board, Chief Executive Officer, Chief Financial Officer, President or by the General Counsel.

Signed:

Title:

Corporation:

Date: