



**ARCH INSURANCE COMPANY**

A Missouri Corporation

ADMINISTRATIVE OFFICE  
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Tel: 800-817-3252

**RENEWAL APPLICATION FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE**

**NOTICE: IF THIS RENEWAL APPLICATION IS FOR PRIMARY INSURANCE, EXCEPT AS OTHERWISE PROVIDED IN THE POLICY, THE POLICY SHALL ONLY APPLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD AND REPORTED IN WRITING TO THE INSURER IN ACCORD WITH THE PROVISIONS OF THE POLICY. THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED AND MAY BE TOTALLY EXHAUSTED BY AMOUNTS INCURRED AS DEFENSE COSTS. PLEASE READ THIS RENEWAL APPLICATION AND THE POLICY CAREFULLY.**

**NOTICE: IF THIS RENEWAL APPLICATION IS FOR EXCESS INSURANCE, SUBJECT TO THE PROVISIONS OF THE UNDERLYING INSURANCE, THIS POLICY MAY ONLY APPLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD AND THE LIMITS OF LIABILITY AVAILABLE TO PAY JUDGMENT OR SETTLEMENT AMOUNTS MAY BE REDUCED AND TOTALLY EXHAUSTED BY PAYMENT OF DEFENSE COSTS. PLEASE READ THE RENEWAL APPLICATION AND THE POLICY CAREFULLY.**

**Instructions for Completing This Renewal Application**

Please read carefully. Fully answer all questions and submit all requested information. Terms appearing in **bold** in this Renewal Application are defined in the Policy and have the same meaning in this Renewal Application as in the Policy. The term "Prior Application" as used herein shall mean the Application submitted for the Policy which the Applicant seeks to renew through this Renewal **Application**. This Renewal **Application** consists of the information contained herein, all materials submitted herewith and any other information or materials included within the definition of **Application** in the Renewal Policy. All such information and materials shall be held in confidence.

**GENERAL INFORMATION**

- 1. The Applicant Company, which is to be the entity named in Item 1. of the Declarations (the "Applicant"):

\_\_\_\_\_

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

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

- 2. Officer designated to receive correspondence and notices from the **Insurer** or the **Excess Insurer**:

\_\_\_\_\_

(Name of Officer) (Title)

**STOCK OWNERSHIP**

1. Total number of Applicant's common shares outstanding: \_\_\_\_\_
2. Total number of Applicant's common shareholders: \_\_\_\_\_
3. Give names and percentage ownership of any shareholders who hold, directly, beneficially, or as an affiliated group, 5% or more of the Applicant's common shares outstanding:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
4. Please list the number of common shares of Applicant or any **Subsidiary** sold (directly or beneficially) by each director and officer of the Applicant or any **Subsidiary** since the execution of the Prior Application:  
\_\_\_\_\_  
\_\_\_\_\_
  - a. Did the Applicant or any **Subsidiary** repurchase shares directly from its directors and officers in the past 12 months? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details).
  - b. If "Yes", were such shares purchased at the then current market value? \_\_\_ Yes \_\_\_ No

**ANNOUNCED CHANGES**

1. Has the Applicant or any **Subsidiary** publicly revealed since the execution of the Prior Application, or does it presently contemplate that within the proposed Policy Period it will be involved in, any:
  - a. acquisition, consolidation or merger with any other entity? \_\_\_ Yes \_\_\_ No
  - b. tender offer, acquisition or disposition of any securities, assets or interest in any other corporation, partnership, or joint venture? \_\_\_ Yes \_\_\_ No
  - c. sale, distribution or divestiture of any assets or securities other than in the ordinary course of business? \_\_\_ Yes \_\_\_ No
  - d. bankruptcy proceeding or legal or financial reorganization or arrangement with creditors under federal or state law? \_\_\_ Yes \_\_\_ No

If Yes to any question in (a) through (d) above:

Please attach complete details.

- Has the Board of Directors approved such action(s)? \_\_\_ Yes \_\_\_ No
  - Has such action(s) been submitted to the shareholders for approval? \_\_\_ Yes \_\_\_ No
2. Has the Applicant or any **Subsidiary** filed since the execution of the Prior Application, or does it contemplate filing within the next 12 months, any registration statement with any government authority for a public offering or private placement of securities? \_\_\_ Yes \_\_\_ No (If "Yes", please provide applicable prospectus or offering memorandum, if available, and if unavailable please provide complete details).

### PAST ACTIVITIES

1. Since the execution of the Prior Application, have the Applicant's outside auditors stated that there are any material weaknesses in the Applicant's system of internal controls? \_\_\_ Yes \_\_\_ No
2. Since the execution of the Prior Application, has the Applicant:
  - a. changed independent auditors? \_\_\_ Yes \_\_\_ No
  - b. restated its financial statements? \_\_\_ Yes \_\_\_ No
  - c. had any changes in the Board of Directors or Senior Management? \_\_\_ Yes \_\_\_ No
3. Does any proposed **Insured** have knowledge of any matter which may cause the Applicant or any **Subsidiary** to restate its financial statements during the proposed renewal Policy Period? \_\_\_ Yes \_\_\_ No
4. Since the execution of the Prior Application, has the Applicant or any **Subsidiary** or any other proposed **Insured(s)** been involved in, or are they currently involved in, or have they been threatened to be named in, any of the following:
  - a. civil or criminal action, administrative proceeding, formal or informal inquiry, questioning, probing, investigation, inspection, examination, review, whether preliminary or otherwise, by any federal, state, or local or foreign administrative agency, including but not limited to the Securities Exchange Commission? \_\_\_ Yes \_\_\_ No
  - b. anti-trust, copyright or patent litigation? \_\_\_ Yes \_\_\_ No
  - c. other criminal actions? \_\_\_ Yes \_\_\_ No
  - d. representative actions, class actions or derivative suits? \_\_\_ Yes \_\_\_ No
  - e. other material litigation? \_\_\_ Yes \_\_\_ No
  - f. **Claim** or potential **Claim** noticed under any insurance? \_\_\_ Yes \_\_\_ No

If Yes to any question in 1 through 4 above, please attach complete details including any loss payments by insurance carriers.

5. Since the execution of the Prior Application, did the Applicant or any **Subsidiary** engage in any transaction (other than routine transactions in the ordinary course of business) with a natural person who is related to a proposed **Insured Person** or any other organization which controls, is controlled by, is under common control with, or is otherwise affiliated with the Applicant or any **Subsidiary**, or any proposed **Insured Person**? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details).
6. Since the execution of the Prior Application, has the Applicant or any **Subsidiary** terminated, rescinded, or declined any acquisition, merger, tender offer, or divestiture? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details).
7. Is the Applicant or any **Subsidiary** currently or has it since the execution of the Prior Application been in material breach of any of its debt covenants, loan agreements, contractual obligations, or does it anticipate any such breach occurring in the proposed Policy Period? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details).

### MATERIALS REQUESTED

As part of this Renewal **Application**, please submit the following documents amended, prepared, published or filed after submission of the Prior Application:

1. Audited and interim financial statements of the Applicant with any notes and schedules.
2. Any registration statements of the Applicant filed with the Securities Exchange Commission and any private placement memoranda.
3. Copies of the Applicant's by-laws and articles of incorporation relating to indemnification of proposed **Insured Persons**.
4. Annual report and SEC Form 10-K of the Applicant.
5. The prospectus for any securities offering planned or expected within the next year (if available).
6. The Applicant's notice to shareholders and proxy statement for both the last and next scheduled annual meeting (if available).
7. Most recent auditors' letter to management on internal controls and management's response.
8. A copy of the Applicant's internal revenue recognition policy and insider trading policy.
9. A list of all joint ventures, partnerships, limited partnerships, limited liability companies, or any other special purpose vehicles and/or affiliates in which the Applicant owns a direct or indirect interest or otherwise directly or indirectly controls (such entities are not to be included as **Insureds** under the Policy).

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The persons signing this Renewal **Application** declare that to the best of their knowledge the statements set forth herein and the information in the materials submitted herewith are true and correct and that reasonable efforts have been made to obtain sufficient information from all proposed **Insured(s)** to facilitate the proper and accurate completion of this Renewal **Application** for the proposed policy. Signing of this Renewal **Application** does not bind the undersigned to purchase the insurance, but it is agreed that this Renewal **Application** shall be the basis of the contract should a policy be issued.

It is agreed by all concerned that the particulars and statements contained in this Renewal **Application** and the information in the materials submitted herewith or incorporated herein are true and shall be deemed material to the decision of the **Insurer** or the **Excess Insurer** to issue the insurance.

The undersigned agree that if after the date of this Renewal **Application** and prior to the effective date of any policy based on this Renewal **Application**, any occurrence, event or other circumstance should render any of the information contained in this Renewal **Application** or the information in the materials submitted herewith or incorporated herein inaccurate or incomplete, then the undersigned shall notify the **Insurer** or the **Excess Insurer** of such occurrence, event or circumstance and shall provide the **Insurer** or the **Excess Insurer** with information that would complete, update or correct such information. Any outstanding quotations may be modified or withdrawn at the sole discretion of the **Insurer** or the **Excess Insurer**.

This Renewal **Application** and any material submitted herewith shall be maintained on file by the **Insurer** or the **Excess Insurer**, shall be deemed attached as if physically attached to the proposed Policy and shall be considered as incorporated into and constituting a part of the proposed Policy.

The information requested in this Renewal **Application** is for underwriting purposes only and does not constitute notice to the **Insurer** or the **Excess Insurer** under any policy of a **Claim** or potential **Claim**. All such

notices must be submitted to the **Insurer** or the **Excess Insurer** pursuant to the terms of the Policy, if and when issued.

**NOTICE: ANY PERSON WHO KNOWINGLY OR WITH INTENT TO DEFRAUD OR TO FACILITATE A FRAUD AGAINST ANY INSURANCE COMPANY OR OTHER PERSON SUBMITS AN APPLICATION OR FILES A CLAIM FOR INSURANCE CONTAINING FALSE, DECEPTIVE OR MISLEADING INFORMATION, MAY BE GUILTY OF INSURANCE FRAUD.**

**NOTICE TO ARKANSAS 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 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 POLICYHOLDER 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 OF DISTRICT OF COLUMBIA APPLICANTS:** “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 IN THE THIRD DEGREE.”

**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 AND SUBJECTS SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.”

**NOTICE TO LOUISIANA 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 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 MINNESOTA APPLICANTS:** “ANY PERSON WHO SUBMITS AN APPLICATION OR FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.”

**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 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 FINES AND CRIMINAL PENALTIES.”

**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 CLAIMS 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 OHIO APPLICANTS:** “ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT IS GUILTY OF INSURANCE FRAUD.”

**NOTICE TO 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.”

**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 TENNESSEE 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS.”

**NOTICE TO VIRGINIA 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS.”

This Renewal **Application** must be signed by the Chairman of the Board and the President of the Applicant. If the Chairman of the Board and President are the same individual, the Renewal **Application** must also be signed by the Chief Financial Officer, Chief Operating Officer or General Counsel of the Applicant.

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

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

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

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

A POLICY CANNOT BE ISSUED UNLESS THE RENEWAL **APPLICATION** IS PROPERLY SIGNED AND DATED.