



*Long Form Proposal for
Directors' and Officers' Liability
and Company Reimbursement*

Notice: This is a proposal for a claims-made policy. The policy for which this proposal is made, subject to its terms and conditions, is limited to liability for acts for which claims are first made during the period of insurance and duly purchased discovery period.

Signing of this proposal does not bind the Company to offer, nor the Proposal to accept insurance, but it is agreed that this proposal shall be the basis of any insurance issued.

No inference should be made, however, from the inclusion of any question in this proposal that the subject matter to which that question relates will be covered under the policy.

The policy terms are only as stated in the policy, which should be read carefully.

1. General Information

- 1.1 Name of Company:
 - 1.2 Registration number:
 - 1.3 Principal address:
 - 1.4 Business activities of the Company & its subsidiaries
 - 1.5 Date of establishment:
 - 1.6 Country of registration:
 - 1.7 Total assets:
 - 1.8 Total assets arising from subsidiary or affiliated entities based in North America:
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2. Requested Coverage

- 2.1 Limit of Liability: _____
- 2.2 Excess: _____
- 2.3 Effective date: _____



2.4 Retroactive date:

3. Details of Ownership

3.1 Is the organization: () public () private () non-profit

3.2 Are the shares of the company or any of its subsidiaries publicly traded? () yes () no.

If yes, please specify the exchange(s) on which they are listed.

(If the Company has any of its shares in an unsponsored American Depository Receipt (ADR) program, please indicate).

3.3 Number of shares and shareholders:

**without voting
rights**

**with voting
rights**

A. Number of shares issued: _____

B. Number of shareholders: _____

3.4 Total number of shares owned directly or beneficially by directors and officers:

3.5 Name (s) of shareholder (s) owing directly more than 10% of shares:

Name (s)	percentage of shares	percentage of voting shares
_____	_____	_____
_____	_____	_____
_____	_____	_____



3.6 (A) Does the Company have a shareholder who appoints the majority of board members?

(B) In the event that the answer to (A) above is yes kindly advise full shareholder name and percentage held.

(C) Are all major shareholders represented in the board of directors?

4. Subsidiary Information

4.1 Does the Company have any subsidiaries: () yes () no

4.2 Is coverage to include all subsidiaries: () yes () no

If yes, please give a complete list of all subsidiaries.

Name	Nature of business	Percentage owned	Country of registration

5. Company's Activities

5.1 Has the name of the Company been changed? () yes () no

5.2 Has the Company or any subsidiary been acquired, or has there been any attempted threat? () yes () no

If yes, please provide details

5.3 Has the capital structure been changed or any acquisition, merger or any material change in business activities took place or are being contemplated or formally proposed by a third party?

() yes () no

5.4 In the last year has the company discharged any staff or severed relationships with any bank, consultant or accountant or is such discharge or severance being contemplated? () yes () no.
please explain all “yes” responses:

5.5 has the company filed in the past 18 months, or contemplated filing with the next 12 months, any registration statement with any governmental authority for an offering of securities? () yes () no
if yes, please give details and attach applicable prospectus.

5.6 Key figures for the past few years: (in nis ‘000S)

Year	2010	2011	2012
Current assets (excl. inventory)			
Inventory (or stock)			
Investments			
Fixed assets			
Other assets			
=total assets			
Current liabilities			
Long term liabilities			
=total liabilities			
Share capital			
Shares' premium			



Capital reserves			
Retained profit (loss)			
=total equity			
Total equity & liabilities			
Sales (or turnover)			
Operating income			
Interest expenses (Income)			
Other Expenses			
Net profit, (loss) before extraordinary items			
Extraordinary items			
Profit per share			

5.7 Please provide a full English translation of the “contingent liabilities” section in the notes to the financial statements and any explanation of “extraordinary items” and attach to this proposal form.

5.8 Has the company or any its subsidiaries at any time over last five years been in breach of any of its debts, covenants or loan agreements?
 yes no. If yes, please give full details.

5.9 Has any official inquiry been undertaken by any regulatory, governmental, professional or other authorized body into activities of any or all the directors and/or officers in any capacity? yes no. If yes please give full details.



5.10 Does the company or any of its employees act in the following countries:

Cuba, Iran, Syria, Sudan, Crimea or North Korea) ? () yes () no.

If yes please state in which of the countries listed

6. North American exposure

(Please complete only if coverage is required arising out of the company's operations in Canada or the United States of America).

6.1 Please give the total gross assets of the Group in North America:

6.2 Please give the total revenues of the Group in North America:

6.3

(a) Please list those subsidiaries in North America that are not wholly owned together with the Company's percentage interest in each:

(b) For each company - Who owns the minority stock?

6.4 Does the company or any of its subsidiaries have any shares, , commercial paper, bond, debt or equity instruments in Canada and/or the United States of America not previously indicated in question 3?

() yes () no.

If yes, on what date was the last offering made? _____

6.5 Was the offering subject to regulation with respect to Canada and/or the united states securities act of 1933 and/or the United States Securities Act of 1933 and/or the United States Securities Act of 1934 and/or any amendments thereto?

() yes () no. If yes, please attach full details.



6.6 Has a 20-F filing been made to the USA regulatory authorities.
 Yes No

If not applicable please confirm details:

7. Please provide the total number of employees for the Company, and a breakdown of employees as follows:

Location	No. of employees
USA	
Canada	
Israel	
ROW	
Total	

8. **Previous insurance**

8.1 Has the company or any subsidiary previously held or have they now any directors' and officers' liability insurance or similar insurance? () yes () no, If yes, provide the following details.

Insurer *limit *excess period *premium

* please specify currency (ies).

8.2 Provide details of any prior claims under such insurance (If none, please state).

8.3 Has any insurer canceled or refused to renew any directors' and officers' liability insurance or similar insurance within the past 3 years? () yes () no. If yes, please provide complete details

9. Does the company have any registered or pending Patents and/or trademarks?



If the answer is yes, please answer the following question:

9.1 Is it protected by the IP laws? _____

9.2 Are there any claims from a third party regarding violation of IP rights? _____

9.3 Are there any claims made by the company in respect of IP violation? _____

9.4 Was the company held accountable for compensations? _____

10. Is the Company insured for Professional Indemnity? _____

10.1 What are the limits of liability? _____

Insurer ***limit** ***excess** **period**

* please specify currency (ies).

11. Previous experience

11.1 Has the company, or anyone for whom this insurance is intended, been involved in the following:

(A) Any antitrust, copyright or patent litigation? () yes () no

(B) Any civil or criminal action or administrative proceeding alleging a violation of any security law or regulation relating to securities. () yes () no

(C) Any representative actions, class actions, or derivative suits? () yes () no. If yes to any of the above, please attach details.

11.2 Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? () yes () no

If yes, attach complete details.

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- 11.3 Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the company and/or any director and/or officer?
 yes no If yes, attach complete details.
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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 this proposed insurance.

12. **Prior knowledge**

Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim which may fall within the scope of this proposed insurance? yes no. If yes, attach complete details.

In addition, any of the Officers mentioned hereunder should also answer this question :

- a. The Chairman of the Board: yes no. If yes, attach complete details. _____
- b. CFO: yes no. If yes, attach complete details. _____
- c. CEO: yes no. If yes, attach complete details. _____
- d. Chairman of the internal audit: yes no. If yes, attach complete details. _____
- e. Accountant/Comptroller: yes no. If yes, attach complete details.
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If you are prohibited by law, you may refrain from responding to the question.



It is understood and agreed that if such knowledge or information exists, and claim arising therefrom is excluded from this proposed insurance.

13. Information requested

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

- Most recent report and accounts. annual report, and/or form 20-F filing with the USA regulatory authorities (if applicable).
- Latest available interim financial statements.
- The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
- Most recent prospectus, form f-1 and/or form f-6 filing with the USA regulatory authorities (if applicable).
- Complete list of all directors and officers to be covered include their name and position.
- Products catalogue (if applicable).
- Any other material information.

The undersigned declares that to the best of his or her knowledge and belief the statements set forth herein and attached hereto are true, it is understood and agreed that any statements made in this proposal or in any materials submitted herewith are deemed to be material to the acceptance of the risk assumed by the insurer and that any insurance subsequently provided as a result thereof is issued in reliance upon the truth of said statements.

The undersigned authorized officer of the company declares on behalf of the company, for him/herself and after esquire of and with the express consent of each of the directors or officers proposed to be covered under this insurance that the statements set forth herein are true.

Signing of the proposal form does not bind the undersigned to complete this insurance, but it is agreed that this proposal form together with any information submitted herewith (which shall be retained on file by the insurer and shall be deemed to be attached hereto) shall be the basis of a contract should a policy be issued and shall be deemed to be attached to and form part of the policy.

If there has been a change in the answers submitted during the time between the date of the proposal to the date of receiving/accepting of the policy, the insurer must be informed immediately in writing.

Signed

Title

CEO or Chairman of the
Board of Directors

Company seal

Date

הצהרת המציע לעניין מאגרי מידע ממוחשבים :

המידע נמסר מרצונך ובהסכמתך וישמש להפקת פוליסת/ות הביטוח וטיפול בכל העניינים הנובעים מהפוליסה/ות או מוצרים ושירותים הקשורים אליה/ן, לשיפור השירותים, ניתוחים ומחקרים סטטיסטיים, עדכון פרטים בחברות בשליטת קבוצת מנורה מבטחים ולפניות מותאמות אישית, ולצורך מימוש מטרות אלה יכול שהמידע יועבר לצדדים שלישיים בהתאם לדין. לעדכון פרטים ניתן לפנות בכל עת למוקד שירות הלקוחות (2000*). כדי ללמוד עוד על פרטיותך מומלץ לעיין במדיניות הפרטיות שלנו

בכתובת: <https://menora.click/privacypolicy>

○ אני מסכימה/ה לא מסכימה/ה להעברת המידע אודותיי לחברות בשליטת קבוצת מנורה מבטחים^[1] לצרכי מחקר וסטטיסטיקה, צרכי ניהול ולשם קבלת הצעות והטבות ביחס למוצריהן ו/או שירותיהן, לרבות אלו המותאמות לי אישית, באמצעות כל פרטי הקשר שמסרתי. אי סימון ישאיר את ההעדפות השיווקיות השמורות במערכת מנורה מבטחים (אם יש) ללא שינוי. להסרה מרשימת התפוצה למידע שיווקי, הצעות והטבות הנשלחות אליי באמצעות דוא"ל או מסרונים וממשלוח פניות מותאמות אישית ניתן לפנות בכל עת ל- <https://ds.menoramivt.co.il/marketing-disapproval/>

[1] לרבות מנורה מבטחים ביטוח בע"מ, מנורה מבטחים פנסיה וגמל בע"מ, שומרה חברה לביטוח בע"מ, אי.אר.אן ישראל בע"מ וחברות קשורות.

* החתימה על סעיף זה אינה מהווה תנאי להתקשרותך עם מנורה מבטחים ביטוח בע"מ