

INSOLVENCY EXCLUSION

Notwithstanding anything contained within this Policy to the contrary, **We** shall not be liable to pay **Loss** or **Legal Representation Expenses** in connection with any **Claim** or **Formal Investigation** based on or arising from or in anyway attributable to, any **Wrongful Act**:

- (i) which caused, directly or indirectly, wholly or in part, any **Insolvency Event**; or
- (ii) committed after the occurrence of an **Insolvency Event**; or
- (iii) which results in a **Claim** to contribute to the assets of any **Company** or to make a payment to a creditor, including but not limited to a **Wrongful Act** which constitutes a preference, a transaction at an undervalue or wrongful trading as described under ss 238, 239, 423 or 214 of the Insolvency Act 1986 or the equivalent law governing the affairs of the **Company**.

For the purposes of this endorsement only, **Insolvency Event** means the insolvency, receivership, bankruptcy or liquidation of any **Company** or any analogous procedure, step or event which is taken or occurs in any jurisdiction in which such **Company** operates, which results in any **Company**:

- (i) being unable to or admitting inability to pay its debts as and when they become due, suspending payments of any of its debts or commencing negotiations with one or more of its creditors with a view to rescheduling any of its debts or having a moratorium declared in respect of its indebtedness ; or
- (ii) summoning a meeting of its creditors or being subject to proposal for a voluntary arrangement under Part 1 of the Insolvency Act 1986; or
- (iii) proposing or entering into a scheme of arrangement with its creditors in satisfaction of its debts; or
- (iv) being the subject of a petition presented for an Administration Order made under Part II of the Insolvency Act 1986; or
- (v) undergoing the appointment of a receiver or manager (including an administrative receiver) administrator, liquidator (other than in a solvent liquidation) Official Receiver, compulsory manager, examiner or other similar officer ; or
- (vi) being the subject of a validly passed resolution to wind-up the **Company** (other than a solvent liquidation or reorganisation) or a provisional liquidator is appointed to the **Company** or a winding up order is made under Part IV of the Insolvency Act 1986; or
- (vii) being the subject of a proposal made for a scheme of arrangement under s.425 of the Companies Act 1985; or
- (viii) being the subject of a notice issued to strike it off the register at Companies House; or
- (ix) suffering circumstances which:
 - (a) entitle the court or a creditor to appoint a receiver, manager or administrator; or
 - (b) entitle the court to make a winding up order

or any analogous procedure, step or event which is taken or occurs in any jurisdiction in which such **Company** operates.