



INSURANCE GROUP



DIRECTORS & OFFICERS

PROPOSAL FORM

Coverholder at

LLOYD'S

OBF Insurance Group Ltd. Bridge House, Baggot Street Bridge, Dublin 4. D04 X2P1
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OBF Insurance Group Ltd. is regulated by the Central Bank of Ireland. Registered in Ireland No. 39988. Brokers Ireland Member.

Please Note:

- This is a proposal form for a policy relating to claims made against the Insured during the period of the policy only – CLAIMS MADE.
- OBF Insurance Group Ltd. draws your attention to the importance of answering all questions honestly and with reasonable care. The answers you give us must be true and complete. This is for your protection because, if you do not give us full and complete information, a claim under your policy could be declined or your cover cancelled. You should also advise us of any material changes in your circumstances which might alter the subject matter of the policy or the nature of the risk being insured. If you do not advise us of such changes, cover under the policy may be lost.
- The proposal form must be completed and signed & dated by a person who is of legal capacity and have the authorisation to request this insurance for the Proposer.
- This form does not bind the Proposer but will form part of the Insurance contract if taken up.

Please supply the following additional information:

- The last Annual Report & Accounts for the company
- The last Interim Report (if applicable)

DETAILS OF THE PROPOSER

1. Name(s) of the Firm(s):

2. Address(es):

3. Website:

4. Email address:

5. Phone No:

6. Country of Registration:

7. Please state how long the Company has continuously carried on business:

8. Describe the business activities of the Company:

9. During the last five years has:

a) The name of the Company changed?

Yes

☐

No

☐

b) Any acquisition or merger taken place?

Yes

☐

No

☐

c) Any subsidiary been sold/ceased trading?

Yes

☐

No

☐

d) Any Rights Issue taken Place?

Yes

☐

No

☐

e) The capital structure of the Company changed?

Yes

☐

No

☐

f) The Company changed its external auditors or legal advisors?

Yes

☐

No

☐

If Yes to any of the above, please provide full details:

10. a) Has the Company publicly revealed that it has under consideration at the present time any acquisitions, mergers or tender offers?

Yes

☐

No

☐

If Yes, please provide full details:

b) Is the Company aware of any proposal relating to its acquisition by another company within the next year?

Yes

☐

No

☐

If Yes please provide full details:

11. Is the Company;

a) Private?

Yes

☐

No

☐

b) Public?

Yes

☐

No

☐

c) Listed on the London Stock Exchange?

Yes

☐

No

☐

d) Listed on any other Stock Exchange?

Yes

☐

No

☐

If the answer is Yes to any of the above, please provide full details:

12. Please list below the full names of all persons who, at the date of this proposal form, are Directors or Officers of the Company and the capacity in which they respectively serve.

Surname	Name	Position Held

13. Please list details of Subsidiary Companies that you wish to be included under this Insurance:

Name of Company	Country of Incorporation	% Ownership by Parent Company	Number of Directors & Officers

14. Please state:

a) Total number of shares issued:

b) Total number of Shareholders:

c) Total number of shares owned by Directors and Officers (both direct & beneficial):

d) Details of all holdings representing 15% or more of the Company's Ordinary Share Capital:

Name of Shareholder	% of Shares held

OUTSIDE DIRECTORSHIPS

1. Do any of the Directors or Officers of the Company hold (at the specific request of the Company) any Board positions on other entities?

Yes

☐

No

☐

If Yes, please provide full details:

Other Entity	Company's Shareholding in Other Entity	Limit of Other Entity's D&O Policy	Expiry Date

POLICIES AND PROCEDURES

1. Does your company comply with the relevant Corporate Governance Code?

Yes

☐

No

☐

If No, please provide details:

2. Have any adverse comments been raised by any regulatory body or auditor in the last three years?

Yes

☐

No

☐

If Yes, please provide details:

3. Does your company anticipate having to restate its earnings for any prior year or take a one-time charge in the next 12 months?

Yes

☐

No

☐

If Yes, please provide details:

4. Health and Safety policies:

a) Does the company have a written Health and Safety Policy?

Yes

☐

No

☐

b) Is the policy distributed/made available to all new and existing employees?

Yes

☐

No

☐

- c) Have your Health and Safety policies been reviewed within the last 12 months? Yes ☐ No ☐
- d) Have all recommendations on Health and Safety procedures been complied with? Yes ☐ No ☐
- If No to any of the above questions, please provide details:

EMPLOYMENT PRACTICES

(Optional – Please complete this section if you require cover for employment practices liability)

1. a) Please list number of:

	Ireland	UK	EU	USA/Canada	Rest of the World
Full-Time Employees (Including Directors)					
Part-Time Employees (including seasonal and temporary staff)					

- b) Number of Employees (including directors) with salaries:

Up to €55,000 Above €55,000

- c) How many employees (including directors) have left the company (voluntary or non-voluntary) in the last 12 months?

- d) Do you anticipate that the company will make any redundancies in the next 12 months? Yes ☐ No ☐

If Yes, please provide details:

2. a) Does the company have a human resources department? Yes ☐ No ☐

If Yes, how many employees work in this department?

If No, how is this function handled?

- b) Does the company have a written human resources manual or equivalent written management guidelines? Yes ☐ No ☐

Does the company have a written employee handbook or procedure manual? Yes ☐ No ☐

If Yes to the above, please advise the date of publication, latest update, how often updated and means of distribution to managerial and all other employees:

c) Please confirm if the manual/handbook contains written procedures in place with respect to the following:

Recruitment/Termination	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Discrimination/Harassment	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Employee Discipline Procedures	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Confidential Treatment of Employee Information	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Compliance With Employment Related Statutes	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Employee Complaints/Whistleblower Procedures	Yes <input type="checkbox"/>	No <input type="checkbox"/>

If No to any of the above, please advise of any alternative procedure in place:

3. Has the company ever had any insurer decline a proposal form or cancel or refuse to renew any employment practice liability or similar insurance policy? Yes ☐ No ☐

If Yes, please provide full details:

4. Please provide full details of all EPL claims or employee disputes involving the company or any of its directors, officers or employees in the past three years. Please provide details of the type of allegation, the court or agency involved and any determination, judgment, claims payments (including without prejudice or ex gratia payments) and defence costs for each claim/dispute.

5. After enquiry is the Company, any of its directors or officers or any employees in the personnel and human resources department(s) aware of any:

a) Oral or written warnings given to any employees within the last 180 days? Yes ☐ No ☐

If Yes, please provide full details:

b) Circumstances or incidents which they have reason to suppose could give rise to an EPL claim against the company or any of its directors, officers or employees? Yes ☐ No ☐

If Yes, please provide full details:

6. After enquiry, are the company, any of its directors or officers or any employees in the personnel and human resources department(s) aware of any other material facts? Yes ☐ No ☐

If YES, please provide full details:

NORTH AMERICAN EXPOSURE

Please only answer this section if cover is required for claims made in the USA or Canada, or claims made elsewhere arising out of the Company's operations in the USA /Canada.

1. Total Assets of all subsidiaries domiciled in the USA/Canada

2. Please list those subsidiaries in the USA/Canada that are not wholly owned together with the Company's percentage interest in each and please list the owner of the minority interest:

3. a) Do any of the subsidiaries have any stock, shares or debentures in the USA/Canada:

Yes ☐ No ☐

If Yes, on what date was the last offer/tender/issue made?

Was the offer subject to The United States Securities Act 1933 and/or The Securities Exchange Act of 1934 and/or any amendments thereto?

Yes ☐ No ☐

b) Does the Company/Subsidiaries have any debt instruments or commercial paper in the USA/Canada?

Yes ☐ No ☐

If Yes, please provide full details:

PREVIOUS/CURRENT INSURANCE

1. Does the Company currently have a Directors & Officers Liability policy in force?

Yes ☐ No ☐

If Yes:

a) Insurer

b) Expiry Date

c) Limit of Indemnity

2. Has any previous policy for Directors & Officers Liability insurance and reimbursement for Directors & Officers Liability insurance been cancelled or refused by any insurer?

Yes ☐ No ☐

If Yes, please provide full details:

3. Please indicate the Limit of Indemnity required:

€500,000 ☐ €1,000,000 ☐ €1,500,000 ☐ €2,000,000 ☐ €2,500,000 ☐

€3,000,000 ☐ €5,000,000 ☐

Please specify if other:

CLAIMS/CIRCUMSTANCES INFORMATION

1. Are there pending or have there been any claims against any Director or Officer of the Company (whether or not insurance has been previously been purchased)? Yes ☐ No ☐

If Yes, please provide full details:

2. Is the Proposer aware, after enquiry, of any incident or circumstance, which may give rise to a claim against any Director or Officer of the Company in such capacity? Yes ☐ No ☐

If Yes, please provide full details:

3. Is the Proposer aware, after enquiry, of any prosecution (actual or pending) of the Company or any Director or Officers? Yes ☐ No ☐

If Yes, please provide full details:

4. Has the Company or any Director or Officer ever been subject to any disciplinary action, been fined or penalised, or been the subject of any regulatory investigation or enquiry? Yes ☐ No ☐

If Yes, please provide full details:

DATA PROTECTION

OBF Insurance Group Ltd. recognise that protecting personal information including sensitive personal information is very important and we recognise that you have an interest in how we collect, use and share such information. Our Data Protection Policy is in line with the requirements under the General Data Protection Regulations (GDPR) which are effective from 25 May 2018.

Please read the following carefully as it contains important information relating to the information that you give us or has been provided to us on your behalf. If you provide information relating to anyone other than yourself, you are responsible for obtaining their consent to the use of their data in the manner outlined below.

Full details of how we collect, use, store and protect your data can be found in our Data Privacy Notice, a copy of which is available on request or via our website, www.obf.ie.

What does OBF Insurance Group Ltd. do with your personal data?

Information you provide will be used by OBF Insurance Group Ltd. for the purposes of processing your application and administering your insurance policy. OBF Insurance Group Ltd. may need to collect sensitive personal data relating to you (such as medical or health records) in order to process your application and/or any claim made.

All information supplied by you will be treated in confidence by OBF Insurance Group Ltd. and will not be disclosed to any third parties except (a) to our agents, sub-contractors and reinsurers (b) to third parties involved in the assessment, administration or investigation of a claim (c) where your consent has been received or (d) to meet our legal or regulatory obligations. In order to provide you with products and services this information will be held in the data systems of OBF Insurance Group Ltd. or our agents or subcontractors. The data is held on servers with multiple layers of security. Please note that some servers which may hold your data are located outside the EU.

We will hold data collected from you for the duration of our business relationship with you and for six years after that. This is a requirement under the Central Bank's Consumer Protection Code 2012. Your data may be used for the purposes of automated decision making but will not be used for profiling purposes.

OBF Insurance Group Ltd. may pass your information to other companies for processing on its behalf. OBF Insurance Group Ltd. will ensure that its transfer of data is lawful and that your information is kept securely and only used for the purpose for which it was provided.

Calls to and from OBF Insurance Group Ltd. are recorded for quality assurance or verification purposes.

Your Rights under our Data Protection Policy

You have the right to :

- Access the data we hold about you
- Have the data we hold about you transferred to another person or organisation
- Have inaccurate data about you corrected
- Have information about you erased (this could affect our ability to process your business)
- Object to direct marketing from us
- Restrict the processing of your data (this could affect our ability to process your business)
- Make a complaint to us about the implementation of our data protection policy and procedures.

To access the data we hold about you, you will need to complete and submit a Data Access Request Form, available on request or via our website.

Data Breaches

In the event of a data breach which results in your personal data being compromised, we will advise the Data Protection Commissioner within 72 hours at most, unless the data was encrypted or anonymised. Were there is a high risk to your rights, as set out in the GDPR, we will also advise you of the details of the breach and the steps we have taken to rectify it and prevent its recurrence.

Fraud Prevention, Detection and Claims History

In order to prevent and detect fraud as well as the non-disclosure of material information, and in addition to comply with money-laundering legislation, OBF Insurance Group Ltd. may at any time:

- Share information about you with companies or organisations outside OBF Insurance Group Ltd. including, where appropriate, private investigators and public bodies including An Garda Síochána
- Check your details with fraud prevention agencies as well as databases and other sources of information including, but not limited to, the insurance industry claims database known as InsuranceLink. For information on the functioning of InsuranceLink, please visit insurancelink.ie.

DECLARATION

The undersigned authorised person declares that all questions in this Proposal Form have been answered honestly and with reasonable care and that no information which we requested has been withheld or misrepresented. He/ she understands that non-disclosure of material information could result in a claim under the policy being declined. The undersigned agrees that, should any material information change between the date of this proposal and the inception date of the insurance to which this proposal relates, they will advise us thereof. The undersigned agrees that this proposal, together with any other material information supplied to us, shall form the basis of any contract of insurance effected thereon.

Signature:

Name:

Position:

Date: