

There has been a dramatic increase in the frequency and the severity of claims experienced against directors, officers and companies in the last 10 years. As a result, and in addition to measures to professionalise directorships, Management Liability Insurance has become a must, irrespective of size, ownership structure or sector of activity.

Most policies have been designed for large multinational corporations and then adapted for smaller companies, and they all miss a key element. In small and medium companies, ownership and management of the company are not always separated. So, whether something is paid by the company or its managers or directors, the funds come out of the same ultimate pocket. Beluga Management Liability Insurance protects you from the cost of legal action and claims arising from governance, finance, benefits, and management activities.

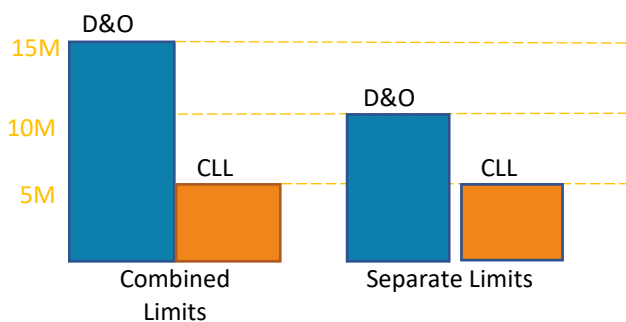


Target Audience

Policy specifically aimed at:

- **privately-owned** companies with annual consolidated turnover of **less than EUR 300m** (other than listed companies and financial institutions)
- companies domiciled in **Belgium or Luxembourg**

Differentiated product for (international) non-profit organizations & foundations



Available Limits

Capacity from first rate insurer **Zurich Insurance plc, Belgium branch** available up to the following limits:

- total combined: up to **EUR 15,000,000**
- **Corporate Legal Liability** = 50% of **Directors & Officers Liability** limit with a maximum of **EUR 5,000,000**
- available as separate or combined limits

Policy Features

Territory

Worldwide

Timeframe

- annual policy with tacit renewal
- claims made during the policy period
- automatic discovery period of 5 years (D&O) or 3 years (CLL)
- **pre-agreed discovery period** of up to 6 years in case of change of control

Policy Features (Cont'd)

Company Structure

- new subsidiaries founded or acquired during the policy period included automatically (criteria apply)
- change in majority shareholdership expires the ongoing policy
- change of control clause not applied for 30 days in case of a **Management Buy Out**
- change of control clause not applied if the **Next Generation** is involved
- public listing expires the ongoing policy



Insured Amounts

- separate or combined insured limits
- 10% additional insured limit for independent directors
- retention applicable to Corporate Legal Liability only and waived if no liability, a final exonerating settlement; and the use of the BELUGA PANEL OF EXPERTS
- PDA 100% for insured/non-insured

Turnover	Retention
< EUR 10M	EUR 2.500
EUR 10M – EUR 50M	EUR 5.000
> EUR 50M	EUR 10.000

Insureds

DIRECTORS & OFFICERS LIABILITY

- directors & officers
 - **legal entities** (including management companies) acting as director or officer
 - **founders' liability**
 - broad inclusion of **employees**
 - spouses and heirs
- in policyholder, designated sister companies and all their subsidiaries
- outside entity executives & **charity/non-profit personal mandates**



CORPORATE LEGAL LIABILITY

policyholder, designated sister companies and all their subsidiaries

Administrative Features

Added to provide the solution that best fits your needs.

- **BELUGA ONLINE** - Ability to transact online through a state of the art Broker Portal
 - **PDF** only policies
 - **Premium Instalments** (Half Yearly, Quarterly, Monthly)
- **Direct Debiting** premiums directly from the Policyholder (mandatory for Premium Instalments)

Risk Management Tools

To support you in proactively identifying and managing issues before they occur.

BELUGA PANEL OF EXPERTS

- Confidential **helpline** provides access to initial free legal advice on matters relating to the policy
 - Expert Panel firms **pre-approved** as **Defence Counsel** and ready to act without delay

Knowledge Centre

- Website section containing relevant written material covering key issues important to our clients



Covers

Coverage Section A. Directors & Officers Liability

A combination of traditional and new covers, tailored to the needs of our target audience and listed individually for your convenience.

ALL RISK PRINCIPLE – BASE COVERS

- Directors & Officers Liability Cover
- Company Reimbursement Cover

WHO IS COVERED

- Outside Entity Extension
- Sister Company Extension
- Personal Charity Extension
- Pension & Employee Benefit Schemes Extension
- Retired & Resigned Directors & Officers Extension
- Founders' Liability Extension
- Specific Function Liabilities Extension
milieu-coördinator, transport coordinator, data protection officer, preventie-adviseur / conseiller en prévention, or competition law compliance manager
- Marital Estates Extension
- Independent Directors Extension

CLAIMS & LOSSES

- Employment Matters Extension
- Third Party Discrimination & Harassment Extension
- Occupational Manslaughter & Safety Legislation Extension
- Pollution Claims Extension
- Data Privacy Extension
- Corporate Taxes Extension
- Administrative Fines and Penalties Extension
- Bail Costs Extension

BEYOND CLAIMS

Sub-limit

- Investigation Costs Extension
- Deprivation of Assets Extension **25% - max. EUR 250.000**
- Deprivation of Liberty Extension
- Court Attendance Costs Extension **EUR 10.000**
- Insolvency Hearing Costs Extension
- Reputational & Social Media Crisis Extension **25% - max. EUR 250.000**
- Psychological Support Extension **EUR 25.000**

Coverage Section B. Corporate Legal Liability

Coverage	NAMED PERILS PRINCIPLE	Defence costs only	Retention applies	NOT available to all activities	Sub-limit
Employment Matters			✓		
Third Party Discrimination & Harassment			✓		
Pension & Employee Benefit Schemes			✓		
Employee Theft Liability			✓		50% - max. EUR 250.000
Occupational Manslaughter & Safety Legislation		•	✓		
Pollution		•	✓		50% - max. EUR 250.000
Fines and Penalties		•	✓		50% - max. EUR 250.000
Contractual Liability Claims		•	✓		EUR 25.000
Investigation Costs			✓		50% - max. EUR 250.000
Competition Law		•	✓		EUR 25.000
Court Attendance Costs			-		EUR 10.000
Reputational & Social Media Crisis			-		EUR 25.000
Identity Fraud			✓		
Infringement of Intellectual Property Rights		•	✓	✗	EUR 25.000
Data Privacy			✓	✗	50% - max. EUR 250.000
Loss of Data			✓	✗	50% - max. EUR 250.000

Exclusions

Exclusions can affect cover in one or both coverage sections. They are written in as clear a language as possible to reduce ambiguity. Some of them have exceptions that reduces the scope of the exclusion, a so-called 'carve back'.

Exclusions applicable to both Coverage Sections

- Bodily Injury and Property Damage
carve-back for Employment Matters, Occupational Manslaughter & Safety Legislation & Pollution Claims, Loss of Documents and 'last resort'
- Conduct
- Prior Circumstances and Claims
- Professional Liability – carve-back for failure to supervise

Additional exclusions applicable to Corporate Legal Liability only

- Securities Offering
- Failure to Fund a Pension or Employee Benefit Scheme
- Products Liability
- Intellectual Property Rights (except defence costs – sub-limited)
- Competition Law (except defence costs – sub-limited)
- Concerned Major Shareholder
- Contractual Liability (except defence costs – sub-limited)
- Adaptation of Premises or Machinery
- Employee Consultation

Disclaimer

This document is a summary of the cover provided under the Management Liability Insurance policy, and is issued for information purposes only. It does not amend or extend coverage afforded by any policy. In case of a claim only the original wording of the policy will be applicable and will prevail over this summary.