



# KEY FACTS

## Management Risks



This is a claims made policy which provides cover for claims **which are made and notified to us during the Period of Insurance.**

### Cover

#### Directors and Officers Liability

Covers:

- your legal liability as a director or officer of the company
- your legal costs and expenses in respect of:
  - any investigations
  - the defence of any legal action seeking your disqualification as a director
  - extradition proceedings (including appeals)

*N.B. When the company indemnifies you as above, either as required by law or in accordance with its Memorandum or Articles of Association, trust deed etc, then the cover extends to reimburse the company accordingly*

In Addition cover includes:

- **Public Relations Crisis Management**  
Covering your costs in using public relations specialist to deal with adverse press, publicity or media attention within the United Kingdom following:
  - the allegation that you have committed a wrongful act
  - your successful defence of an allegation of a wrongful act

Where there is a risk to your livelihood as a consequence of such attention (maximum £25,000 which is in addition to the limit of indemnity)

- **Non-Executive Directors**  
An additional 10% of the limit of indemnity available to cover costs and expenses of non-executive directors if all available indemnity is exhausted.
- **Emergency Costs and Expenses**  
Retrospective approval of costs and expenses incurred if you are unable to reasonably obtain our prior written consent (up to a maximum of 10% of the limit of indemnity)

The limit of indemnity applies to each claim (including costs and expenses) and in total for the period of insurance.

No excess applies (other than in respect of company reimbursement where the claim is brought in the USA).

#### Entity Defence (optional)

- **Public Relations Crisis Management**  
Covers the entity's costs in using public relations specialist to deal with adverse press, publicity or media attention within the United Kingdom following:

- allegations of fraud
- serious injury to employees or members of the public
- dismissal or resignation of members of the entity's main board of directors
- official investigations into the entity's affairs

where there is a risk to the entity's business as a consequence of such attention (maximum £25,000 which is inclusive of the limit of indemnity).

- **Identity Fraud**  
Covers the entity's legal costs and expenses in establishing that someone (other than a director, officer or employee) has fraudulently entered into an agreement with a third party by representing themselves to the entity. Provided the misrepresentation is in connection with the entity's business and is made within the United Kingdom.
- **Investigations**  
Covers the entity's legal costs and expenses in respect of an official investigation (other than by HM Revenue & Customs) within the United Kingdom.
- **Corporate Manslaughter**  
Covers the entity's legal costs and expenses in defending a prosecution brought under the Corporate Manslaughter and Corporate Homicide Act 2007.
- **Breach of Contract**  
Covers the entity's legal costs and expenses in defending a claim within the United Kingdom alleging breach of contract for goods or services provided to a customer.
- **Pollution**  
Covers the entity's legal costs and expenses in defending a claim within the United Kingdom alleging that a director, officer or employee has committed a wrongful act which results in pollution
- **Taxation**  
Covers the legal costs and expenses in our negotiating on behalf of the entity following a tax investigation (including PAYE and VAT) by HM Revenue and Customs and/or in an appeal.
- **Data Protection**  
Covers the entity's legal costs and expenses in defending a claim following a breach or alleged breach of the Data Protection Act and/or in an appeal.

The limit of indemnity applies in total for the period of insurance.

An excess of £1000 applies to the Investigations cover.



# KEY FACTS

## Management Risks



### Employment Law Protection (optional) (not available in Northern Ireland)

Covers your legal liability following an employment dispute.

In addition your legal costs and expenses are covered in respect of attendance at any employment or health and safety investigations.

Wide definition of 'employee' to include anyone deemed by an Employment Tribunal or the Employment Appeals Tribunal to be an employee.

Claims against you must be brought within England, Wales or Scotland.

The limit of indemnity applies to each claim (including costs and expenses) and in total for the period of insurance.

An excess will apply to all claims with a minimum excess of £10,000 in relation to TUPE.

## Principal Exclusions

### Directors and Officers Liability

- employment disputes (but only if the company is an unincorporated body or if the Employment Law Protection section is operative)
  - admitted proven dishonest, fraudulent or malicious conduct\*
  - pollution\* (other than in respect of environmental proceedings)
  - bodily injury/property damage\*
  - acting as a trustee of a pension scheme
  - claims following your takeover or merger
  - professional duties to third parties\*
  - any claims made against you
    - (i) by an associated company\*
    - (ii) by the company or your fellow directors and officers in the USA\*
- however we will pay your legal costs and expenses in defending the claim

\*N.B. exclusion not applicable where the claim is brought by a shareholder due solely to any loss in value of the company's share capital

### Entity Defence

- crisis occurring, identity fraud discovered, investigations or proceedings instigated, claims or appeals made subsequent to your takeover or merger
- breach of contract:
  - where the entity (or its parent or ultimate holding company) is a 'quango' or where the government/government agency is a major shareholder
  - infringement of copyright, patent etc or any other intellectual property rights
  - breach of secrecy or confidentiality agreements
  - licence or franchise agreements
  - involving an Employment Wrongful Act

- involving ownership, use etc or motor, vehicles, aircraft, watercraft, land or buildings
- tenancy or letting or property
- insurance contracts
- modified or bespoke software/hardware systems
- amounts less than £5,000
- taxation:
  - aspects enquiries
  - tax avoidance schemes
  - failure to register for VAT
  - tax investigations by Special Civil Investigations or Civil Investigation of Fraud Units of HM Revenue & Customs
- alleged dishonesty or alleged criminal offences
- judicial reviews

### Employment Law Protection

- your dishonest or fraudulent conduct
- your wanton, wilful, reckless or intentional disregard of employment legislation
- where you voluntarily assume liability\*
- disputes following your takeover, merger or liquidation
- your failure to adapt premises or working methods to meet the needs of a disabled person
- remuneration, redundancy and benefits you have a legal obligation to pay
- cost of compliance with any injunctive or non-pecuniary relief
- disputes between assureds

\*N.B. This does not refer to your obligations under the TUPE regulations as these are not voluntarily assumed

## Principal Conditions

### All Insuring Clauses

- **immediate claims notification**
- claims handling requirements
- subrogation rights
- severability
- consequences of fraudulent claims
- contract of Insurance subject to English or Scottish law (as appropriate)

### Directors and Officers Liability

- waiving of our rights following your unintentional non-disclosure or misrepresentation
- cancellation instructions to be sanctioned by all directors and officers
- any public or private offering of your shares to be advised to us by you

### Employment Law Protection

- use of the Markel Employer Helpline in relation to TUPE
- cancellation rights

This factsheet is not a policy document and contains only general descriptions. Policyholders must refer to the actual policy issued for the binding terms, conditions and exclusions of cover.