

# FORCEFIELD®: PRIMARY D&O FOR PUBLIC COMPANIES

Allied World's ForceField Directors and Officers (D&O) management liability coverage is specifically formulated to meet the unique needs of publicly traded companies and their management teams. Let ForceField D&O coverage work as an essential part of your clients' insurance protection program.



Today's challenging business environment leaves little room for error. Of all the decisions an organization's executives can make, perhaps the most far reaching centers around making sure that they have comprehensive management liability protection from a trusted and secure provider.

## COVERAGE HIGHLIGHTS

- **Personal Protections for Directors and Officers:** Provides coverage for Facilitation Costs, Reputation Costs, Asset Protection Costs, U.K. Corporate Manslaughter Act Defense Costs, Liberty Protection Costs, and Pre-Claim Inquiry Costs
- **Strategic Response®:** Crisis Event Coverage included via endorsement at no additional cost
- **E-Discovery Services:** offered as a result of a Securities Claim; no retention applies to the first \$25,000 incurred as Defense Costs
- **Pre-Claim Inquiry Coverage:** includes coverage for costs incurred by an Insured Person to appear at a deposition or produce documents as requested by a regulator, or to respond to an investigation of the Company; an allegation of a Wrongful Act is not required
- **Broad Definition of 'Claim'** including, but not limited to:
  - an Insured Person Investigation commenced by target or "Wells" letter, the service of a subpoena, or the arrest/detainment of an Insured Person in a Foreign Jurisdiction
  - a request to toll or waive any statute of limitation or to waive any contractual time bar
- an official request for Extradition
- a Derivative Demand brought by Company shareholder(s)
- **Broad Definition of 'Loss'** including, but not limited to:
  - costs incurred by the Company in connection with the investigation of a Derivative Demand or Derivative Suit
  - costs incurred to facilitate the return of amounts required to be repaid under Sarbanes-Oxley §304 or Dodd-Frank §954
  - civil fines or penalties assessed against an Insured Person under Sarbanes-Oxley §308 or pursuant to the Foreign Corrupt Practices Act
  - taxes imposed on an Insured Person in his/her capacity as such in connection with the Company's bankruptcy, receivership, conservatorship or liquidation
- **Broad Definition of 'Wrongful Act:'** includes any act, error, omission, neglect, breach of duty, misstatement or misleading statement by an Insured Person or an Outside Entity Insured Person in his/her capacity as such or by the Company with respect to a Securities Claim
- **'Limited' Conduct Exclusion:** includes "final, non-appealable adjudication in any underlying action or proceeding" language; applies only to deliberate criminal or fraudulent act or omission; includes carve outs for §11, §12 or §15 of the '33 Act, Facilitation Costs, or any acts/omissions treated as a criminal violation in a Foreign Jurisdiction; no Insured Person-to-Insured Person imputation; CEO, CFO, GC impute to the Company
- **'Narrow' Entity v. Insured Person Exclusion:** includes carve outs for non-indemnifiable Defense Costs, Derivative Suits, claims brought by or on behalf of creditors including debtor-in-possession claims against former Insured Persons, Facilitation Costs, claims brought and maintained outside the U.S., and any Pre-Claim Inquiry
- **'Narrow' Prior Notice Exclusion:** triggered only if written notice was provided and the prior insurer did not reject such notice as invalid
- **Favorable Notice Provisions:** awareness limited to CFO, GC, RM; 'as soon as practicable' language; notice of Pre-Claim Inquiry' is discretionary; 90-day post policy reporting; late notice denial only if Allied World's interests were materially prejudiced
- **Retention Erosion:** recognize Side-A Excess DIC Insurance Policy payments as eroding applicable retention
- **Defense Costs Advanced on 'Current Basis':** no later than 60 days after requested
- **'Severability' of the Application:** only CEO and CFO impute to the Company; no Insured Person-to-Insured Person imputation
- **Additional Features:** fully non-rescindable policy; 'severability' of cooperation; recovery of limits less cost of recovery; no subrogation against an Insured Person

## LIMITS

Primary up to \$15 million

# FORCEFIELD®: PRIMARY D&O FOR PUBLIC COMPANIES

(continued)

## ABOUT ALLIED WORLD

Allied World takes great pride in being able to think and respond in non-traditional ways. Our underwriting leads possess an average of over 20 years of D&O experience and have the breadth and depth of experience to craft the right solutions for your clients. Our broad appetite allows us to entertain your simplest to most complicated risks.

## CONTACTS

### Tom Kennedy

Executive Vice President

T. 646.794.0514

E. [thomas.kennedy@awac.com](mailto:thomas.kennedy@awac.com)

### Marc Berner - Financial Institutions

Senior Vice President

T. 646.794.0780

E. [marc.berner@awac.com](mailto:marc.berner@awac.com)

### Leo Daley - Boston / Canada

Senior Vice President

T. 857.288.6024

E. [leo.daley@awac.com](mailto:leo.daley@awac.com)

### Michael Piccione - New York

Senior Vice President

T. 646.794.0515

E. [michael.piccione@awac.com](mailto:michael.piccione@awac.com)

### Richard Cregenzan - Los Angeles

Vice President

T. 213.416.1408

E. [richard.cregenzan@awac.com](mailto:richard.cregenzan@awac.com)

### Jason Fionte - Atlanta

Vice President

T. 678.704.8414

E. [jason.fionte@awac.com](mailto:jason.fionte@awac.com)

### Harold Olave - Chicago

Vice President

T. 312.646.7708

E. [harold.olave@awac.com](mailto:harold.olave@awac.com)

### Alex Shklyarevsky - San Francisco

Vice President

T. 415.262.8160

E. [alex.shklyarevsky@awac.com](mailto:alex.shklyarevsky@awac.com)

### Tam Tran - Dallas

Vice President

T. 469.248.4027

E. [tam.tran@awac.com](mailto:tam.tran@awac.com)



A FAIRFAX Company

This information is provided as a general overview for agents and brokers. Coverage will be underwritten by an insurance subsidiary of Allied World Assurance Company Holdings, Ltd, a Fairfax company ("Allied World"). Such subsidiaries currently carry an A.M. Best rating of "A" (Excellent), a Moody's rating of "A2" (Good) and a Standard & Poor's rating of "A+" (Strong), as applicable. Coverage is offered only through licensed agents and brokers. Actual coverage may vary and is subject to policy language as issued. Coverage may not be available in all jurisdictions. Risk management services are provided or arranged through AWAC Services Company, a member company of Allied World. © 2024 Allied World Assurance Company Holdings, Ltd. All rights reserved.

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