



Directors and Officers Liability



Why choose
this insurance

Discovery Questions for the Broker to uncover the client's needs

Did you know that claims can be brought against Directors and Officers in their personal capacity for the business decisions that they have made that have resulted in unintentional errors?

Are your Directors and Officers financially protected in the event of a claim, holding them liable in their personal capacity for wrongful business decisions?

Is your business able to carry the significant costs to defend a Director or Officer against a Wrongful Act or to pay settlement costs to a third party?

How are you giving your Directors and Officers peace of mind that they will be indemnified in their Personal Capacity should they be held liable for any loss or damage caused by their management decisions?

Are you comfortable knowing that you will be able to continue your business operations in the event of a Wrongful Act being brought against any of your Directors or their Officers?

**Directors
and Officers
Liability
Offer**

Directors and Officers (D&O) Liability Insurance Cover protects Directors and Officers from Personal Liability that may arise from errors or omissions in their management role.

**Client
Benefit**

Financial Protection from Lawsuits:

Directors and Officers Liability insurance provides a financial protection shield to meet the legal repercussions against error and omission claims.

Business Growth:

Directors and Officers Liability insurance ensures that Directors and Officers can make difficult decisions to promote the growth and success of a business, knowing that they will be protected and indemnified from Personal Liability if an error occurs.

Peace of Mind:

Directors and Officers Liability insurance will alleviate the mental, financial, and reputational burden should they be held liable for any loss / damage due to their management decisions.

Business Continuity:

Directors and Officers Liability insurance allows business operations to continue, while Leppard handles the intricacies of the claim.

Does your memorandum of incorporation allow for the Company to protect the Directors and their Officers from all forms of errors and/or omissions?

What would happen if your Company is unable to pay for the defence or compensation to third parties on behalf of its Directors and their Officers?

**Directors
and Officers
Liability
Offer**

Directors and Officers Individual Cover, also called Side A Cover, protects the Director and/or Officer directly when the Company is unable to do so.

**Client
Benefit**

This cover provides peace of mind to Directors and their Officers that they will be indemnified from Personal Liability in case of a Wrongful Act claim, even if the Company is unable to protect them due to insolvency or for any other reason.

Discovery Questions for the Broker to uncover the client's needs

Is your Company prepared for the financial implications that will arise from a D&O claim?

Can your Company survive the huge financial loss and interruptions in business operations should a claim of Wrongful Act be brought against one or more of your Directors or their Officers?

Do you have a legal team that will be able to handle a D&O claim or would you require an external legal team to assist?

Directors and Officers Liability Offer

Company Reimbursement Cover, also called Side B Cover, reimburses the Company for any expenses incurred when defending their Directors and their Officers against a Wrongful Act claim, as part of their corporate duty.

Client Benefit

Financial losses from lawsuits can interrupt or threaten the sustainability of your business. Company Reimbursement Cover provides financial security in case of a Wrongful Act claim as Leppard will reimburse any defense or settlement expenses incurred while defending a Director or Officer.

Are your Directors and their Officers protected in case of a security claim brought on by one or more Shareholders of the Company?

Is your Company protected from the legal and claim settlement costs whilst defending the decisions taken by its Executive team?

Directors and Officers Liability Offer

Securities Claims Liability Cover, also called Side C Cover, protects the Company from a lawsuit brought against them by the shareholders as a result of sale or purchase of securities.

(This cover is only available if stated in the schedule to apply)

Client Benefit

The risk is always there that shareholders, who are unhappy with the financial performance of your Company, could make a claim against the Board of Directors. Side C cover protects the Company from legal and claim settlement costs whilst defending the decisions taken by its Executive team.

Automatic Extensions

Discovery Questions for the Broker to uncover the client's needs

Do your Directors and Officers have a contingency plan in the event that their personal assets are frozen or confiscated?

Are your Directors and their Officers covered for expenses like schooling, housing, utilities and personal insurance for up to 12 months following their personal assets being frozen or confiscated?

Directors and Officers Liability Offer

Deprivation of Personal Assets is an Automatic Extension, which means that Leppard will provide expense cover for schooling, housing, utilities and personal insurance for up to 12 months following the event that the assets of a Director or Officer are being frozen or confiscated.

Client Benefit

This cover alleviates the immediate impact on the family of a Director or Officer in the event that their assets are being frozen or confiscated, while the legal team defends them in a Wrongful Act claim.

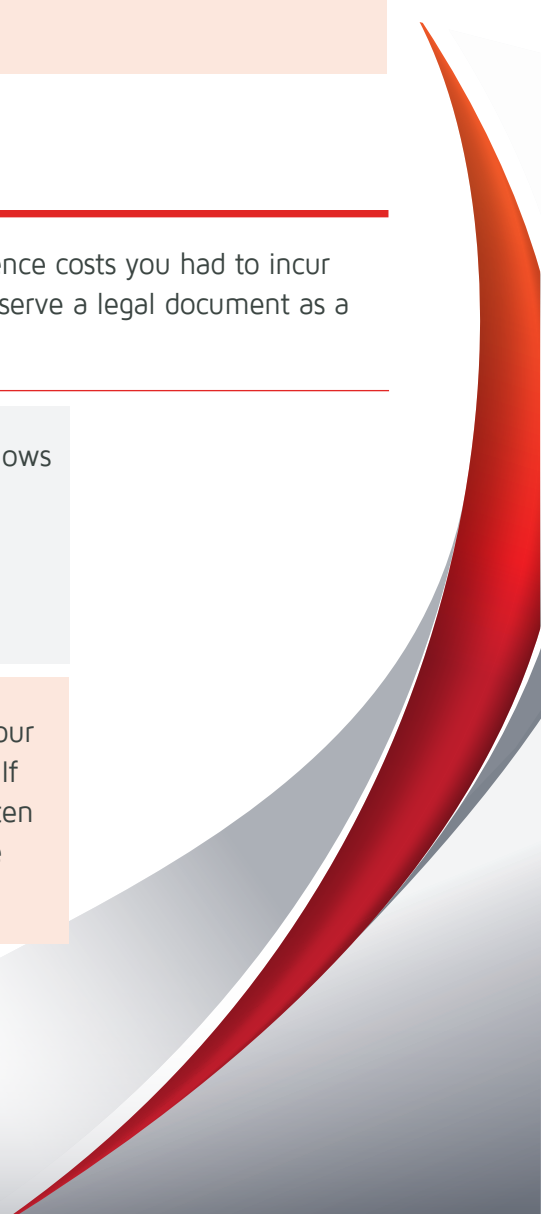
Did you know that Leppard will retrospectively approve emergency defence costs you had to incur before you could get their written approval – for example if you had to serve a legal document as a matter of urgency?

Directors and Officers Liability Offer

Emergency Costs is an Automatic Extension, which allows for the coverage of emergency defence costs to be settled, without first receiving written consent from Leppard, as long as approval is sought as soon as reasonably practicable.

Client Benefit

In some cases, immediate legal action could protect your Company against Loss and limit reputational damage. If for some reason, you are unable to get Leppard's written consent to incur such Defence Costs, Leppard will give retrospective approval for these costs.



Discovery Questions for the Broker to uncover the client's needs

Did you know that in the event of the death of a Director or Officer, their heirs, estate, and legal representative could be held liable for the Wrongful Acts committed by the deceased prior to their death?

How are you protecting the heirs, estates and legal representatives of your Directors and their Officers against claims of Wrongful Acts that were committed by a Director or Officer prior to becoming deceased, incompetent, insolvent or liquidated?

Directors and Officers Liability Offer

Estates and Legal Representatives is an Automatic Extension, which covers claims for Wrongful Acts made against the estates, heirs or legal representatives of a Director or Officer, who is deceased or who is incompetent, insolvent or liquidated.

Client Benefit

This cover protects the estates, heirs or legal representatives of Directors or Officers against claims of Wrongful Acts that might be brought against them when the Director or Officer cannot be held liable due to being deceased, incompetent, insolvent or liquidated.

Are you supplying products or services outside of South Africa?

Are you aware that your Directors and their Officers could face extradition proceedings arising out of a Wrongful Act claim in a foreign country?

How are you protecting your Directors and Officers working in a foreign country against possible extradition costs following a claim of Wrongful Act against them?

Directors and Officers Liability Offer

Extradition Costs is an Automatic Extension, which means Leppard will pay the reasonable fees, costs and expenses of each Director or Officer in connection with challenging, resisting and/or defending extradition proceedings.

Client Benefit

This cover provides peace of mind to Directors and their Officers who conduct your Company business outside the borders of South Africa, that Leppard will be there to protect them if they are facing extradition proceedings in a foreign country due to an alleged or actual Wrongful Act.

Discovery Questions for the Broker to uncover the client's needs

Have you quantified the costs involved in the process of restoring or minimising reputational damage in case of a claim against a Director or Officer?

Could your Company survive the reputational damage that could follow a Wrongful Act claim against one of your Directors or their Officers?

Directors and Officers Liability Offer

Public Relations Expenses is an Automatic Extension, which means Leppard will pay for public relations and crisis management consultation to handle any negative publicity following a claim.

Client Benefit

Leppard will pay fees, costs and expenses of public relations consultants, a crisis management firm or law firm in order to prevent or limit adverse effects or negative publicity which might arise directly from a Wrongful Act Claim or investigation.

Are you aware that Directors and their Officers are exposed to Corporate Manslaughter Charges should a death occur as a result of your failure to comply with Safety Regulations?

How are you protecting your Directors and Officers against Wrongful Act or homicide claims following an incident of poor governance regarding Safety Regulations?

Directors and Officers Liability Offer

Safety Legislation and Corporate Manslaughter is an Automatic Extension, which affords cover to the Directors and Officers for any of their wrongful decisions made in terms of the Company Health and Safety Policy.

Client Benefit

Compliance issues, errors or omissions related to Safety Legislation could lead to a claim alleging Corporate Homicide against one or more Directors or Officers. In such a case, Leppard will reimburse the Company for insurable Defence Costs while defending its Directors or Officers against such claim.

Discovery Questions for the Broker to uncover the client's needs

Have you considered the consequence borne by your spouse should both of you be involved in legal proceedings due to Wrongful Acts committed by yourself as a Director or Officer?

Did you know that claims of Wrongful Acts against a Director or Officer could include a claim against their lawful spouse?

How are you protecting the lawful spouses of Directors and their Officers who might be exposed to claims of Wrongful Acts simply because they are married to a Director or Officer accused of an error, omission or Wrongful Act?

Directors and Officers Liability Offer

Spousal Liability is an Automatic Extension, which means that the Leppard D&O Liability policy extends to include the lawful spouses of all Directors and their Officers.

Client Benefit

This cover gives Directors and Officers the assurance that no unintended Wrongful Act, error or omission on their side could put their Spouse at risk, as Leppard will indemnify the Spouse of a Director or Officer, in the event a claim against them includes a claim against their spouse.

Is your industry governed by a regulatory authority that enforces compliance to rules and regulations with fines and/or penalties?

What would happen if your CEO is fined due to non-compliance to BBBEE legislation and Codes of Good Practice?

Directors and Officers Liability Offer

Fines and Penalties is an Automatic Extension, which means that Leppard will pay any civil fines and penalties imposed on a Director or Officer by order of an official or regulatory authority or equivalent authority.

Client Benefit

Fines and Penalties imposed on a Director or Officer in their Personal Capacity by an official or regulatory authority or equivalent authority, could cause their financial demise. The Fines and Penalties Extension gives Executives peace of mind that Leppard will pay any civil fines and penalties on their behalf. Fines and Penalties can be paid by Leppard as long as we are legally permitted to do so.

Discovery Questions for the Broker to uncover the client's needs

Do you have a General Liability Insurance in place?

What would happen if the General Liability Insurance failed to respond to a claim for injury, harm or death of any person or for the loss, damage or destruction of any tangible property?

Do you have contingency plans in place should your General Liability Insurance not cover an Injury or Damage claim?

Directors and Officers Liability Offer

Injury and Damage Defence Costs is an Automatic Extension, which means that Leppard will pay the Defence Costs of an insured Director or Officer in any instance where the general liability insurance effected by the Insured fails to respond.

Client Benefit

Leppard will cover the defence costs of the Director or Officer for any claim brought against them for bodily injury, mental anguish, emotional distress, sickness, disease or death of any person, or for loss of, damage to or destruction of any tangible property.

Do you have cover for Directors and Officers for a period after they retired?


How likely is it that a claim can be made against your retired Directors or their Officers in the first 36 months after retirement?

Directors and Officers Liability Offer

Retired Directors or Officers Cover is an Automatic Extension, which means that cover will extend to protect any retired Director or Officer for Claims brought against them in the 36 months immediately after retiring.

Client Benefit

This extension provides a period of 36 months immediate after retirement in which retired Directors or Officers are still protected under the Leppard D&O policy, should a claim be made against them for a Wrongful Act prior to their retirement.



Discovery Questions for the Broker to uncover the client's needs

Do your business activities involve the use of potentially Hazardous Pollutants?

Did you know that your shareholders could keep your Directors and Officers personally liable for the loss incurred due to a Pollution related Wrongful Act claim?

Are you making provision to protect your Directors and their Officers in the event of shareholder claims due to loss arising from the spilling or alleged spilling of Pollutants?

Directors and Officers Liability Offer

Shareholder Derivative Actions - Pollution


is an Automatic Extension, which means that cover is granted in respect of Loss arising from shareholder derivative actions as a result of Pollution.

Client Benefit

Leppard will provide cover for claims brought against the Directors and/or Officers by the shareholders as a result of Loss arising from Pollution.

The cover is extensive and includes not only actual instances of pollution, but also the alleged or threatened discharge, release, escape, seepage, migration or disposal of Pollutants.

It furthermore extends to cover pollution into or on real or personal property, water or the atmosphere.

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Discovery Questions for the Broker to uncover the client's needs

Did you know that Directors and Officers could suffer extensive loss if held liable for unpaid taxes, compensation for occupational injuries & disease and unemployment insurance fund contributions where the Company has become insolvent?

How are you making sure that you protect your Directors and Officers against liability for unpaid taxes, compensation for occupational injuries & disease and unemployment insurance fund contributions should your Company become insolvent?

Directors and Officers Liability Offer

Tax, COID and UIF is an Automatic Extension, which means that Leppard will indemnify Executives against claims made for unpaid taxes, compensation for occupational injuries & disease and unemployment insurance fund contributions, should the Company be unable to make these payments.

Client Benefit

When a company becomes insolvent the Directors and/or their Officers can be held liable in their personal capacity for any unpaid taxes, compensation for occupational injuries & disease and unemployment insurance fund contributions. This extension indemnifies Directors and Officers against loss in such cases.

Did you know that under Leppard's D&O Liability policy your non-Executive Directors would remain covered until the expiry date of the contract, even if Leppard had to void the contract due to non-disclosure or misrepresentation of the facts by the Executive Team?

Directors and Officers Liability Offer

Non-Executive Directors Protection is an Automatic Extension, which means that Leppard will continue to cover each non-executive **Insured Person** in the D&O policy contract until the expiry date of the contract, even after voiding the contract due to fraudulent conduct, non-disclosure, misrepresentation or intent to deceive by the Company.

Client Benefit

This extension insures that Non-Executive Insured Persons are still covered under the original terms of the D&O Policy – even when Leppard had to void the contract due to fraudulent conduct, non-disclosure, misrepresentation or intent to deceive by one or more Executive Directors of the Company.

Optional Extensions

Discovery Questions for the Broker to uncover the client's needs

Have provisions been made in the event of a claim that arises within 36 months after the expiry of the D&O policy?

Will your Directors and Officers be indemnified after the end of the Insurance Contract?

Directors and Officers Liability Offer

Discovery Period is an Optional Extension that could be added to extend cover to claims of Wrongful Act against Directors and their Officers that could arise after the expiration of a D&O policy.

Client Benefit

This extension provides an additional period of 36 months immediate after the end of a Leppard D&O Policy in which Directors and Officers are still covered should a claim be made against them for a Wrongful Act committed prior to the end of the Insurance Contract.

Is it possible to ensure that employment policies, procedures and protocols are strictly adhered to by all Directors and their Officers?

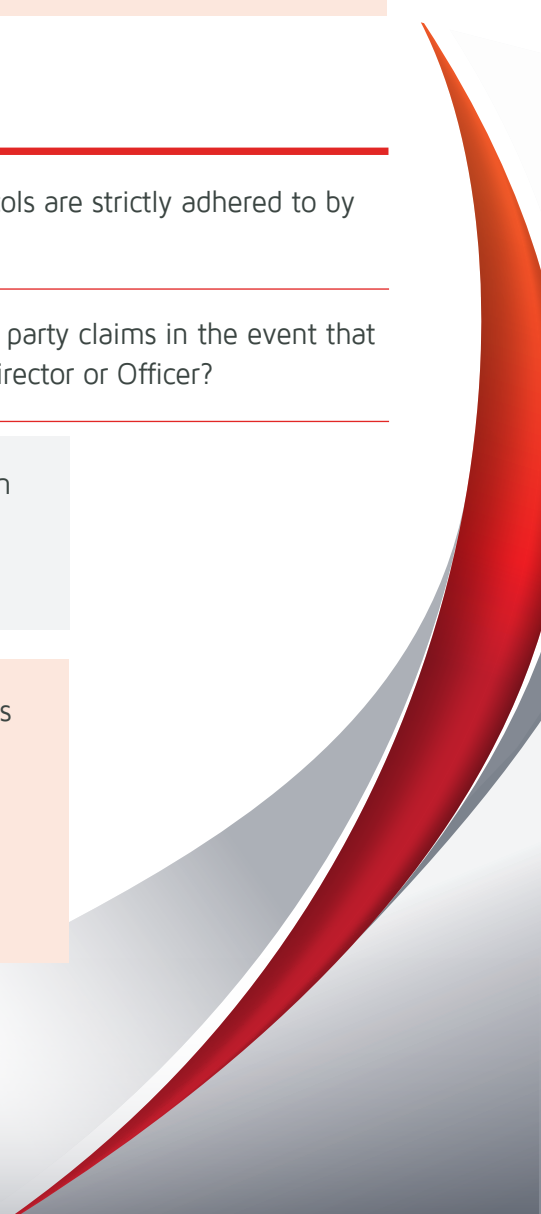
How are you making provision for defense costs and settlement of third party claims in the event that an employee brings a claim of discrimination or harassment against a Director or Officer?

Directors and Officers Liability Offer

The **Employment Practice Liability** Optional Extension gives Directors and their Officers coverage for their employment related exposures.

Client Benefit

Leppard will indemnify your Directors and their Officers against liability in the event of claims resulting from non-compliance with Labour Laws, such as claims of defamation of an employee, discrimination against or harassment of an employee, as well as a breach of employee confidentiality.



Discovery Questions for the Broker to uncover the client's needs

Are you making provision to protect Directors against claims of Wrongful Act while they are sitting on the Boards of outside entities at your request?

Did you know that you have a responsibility towards Directors that are sitting on Boards of outside entities at your request?

How are you making it safe for your Directors to sit on the Boards of outside entities at your request?

Directors and Officers Liability Offer

Outside Directorship Liability is an Optional Extension that provides cover for the Wrongful Acts of Directors who sit on the Boards of outside entities at the request of the Insured.

Client Benefit

This optional extension provides peace of mind to Executives sitting on the Boards of outside entities at the request of the Company that they will be protected against claims of Wrongful Acts under the Leppard D&O Policy.

Do your business activities involve the use of potentially Hazardous Pollutants?

How will your Company survive the extensive financial burden to defend Directors and their Officers against a Pollution claim or lawsuit?

Directors and Officers Liability Offer

Pollution Defence Costs is an Optional Extension that provides cover in respect of Defense Costs incurred in connection with actual, alleged or threatened discharge, release, escape seepage, migration or disposal of Pollutants.

Client Benefit

With this extension added to your D&O Policy, Leppard will not only cover your Loss arising from shareholder derivative actions as a result of Pollution, but will also cover the considerable Defense Costs of Directors and Officers faced with claims arising from an actual or alleged Pollution incident.

Discovery Questions for the Broker to uncover the client's needs

Is the Insured a public entity which is required to comply with the Public Finance Management Act?

Is the Insured a national or provincial government body, required to comply with the Public Finance Management Act?

If YES, on any of the two questions above, then ask:

Did you know that there is an optional extension that covers your Accounting Officer and Accounting Authority in case of Wrongful Act related to the regulations of the Public Finance Management Act, No. 1 of 1999?

Directors and Officers Liability Offer

Public Finance Management Act is an Optional Extension required by public entities or government bodies to cover the Accounting Officer and Accounting Authority in respect of claims made as a result of errors, omissions or noncompliance to the Public Finance Management Act?

Client Benefit

The Public Finance Management Act, No. 1 of 1999 regulates the management of finances in national, provincial government and Public Institutions, and holds the Accounting Officer and Accounting Authority liable in case of noncompliance to the Act. By adding this optional extension, you protect these Executives from personal liability in case of errors, omissions or Wrongful Acts, and free them up to make financial decisions without the fear of personal liability if their decisions are challenged.

Are you protecting your Directors and their Officers for Wrongful Acts committed and Claims made anywhere in the world?

Directors and Officers Liability Offer

USA and Canada is an Optional Extension which means that Leppard will provide cover for Wrongful Acts committed and Claims made anywhere in the world.

Client Benefit

This extension means that Leppard's D&O Policy will cover your Directors and Officers against Wrongful Acts committed and Claims made against them anywhere in the world, and specifically in the USA and Canada.



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