|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **This proposal form is for UK-based companies requiring cover for directors’ and officers’ liability, corporate legal liability and/or employment practices liability, excluding those in the legal or financial services sector (authorised, registered or regulated by the Financial Conduct Authority or Prudential Regulation Authority).** | | | |
| **Which sections should you complete?** | Section | | Title | Should you complete it? |
| 1. | | Your business | **All businesses must complete this section** |
| 2. | | Policies and procedures | **All businesses must complete this section** |
|  | 3. | | Employment practices | Please complete this section if you require this cover |
|  | 4. | | Activities in North America | Please complete this section if undertake any  activities or have any subsidiaries in the USA/Canada |
|  | 5. | | Cover requirements | **All businesses must complete this section** |
|  | 6. | | Claims | **All businesses must complete this section** |
|  | 7. | | Declaration | **All businesses must complete this section** |
|  |  | | | |
| This proposal form | In deciding whether to accept the insurance and in setting the terms and premium, we have relied on the information you have given us.  You must: | | | |
|  |  | give a fair presentation of the risk to be insured by clearly disclosing all material facts  and circumstances (whether or not subject to a specific question) which you, yoursenior management and those responsible for arranging this insurance, know or ought to know following a reasonable search; | | |
|  |  | take care by ensuring that all information provided is correct, accurate and complete. | | |

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Section 1 – Your company** |  | | | | | | | | | | | |
| 1.1 Your company | Name | | | | |  | | | | | | |
|  |  | | | | | | | | | | | |
|  | Address | | | | |  | | | | | | |
|  |  | | | | | | | | | | | |
|  | Postcode | | | | |  | | |  | | | |
|  |  | | | | | | | | | | | |
|  | Website | | | | |  | | | | | | |
|  |  | | | | | | | | | | | |
|  | When was your company established? | | | | | | |  | | | | |
|  |  | | | | | | | | | | | |
|  | Country/state of incorporation/registration | | | | | | |  | | | | |
|  |  | | | | | | |  | | | | |
|  |  | | | | | | | | | | | |
|  | Is cover required for overseas subsidiaries? if yes, please provide details of foreign  subsidiaries below: | | | | | | | | | | | |
|  |  | | | | | | | | | | | |
|  | Name | | Address  (including country) | | | | | Percentage  of turnover | | | | Business activity |
|  |  | |  | | | | | % | | | |  |
|  |  | |  | | | | | % | | | |  |
|  |  | |  | | | | | % | | | |  |
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|  |  | |  | | | | | % | | | |  |
|  |  | | | | | | | | | | | |
|  | | | | | | | | | | | | |
| 1.2 Turnover | Turnover in last financial year (total for all group  companies to be insured) | | | | | | | £ | | | | |
|  | Please provide a breakdown of your income according to the regions and legal  jurisdiction of your contracts: | | | | | | | | | | | |
|  | **Region** | | | | **Percentage spilt by location where  contracts are  undertaken** | | | **Percentage split by jurisdiction applying  to your contracts** | | | | |
|  | United Kingdom (UK) | | | | % | | | % | | | | |
|  | European Union  (excluding UK/IRE) | | | | % | | | % | | | | |
|  | US and Canada | | | | % | | | % | | | | |
|  | Rest of world (including IRE) | | | | % | | | % | | | | |
|  | If any income is declared under rest of world, please list countries below: | | | | | | | | | | | |
|  |  | | | | | | | | | | | |
| |  | | --- | | Location of business income & activities | | Have you ever or do you plan to: work or contract with; or make any payments to, any person, entity or organisation that is domiciled in or operates in any way from;  or travel to the following countries,  ☐ No ☐ Yes, please select,  ☐ Afghanistan, ☐ Belarus, ☐ Cuba, ☐ Iran, ☐ Myanmar, ☐ North Korea, ☐ Russia,  ☐ Syria, ☐ non-Government controlled areas of Ukraine, ☐ Venezuela | | | | | | | | | | | | | | | |
| 1.3 Your business activity | a. | Please describe your company’s activities below: | | | | | | | | | | |
|  |  |  | | | | | | | | | | |
|  |  | | | | | | | | | | | |
|  | b. | Is your company: | | | | | | | | | | |
|  |  | Public | | Private | | | Charity, association  or not for profit | | | | Limited liability  partnership | |
|  |  |  | | | | | | | | | | |
|  |  | If ‘Public’, please specify where shares are listed? | | | | | | | | | | |
|  |  |  | | | | | | | | | | |
|  |  |  | | | | | | | | | |  |
|  | c. | Is your business or any of its subsidiaries regulated  by the Financial Conduct Authority or any equivalent regulatory body in any other territory or jurisdiction? | | | | | | | | Yes  No | | |
|  |  | | | | | | | | | | | |
| 1.4 Share ownership | Please list: | | | | | | | | | | | |
|  | a. | Do you have any external shareholders who hold more than 15% of the ordinary shares? | | | | | | | | Yes  No | | |
|  | b. | If Yes, please give details of who they are and the percentage they own: | | | | | | | |  | | |
|  |  |  | | | | | | | | | | |
|  |  |  | | | | | | | |  | | |
|  | c. | Total number of shareholders | | | | | | | |  | | |
|  |  |  | | | | | | | |  | | |
|  | d. | Total number of shares issued | | | | | | | |  | | |
|  | e. | Please confirm percentage of shares held by Directors | | | | | | | |  | | |
|  |  | | | | | | | | | | | |
| 1.5 Financial performance |  | | | | | | | | | | | |
|  | a. | Have you made a profit after tax in the last 12 months? | | | | | | | | Yes  No | | |
|  | b. | Do you expect to make a profit after tax in the next  financial year? | | | | | | | | Yes  No | | |
|  | c. | If you were established within the past 24 months, do  you forecast to be generating a profit after tax within 3 years of commencing business activities? | | | | | | | | Yes  No  NA | | |
|  | d. | Do your total liabilities exceed your total assets in your latest annual accounts? | | | | | | | | Yes  No | | |
|  | e. | Your accounts have not been subjected to a ‘qualified opinion’ from your auditor? | | | | | | | | Yes  No | | |
|  | If No to any of the above, please give details: | | | | | | | | | | | |
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| 1.6 Acquisitions/mergers/divestments | a. | Has the company made any acquisitions within the last 36 months? | | | | | | | | | | Yes  No |
|  | b. | Is the company planning to make any acquisitions within the next 12 months? | | | | | | | | | | Yes  No |
|  | c. | Has any subsidiary company been sold or ceased trading in the last 12 months? | | | | | | | | | | Yes  No |
|  | d. | Is the company aware of any proposal relating to its  acquisition by another company | | | | | | | | | | Yes  No |
|  | e. | Is the company planning any new public or private offering of securities or debt instruments within the next 12 months? | | | | | | | | | | Yes  No |
|  |  | | | | | | | | | | | |
|  | If Yes to any of the above, please give details: | | | | | | | | | | | |
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| 1.7 Directors | a. | | | Do you perform independent pre-employment checks into every prospective employee (including directors, partners and members) employment history, check their suitability for the position and obtain satisfactory references? | | | | | | | | | | Yes  No | | | |
|  | b. | | | Have all of your directors, partners and members spent at least the last 5 years working in the relevant industry to gain experience specific to their roles? | | | | | | | | | | Yes  No | | | |
|  | If No, please provide full details and reasons why to either of the above: | | | | | | | | | | | | | | | | |
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|  | c. | | Have any directors of the company resigned or been replaced in the last 12 months? | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please give details including reason for departure: | | | | | | | | | | | | | | | | |
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| **Section 2 – Policies and procedures** |  | | | | | | | | | | | | | | | | |
| 2.1 Corporate governance/Risk Management and Health & Safety | a. | Do you have written policies, and ensure ongoing compliance, in relation to health and safety, fraud, financial crime? | | | | | | | | | | | | | | Yes  No | |
|  | b. | Do you have written policies, and ensure ongoing compliance, in relation to ESG and corporate governance? | | | | | | | | | | | | | | Yes  No | |
|  |  | If No, please give details: | | | | | | | | | | | | | | | | |
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|  | c. | Have any adverse comments been raised by any regulatory body in the last three years? | | | | | | | | | | | | | | Yes  No | | |
|  |  | If Yes, please give details: | | | | | | | | | | | | | | | | |
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|  | d. | Have your health and safety policies been reviewed within the last  12 months? | | | | | | | | | | | | | | Yes  No | | |
|  | e. | Are the policies as described in a above distributed/made available to all new and existing employees? | | | | | | | | | | | | | | Yes  No | | |
|  | f. | Have all recommendations on health and safety procedures been complied with? | | | | | | | | | | | | | | Yes  No | | |
|  | If No to any of the above, please advise alternative procedures in place: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | g. | Are all duties segregated so that at least dual control exists on signing cheques (above £2,500), issuing instructions for disbursement of assets or funds, fund transfer procedures and investments? | | | | | | | | | | | | | | Yes  No | | |
|  | h. | Are all bank statements independently reconciled by those not permitted to make payments, including the drawing and signing of cheques and use of electronic funds transfers, at least every 30 days? | | | | | | | | | | | | | | Yes  No | | |
|  | If No, please advise alternative procedure in place: | | | | | | | | | | | | | | | | | |
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| 2.2 External advice | Does the company utilise external human resources, health and safety or legal assistance? | | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please give details: | | | | | | | | | | | | | | |  | | |
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| **Section 3 – Employment practices** | **Optional – please complete this section if you require cover for employment  practices liability.** | | | | | | | | | | | | | | | | | |
| 3.1 Number of employees | a. | Please list number of: | | | | | | | **UK/ Ireland** | **EU** | | | **USA** | | | | **Rest of world** | |
|  |  | i. | | | Full-time employees  (including directors): | | | |  |  | | |  | | | |  | |
|  |  | ii. | | | Part-time employees (including seasonal and temporary staff): | | | |  |  | | |  | | | |  | |
|  |  | | | | | | | | | | | | | | | | | |
|  | b. | Number of employees (including directors) with salaries: | | | | | | | | | | | | | | | | |
|  |  | Up to £75,000 : | | | | | | | | | | | | | |  | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | Above £75,000 : | | | | | | | | | | | | | |  | | |
|  |  | | | | | | | | | | | | | | | | | |
| 3.2 Employee departures | a. | How many employees (including directors) have been made redundant or had their employment contract terminated in the last 12 months? | | | | | | | | | | | | | |  | | |
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|  |  | | | | | | | | | | | | | | | | | |
|  | b. | Do you anticipate that the company will make any redundancies or terminations in the next 12 months? | | | | | | | | | | | | | | Yes  No | | |
|  |  | If Yes, please give details: | | | | | | | | | | | | | |  | | |
|  |  |  | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 3.3 Human resources management | 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 each of the company’s locations have a dedicated human resources function? | | | | | | | | | | | | | | Yes  No | | |
|  |  | If No, please advise how issues are handled in each location: | | | | | | | | | | | | | | | | |
|  |  |  | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | c. | Does the company have a written human resources manual or equivalent written management guidelines? | | | | | | | | | | | | | | Yes  No | | |
|  | d. | Does the company have a written employee handbook or procedure manual? | | | | | | | | | | | | | | Yes  No | | |
|  |  | If Yes, please advise date of publication, latest update, responsibility for, and how often updated and means of distribution to managerial and all other employees: | | | | | | | | | | | | | | | | |
|  |  |  | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | e. | Please confirm if the manual/handbook contains written procedures in place with respect to the following: | | | | | | | | | | | | | | | | |
|  |  | i. | | | recruitment/termination? | | | | | | | | | | | Yes  No | | |
|  |  | ii. | | | discrimination/harassment? | | | | | | | | | | | Yes  No | | |
|  |  | iii. | | | employee discipline procedures? | | | | | | | | | | | Yes  No | | |
|  |  | iv. | | | confidential treatment of employee information? | | | | | | | | | | | Yes  No | | |
|  |  | v. | | | compliance with employment related statutes? | | | | | | | | | | | Yes  No | | |
|  |  | vi. | | | employee complaints/whistleblower procedures? | | | | | | | | | | | Yes  No | | |
|  | If No to any of the above, please advise of any alternative procedure in place: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 3.4 Prospective employees | a. | Are all prospective employees required to complete a written employment application prior to employment? | | | | | | | | | | | | | | Yes  No | | |
|  | b. | Are all offers of employment reviewed by your human resources team? | | | | | | | | | | | | | | Yes  No | | |
|  | c. | Is there a formal orientation program for new employees? | | | | | | | | | | | | | | Yes  No | | |
|  | d. | Are regular, written performance evaluations completed for and provided to all employees? | | | | | | | | | | | | | | Yes  No | | |
|  | If No to any of the above, please advise alternative procedure in place: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 3.5 Disciplinary action | Is any disciplinary action or employee termination subject to prior review and approval by your human resources team? | | | | | | | | | | | | | | | Yes  No | | |
|  | If No to any of the above, please advise of any alternative procedure in place: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 3.6 Legal department | Does the company have a legal department? | | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please advise if/when they are involved in human resources issues: | | | | | | | | | | | | | | | | | |
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| **Section 4 – Activities in North America** | **Optional – please complete this section if you require cover for any operations or business activities in North America for directors and officers’ liability or corporate  legal liability.** | | | | | | | | | | | | | | | | | |
| 4.1 Assets | Please advise the total gross assets within USA and Canada | | | | | | | | | | | | | | | $ | | |
|  |  | | | | | | | | | | | | | | | | | |
| 4.2 Ownership | Please confirm that all subsidiaries in the USA are wholly owned: | | | | | | | | | | | | | | | Yes  No | | |
|  | If No, please give details of minority shareholder’s interest: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 4.3 Shares/debt trading | Does your company or any subsidiary have any shares or debt instruments traded in the United States of America? | | | | | | | | | | | | | | | Yes  No | | |
|  |  | | | | | | | | | | | | | | | | | |
| **Section 5 – Cover requirements** | **All companies must complete this section.** | | | | | | | | | | | | | | | | | |
| 5.1 Limit of indemnity | What limit of indemnity is required? | | | | | | | | | | | | | | | | | |
|  | £500,000 | | | | | £1,000,000 | | | £3,000,000 | | | £5,000,000 | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | Other | | | | | | Please specify: |  | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 5.2 Previous insurance | Does the company currently have any similar policy currently in force? | | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please provide full details including date of first purchase: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 5.3 Cover refusal/cancellation | Has the company or any director, officer or employee ever been refused similar cover or had a similar policy cancelled or special terms imposed? | | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please give details: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| **Section 6 – Claims** | **All companies must complete this section.**  **Full enquiry should be made prior to answering these questions.** | | | | | | | | | | | | | | | | | |
|  | a. | In the last five years has the company or any employee been subject to any regulatory investigation? | | | | | | | | | | | | | | Yes  No | | |
|  | b. | Have there been any employment practices claims over the past  three years? | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes to any of the above, please provide full details, including information regarding the type of investigation/ claim; the parties involved; and any settlement or final determination of the investigation/ claim. Please use a separate addendum if necessary: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
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|  | c. | In the last five years, have there been any claims and/or investigations made against the company or its directors or employees which may have been covered by this policy had it been in force? | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please provide full details, including information regarding the type of investigation/claim, the parties involved and any settlement or final determination  of the claim/ investigation. Please use a separate addendum if necessary. | | | | | | | | | | | | | | | | | |
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|  | d. | After enquiry, are any of the directors or employees of the company aware of any fact, circumstance, allegation or incident which may give rise to a claim or investigation under the proposed policy? | | | | | | | | | | | | | | Yes  No | | |
|  | If Yes, please provide full details: | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | e. | If yes to any of the above please provide details of what measures have been taken to prevent a recurrence of the situation which gave rise to each claim: | | | | | | | | | | | | | | | | |
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| **Section 7 – Declaration** | | | | | | | | | | | | | | | | | | |
| 7.1 Material information | Please provide us with any information which may be relevant to our consideration of your proposal for insurance. If you have doubt over whether something is relevant, please let us have details. | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | Is there anything else that you would like to tell us about you or your business? | | | | | | | | | | | | | | | Yes  No | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 7.2 Using your personal information | Hiscox is a trading name of a number of Hiscox companies. The specific company acting as a data controller of your personal information will be listed in the documentation we provide to you. If you are unsure you can also contact us at any time by telephoning 01904 681198 or by emailing us at dataprotectionofficer@hiscox.com.  We collect and process information about you in order to provide insurance policies and to process claims. Your information is also used for business purposes such as fraud prevention and detection and financial management.  This may involve sharing your information with, and obtaining information about you from, our group companies and third parties such as brokers, loss adjusters, credit reference agencies, service providers, professional advisors, our regulators or fraud prevention agencies.  We may record telephone calls to help us monitor and improve the service we provide.  For further information on how your information is used and your rights in relation to your information please see our privacy policy at www.hiscox.co.uk/cookies-privacy. For training and quality control purposes, telephone calls may be monitored or recorded. | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
| 7.3 Declaration | I/we confirm that the information given in this proposal form is correct, accurate and complete and I have made a fair presentation of the risk. | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | Name of director/officer/board member/senior manager | | | | | | | | | | | | | | | | | |
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|  |  | |  | | | | | |
| /  / | | | | | |
|  | Signature of director/officer/board member/senior manager | | | | | | | | | |  | | Date | | | | | |
|  |  | | | | | | | | | | | | | | | | | |
|  | **A copy of this proposal should be retained for your records.** | | | | | | | | | | | | | | | | | |
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| 7.4 Complaints | Hiscox aims to ensure that all aspects of your insurance are dealt with promptly, efficiently and fairly. At all times Hiscox are committed to providing you with the highest standard of service.  If you have any concerns about your policy or you are dissatisfied about the handling of a claim and wish to complain you should, in the first instance, contact Hiscox Customer Relations in writing at:  Hiscox Customer Relations The Hiscox Building Peasholme Green York YO1 7PR  by telephone on 0800 116 4627 or 01904 681 198  or by email at customer.relations@hiscox.com.  Where you are not satisfied with the final response from Hiscox, you also have the right to  refer your complaint to the Financial Ombudsman Service.  For more information regarding the scope of the Financial Ombudsman Service, please refer to www.financial-ombudsman.org.uk. | | | | | | | | | | | | | | | | | |