



301 East 4th Street  
Cincinnati, OH 45202

## Management Liability Solution 2.0 Renewal Proposal Form

**NOTICE: The liability coverage parts A-E of this policy applies only to claims first made during the policy period. No coverage exists for claims made after the end of the policy period unless, and to the extent that, the discovery period applies. Costs of defense under liability coverage parts A-E are subject to any applicable retention. Costs of defense incurred under liability coverage parts A-E in excess of any applicable retention shall reduce the limit of liability available to pay all other loss.**

Name of Company \_\_\_\_\_  
 Street Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_  
 Website \_\_\_\_\_

### Company Information

Yes No

1. Please indicate the following as it relates to the Company's and any additional entities' most recent fiscal year end:

Total Assets \$ \_\_\_\_\_ Revenues \$ \_\_\_\_\_  
 Net Income \$ \_\_\_\_\_ Long Term Debt \$ \_\_\_\_\_ Equity \$ \_\_\_\_\_

2. **This year Number of**

Full-Time Employees \_\_\_\_\_ Part-Time Employees \_\_\_\_\_ Independent Contractors \_\_\_\_\_

3. During the past 12 months, has there been a change in ownership percentages of Directors and Officers and/or Non-director and Non-officer shareholders?

Yes  No

**If yes**, please complete the following table for shareholders that own 5% or more of the company's voting shares.

Name of Shareholder	% of voting shares owned on a fully diluted basis	Board Representation	
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

4. Is coverage being requested for any additional entities that are 50% or less owned by the Company and are not covered under the current policy?

Yes  No

**If yes to the above**, please answer the following:

a. Are all of the additional entities related to the Company through common majority ownership?

Yes  No

**If yes to 4(a) above**, for each additional entity that is requesting coverage, please complete the following table (or provide as an attachment) for each additional entities' shareholders with greater than 10% ownership and/or voting interest.

Name of additional entity	Name of shareholder	% of voting shares owned by the shareholder on a fully diluted

**Company Information Continued**

**Yes No**

5. Within the last 12 months, has the Company or any additional entities been involved in, or are they considering being involved in any of the following within the next 12 months?
- a. Merger, acquisition, or divestment activity
  - b. Bankruptcy proceeding or financial restructuring

**If yes to (a) or (b), please provide details:**

6. Have there been any changes in senior management (*Chairman, President, Chief Executive Officer, Chief Financial Officer, etc.*) in the last 2 years due to reasons other than death or retirement at the normal retirement age?

**If yes, please provide details:**

**Supplemental Questions if requesting higher limits or requesting coverages not currently purchased.**

7. As respects any Coverage Parts for which the Company does not currently purchase, or any larger limits of liability that the Company is purchasing, is the undersigned or any Director or Officer proposed for this insurance aware of any fact, circumstance or situation involving the Company or any additional entities, the Directors or Officers of the Company or any additional entities, or the Plans of the Company or any additional entities which they have reason to believe might result in any future payment under the Policy to which this Proposal Form will be attached?

**If yes, please provide details:**

**As respects any coverage parts for which the company does not currently purchase or any larger limits of liability that the company is purchasing, it is agreed that if knowledge of any such fact, circumstance or situation exists, any claim or coverage event subsequently arising therefrom shall be excluded from coverage.**

**NOTE: If the applicant meets any of the below criteria, please submit year-end audited financial statements and the most recent interim financial statements:**

- More than 250 employees  2 years or less of operations
- Operating at a net loss  Is a Financial Institution

**Directors And Officers Coverage Section**

**Yes No**

- |  |                          |                          |
|--|--------------------------|--------------------------|
| 1. During the last 12 months, has the Company or any additional entities been involved in, or is the Company or any additional entities presently involved or considering being involved in, raising funds through a public or private offering of securities, including through crowdfunding within the next 12 months? | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|

**If yes**, please provide details:

*Supplemental Questions 2 through 4 Required ONLY for Insurance Companies and Financial Institutions.*

- |   |                          |                          |
|---|--------------------------|--------------------------|
| 2. During the last 12 months, have any Directors or Officers been alerted to any of the following conditions: |                          |                          |
| a. Problems involving extensions of credit to Directors, Officers, or corporations controlled thereby?        | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Significant violations of laws or regulations?   | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Conflict of interest transactions?   | <input type="checkbox"/> | <input type="checkbox"/> |

**If yes**, please provide details and current status:

- |   |                          |                          |
|---|--------------------------|--------------------------|
| 3. Have all criticisms noted in the last regulatory examination been reviewed and appropriate corrective steps taken by the Board of Directors? | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|

**If no**, please provide details:

- |   |                          |                          |
|---|--------------------------|--------------------------|
| 4. During the 12 months, has the Company or any additional entities received an Order to Cease and Desist from any regulatory agency, or otherwise entered into any other type of written agreement with any regulatory agency concerning the operation of the Company or any Subsidiary? | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|

**If yes**, please provide details and current status:

**Employment Practices Coverage Section**

**Yes      No**

The HR representative to receive loss control services that come with this policy:

Name \_\_\_\_\_ Phone \_\_\_\_\_

Title \_\_\_\_\_ Email \_\_\_\_\_

1. Number of employees who have left the Company and additional entities in the past 12 months:

Voluntary \_\_\_\_\_ Terminated \_\_\_\_\_

2. Within the last 12 months has the Company or any additional entities completed, or is the Company or any additional entities considering, any layoffs or early retirement programs including those resulting from reorganizations or facility closings within the next 12 months?

    

**If yes**, please answer (a)-(d).

a. When did or when will the layoffs occur? \_\_\_\_\_

b. How many employees were or will be laid off? \_\_\_\_\_

c. Were severance packages provided or will severance packages be offered to the affected employee(s)?

    

d. Were releases from liability obtained or will they be obtained from the affected employee(s)?

**Fiduciary Coverage Section**

**Yes      No**

1. Provide the total assets for benefit plans maintained by the Company or any additional entities \$ \_\_\_\_\_

2. Have there been any new plans created in the last 12 months?  Yes       No

**If yes**, please provide details:

3. Has the Company or any additional entities consolidated, merged, frozen, or terminated any plans or made any amendment to any plan that has resulted in a reduction in benefits to participants within the past 12 months or plan to within the next 12 months?  Yes       No

**If yes**, please provide details:

**Supplemental Questions 4 and 5 Required ONLY for Companies with Defined Benefit Plans.**

4. For any defined benefit plan, is there any investment of plan assets in more than 10% of any corporation or partnership?  Yes       No

**If yes**, please provide details:

5. For any defined benefit plan, is the funded percentage (as shown on Schedule SB of the 5500) below 80%?  Yes       No

**If yes**, please provide the funded \_\_\_\_\_%

**Errors And Omissions Coverage Section**

*This coverage part is available to Financial Institutions Only – Please complete if E&O coverage is requested and the Named Insured is a Financial Institution*

1. List any additions in professional services over the last year performed by the Company by separate attachment to the Proposal Form.

**Current Year                      Previous Year**

2. What is the total number of customer accounts? \_\_\_\_\_

3. What is total value of assets under management? \_\_\_\_\_

4. What is the value of assets under management for each of the below?

Individuals \_\_\_\_\_

Pension and Retirement Plans \_\_\_\_\_

Investment Companies/Funds \_\_\_\_\_

Corporate \_\_\_\_\_

Other \_\_\_\_\_

5. What is the value of the largest customer account? \_\_\_\_\_

6. What is the total number of accounts lost over the past year? \_\_\_\_\_

7. What is the value of accounts lost over the past year? \_\_\_\_\_

8. Please provide the following loan portfolio information: **Current Year                      Previous Year**

Number of loans outstanding \_\_\_\_\_

Value of loans outstanding \_\_\_\_\_

Number of non-performing loans \_\_\_\_\_

Value of non-performing loans \_\_\_\_\_

Number of loans serviced \_\_\_\_\_

Value of loans serviced \_\_\_\_\_

Value of loans originated \_\_\_\_\_

9. Is the Company in compliance with 23 NYCRR Part 500 Cybersecurity Requirements? **Yes                      No**

**Cyber Coverage Section – Only complete if Cyber coverage is requested as may be provided within Coverage Parts E & F** **Yes** **No**

The IT representative of the proposed Insured to receive loss control services that come with this policy:  
 Name \_\_\_\_\_ Phone \_\_\_\_\_  
 Title \_\_\_\_\_ Email \_\_\_\_\_

1. Has the Company implemented any changes to their policies and procedures related to data governance?  **Yes**  **No**  
**If yes, please provide details:**

2. Has the company implemented any new mission critical IT systems or made any significant changes to its IT security environment?  **Yes**  **No**  
**If yes, please provide details:**

3. Is the Company PCI Compliant? *(only applies if credit cards are NOT accepted)*  **Not Applicable**  **Yes**  **No**

4. Does the Company comply with the rules and regulations governing privacy within its industry?  **Yes**  **No**  
*(for example, the Privacy and Security Rules under HIPAA)*  
*(only applies if credit cards are NOT accepted)*  **Not Applicable**

**Crime Coverage Section – Only complete if Crime Coverage is requested.** **Yes** **No**

1. In the last 12 months, has the process for countersigning checks changed, or is expected to change in the next 12 months?  **Yes**  **No**  
**If no, please provide details:**

**NOTICE TO ARKANSAS APPLICANTS:** Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit, or knowingly presents false information in an Proposal Form for insurance is guilty of a crime and may be subject to fines and confinement in prison.

**NOTICE TO COLORADO APPLICANTS:** It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

**NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: WARNING:** It is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was reported by the applicant.

**NOTICE TO FLORIDA APPLICANTS:** Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an Proposal Form containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

Also provide: Agent name \_\_\_\_\_ License number \_\_\_\_\_

**IOWA APPLICANTS:**

Submitted by (*PRODUCER*) \_\_\_\_\_ Date \_\_\_\_\_

**NOTICE TO KENTUCKY APPLICANTS:** Any person who knowingly and with intent to defraud any insurance company or other person files a Proposal Form for insurance containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime.

**NOTICE TO MAINE APPLICANTS:** It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties may include imprisonment, fines or a denial of insurance benefits.

**NOTICE TO NEW MEXICO APPLICANTS:** Any person who includes any false or misleading information on a Proposal Form for an insurance policy is subject to criminal and civil penalties.

**NOTICE TO NEW JERSEY APPLICANTS:** Any person who includes any false or misleading information on a Proposal Form for an insurance policy is subject to criminal and civil penalties.

**NOTICE TO NEW YORK APPLICANTS:** Any person who, knowingly and with intent to defraud any insurance company or other person, files a Proposal Form for insurance containing any materially false information, or conceals for the purpose of misleading and fact material thereto, commits a fraudulent insurance act, which is a crime and shall also be subject to a civil penalty not to exceed five thousand dollars (\$5,000.00) and the stated value for each such violation.

**NOTICE TO OHIO APPLICANTS:** Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an Proposal Form or files a claim containing a false or deceptive statement is guilty of insurance fraud.

**NOTICE TO OKLAHOMA APPLICANTS: WARNING:** Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

**NOTICE TO OREGON APPLICANTS:** Any person who knowingly and with intent to defraud any company or other person files an application containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto may be guilty of a fraudulent act, which may subject such person to prosecution for fraud.

**NOTICE TO PENNSYLVANIA APPLICANTS:** Any person who knowingly and with intent to defraud any insurance company or other person files a Proposal Form for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects the person to criminal and civil penalties.

**NOTICE TO TENNESSEE APPLICANTS:** It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

The undersigned Officer of the Company declares that to the best of his or her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from each and every Director and Officer proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form. The undersigned further agrees that if any significant adverse change in the condition of the applicant is discovered between the date of this Proposal Form and the effective date of the Policy, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately. The signing of this Proposal Form does not bind the undersigned to purchase the insurance.

With respect to any Liability Coverage Part, it is agreed by the Company and the Insured Persons that the particulars and statements contained in this Proposal Form and any information provided herewith (which shall be on file with the Insurer and be deemed attached hereto as if physically attached hereto) are the basis of this Policy and are to be considered as incorporated in and constituting a part of this Policy. It is further agreed by the Company and the Insured Persons that the statements in this Proposal Form or any information provided herewith are their representations, they are material and this Policy is issued in reliance upon the truth of such representations; provided, however, that except for material facts or circumstances known to the person who signed this Proposal Form, any misstatement or omission in this Proposal Form or information provided herewith in respect of a specific Wrongful Act by a particular Insured Person or their cognizance of any matter which they have reason to suppose might afford grounds for a future Liability Claim against them shall not be imputed to any other Insured Person for purposes of determining the validity of this Policy as to such other Insured Person.

Signature of Chairman, President, CEO, COO, or CFO of the Company \_\_\_\_\_

Print Name \_\_\_\_\_ Date \_\_\_\_\_

The President/CEO is designated as agent of the Company and all of the Insureds to receive any and all notices from the Insurer.

**NOTE:** This Proposal Form including any material submitted herewith shall be treated in strictest confidence.  
Please submit this Proposal Form including appropriate documentation to:  
Great American Insurance Companies, Executive Liability Division, P.O. Box 66943, Chicago, IL 60666