



AXIS INSURANCE MANAGERS INC.

"Quality Insurance for Quality Clients"

1108 W. 8th Avenue | Vancouver, BC | V6H 3Z5

t. 604.731.5328 | f. 604.731.3137



DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE

PROTECTING OFFICERS AND BOARD MEMBERS

In today's corporate and business world directors and officers face unprecedented levels of scrutiny. They are challenged on all sides by legislation, governance and compliance. And there has been a dramatic increase in litigation against them. Directors and officers owe a duty of care to the corporation which compels them to act without negligence. This duty may also apply to other stakeholders such as employees, creditors and customers. In Canada, corporate statutes state directors and officers have a fiduciary duty to act honestly, in good faith and in the best interests of the corporation – underpinned by the introduction of Bill 198 which was introduced to protect investors from misleading, insufficient or late corporate disclosures.

Failing to meet these standards can give rise to personal liability and, by accepting their position within the corporation, directors and officers are putting their personal assets at risk for the benefit of shareholders. Aside from any court-related settlements, fines or damages, the legal costs for any lawsuit against directors and officers can be enormous. D&O insurance, which is paid for by the corporation, protects against these risks. Without D&O insurance coverage it can be extremely difficult to attract and retain competent and successful people.

At Axis Insurance Managers Inc. we work hard to understand the risks faced by every client, which helps us to design broad protection geared specifically to the needs of the corporation or organization and its board - giving directors and officers peace of mind and the freedom to get on with their work.

D&O policies are complex and technical documents – that's why we've created a comprehensive and detailed guide to D&O Insurance, which is written in plain English and available to download. The team at Axis Insurance Managers is incredibly knowledgeable in this specialist area and has strong relationships with insurers. Our experiences team understands the very complex and varied policy wordings, as well as having claims experience – which can be both very personal and difficult for directors and officers. The Axis team is also fully up to date with changes in the marketplace - for example, there were at least five new D&O wordings released in the last year – and we attend Professional Liability Underwriting Society seminars across Canada and the US to keep us abreast of industry news.

Axis Insurance Managers Inc. can work with you and your board to create a policy which is tailor-made for you and your business. We work with publicly-listed corporations advising on exposures related to securities and mandatory disclosures as well as private companies, not-for-profit associations or charitable organizations advising on insurance issues such as statutory liability or employment practice claims.

(cont'd)



AXIS INSURANCE MANAGERS INC.

“Quality Insurance for Quality Clients”

1108 W. 8th Avenue | Vancouver, BC | V6H 3Z5

t. 604.731.5328 | f. 604.731.3137



DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE

PROTECTING OFFICERS AND BOARD MEMBERS

Benefits of Directors and Officers Liability Insurance coverage from Axis include:

- We deal with all major insurers both in Canada and Lloyds of London
- We only work with financially secure insurers with the strongest credit ratings
- We insist that insurers understand your business and are able to underwrite the business for the long term – as well as having the ability to settle complex claims
- We place coverage with insurers who work through complex issues and stay with you when times are difficult
- We always work to make sure international boards are properly protected and locally admitted coverage is in place that conforms to jurisdictional requirements, where applicable. We achieve this through working closely with both our insurers and where necessary our UNiBA Partners
- We are able to work with clients listed on any Canadian, US or foreign stock exchange
- We will conduct in depth technical audits of existing policies
- We will make recommendations on coverage structure, including Side A coverage and Excess Side A DIC (difference in conditions coverage)
- We will provide in-depth comparisons of insurers’ policy wordings and make recommendations - negotiating special changes and policy features as necessary
- We will monitor all claims and assist in advocating on your behalf to make sure the claims process stays on track
- Thanks to our knowledge and experience, coupled with a large portfolio of business, we have built very strong market relationships
- We are constantly educating ourselves and staying ahead of market trends and developments
- We have introduced new coverage features and unique product offerings – ask us for details

As with every insurance policy there are different options, policy wordings, enhancements or amendments available. Your Axis Insurance manager will be able to help create a tailor-made policy to suit your exact requirements.

To find out more about Directors and Officers Liability Insurance, or to discuss your existing insurance policies, please give one of Axis insurance’s professional and experienced team members a call at 604.731.5328 or email: info@axisinsurance.ca. We would also be pleased to outline the benefits of Directors and Officers Liability Insurance with your management team or board members. If you would like to schedule a meeting or request an application form, please contact Clive Bird directly at 604.708.6245 or David Marsh at 604.708.6242.