

Lead Side A D&O Solutions (“A-Sure”)

“Side A” protection exclusively for the **individual directors and officers** has become a **critical component** of a company’s D&O protection portfolio. Designed to respond for loss incurred by individuals that are not indemnifiable by the company, Side A-only protection is typically put in place over a “traditional ABC” D&O program. Our policy, ORUG-93 (“A-Sure”), provides both excess Side A limits and the important “**Difference in Conditions**” provision when the traditional program fails or refuses to respond to loss for any reason.

Policy Highlights (ORUG-93)

Broad coverage for Insured Persons:

- “All peril” approach / broad “Difference in Conditions” coverage.
- No definition of application or **reliance provision**.
- **Liberalization provision** of the Insuring Agreement.
- Only **one policy exclusion**: Conduct Exclusion, which does not apply to Defense Expenses, and is only triggered by a final non-appealable adjudication in the underlying proceeding.
- No exclusions for Independent Directors.
- Automatic **reinstated Limit of Liability** for Independent Directors.
- Double reinstatements available for unrelated claims against Insured Persons.
- Broad definition of **Claim**, including Insured Person Inquiry and related document production.
- Broad definition of **Loss**.
- **Full severability** of the Cooperation Clause.
- Blanket Outside Directorship extension.
- **Fully non-rescindable**, other than for non-payment of premium.

Simplified policy administration for the customer:

- No reporting requirement for created or acquired subsidiaries.
- Defense Expenses advanced on a current basis within 45 days of invoices.
- **Non-cancellable**, other than for non-payment of premium.
- **180-day window** following policy expiration to give Notice of Claim or Inquiry.
- **60 days grace** to elect and pay for an **Extended Reporting Period**.

Eligibility: All U.S. public and private companies

Capacity: Up to **\$25,000,000**; can be in addition to any ABC participation.

Please refer to policy form for full details of coverage terms and conditions. Specific state-required endorsements may modify the terms of the standard policy form. Products may not be available in every state.

About Old Republic Professional:

Old Republic Professional (www.oldrepublicpro.com) ranks among the nation's top 20 underwriters of Directors and Officers liability insurance. The company serves all industry sectors, and is a leader in technology, biotechnology, and life science firms, currently insuring 50 percent of the NASDAQ 100 Index and 60 percent of the NASDAQ Biotechnology Index. Old Republic Professional offers a full range of products for D&O liability, Management liability, Lawyers Professional liability, and other professional liability coverages. Headquartered in Chicago, with an underwriting office in Denver, Old Republic Professional is part of the Old Republic General Insurance Group (www.oldrepublicinsurancegroup.com), the largest business segment within Old Republic International Corporation (NYSE: ORI).

The Old Republic Professional Advantage:

- 40+ years of continuous D&O underwriting
- A+ Superior (A.M. Best) security of Old Republic Insurance Company: Licensed in all 50 states, plus D.C.
- Responsive, experienced, and empowered underwriters
- Highly experienced and collaborative in-house legal staff managing claims