

COUNCIL OF LLOYD'S

**NOMINATION FORM
FOR
CORPORATE MEMBERS
TO STAND AS A CANDIDATE FOR ELECTION AS A
C-EXTERNAL MEMBER OF THE COUNCIL**

September 2020

THE NOMINATION FORM IS DIVIDED INTO FIVE SECTIONS

SECTIONS A TO D – NEED TO BE FULLY COMPLETED BY THE CANDIDATE AND ITS NOMINATED REPRESENTATIVE

- **SECTION A - CANDIDATE INFORMATION**
- **SECTION B - FITNESS & PROPRIETY** information is required to enable Lloyd's to meet its obligations under the Senior Managers and Certification Regime ("SMCR") notification process introduced by the Prudential Regulation Authority ("PRA") and the Financial Conduct Authority ("FCA").
- **SECTION C – NOMINATORS**
- **SECTION D – DECLARATIONS**
- **SECTION E – GUIDANCE NOTES**

CLOSE OF NOMINATIONS

This completed nomination form must be received by **[CIVICA ELECTION SERVICES]** by no later than **1.00pm on Monday 5 October 2020**. Any nomination forms received after this time and date will be ruled invalid. Please refer to the checklist at the end of this form to ensure that you have included all of the information required.

SECTION A (1)

DETAILS OF THE CANDIDATE AND ITS NOMINATED REPRESENTATIVE

Please complete all the questions in Section A (1). Questions 1 to 11 are to be completed on behalf of the candidate (i.e. the corporate member) and questions 12 to 29 by the candidate's nominated representative.

The information provided in this section may be provided to the electorate.

You will find guidance to help you complete the questions at Section E to this form.

DETAILS OF THE CORPORATE MEMBER

1. Name of Corporate member

2. Membership number

3. Name of holding company

4. Address of registered office

5.

Names of Board Directors	(and their designation)

6. Allocated overall premium limit for 2020 underwriting year?

7. **Particulars of any previous service on the Board or Council**

--

8. **Candidate's other appointments and interests (see Guidance Notes)**

Candidates are required to disclose their interests in Lloyd's-related companies and other insurance entities. Please use the table below to make those disclosures. Use additional sheets if necessary.

Name of body corporate or firm	Nature and extent of candidate's interest

9. **Interests of the Candidate's "connected persons" (see Guidance Notes)**

Candidates are required to disclose the interests of their connected persons in Lloyd's-related companies and other insurance entities. Please use the table below to make those disclosures. Use additional sheets if necessary.

Name of connected person	Name of body corporate or firm	Nature and extent of connected person's interest

10. **Conflicts of Interest**

Candidates are required to confirm whether they have any potential conflicts of interest such as other appointments at or close relatives with financial relations to the Society of Lloyd's or any other form of substantial influence in the Society of Lloyd's.

--

11. **Board minutes**

Please attach a certified copy of the board minute confirming the candidate's Board's approval of the:

- (i) proposal that it stands for election as a C-external member of the Council; and
- (ii) nomination of the representative to act as the candidate's representative at Council meetings and in relation to the business of the Council as a whole, if the candidate is elected.

DETAILS OF THE NOMINATED REPRESENTATIVE OF THE CORPORATE MEMBER

12. Title (e.g. Mr, Mrs, Ms, etc)
13. Surname
14. ALL forenames
15. Commonly known as
16. Position in relation to C-external member (must be a board member or equivalent)
17. Professional qualifications
18. Degrees and other academic qualifications
19. Engaged at Lloyd's since
20. Year of election as a member of Lloyd's (if applicable)
21. Name of co-ordinating agent (if applicable)
22. Name of Members' agent(s) (if applicable)
23. If you intend to underwrite in 2020 what is allocated overall premium limit for 2020 underwriting year?

SECTION A (1) CONTINUED

24. If you intend to participate through a corporate vehicle, please provide their details

--

25. Present appointment and names of Lloyd's firms with which you have been associated, and relevant dates (enter the start date and the end date), since first engaged at Lloyd's

26. Service on market associations, Lloyd's working parties, committees, etc. and relevant dates (enter the start date and the end date)

27. **Nominated Representative's other appointments and interests (see Guidance Notes)**

Nominated representatives are required to disclose other appointments currently held (executive & non-executive) and their own interests in Lloyd's-related companies and other insurance entities. Please use the table below to make those disclosures. Use additional sheets if necessary.

Name of body corporate or firm	Nature and extent of nominated representative's interest

28. **Interests of the Nominated Representative's "connected persons" (see Guidance Notes)**

Nominated representatives are required to disclose the interests of their connected persons in Lloyd's-related companies and other insurance entities. Please use the table below to make those disclosures. Use additional sheets if necessary.

Name of connected person	Name of body corporate or firm	Nature and extent of connected person's interest

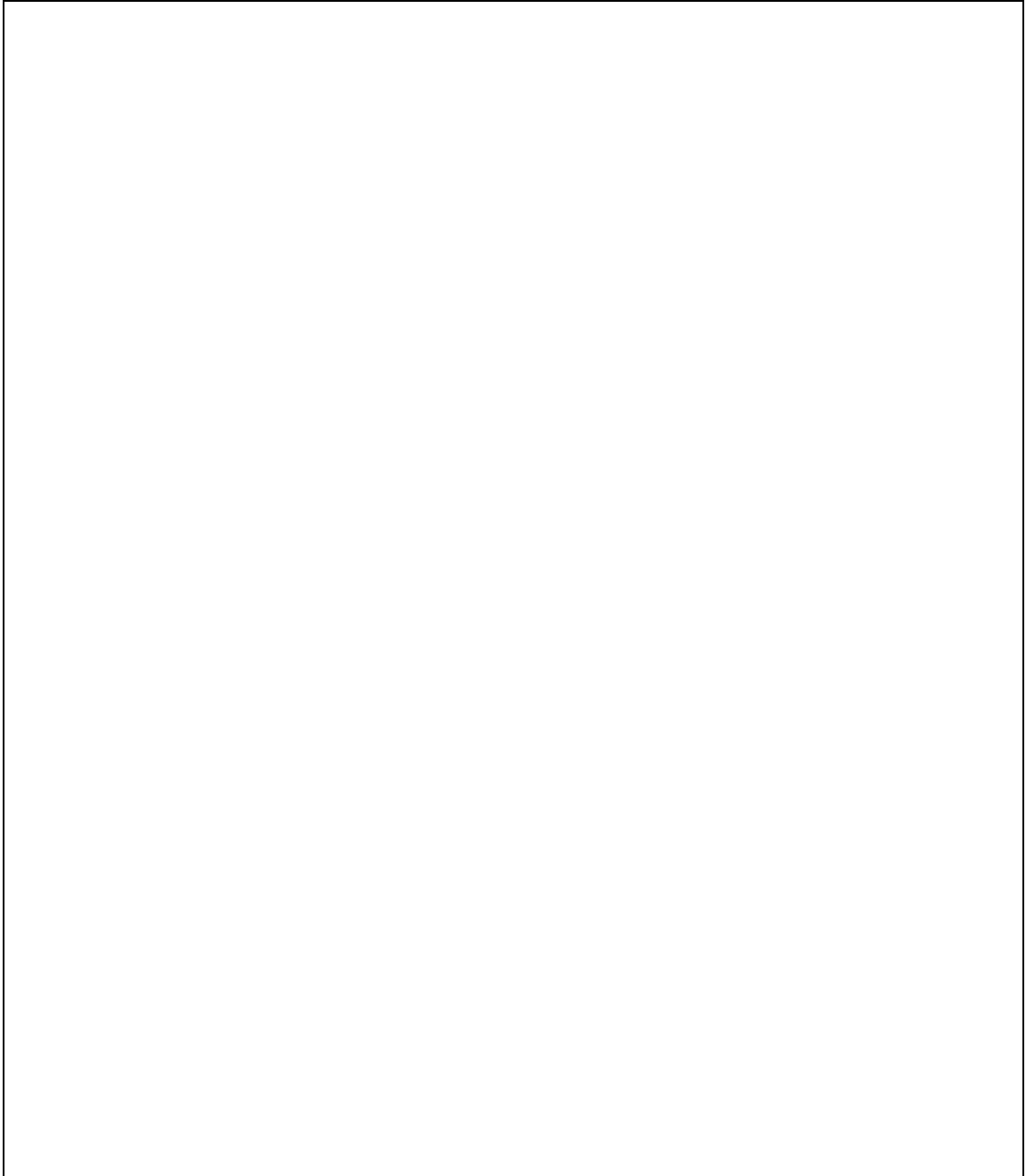
29. **Conflicts of Interest**

Nominated representatives are required to confirm whether they have any potential conflicts of interest such as other appointments at or close relatives with financial relations to the Society of Lloyd's or any other form of substantial influence in the Society of Lloyd's.

SECTION A (2)

1. **Candidate's electoral statement: (see Guidance Notes)**

Additional information not exceeding 400 words which the candidate and their nominated representative may wish to bring to the attention of the electorate, detailing what contribution the candidate intends to make to the Council of Lloyd's and Lloyd's future. (Please print clearly and use additional sheets if necessary.)



2. **Nominated Representative's Photograph**

Please attach a high resolution passport-size photograph to accompany the candidate statement. For those submitting the Nomination Form via email please send to [\[nominations@cesvotes.com\]](mailto:nominations@cesvotes.com).

SECTION A (3)

DETAILS OF THE NOMINATED REPRESENTATIVE OF THE CORPORATE MEMBER - Information we will not circulate

Personal information (The following information must be supplied but will not be circulated to the electorate):

1. Home address
2. Home Telephone
3. Mobile Telephone
4. Home email
5. Main / usual business address (if applicable)
6. Business Telephone
7. Business email
8. Date of birth (dd/mm/yyyy) and Place of birth
9. Previous name and Date of name change
10. Reason for change of name
11. Nationality
12. National insurance Number (or passport number)

SECTION A (3) CONTINUED

13. Time commitment required by current roles (executive & non-executive)

14. If you are currently approved for a PRA or FCA approved function, please provide details

15. Particulars of any previous service on the Board or Council (as a member of the Council, a nominated representative of a corporate member or a member of the Franchise Board)

16. Please attach a full CV including all relevant employment history.

SECTION B

FITNESS AND PROPRIETY

(All the questions to be completed by the Nominated Representative of the corporate member, except questions 4 and 5 which also apply to the corporate member)

1. Criminal Proceedings

(a)	Have you ever been convicted of any criminal offence (excluding spent convictions and traffic offences that did not result in a ban from driving or did not involve driving without insurance)?
(b)	Are you currently the subject of any criminal proceedings?
(c)	Have you been ordered to produce documents pursuant to any current criminal investigation?

2. Civil Proceedings

(a)	Are you currently the subject or have you ever been the subject of a judgement debt or award against you or been party to civil proceedings which resulted in an order against you?
(b)	Have you any current judgement debts outstanding or have you ever failed to satisfy any such judgement debts?
(c)	Have you ever filed for or had a petition served for bankruptcy, been adjudged bankrupt, been subject of a bankruptcy restrictions order or made any arrangements with creditors?

3. Business and Employment Matters

(a)	Have you ever been dismissed from a position in a financial institution, company or firm?
(b)	Have you ever been dismissed from employment as a senior executive or subject to termination of an engagement as a Board member, Chief Risk Officer or Auditor in a financial institution, company or firm?

SECTION B CONTINUED

4. **Regulatory Matters** (in relation to activities regulated by the FCA and/or PRA or any other regulatory body) – Have you been the subject of an investigation, been subject to the rejection of an application, exclusion or limitation in any other way in terms of the right to conduct operations, been the subject of supervisory sanctions, or been the subject of a notification of breach of conduct rules?

5. **Other Matters** – Are you aware of any other information relevant to your candidature and nomination that Lloyd's might reasonably expect to receive as part of the notification to them if the candidate was successfully elected?

SECTION C

NOMINATORS DETAILS

In order to stand for election as a C-external member of the Society the candidate must secure the support and the consent of one or more other C-external member(s) who hold, solely or in aggregate, at least two per cent (2%) or more of the voting capacity (including open capacity) attributable to all C-external members (each of whom must be registered as a C-external member of the Society at the nominations date on 5 October 2020).

Before you complete the section below, you must ensure that you have secured the support and the consent of each nominator. The names of the members nominating you will be included with the particulars of each candidate to be sent to the electorate with the ballot paper (names will be listed in alphabetical order by name).

Nominator 1	
Name of C-external member nominating the candidate	
Membership Number of C-external member nominating the candidate	
Allocated Overall Premium Limit (OPL)	
2020 (allocated OPL)	
2019 OPL	
2018 OPL	
2017 OPL	
Syndicate premium limit attributable to any run-off account (specify year of account)	
Name of Board Director authorising nomination (PRINT)	
Email address	
Contact Telephone Number	

Nominator 2	
Name of C-external member nominating the candidate	
Membership Number of C-external member nominating the candidate	
Allocated Overall Premium Limit (OPL)	
2020 (allocated OPL)	
2019 OPL	
2018 OPL	
2017 OPL	
Syndicate premium limit attributable to any run-off account (specify year of account)	
Name of Board Director authorising nomination (PRINT)	
Email address	
Contact Telephone Number	

Nominator 3	
Name of C-external member nominating the candidate	
Membership Number of C-external member nominating the candidate	
Allocated Overall Premium Limit (OPL)	
2020 (allocated OPL)	
2019 OPL	
2018 OPL	
2017 OPL	
Syndicate premium limit attributable to any run-off account (specify year of account)	
Name of Board Director authorising nomination (PRINT)	
Email address	
Contact Telephone Number	

Nominator 4	
Name of C-external member nominating the candidate	
Membership Number of C-external member nominating the candidate	
Allocated Overall Premium Limit (OPL)	
2020 (allocated OPL)	
2019 OPL	
2018 OPL	
2017 OPL	
Syndicate premium limit attributable to any run-off account (specify year of account)	
Name of Board Director authorising nomination (PRINT)	
Email address	
Contact Telephone Number	

Nominator 5	
Name of C-external member nominating the candidate	
Membership Number of C-external member nominating the candidate	
Allocated Overall Premium Limit (OPL)	
2020 (allocated OPL)	
2019 OPL	
2018 OPL	
2017 OPL	
Syndicate premium limit attributable to any run-off account (specify year of account)	
Name of Board Director authorising nomination (PRINT)	
Email address	
Contact Telephone Number	

SECTION D

THE CANDIDATE AND ITS NOMINATED REPRESENTATIVE MUST GIVE THE FOLLOWING IMPORTANT DECLARATIONS

1. The candidate (corporate member) named in SECTION A (1) is a C-external member of the Society and hereby applies to stand for election as a C-external member of the Council of Lloyd's. The candidate has secured the full support and consent of other C-external member(s) of the Society holding solely or in aggregate two per cent (2%) or more of the voting capacity attributable to all C-external members of the Society who will remain as C-external member(s) at least until 5 October 2020 (the nominations date) as its nominators (as indicated in SECTION C of this form).
2. As evidenced in the copy of the certified copy of the board minutes attached to this nomination form, the Board of the candidate (corporate member) named in SECTION A (1) has nominated the undersigned, as the individual who will, if elected, act as its representative at Council meetings and in relation to the business of the Council as a whole.
3. I being the individual nominated to be the corporate member's representative confirm that the information provided in this form (on behalf of both the member and myself as its nominated representative) is accurate and complete to the best of my knowledge and belief and that I have read the guidance notes in SECTION E of this form. As the candidate's nominated representative, I will notify the General Counsel & Company Secretary immediately if there is a material change to the information provided.
4. I understand and agree that the details provided in Sections A(1), A(2) and C of this form may be provided to all members of the Society of Lloyd's ("Lloyd's") in the candidate booklet which is sent to members of Lloyd's and which accompanies the ballot paper.
5. I authorise the Society of Lloyd's to make such enquiries and seek such further information as it thinks appropriate to identify and verify information that it considers relevant to the assessment of this nomination. I acknowledge and agree that these checks may include credit reference checks or information pertaining to fitness and propriety.
6. I confirm that, if applicable, I have disclosed, on behalf of the candidate and myself as the candidate's nominated representative all Lloyd's-related and other interests and those of connected persons which might conflict with our duties as an elected Council member or as a nominated representative.
7. I confirm that, if applicable, I have disclosed, on behalf of the candidate and myself as the candidate's nominated representative the details of any previous service on the Board or Council for any periods during which I was a member of the Council, a nominated representative of a corporate member or a member of the Franchise Board.
8. I confirm that, if elected, I undertake to notify the General Counsel & Company Secretary of all my and the corporate member's Lloyd's-related and other interests and those of persons connected with the corporate member or me and full details of the corporate member's and my underwriting (if any) on the basis prescribed from time to time by the General Counsel & Company Secretary. This information will be recorded on a register which will be available for inspection by, and where appropriate copied to, any member of the Society. The information will reflect my and the corporate member's current relevant interests and I will make regular notifications of relevant interests and of material changes in any of the information I have provided.

SECTION D CONTINUED

9. I confirm and agree that, if elected, I will also execute a Deed of Undertaking on behalf of the corporate member and myself in the required form.
10. I also agree to comply with any additional requirements as to the disclosure of interests that may be required by the PRA and/or the FCA including under the Financial Services and Markets Act 2000 as amended ("FSMA") or any legislation subordinate thereto.
11. I understand and agree that, if elected as a member of Council / the nominated representative of the member, I will be required to devote a substantial amount of time to the affairs of Lloyd's and am prepared to do so.
12. I understand and agree that, if elected, I will be required to complete conduct rule training in accordance with the Senior Managers and Certification Regime.
13. I confirm that I understand that there are mechanisms in place to resolve potential conflicts of interest between connected Council members.
14. I confirm that I understand that, if elected, the terms of my appointment will be subject to additional requirements relating to my fitness and propriety including the PRA/FCA requirement for Lloyd's to seek regulatory references for the previous five years of service from my current and previous employer(s) and organisations at which I am, or have been, a non-executive director during that period. I confirm that I understand that such requirements may not necessarily be within the control of the Council and the Society. I further confirm that I will at all times endeavour to comply with such additional requirements as may from time to time be notified to me.
15. I confirm that, in the event that I am elected, if at any time I fail to meet any requirements concerning fitness and propriety or any other criteria applicable to members of the Council of Lloyd's arising from Lloyd's or from the PRA and/or the FCA (including arising out of FSMA or any legislation subordinate thereto) or the regulatory references referred in paragraph 14 above that are received by Lloyd's are not considered by Lloyd's to be acceptable, I shall resign from office as the representative of the corporate member immediately on being notified that, by reason of such failure, I am required to vacate office.
16. In the event that I am elected and I subsequently have to resign as its representative, whether in relation to any requirement or provision, including any requirement or provision made by Lloyd's or made by the PRA and/or the FCA or in connection with FSMA, or otherwise, I acknowledge and agree that such loss of office shall not give rise to any claim against the Society for compensation or damages or for any other remedy.

Signature: _____
Nominated representative of the corporate member

Name of Corporate member: _____

Date: _____

SECTION E

GUIDANCE NOTES FOR CANDIDATES

General Guidance

1. It is the responsibility of candidates and its nominated representative to ensure that this form is fully completed and submitted on time.
2. These elections are governed by the Constitutional Arrangements Byelaw (No. 2 of 2010) (the Byelaw).

Eligibility

3. Only those who are registered as C-external members of the Society on 21 September 2020 (the notice of election date) are entitled to stand in the election. Candidates who have ceased to be a C-external member by the ballot date on 20 November 2020 shall not be eligible to become a member of Council.
4. In order to stand in the election, candidates must have been nominated for election by one or more other C-external member(s) of the Society who alone, or in aggregate, hold at least two per cent (2%) or more of the voting capacity (including open years) attributable to all C-external members. In addition, nominators must be registered as C-external members of the Society on 5 October 2020 (the nominations date).
5. Under the Definitions Byelaw (No.7 of 2005) for the purposes of Council elections, a corporate member which is not beneficially owned in whole or in part by; (i) a financial services group¹, (ii) a publicly traded company, or (iii) an investment fund², which has elected in good faith to be an individual external member of the Society and that election has been accepted by the Council is an individual external member of the Society, not a C-external member. Only C-external members can nominate a candidate in the C-external constituency.
6. If the Candidate or the Candidate's nominated representative has already served more than 9 years (in aggregate) in their own right or as a representative of a corporate member on the Council or Franchise Board in any capacity (other than as an Executive Director) they are not eligible for nomination for a term commencing sooner than 3 years after the expiry of their previous last term.
7. In accordance with paragraph 5.17 of the Constitutional Arrangements Byelaw (No 2 of 2010) each candidate shall submit a statement of previous service, identifying any periods during which the candidate or its nominated representative was a member of the Council, a nominated representative of a corporate member of Council or a member of the Franchise Board.
8. In addition, C-external members who are connected with an incumbent working or external member of Council or who meet any of the other circumstances set out in paragraph 5.28 of the Byelaw are not eligible for nomination. The Byelaw provides that a working or external member of Council is connected with another working or external member of Council where:
 - (a) They are companies in the same corporate group which corporate group includes a corporate member, an underwriting agent, or a Lloyd's broker;

¹ As defined by the Definitions Byelaw

² As above

- (b) They are directors or employees in the same corporate group which corporate group includes a corporate member, an underwriting agent, or a Lloyd's broker; or
- (c) One member of the Council is a director, partner, employee, agent or controller of or in the other member of the Council.

Where these circumstances apply or would apply if you are elected, you are not eligible for nomination to Council. In the event that a working or external member of Council becomes connected with another working or external member of Council after they have been elected the Byelaw provides for the member with the longer term of office remaining to cease to be a member of Council. The vacancy arising as a result will be filled in accordance with arrangements determined by the Council in accordance with its powers under the Byelaw.

Number of seats available

9. There are two C-external member seats in this election. If only two candidates are validly nominated, those candidates will be declared to be elected and a ballot will not be held.

Completing SECTION A of the Form

SECTION A (1) Questions 7, 8, 9, 26, 27 and 28: Disclosure of relevant interests

10. Candidates and their nominated representatives are required to disclose their own interests and those of connected persons in Lloyd's-related and other insurance entities. Candidates and their nominated representatives should also disclose any other interests, including any potential conflicts of interest which may be considered to conflict with their duties as an elected member of Council. It is for candidates and nominated representatives to determine whether a particular Lloyd's related or other interest may conflict or may reasonably be perceived to conflict with their duties as an elected member of Council and should therefore be disclosed in SECTION A of the Candidature Form.
11. For the avoidance of doubt, however, candidates and nominated representatives should disclose the following:
 - (a) Other appointments currently held by the candidate, its nominated representatives, and their connected persons (executive & non-executive);
 - (b) beneficial interests of the candidate, its nominated representatives, and their connected persons in Lloyd's-related and other insurance entities whether listed or not (other than shareholdings of three per cent (3%) or less in a non-Lloyd's-related company);
 - (c) directorships, partnerships, employment or other appointments of candidates, their nominated representatives or connected persons in Lloyd's-related or other insurance entities;
 - (d) remuneration, fees etc. of candidates or their nominated representative (but not of connected persons) received from Lloyd's-related or other insurance entities; and
 - (e) other relevant Lloyd's-related or insurance interests of the candidate, their nominated representative or his/her connected persons which should be disclosed.
12. For the purpose of this form "**connected person**" means:
 - (a) a nominated representative's spouse, civil partner, parent, brother, sister, child or step-child under the age of 18 or a candidate's spouse's or civil partner's parent, brother, sister, child or step-child under the age of 18 (together the nominated representative's family);

SECTION E CONTINUED

- (b) a trustee (acting as such) of any trust of which the candidate or nominated representative or any of the nominated representative's family is a beneficiary or discretionary object (other than a trust which is either an occupational pension scheme or an employee's share scheme which does not, in either case, have the effect of conferring benefits on persons all or most of whom are related parties);
- (c) a body corporate controlled by the candidate or nominated representative alone or by the candidate (or nominated representative) and persons connected together, or with which a candidate (or nominated representative) or persons connected with him/her is associated³;
- (d) a limited liability partnership in which:
 - (i) a candidate (or nominated representative) is a member; or
 - (ii) a member is a person who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative); or
 - (iii) a member is a limited liability partnership or a Scottish limited partnership in which the candidate (or nominated representative) is a member or partner respectively or in which there is a member or partner who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative);
- (e) a Scottish limited partnership in which:
 - (i) a candidate (or nominated representative) is a partner; or
 - (ii) a partner is a person who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative); or
 - (iii) a partner is a limited liability partnership or a Scottish limited partnership in which the candidate (or nominated representative) is a member or partner or in which there is a member or partner who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative).

SECTION A (2) Question 1: Candidate's electoral statement

13. This should be the candidate's manifesto to the electorate and should explain why the candidate should be elected to Council. Where possible, candidates should avoid reciting biographical details already covered in the candidature form.
14. The Council of Lloyd's reserves the right to reduce and/or delete content where the 400 word limit is exceeded and/or if it is reasonably satisfied that the statement contains defamatory material, misleading information or any other information which it deems not to be in the interests of the Society.

Completing SECTION B of the Form

Questions 1 to 5: FITNESS AND PROPRIETY

15. Members of Council and their nominated representatives need to be notified to the PRA and the FCA and are designated as key function holders under the Senior Managers and Certification Regime. As a consequence, Lloyd's is required to ensure that members of

³ The terms "control" and "associated" shall have the meanings given by the Financial Services and Markets Act 2000. The relevant definitions are available at:
<https://www.handbook.fca.org.uk/handbook/glossary/?starts-with=A>
<https://www.handbook.fca.org.uk/?definition=G226>

SECTION E CONTINUED

Council meet on an ongoing basis certain PRA conduct standards and FCA conduct rules and remain fit and proper for their role. The information requested in this section of the form is required from all candidates for this purpose (on behalf of the member and its nominated representative). Additional information may be required as part of the PRA/FCA notification process if you are successfully elected.

CHECKLIST (PLEASE TICK EACH BOX)

Please ensure you have:

SECTION A

- Completed Candidate / Nominated Representative's information in Section A (1)
- Completed Candidate's statement in Section A (2)
- Emailed / attached the Nominated Representative's photo
- Completed Nominated Representative's information in Section A (3)
Information in Section A (3) will not be disclosed to the electorate
- Provided a statement of the previous service on the Board or Council (Section A (1), question 7 and Section A (3) question 15)
- Attached the Nominated Representative's CV

SECTION B

- Answered all the questions on Fitness & Propriety

SECTION C

- Obtained the support and consent of one or more other C-external member(s) who hold, solely or in aggregate, at least two per cent (2%) or more of the voting capacity (including open capacity) attributable to all C-external members

SECTION D

- Completed the declarations / confirmation