

## General Terms and Conditions of Loyens & Loeff Switzerland LLC

1. All services are provided by Loyens & Loeff Switzerland LLC (“Loyens & Loeff Switzerland LLC”), a private limited liability company (*Gesellschaft mit beschränkter Haftung*) incorporated under the laws of Switzerland with registered seat in Zurich and registered with the Zurich Commercial Register (*Handelsregister des Kantons Zürich*) under number CHE-355.880.861. Any addressee should be aware that all services provided by Loyens & Loeff Switzerland LLC are governed by these General Terms and Conditions, which include a limitation of liability, the application of Swiss law and the competence of Zurich courts.
2. In accordance with general professional custom certain persons who perform professional services for Loyens & Loeff Switzerland LLC may be referred to by or on behalf of Loyens & Loeff Switzerland LLC as “partner”. The person referred to as such acts exclusively on behalf of and for the account and risk of Loyens & Loeff Switzerland LLC in performing his or her professional services.
3. Loyens & Loeff Switzerland LLC’s liability is limited to losses caused by Loyens & Loeff Switzerland LLC’s gross negligence or wilful misconduct. Loyens & Loeff Switzerland LLC assumes no liability for other than direct losses, including, without limitation, indirect or consequential losses. Moreover, Loyens & Loeff Switzerland LLC’s liability for losses caused by acts or omissions of Loyens & Loeff Switzerland LLC’s agents, auxiliary persons or other third parties is expressly excluded. The application of art. 399 para. 1 (“an agent who has delegated the business entrusted to him to a third party without authority is liable for the latter’s actions as if they were his own”), art. 399 para. 2 (“where such delegation was authorised, he is liable only for any failure to act with due diligence when selecting and instructing the third party”) and art. 403 para. 2 (“where several persons conclude an agency contract as agents, they are jointly and severally liable to the principal and, save to the extent they are authorised to delegate to third parties, may commit the principal only through joint action”) of the Swiss Code of Obligations (*Schweizer Obligationenrecht*) is expressly excluded.
4. Any liability of Loyens & Loeff Switzerland LLC is limited to the amount paid out under its professional liability insurance policy, increased by the amount of the deductible that is not for the account of the insurers under the policy terms and conditions.
5. Loyens & Loeff Switzerland LLC is the sole contracting party of the client. These General Terms and Conditions may also be invoked by persons or legal entities associated with Loyens & Loeff Switzerland LLC, whether directly or indirectly, or by those who are involved in any manner in the services provided by or on behalf of Loyens & Loeff Switzerland LLC.
6. Loyens & Loeff Switzerland LLC is expressly allowed to share confidential information with other entities operating under the name Loyens & Loeff on a need to know basis and subject to observance of applicable professional confidentiality obligations.
7. Loyens & Loeff Switzerland LLC reserves the right to amend these General Terms and Conditions at any time. The current version of these General Terms and Conditions is available on [www.loyensloeff.com](http://www.loyensloeff.com).
8. The relations between the client and Loyens & Loeff Switzerland LLC shall be governed by Swiss substantive law. Zurich shall be the exclusive place of jurisdiction for all disputes between the client and Loyens & Loeff Switzerland LLC.

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