

苏黎世中国董事、高级管理人员和公司责任险 2009 版附加董事超额赔偿责任限额扩展条款

兹声明并经双方同意，本保险单第三条扩展保险责任第 3.3 条非执行董事超额赔偿责任限额以下内容替换，原第 3.3 条内容不再适用：

3.3 董事超额赔偿责任限额

如果**董事**因**不当行为**在**保险期限**内被首次分别或连带提出**索赔**，因此引起或导致的**财务损失**由**保险人**代该**董事**进行赔偿，但前提是，本扩展保险责任提供的保障应居于下列各项保险责任之后，只有当下列保险责任额满时方成为主保险：(i) 本保险单的**赔偿责任限额**；(ii) 在本保险单承保金额基础之上或者不是在本保险单承保金额基础之上承保的所有其他适用的董事、高级管理人员或管理层责任险或赔偿保险的保险单，以及 (iii) **董事**就**财务损失**可以获得的所有其他赔偿。

本扩展保险责任项下的赔偿责任限额应为明细表中所列的**董事**超额赔偿责任限额，该**董事**超额赔偿责任限额为针对每名**董事**单独的赔偿责任限额。所有**董事**超额赔偿责任限额均应受到明细表中**董事**累计赔偿责任限额的最高额度的限制，该最高累计赔偿责任限额适用于本扩展保险责任项下的**财务损失**，是针对所有**董事**的累计赔偿总额。

仅就本附加条款而言，**董事**是指：(i) 根据有关法律和公司章程（或其他有关国家的类似规定）正式选举或任命的，过去、现在或将来担任**被保险公司**的董事的任何自然人；(ii) 过去、现在或将来担任**被保险公司**的事实董事或**隐名董事**的任何自然人；以及 (iii) 在**被保险公司**发布的公开发行上市公告信息或招股说明书中被列为候选董事的任何自然人。

本附加条款与主险条款相抵触之处，以本附加条款为准，本保险合同的所有其他条款、条件和限制维持不变。

Directors Excess Limits Extension

It is hereby understood and agreed that 3.3 Excess Limit of Liability for Non-Executive Directors in this policy is deleted in its entirety and replaced as follows:

3.3 Excess Limit of Liability for Directors

The **Insurer** will pay on behalf of any **Director** such **Financial Loss** as arises from or is a consequence of any **Claim** first made against him or her either jointly or severally during the **Period of Insurance** by reason of a **Wrongful Act**; provided that the coverage provided by this extension shall be specifically excess of, and shall not drop down to be primary insurance until the exhaustion of: (i) the **Limit of Liability** of this Policy; (ii) the limit of liability of all other applicable directors and officers or management liability or indemnity insurance policies written as specific excess over this Policy, or otherwise; and (iii) all other indemnification for **Financial Loss** available to any **Director**.

The **Limit of Liability** for cover under this extension shall be the **Director** Excess Limit of Liability indicated in the Schedule, and such **Director** Excess Limit of Liability shall be a separate limit of liability for each individual **Director**. All **Director** Excess Limits of Liability shall be subject to the maximum Aggregate Director Limit of Liability as indicated in the Schedule which shall be for all such **Financial Loss** under this extension, in the aggregate for all **Directors** together.

For the purpose of this extension only, **Directors** shall mean: (i) any natural person who is a past, present or future director of the **Company** duly elected or appointed pursuant to the laws and the by-laws (or equivalent in any other country); (ii) any natural person who is a past, present or future de facto director or **Shadow Director** of the **Company**; (iii) any natural person named as a prospective director in the listing particulars or prospectus for a public offering issued by any **Company**.

ALL OTHER TERMS, CONDITIONS AND LIMITATIONS REMAIN UNCHANGED.