

Annex 2
to the Board of Directors Resolution
of May 20, 2009 No.BD/09-1-04

SHTOKMAN DEVELOPMENT AG ETHICS POLICY

The following policy provides guidance to Shtokman Development AG's Staff, Officers and Directors for the implementation of the Ethics Charter.

DEFINITIONS

The Company: Shtokman Development AG

Senior Management: CEO and Divisional Managers

Chief Ethics and Compliance Officer (CECO): executive assigned by the CEO

Code of Business Conduct executives: the CEO, the Vice President Phase 1 – First Deputy CEO, the Vice President Finance and the CECO.

Staff: Permanent employees, temporary and contract employees (including trainees), and members of governing bodies.

OBJECTIVES

The success of Shtokman Development AG depends on its corporate fairness, entrepreneurship and professionalism.

Shtokman Development AG is committed to the highest standards of legal and ethical conduct in its business dealings and complies with all applicable laws and regulations.

Shtokman Development AG's Ethics Charter aims to promote professional behaviour and high quality business relationships. The Charter provides a framework on "ethics" issues that are of particular importance to Shtokman Development AG in its sphere of activities.

GUIDELINES

For the protection of both the Company and members of Staff, the guidelines set out below must be followed. These guidelines cannot address all situations and therefore if any member of Staff has any doubt as to whether he or she might be in breach of this Policy, guidance should in the first instance be sought from its line manager who, if in doubt, will seek clarification from the Code of Business Conduct Executives

RESPONSIBLE PERSONS

Shtokman Development AG's Board of Directors hereby declares the CEO, the Vice President Phase 1 – First Deputy CEO, the Vice President Finance and the CECO as Code of Business Conduct (CBC) executives to assume the responsibility and administration of Shtokman Development AG's Ethics Charter and Ethics Policy including Staff training and communication. The Code of Business Conduct (CBC) executives may report alleged corruption incidents to Shtokman Development AG's Board of Directors or the Operations Committee.

Shtokman Development AG CBC Executives will ensure that annual training is provided to all Staff. The CBC Executives will be asked to sign a Professional Conduct Declaration confirming understanding of their responsibilities.

Shtokman Development AG Management shall act in compliance with this Policy and demonstrate leadership by example

Shtokman Development AG Staff must follow Shtokman Development AG's Ethics Policy.

Other Stakeholders are expected to acknowledge and accept Shtokman Development AG's Ethics Charter when dealing with Shtokman Development AG.

COMPLIANCE AND PROCEDURE

Full compliance with this Policy is a condition of employment. Violations, depending on the case and severity, will be regarded as a material breach of duty and may lead to dismissal. Likewise, any person who directs, approves, condones or knows about any contravention and does not promptly report and correct same in accordance with this Policy shall be subject to disciplinary action that could include termination. Violations may also be reported to the members of the Board of Directors or the Operations Committee.

POLICY STATEMENT AND PROCEDURE

Shtokman Development AG is committed to sound corporate governance and endorses the ethical principles based on integrity, accountability, responsibility and exemplarity, respect for its employees, permanent concern for health, safety and the protection of the environment, and commitment to contribute to the development of host communities.

The business principles and rules of individual behaviour applicable to Shtokman Development AG are described hereafter.

BUSINESS PRINCIPLES

• REGARDING BUSINESS ETHICS

Shtokman Development AG shall comply with all applicable laws and regulations, notably concerning the natural environment, competition, corruption, and employment.

Shtokman Development AG rejects all forms of corruption whether public or private, active or passive, direct or indirect. Corruption undermines legitimate business activities, distorts competition, ruins reputation and exposes companies and individuals to risk. Shtokman Development AG will not resort to corruption in any form or trading in influence in order to obtain or retain business or other improper advantage, and will make active efforts to ensure that it does not occur in its business activities.

In particular, in order to prevent undue solicitations where Shtokman Development AG is dealing with public officials, it will build clear and strict rules, including related to transparency, to ensure that gifts, hospitality or expenses are lawful and are only used for legitimate business purposes.

Shtokman Development AG competes fairly and responsibly within the competitive environment of a market economy.

Shtokman Development AG will not attempt to access any confidential competitor information, nor will it engage in any activities that would constitute – or could be perceived as – collusion or price-fixing.

- **REGARDING DUE DILIGENCE**

Integrity Due Diligence is important to ensure that Shtokman Development AG does not conduct business with corrupt parties or otherwise become associated with illegal or unethical practices.

A business relationship with a potential counterparty shall only be established or amended if the resulting relationship satisfies Shtokman Development AG's requirements for Business Ethics.

- **REGARDING SHAREHOLDERS**

Shtokman Development AG strives to earn the confidence of its shareholders with the objective of providing them with a profitable investment. Accurate and verified information is provided to all its shareholders.

- **REGARDING EMPLOYEES**

Shtokman Development AG has confidence in the loyalty, motivation, professional competence and sense of responsibility of its employees. Shtokman Development AG expects that they adhere to the highest standards of integrity and avoid all conflicts of interest.

Shtokman Development AG pays particular attention to their working conditions, notably regarding respect of the individual, the absence of discrimination and the protection of their health and safety. Shtokman Development AG respects the ILO Declaration on Fundamental Principles and Rights at Work.

Shtokman Development AG associates its employees with the Company's development, in particular by encouraging dissemination of information, dialogue and consultation.

Shtokman Development AG recruits its personnel solely on the basis of matching the qualities of individual candidates with business requirements.

Shtokman Development AG ensures the development of its employees' professional skills and careers according to an equitable process.

- **REGARDING SUPPLIERS AND INTERMEDIARIES**

Supplier means provider of goods or services, including contractors; Intermediary covers agents, consultants and others who, in the Shtokman Development AG's business activities, act on behalf of Shtokman Development AG vis-à-vis a third party.

Shtokman Development AG selects its suppliers based on fair criteria and in good faith. In order to avoid any conflict of interest, Shtokman Development AG avoids dealing with vendors or suppliers in which company employees or close family members have vested interests.

Shtokman Development AG is careful about respecting each party's interests with clear, even-handed contract terms. Shtokman Development AG expects its suppliers and intermediaries to adhere to business and ethics principles equivalent in content to its own.

Suppliers operating on Shtokman Development AG sites shall guarantee that their employees will adhere to safety practices and environmental standards equal to those of Shtokman Development AG, and the ILO Declaration on Fundamental Principles and Rights at Work.

All suppliers and intermediaries will receive a copy of Shtokman Development AG's Charter attached to their contract and will be notified when Charter updates occur.

Shtokman Development AG reserves the possibility to conduct ethical audits at the suppliers and sub-contractors, in order to check for the compliance of principles equivalent to its own.

- **PARTICULAR GUIDELINES REGARDING INTERMEDIARIES**

The Company expects that intermediaries act in accordance with its ethical requirements (Ethics Charter). Before an intermediary is hired, appropriate checks on its reputation, background and abilities should be conducted.

Agreements with intermediaries must be made in writing and describe the true relationship between the parties. The agreed compensation must be proportionate to the service rendered. Payments must only be made against satisfactory documentation, and must be accounted for in accordance with generally accepted accounting principles.

The performance of the intermediary relative to Shtokman Development AG's ethical requirements should be regularly monitored and remedial action taken if performance falls short.

- **REGARDING THE COUNTRY WHERE SHTOKMAN DEVELOPMENT AG IS DOING BUSINESS**

In the course of its businesses, Shtokman Development AG respects the natural environment and the cultural values of the communities where it operates.

Shtokman Development AG is committed to permanent dialogue with community groups and will strive to participate in relevant local community projects and/or activities. Shtokman Development AG recognizes and respects the rights of indigenous people and their cultural traditions.

RULES OF INDIVIDUAL BEHAVIOUR

1. REGARDING HEALTH, SAFETY & ENVIRONMENT PROTECTION

Each Staff member is responsible for ensuring that his or her involvement in the Company's activities is carried out in full compliance with all applicable laws and legislations and the Company's rules regarding health, safety and environmental protection.

2. REGARDING PROFESSIONAL RELATIONSHIPS

Each Staff member is expected to be loyal, to be attentive to the quality of his or her relations with his or her colleagues and to abstain from any act of discrimination. Each Staff member seeks to promote teamwork.

3. REGARDING CUSTOMERS AND SUPPLIERS RELATIONS

Each Staff member's relations with customers and suppliers shall be both fair and honest and in compliance with contractual undertakings, applicable laws and regulations, the Ethics Charter and the Ethics Policy.

Staff are not allowed to receive compensation beyond that provided by Shtokman Development AG or, in the case of secondees, by their employer, for any services rendered to any person or organisation on behalf of Shtokman Development AG.

Business gifts must be of minimal value only and not compromise or appear to compromise the ability of the member of Staff to make objective and fair business decisions.

The giving or receiving of gifts, travels or participation in entertainments must remain within acceptable limits both as regards what is customary and as regards applicable anti- corruption legislation. They must not be seen as an attempt to influence the recipient or place him in a situation where he owes a favour in return.

For the sake of clarity:

- Never accept payments, cash gift or cash equivalent of any amount, or personal benefits.
- Business gifts other than items of small intrinsic value should be neither accepted nor given.
- Entertainment includes business-related recreational, cultural or protocol events. Staff should only offer or accept an invitation when it is for a real and legitimate business purpose and cost is kept within reasonable limits.
- Attendance of relevant employees at industry gatherings, or industry groups, is acceptable for public affairs relations purposes, as far as the industry is concerned and cannot be considered as creating obligations.

- Where entertainment is offered travel, hotel accommodation and other expenses for the individual themselves shall be paid by Shtokman Development AG unless otherwise agreed by the management.
- Special care must be taken during the pre-award phase of a contract, purchase order or renewal of contract.
- Each Staff member shall ensure that expense accounts submitted are an accurate reflection of actual expenses incurred on behalf of the Company, supported by original documentation.

In case of doubt, each Staff member must obtain the approval of his or her line management.

In no case may a Staff member solicit a gift or an invitation.

In case of an attempt to bribe by a supplier or an intermediary, the solicited person shall immediately report to his (her) line management or one of the CBC Executive officers who will decide on appropriate action to be taken.

More especially during call for tenders or contract negotiation, the Staff involved in the process will abstain from accepting any gift or invitation from any tenderer. No confidential information concerning Shtokman Development AG, its suppliers and its competitors should be disclosed without prior consent from the management

4. REGARDING CONFIDENTIALITY AND INTELLECTUAL & INDUSTRIAL PROPERTY

Staff must consider all information, oral or written, documents and reports obtained in conducting Company business as strictly confidential. This obligation will extend beyond the Staff's end of employment with Shtokman Development AG.

Each Staff member is required to take the necessary measures to protect the confidentiality of any information in the course of his or her employment. Staff must similarly respect all Company and Third Party rights concerning intellectual and industrial property. This obligation remains in effect beyond the termination of employment within the Company.

Shtokman Development AG strives to maintain the secrecy of any privileged information.

5. REGARDING REPUTATION OF THE COMPANY

Each Staff member is required to protect the reputation of the Company and to be aware and diligent for identifying any situation which could imply an ethical risk.

6. REGARDING CONFLICTS OF INTEREST

Each Staff member is entitled to privacy in its personal affairs and the Company does not normally take an interest in personal conduct outside of work. However, to retain loyalty and to protect the Company and Staff from any harmful situation, conflicts of interest must be avoided.

A conflict of interest exists when a Staff member has a personal interest (direct or indirect, by himself or through any relative*), relationship or activity involving third parties** which interferes or is most likely to interfere in an improper way with the interests of the Company.

Improper interference arises when this outside interest influences negatively the Staff duty, leading to a lack of objectivity, wrong decision, distortion of trust and a search for personal gain instead of acting in the Company's best interest.

Such interference can arise where, in relation to a relevant third party, he/she had:

- a family or friendly relationship,
- equity ownership,
- any position of employment or representation with the third party,
- a political connection,
- received payments or favours.

Shtokman Development AG's Staff should notably avoid any of these outside interests, activities and influences, which might:

- impair the exercise of Staff member 's independent judgment, fiduciary responsibility, initiative, or efficiency in acting for or on behalf of the Company;
- expose a Staff member or the Company to legal liability or public criticism, or otherwise be harmful or detrimental to the Company's activities or reputation.

Any conflict of interest shall be duly and formally reported.

Therefore, each employee will

- complete a specific return, even when it is negative, during his/her annual appraisal, and
- disclose to the Chief Ethics and Compliance Officer any existing, potential or perceived conflicts when they arise.

Based upon full disclosure, a decision will be made how to manage the situation – this will be done on a case-by-case basis.

Shtokman Development AG management should avoid placing their employees in situations generating a conflict of interest.

* Spouse, father, mother, sons, son's wife, daughters, daughters' husband, father's father, father's mother, mother's father, mother's mother, son's son, son's son's wife, son's daughter, son's daughter's husband, daughter's son, daughter's son's wife, daughter's daughter, daughter's daughter's husband, brother (including step brother), brother's wife, sister (including step sister), sister's husband.

** Third party includes: any actual or prospective intermediary (i.e. agent, representative, cooperative, consultant or distributor), supplier (i.e. provider of goods or services, contractor), shareholder, customer, competitor, joint venture partner, or other public or private person or business entity affected or interested by Shtokman Development AG's activities.

7. REGARDING POLITICAL ACTIVITY

Each Staff member who could be considered as a representative of the Company is required to abstain from political activity in the countries in which he or she is not entitled to exercise constitutional rights. Staff must take care to not do anything, which would be contrary to such countries' traditions or cultures.

8. REGARDING INFORMATION TECHNOLOGY AND COMMUNICATION RESOURCES

Each Staff member shall ensure that access to facilities such as e-mail / Internet / telephone is not abused. As far as possible, Staff should avoid using e-mail for sending or receiving personal messages. Sending or receiving chain mail is prohibited. No employee should access or distribute any material that could offend others (e.g. pornographic material or material that could incite racial hatred). Any involvement in activities such as computer hacking and wilful virus transmission is also prohibited.

9. REGARDING SUBSTANCE ABUSE

The Company prohibits:

- use, possession, distribution, purchase or sale of controlled substances (including but not limited to illegal drugs and narcotics, prescription drugs obtained or used without a legal prescription, or other unlawful substances or materials) on its premises while conducting business for the Company or while operating Company equipment;
- smoking in Company premises;
- unauthorized use, possession, distribution, purchase or sale of alcohol on Company premises, while conducting business for the Company or while operating Company equipment. Limited amounts of alcohol may, however, be served when the local custom and occasion make it appropriate to do so and provided that the consumption will not be

combined with operating machinery, driving or any other operation which is incompatible with the use of alcohol. No one should use, or encourage others to use, alcohol in a manner that can place the user, the Company or any of its business associates in an unfavourable light.

10. REGARDING CORRECT INFORMATION, ACCOUNTING AND REPORTING

Shtokman Development AG's business information will be communicated accurately and fully, both internally and externally. All accounting information must be correct, registered and reproduced in accordance with laws and regulations, including relevant accounting standards.

All reporting shall be based on a full, fair, accurate and understandable disclosure in the Company's periodic financial reports, other documents filed with applicable regulatory authorities and agencies as well as in its other public communications. Staff, particularly senior executives and financial officers, are expected to exercise the highest standard of care in preparing such materials.

Any intentional act that results in a material misstatement in financial statements will be treated as fraud.

11. REGARDING PRIVACY

Shtokman Development AG will ensure that the privacy of its employees is respected in developing and operating IT processes that could affect them. All monitoring of the usage of facilities will be conducted in accordance with the applicable legislation.

12. REGARDING DISCRIMINATION

Each employee has the right to freedom from discrimination. Shtokman Development AG is committed to provide equal opportunities and to treat employees fairly. The Company applies all applicable laws that prohibit discrimination in employment practices. Career promotion shall be based on the merit only.

13. REGARDING SEXUAL HARASSMENT

Each employee who experiences sexual harassment or bullying should report this to his/her line manager or one of the CBC Executives.

Sexual harassment is defined accordingly to the following:

1. Sexual harassment is unwanted conduct of a sexual nature. The unwelcome nature of sexual harassment distinguishes it from behaviour that is welcome and mutual.

2. Sexual attention becomes sexual harassment if:
- a. The behaviour is persisted in, although a single incident of harassment can constitute sexual harassment; and/or
 - b. The recipient has made it clear that the behaviour is considered offensive; and/or
 - c. The perpetrator should have known that the behaviour is regarded as unacceptable.

14. REGARDING BALANCE BETWEEN WORK AND LIFE

Each employee has the right to fulfil responsibilities and commitments that are compatible with those assigned by the Company. Shtokman Development AG encourages all employees to maintain a healthy balance between their personal and professional lives.

15. REGARDING ANY CASE OF DILEMMAS OR CONCERNS IN LINE WITH THIS POLICY OR ANY ETHICAL MATTER

Shtokman Development AG encourages its employees to speak up against apparent unethical or illegal behaviour, such employee being protected if such disclosures are made in good faith.

Information may be submitted confidentially to

- Its line manager,
- Shtokman Development AG CBC Executives,
- Chief Ethics and Compliance Officer,
- The Board of Directors or the Operations Committee.