

# Code of Conduct

## South Stream Transport B.V.

Date of effect: Adopted by the Board of Directors on 29 August 2013 in Amsterdam, The Netherlands



## Message from the CEO

This is our Code of Conduct and it is important. It sets out what we at South Stream Transport stand for, what we value and what we expect from ourselves and the people we work with.

We want to ensure that we not only conduct the planning, construction and operation of the South Stream Transport Offshore Pipeline in a legal, safe, secure and sustainable manner, but we also want to do this ethically, responsibly and fairly. Nothing is more important than conducting our business with integrity.

This Code of Conduct will give you a clear overview of the laws, regulations and international standards we have to adhere to and the rules we set for ourselves. These rules will help us to build, protect and enhance our reputation and the relationship we have with all of our stakeholders.

Please read it carefully, understand what is meant and follow its spirit in your day-to-day work. Everyone working for South Stream Transport is an ambassador for the company.

I urge you to challenge any unethical, dishonest, dangerous or questionable behavior that you might see and speak up. We all share South Stream Transport's responsibility to the people we work with, the communities we work in and our shareholders. It is crucial that we operate our business with integrity.

I am confident that, if we all act consistently with this Code of Conduct, we will create a culture of integrity to protect our reputation and our commercial interests.



Kind regards,

Oleg Aksyutin  
CEO

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# 1 Introduction

## 1.1 The South Stream Transport Offshore Pipeline Project

The South Stream Transport Pipeline through the Black Sea is the offshore component of the South Stream Gas Pipeline System. It aims to provide the EU with a secure, reliable and sustainable energy supply at a competitive price. The pipeline will increase the direct supply of natural gas to Central and South-Eastern Europe by creating a new supply route and by increasing transport capacities. The Project will use state-of-the-art technology, materials and equipment, to safeguard the pipeline's safe operation for many decades to come.

South Stream Transport B.V. (hereinafter referred to as 'South Stream Transport') will ensure that the project meets internationally recognized standards for health, safety, security, environment and financial performance. We also follow internationally recognized human rights, labour and social standards. We will provide leadership for the safe, economical, and punctual implementation of the Project. South Stream Transport is committed to a transparent and respectful dialogue and will engage with members of the public, non-governmental organizations, contractors and their workers, and other interested parties throughout the Project's lifecycle. We are committed to being a trustworthy and reliable partner for all stakeholders involved.

## 1.2 Our Code of Conduct<sup>1</sup>: the foundation of our Compliance Programme

We, at South Stream Transport, are committed to doing business in a sound way. Integrity, honesty, fairness, sustainability and transparency are values that are very important to us. We believe that there is never a sustainable business reason to do the wrong thing.

Therefore, this Code of Conduct is relevant for our employees, agents, consultants and other third parties acting on our behalf. It sets out how we work, what rules and guidelines we have and the behaviour we expect from them. Employees, agents, consultants and other third parties acting on our behalf need to read it, understand what we stand for and always act consistently

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<sup>1</sup> Adopted by the Board of Directors on 29 August 2013 in Amsterdam, The Netherlands

with it. We think it is very important that their behaviour complies with what we stand for. They need to take personal responsibility to comply with all applicable laws, fundamental international standards and our company policies and guidelines.

The consequences of not complying or not acting consistently with this Code of Conduct and related policies and procedures can be very serious, including damage to our reputation, significant fines and penalties, and even criminal liability for individuals or the company. Any failure to comply with this Code of Conduct and related policies and procedures will be fully investigated and appropriate action will be taken. Depending on the circumstances, this may include training, discipline or other corrective actions, up to and including termination of employment and where laws are broken, civil and criminal prosecution.

## 'USE THE CODE OF CONDUCT AS A FOUNDATION ON WHICH YOU BASE YOUR BUSINESS BEHAVIOUR AND DECISIONS'

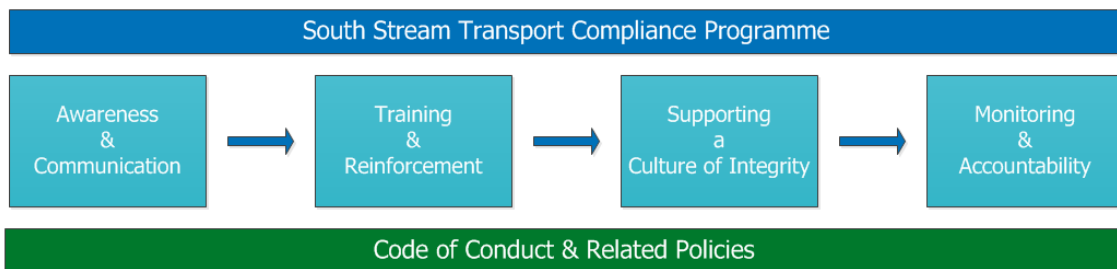
As said before, we strongly believe that there is never a sustainable business reason for doing the wrong thing. That is why South Stream Transport will not penalize anyone for losses resulting from adherence to our Code of Conduct and related policies, procedures or for taking lawful action with regard to a breach or suspected breach.

We understand that the rules and guidelines mentioned in this Code of Conduct may only take individuals so far. We cannot specify every situation that they might encounter in their day-to-day work for South Stream Transport. Therefore, we expect them to use this code of conduct as a foundation on which they base their business behaviour and decisions and always use their own good judgment and common sense and in case of questions, we expect them to ask for clarification.

South Stream is committed to give employees, agents, consultants and other third parties acting on our behalf all the information and support needed to meet their obligations, because nothing is more important to us than our integrity as a company.

### 1.3 Our Compliance Programme

This Code of Conduct is the foundation of the South Stream Transport Compliance Programme and together with the related policies, procedures and guidelines, it provides guidance. The Compliance Programme furthermore consists of creating awareness on this Code of Conduct and related policies and procedures by communication, training, supporting a culture of integrity and monitoring compliance.



Awareness of and compliance with our Code of Conduct and related policies and procedures are enhanced by integrity-related communication and web-based and/or in-person training, which we monitor. We have developed a general compliance training, communication and monitoring programme for everyone working for South Stream Transport and anyone else working on our behalf or in our name. Furthermore, we have refresher programmes and activated tailor-made programmes, designed for parts of the project with specific needs or based on their respective exposure to compliance risks.

Another important part of our compliance programme is our Speaking Up Procedure. Under this procedure, anyone is encouraged to promptly speak up in case of questions or concerns and about any breach or suspected breach of any law, regulation, our Code of Conduct, other company policies and procedures or any other alleged irregularities (see chapter 8.2 for more information).

## 1.4 Who is the Code of Conduct for?

This South Stream Transport Code of Conduct applies to all full-time and part-time employees, temporary staff, seconded and delegated staff and contract staff at all our business locations in different countries.

Consultants and contractors working on our behalf or in our name, through outsourcing of services, processes or any business activity, must act consistently with this Code of Conduct when acting on our behalf. We require them to sign a contract in this regard.

Other third parties will be made aware of our Code of Conduct as it applies to our employees in their business with them. We are also committed to working only with third parties whose standards are consistent with our own.

Please note that this Code of Conduct does not exempt anyone from following it.

**'YOU ARE RESPONSIBLE FOR PROTECTING  
OUR AND YOUR REPUTATION  
FOR INTEGRITY'**

## **1.5 What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf)

### **Personal Responsibility**

As mentioned before by our CEO, you are an ambassador of the company and it is very important that your behaviour is always in line with our Code of Conduct. It is your personal responsibility to comply with applicable laws, fundamental international standards and our company policies and guidelines.

### **Read, understand and follow our Code of Conduct**

We expect you to read and understand our Code of Conduct and related policies, procedures and act consistently with them in your day-to-day work. Furthermore, you need to attend all training sessions (face-to-face and/or by e-learning) to deepen and reinforce your understanding and knowledge of the Code of Conduct and how to apply it in practice.

### **Speak up**

We expect you to not only speak up when you have questions or need more clarity on a certain topic, but also to discuss your concerns when you are aware of a (suspected) breach or suspect a breach of this Code of Conduct (see also chapter 8.2). We are here to help each other and protect the company's, our shareholders' and our own reputation for integrity.

## **Further expectations from you as a manager** (anyone with direct reports)

### **Be a role-model: Set the right example and provide support and assurance**

Managers have an important role within South Stream Transport. Next to our normal expectations mentioned earlier, we expect you to be responsible for setting the right example and providing leadership. You need to support employees in understanding this Code of Conduct, help them to act consistently with it in practice and make yourself and your employees available for all necessary and obligatory compliance training sessions (face-to-face and/or e-learning). Furthermore, you need to provide assurance on these matters to Senior Management.

### **Create an open and safe atmosphere**

We expect you to create an atmosphere where employees feel comfortable to speak up and to encourage employees to discuss any questions or concerns they may have.



## 2 People

### 2.1 Human Rights, Labour and Social Standards

At South Stream Transport, we strive to offer anyone working for us with a comfortable working environment: safe, healthy, supportive, diverse and fair.

We follow internationally recognized human rights, labour and social standards. For example, we commit to the abolition of all forms of forced and child labour, the recognition of the freedom to associate, collective bargaining and social partnership, fair compensation and benefits based on local market conditions, entitlement to adequate working hours and paid leave as well as maintaining proportionality in security and disciplinary actions.

We also commit to equal employment opportunities and compliance with all applicable laws that prohibit employment discrimination on the basis of age, ethnicity, gender, sexual orientation, national origin, religion or disability. This applies to all employment decisions (e.g. recruiting, hiring, training, job rotations, promotions, pay practices, benefits, disciplinary actions and terminations).

Furthermore, we strive to offer a working environment where inappropriate behaviour is prevented and discouraged. Examples of inappropriate workplace behaviour are sexual harassment, aggression, bullying and discrimination and it includes inappropriate jokes and comments and distributing or displaying offensive or derogatory material (e.g. videos and pictures).

**'WE ARE RESPONSIBLE FOR  
CREATING THE RIGHT ATMOSPHERE  
TOGETHER!'**



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- It is your responsibility to act consistently with the aforementioned human rights, labour and social standards, our employee handbook and related policies, procedures and guidelines;
- Ask for clarification if you do not understand something. We are here to help each other. You can always ask the HR, legal or compliance department for advice;
- Actively contribute to a comfortable, safe, healthy, supportive, diverse and fair working environment. We are responsible for creating the right atmosphere together!
- We expect you to act appropriately and to be extra sensitive to actions or behaviours that may be acceptable in one culture but not in another. If you are not sure how to behave, ask if something is appropriate or not;
- Discourage, challenge and/or speak up about inappropriate behaviour.

## 3 Health and Safety

### 3.1 Health, Safety, Security and the Environment (HSSE)

We are committed to managing the South Stream Transport project in an environmental and socially responsible way, in accordance with national, international and EU legislation, and internationally recognised standards for health & safety, security and environmental and social performance. We aim to do no harm to people and to protect the environment.

We provide a safe and healthy workplace for employees, contractors and other persons to prevent injury or ill health, including definition of HSSE roles & responsibilities, measures to prevent injuries and ill health or minimise risks, information, instruction and training, and investigation of any incidents.



#### **What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- We require you to act consistently with national, international and EU legislation, internationally recognised standards for health, safety, security, environmental and social performance and our policies, procedures and guidelines. In case of questions, we expect you to ask the HSSE department for clarification;
- Actively help us to eliminate the risk of serious harm from all of our activities. Do not accept unsafe behaviour. Support anyone who challenges unsafe practices and hold people accountable if they breach any laws, regulations, company principles, policies, procedures and guidelines;
- Report potentially unsafe incidents and injuries so that we can investigate it and learn lessons for the future;
- Come to work in a fit condition and perform your work free from the influence of alcohol and/or drugs.

## 4 Fighting corruption

**At South Stream Transport, we do not participate in any form of corrupt behaviour. Corruption includes bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement and money laundering.**

**Even an allegation of corruption can seriously damage South Stream Transport, individuals personally, third parties and our shareholders. Therefore, we expect anyone working for us (employees, agents, consultants and other third parties acting on our behalf) to avoid even the appearance of any corrupt practice.**

### 4.1 Bribery

Bribery is the offering, providing, accepting and authorizing of anything of value (including cash, gifts, entertainment) as an inducement or reward for something improper. Usually it is to obtain, retain or secure any improper advantage. Whether bribes are provided to or received from government officials or private individuals, they are against the law.

Therefore, employees, agents, consultants and other third parties acting on our behalf are not allowed to offer, provide or accept bribes or make any improper payments to obtain, retain or secure any advantage and we do not use or permit others to do this on South Stream Transport's behalf. Any attempt at or opportunity for bribery should be turned down and reported to the compliance department.

#### **Facilitating Payments are bribes and illegal**

Facilitating payments are small 'grease' payments' or gifts made to government officials in order to speed up the work they are already supposed to do. These payments may seem harmless, because of the usually low value and the appearance of being part of normal local practice, but facilitating payments are bribes and just as illegal.



Employees, agents, consultants and other third parties acting on our behalf are not allowed to make facilitating payments, even when such payments are perceived as a common part of local practice, seem to be permitted under local law or when other companies seem to engage in such practices. There is an exception to this rule: where the facilitation payment is extorted from someone or if someone is coerced to pay it. When someone feels that their safety or liberty is under threat, we expect them to make the facilitating payment, to record the payment properly and immediately inform their manager and the compliance department thereof.

Please note that sometimes it is legitimate to pay a fee for a speedy service provided by a government official. For example, a published amount to get a passport more quickly than normal. Payment of such fees is acceptable, provided that payment is done in a transparent and open manner, a receipt is obtained and it is properly recorded in our financial books.



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Strictly adhere to all applicable anti-corruption and bribery laws, this code of conduct and related policies and procedures;
- Do not offer, provide, accept or authorize bribes (including facilitating payments) or any improper payments and even avoid the appearance thereof;
- Accurately record all payments and benefits provided to government officials;
- Speak up about any attempt to bribe us or to solicit bribes from us and any suspicions you might have in this regard;
- Never conceal or fail to record accurately and completely the true nature of our activities, falsify or tamper with our books and records;
- Never agree to pay more than fair market value for goods and services;
- Never participate in any form of corrupt behaviour or the appearance thereof.

## 4.2 Gifts & Entertainment

Building and keeping good relationships with all of our stakeholders is crucial and gifts and entertainment are recognized as an established and important part of that. In principle, there is nothing wrong with gifts and entertainment that seek to improve business relationships as long as they are reasonable, proportionate, bona fide and given or received in customary, open and transparent circumstances. However, gifts and entertainment can easily be perceived as bribes when given or received in the wrong circumstances.

As we do not want to be involved in corrupt practices and to protect South Stream Transport and individuals personally from even the appearance of wrongdoing, employees, agents, consultants and other third parties acting on our behalf may never offer or accept gifts or entertainment unless not offering it or turning it down may harm the business relationship. If that is the case, it is their responsibility to seek advice from the compliance department if the gift and/or entertainment can be offered or accepted or not and for registration. If the compliance department advises that the gift and/or entertainment can be accepted or offered, this needs to be done on behalf of South Stream Transport. Accepted gifts and/or entertainment need to be handed over to the compliance department which will organize a company-/department-wide raffle.



### **What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Never solicit (ask for), accept or offer any gifts and/or entertainment;
- When you are in a situation where not accepting or offering a gift and/or entertainment may damage a business relationship, it is your responsibility to seek advice from the compliance department. This is to protect yourself from even the appearance of wrongdoing!
- Any offered or accepted gift or entertainment should be customary, reasonable and proportionate in value (nominal) and frequency;
- Never offer gifts and/or entertainment to government officials, never offer or accept cash (or money equivalents like gift vouchers) and never include family members in any gifts and/or entertainment.

### 4.3 Fraud, deception and dishonesty

Fraud is when someone deliberately tries to deceive another person, act dishonestly, abuse their position to gain any kind of (material) advantage or use or involve anyone else to do so. Fraud is a criminal offence in most countries and individuals can even be prosecuted personally for being careless or reckless in letting fraudulent practices happen, even though they did not deliberately committed fraud themselves.

Therefore, employees, agents, consultants and other third parties acting on our behalf are not allowed to knowingly seek to gain any advantage by acting fraudulently, deceiving people or making false claims, and they do not allow anyone else to do so on their behalf. This includes defrauding or stealing from South Stream Transport or any third party, and any kind of misappropriation of property.



#### **What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Always act openly, honestly and fairly;
- Make sure our books and records are accurate, complete and not misleading;
- Check all invoices on clear and complete information and make sure that they comply with contractual agreements;
- Never falsify your company expenses, or claim from the company expenses that have not been properly incurred in carrying out your work for South Stream Transport;
- Never use South Stream Transport's money or resources for improper purposes;
- When you suspect fraud or deception, do not ignore it and speak up about your concerns.

#### 4.4 Conflicts of Interest

A conflict of interest arises when an individual finds him/herself in a position where two or more interests compete, potentially compromising his/her judgement or independence. Usually the conflict is about an individual or an individual's family member or friend benefiting at the expense of South Stream Transport.

We all should take responsibility not to involve ourselves in anything that can give rise to a conflict of interest between our own individual interests and those of South Stream Transport. It is everyone's responsibility to act in the best interest of South Stream Transport and safeguard our reputation by avoiding conflicts of interest. Personal relationships or interests should never affect business decisions.

Employees, agents, consultants and other third parties acting on our behalf are not allowed to take business opportunities for themselves (or family or friends) that belong to South Stream Transport. As soon as they realise that they are in a situation that could reasonably be expected to give rise to a conflict of interest, they should speak up and seek approval or guidance from their manager and the compliance department.

Please note that the appearance of a conflict of interest can be just as damaging as an actual conflict of interest and should therefore be avoided as well.

**'ALWAYS ACT IN THE BEST INTEREST  
OF SOUTH STREAM TRANSPORT'**





**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- It is your responsibility to always act in the best interest of South Stream Transport and safeguard our and your reputation by avoiding conflicts of interest. Personal relationships or interests should never affect your business decisions;
- Do not use your position, contacts or any knowledge gained at South Stream Transport for personal benefits, or to benefit family or friends;
- Speak up and seek guidance when you realise that you are in a situation that could reasonably be expected to give rise to a conflict of interest;
- Never pay a third party more than a contractually agreed, market-based fare for goods or services;
- Never accept gifts or hospitality that could impair your judgment or independence, or be open to misinterpretation. Think about our and your reputation;
- Do not do anything that might create the impression that third parties, like suppliers, have a contact within South Stream Transport that can influence business decisions on their behalf;
- Always notify the compliance department in writing about contracts between South Stream Transport and a family member or friend, or a company or business they own and always make sure that you are not part of the decision making process to protect yourself;
- Avoid and if that is not possible, notify the compliance department in writing about personal investments or business interests, or those of family members or associates, which could affect or appear to affect your decision making, or conflict with the interests of South Stream Transport, our shareholders and other third parties.

## 4.5 Political and charitable donations, contributions and sponsoring

South Stream Transport does not intervene in party political matters, nor do we make gifts or donations to political parties. Employees, agents, consultants and other third parties acting on our behalf have the right to participate in politics in their personal capacity and to pay political contributions themselves as long as this does not lead them into a conflict of interest and it is clear that they do not represent South Stream Transport.

South Stream Transport could participate in charitable activities. We only make charitable donations or contributions as a company and only to appropriate, bona fide charities with all appropriate registrations. We do not use charitable contributions or sponsoring as a substitute for political payments and we ensure that we never make any charitable contribution, donation as a reward or incentive for obtaining or retaining business or for any other improper purpose.



### **What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Do not make any political donation or contribution on South Stream Transport's behalf;
- Never make contributions to a charity on South Stream Transport's behalf, unless you have the approval to do so, we make the contribution as a company and you are sure that the charity is bona fide and that it has all appropriate registrations;
- Never offer or make any charitable contribution as an incentive or reward for obtaining or retaining business or for any other improper purpose and never use charitable contributions as substitute for political payments;
- If you personally want to donate or contribute to politics or participate in charitable activities, make sure that it is clear that that you are acting in personal capacity and not on behalf of South Stream Transport;
- In case of questions, please consult with the compliance department.

## 5 National and international trade

**At South Stream Transport, we believe in open and fair competition and we do not use unethical practices to obtain any competitive advantage. We, furthermore, adhere to all applicable export and import controls and sanctions laws.**

### 5.1 Antitrust (competition) law

Antitrust laws protect free enterprise and prohibit behaviour that limits trade or that restricts open and fair competition. At South Stream Transport, we believe in open and fair competition and we do not use unethical practices to obtain any competitive advantage.

That is why employees, agents, consultants and other third parties acting on our behalf are not allowed to involve themselves in any anti-competitive practice. They are not allowed to agree, even informally, with competitors on pricing (including any elements of price such as discounts, rebates or surcharges), production, suppliers or markets. Anti-competitive practices will damage our project and our reputation. They are illegal and can lead to heavy fines for companies and fines or imprisonment for individuals involved in these practices.



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Strictly adhere to all applicable antitrust laws;
- Do not discuss with competitors which suppliers, customers and contractors we deal with and on what terms we do that. Immediately leave meetings where competitors are present if competitive sensitive issues arise (and make sure it is noticed!);
- Do not agree, even informally, with competitors on pricing, production, suppliers or markets without a lawful reason. Always get legal advice on whether a practice is lawful;
- Speak up if you know of any potentially anti-competitive practices.

## 5.2 Export and import control laws and sanctions

Export control laws and sanctions give countries legal control over the sale, shipment, electronic transfer or disclosure of information, software, goods and services across national borders. Exports include electronic transfers through discussions or visual inspections, and not only through traditional shipping methods.

Import control laws and sanctions give countries legal control over the purchase, shipment, electronic transfer or disclosure of information, software, goods and services into their jurisdiction.

Failure to comply with export and import control laws and sanctions could cause operational delays and damage our project, our reputation and our commercial interests. South Stream Transport could face legal consequences including fines and individuals could face fines and imprisonment.



### **What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Strictly adhere to all applicable export and import control laws and sanctions;
- Think carefully about the potential impact of export and import control laws and sanctions before transferring goods, technology, software or services across national borders and before bringing goods or services into a country. You need to ensure that duties, levies and taxes are paid and you need to declare restricted goods before bringing them into a country. Do not export or import prohibited goods;
- Seek legal advice if you have any doubts about an export or import;
- Ensure that exports or imports of information to or from other countries are not prohibited and that appropriate licenses have been obtained where required by law.



## 6 Protecting information and assets

**Intellectual, physical and financial company assets, including IT equipment and resources, are valuable to us and we handle them with the greatest care.**

**We respect and protect the personal data and privacy of our employees and of our business partners.**

### 6.1 Intellectual, physical and financial company assets

Company assets are valuable and therefore we use them responsibly and with the greatest care. Company assets can have a financial, intellectual, physical or intangible nature (for example, buildings, equipment, funds, software, know how, data, employee time, and intellectual property.)

Employees, agents, consultants and other third parties acting on our behalf are not allowed to use company assets and resources for unauthorized personal benefit and we do not tolerate fraud, theft, and loss through recklessness or other improper use of any company asset. Please be informed that for security reasons, cameras can be placed within South Stream Transport's premises. You will be informed if this is the case in your working environment.



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Handle company assets with proper care and respect the assets of others. Protect them against and speak up when you are aware of the potential loss, damage, theft, abuse, unauthorized use, waste, misuse, misappropriation and infringement;
- Maintain confidentiality of information entrusted to you by South Stream Transport or any other third party;
- Never manipulate, misrepresent, inaccurately record or claim sums not properly spent on company business.

## 6.2 IT Equipment and Resources

It is apparent that IT equipment and resources and the information they contain are valuable to us. We do not use them for any improper purpose.

By IT equipment and resources we mean information and communication technology, systems and equipment that is owned or used by South Stream Transport. IT equipment and resources include for example desktop, laptop, handheld computers and devices, servers, networks (including connections to public or external networks such as the internet), storage devices such as memory sticks, memory cards, removable hard drives and CD's, telephones, mobile phones and computerised office equipment like fax machines, printers and scanners, information stored in and transmitted by these technologies, such as e-mails, voice mails, instant messaging, electronic files, database entries and internet postings and the applications that use these technologies or process this information.

Employees, agents, consultants and other third parties acting on our behalf should use company computers and other equipment for business purposes. However, South Stream Transport allows them to use the equipment and resources for personal purposes provided that this does not interfere with the business of the company and it does not cause significant incremental costs. Personal use is a privilege not a right, and must not be abused. They should always assume that any information stored or communicated on company IT equipment and resources is company property and be aware that the company reserves the right to monitor their e-mails and internet.

**'HANDLE ALL COMPANY ASSETS  
AND RESOURCES WITH  
THE GREATEST CARE'**



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Take appropriate measures to protect IT equipment and resources, and protect sensitive, confidential and privileged information;
- Do not misuse any IT equipment, resources, systems or networks;
- Never use South Stream Transport's systems to access, obtain, create or distribute any material that is illegal or offensive, or that's been obtained illegally. This includes obscene, pornographic, sexist, racist, defamatory and abusive material or material that is in breach of copyright;
- Do not use South Stream Transport's IT and communication facilities for unlawful or immoral activities or purposes (including the violation of IP rights or the commission of cybercrime), or to gamble, or to conduct your own business activities;
- Do not include the South Stream Transport name or brand in personal e-mails;
- Use all South Stream Transport's security measures, like password protected USB sticks;
- Get authorisation from the IT department before installing software or connecting hardware on IT equipment;
- Do not assume privacy when using company IT equipment and systems for personal or non-work related activities, unless local law states otherwise.

### 6.3 Personal Data & Privacy

We respect and protect the personal data and privacy of our employees and of our business partners.

Data protection and privacy laws differ per country and regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of birth, tax and social security numbers, job titles or photographs).

We comply with applicable data protection and privacy laws and strict standards wherever we gather, hold and use personal information. We only collect, keep and use personal data required for legitimate interests, or as permitted by local data protection and privacy laws. Personal information will be stored no longer than the retention period as laid down in local data protection and privacy laws. All personal data collected and held by South Stream Transport will be processed fairly, transparently, carefully and in compliance with the applicable data protection and privacy laws.

Only certain people with authorization have access to personal data and they are only allowed to use it internally when there is a business need for that information. We do not allow anyone to disclose personal and confidential data to anyone outside the company without proper authorization or unless required by law. In case of any doubt, employees, agents, consultants and other third parties acting on our behalf must consult the legal department.

**'PROTECT PERSONAL DATA:  
KEEP IT SAFE AND CONFIDENTIAL'**





**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Only collect, keep and use personal data for legitimate business reasons. Use it only in a way that anyone would reasonably expect you to use it, and let the person concerned know what you intend to use the information for and who you may share it with;
- Protect personal data: keep it safe and confidential. Do not disclose it or use it improperly. Make sure it is only shared with people who have a legitimate need to know, or with the consent of those whose information we hold. Never disclose any confidential personal information to anyone without authorization of the person involved, unless required by law;
- Promptly report any loss of personal and confidential information (e.g. a document, laptop or memory stick containing employee details);
- Never check references for job applicants without first obtaining consent;
- Respect others' right to privacy and adhere to all applicable data and privacy laws and company standards;
- In case of any doubt, consult the legal department.

## 7 Communications

### **We always communicate with integrity.**

How we talk about ourselves plays an important role in how we, as South Stream Transport, are seen and how much we are trusted. Failure to communicate appropriately, accurately and with care and failure to safeguard information can seriously damage our reputation and our ability to conduct business effectively.

That is why all of our employees, agents, consultants and other third parties acting on our behalf need to adhere to all company communication policies and guidelines and make sure that all of their communication (e.g. financial records, disclosures, internal and external communications) is appropriate, accurate and complete. Their communication should never seek to mislead.

Our communication policies and guidelines set out the rules for all South Stream Transport's internal and external communication. These rules apply to every kind of communication. Communication includes for example mail, electronic documents, instant messages, websites, social media postings, paper documents, facsimile, and speaking, voice and voice mail recordings.

**'ALWAYS COMMUNICATE WITH  
INTEGRITY. YOUR COMMUNICATION  
SHOULD BE NECESSARY, APPROPRIATE,  
ACCURATE AND COMPLETE'**



**What we expect from YOU** (employees, agents, consultants and other third parties acting on our behalf):

- Read, understand and follow all of our communication policies and guidelines. In case of questions, please consult with our communications department;
- Always communicate with integrity. Your communication should be appropriate, accurate, complete and not misleading;
- In any communication do not speculate, exaggerate, mislead, casually talk or joke about sensitive, serious and confidential matters;
- Keep the information entrusted to you by South Stream Transport or other parties confidential, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to South Stream Transport or its shareholders or other third parties, if disclosed;
- Immediately forward queries of the media directly to the responsible person for public relations and communications or the respective superior;
- Be aware that communication with a competitor could violate antitrust laws (see also 5.1).

## 8 Compliance Organisation & Speaking up

You have now read our Code of Conduct. You know what we at South Stream Transport stand for and what rules we have set for ourselves to make sure that we work with integrity.

In this chapter is explained how the compliance organisation is set up within South Stream Transport and how you can speak up about any questions or concerns you may have.

### 8.1 Compliance Organisation

South Stream Transport has appointed a Chief Compliance Officer (and Deputy), who is heading the compliance department that is responsible for the rolling out and monitoring of the South Stream Transport Compliance Programme of which this Code of Conduct is the foundation.

Our Compliance Programme provides guidance on how to conduct our project with integrity. The Compliance Programme consists of communication, training, supporting a culture of integrity and monitoring (see chapter 1.3 for more information).

We, at the compliance department, are here to help you with any questions you may have on this code of conduct and related topics. Please contact us if you need more information, have questions or comments or if you have training or communication needs. See chapter 8.3 for our contact details.

**'IN CASE OF DOUBT,  
SPEAK UP!'**

## 8.2 Speaking up

At South Stream transport, we strive to offer you with an open and safe atmosphere where you feel comfortable to speak up. We expect you to not only speak up when you need more clarity on a certain topic, but also to speak up about your concerns when you are aware of a (suspected) breach of any law, regulation, our Code of Conduct or related policies, procedures, regulations or any other alleged irregularity. Don't keep it to yourself, expect someone else to speak up or ignore it. We are here to help each other and to protect the company's and our own reputation for integrity.

You can speak up in the following ways:

- Just like any other work-related issue that you might encounter and want to discuss, it is best to discuss any questions or concerns you may have in a team meeting, with your manager or your next level manager;
- If you don't feel comfortable to do that, you can always go to the compliance department. We are available in person, by e-mail, by regular mail or by telephone (see chapter 8.3 for our contact details);
- [Furthermore, you have the possibility to call the external compliance hotline to speak up about your concern. There is even a possibility to do this in an anonymous way (although this may make communicating with you on your concern difficult). The compliance hotline is open 24 hours a day, seven days a week. Individuals calling the hotline will talk in confidence to an experienced, independent operator. Their reported concerns will be logged and handled in accordance with consistent case management and investigation guidelines. Please note that at this moment, the external compliance hotline is not available yet. We will communicate the exact contact details when it is in place. For the moment you can report your concerns through [compliance@south-stream-transport.com](mailto:compliance@south-stream-transport.com)];

Please be assured that any report or concern will be investigated promptly and with strict confidentiality. We will not retaliate or undertake action against employees for speaking up about a concern or assisting another employee in doing so. However, intentionally making a false report will lead to disciplinary action.

### 8.3 Contact Details Compliance Department & External Compliance Hotline



#### Chief Compliance Officer

**Dr. Sascha Reichardt**



A: South Stream Transport B.V.  
Attn. Dr. Sascha Reichardt, Chief  
Compliance Officer  
Parnassusweg 809  
1082 LZ Amsterdam  
The Netherlands  
T: +31 (0) 20 262 46 30  
E: [compliance@south-stream-transport.com](mailto:compliance@south-stream-transport.com)



#### Compliance department

A: South Stream Transport B.V.  
Attn. Compliance Department  
Parnassusweg 809  
1082 LZ Amsterdam  
The Netherlands  
T: +31 (0) 20 262 46 67  
E: [compliance@south-stream-transport.com](mailto:compliance@south-stream-transport.com)



#### External compliance hotline

[Contact details will be communicated when the external compliance hotline has been implemented.]





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If there are discrepancies between any translated version and the English version, the English version will prevail.

For more information, including copies of policies and other documents referred to in this code of conduct, visit our intranet, consult our compliance department, or email [compliance@south-stream-transport.com](mailto:compliance@south-stream-transport.com). An electronic version of this code of Conduct will be made available at [www.south-stream-offshore.com](http://www.south-stream-offshore.com).