

BOIES. SCHILLER & FLEXNER LLP



MEMORANDUM

DRAFT AS OF 6/23/2014— SUBJECT TO CHANGE

ATTORNEY WORK PRODUCT/ATTORNEY-CLIENT COMMUNICATION

TO: Burisma

FROM: Boies, Schiller & Flexner LLP

PRIVILEGED

AND

DATE: June 23, 2014

CONFIDENTIAL

RE: Strategic Outline for Legal Defense Plan, including Exhibits A-C as attachments

Executive Sum ma rv

Burisma has been advised that it is the subject of a criminal investigation being conducted by the

Ministry of Internal Affairs of Ukraine and, upon information and belief, the investigation is politically motivated (the "Investigation"). Therefore, in anticipation of potential litigation, Burisma has implemented a three-track parallel strategy, focusing on: 1) political, 2) legal, and

3) public relations efforts to defend against or dismiss any case brought by the Ukrainian government arising from the Investigation (the "Global Defense Strategy").

The Global Defense Strategy includes the following overall goals:

- A. Insulate Burisma from politically motivated disruptions in operations, including legal challenges to licenses, now and in the future.
- B. Raise awareness about and demonstrate, to both U.S. and Ukrainian officials, Burisma's commitment to U.S.-Ukraine shared goals of transparency, anti-corruption and security in the Ukrainian energy sector.
- C. Communicate that Burisma is a modern, transparent, expert Company with corporate best practices by any international standards.
- D. Communicate and effectuate corporate growth opportunities for Burisma.

Burisma can measure the effectiveness of our strategy by whether the actions outlined below are,

step-by-step, taking Burisma closer to achieving the goals outlined above.

This memo is divided into three parts, reflecting the Global Defense Strategy:

I. Political strategy in the U.S. and Ukraine

Global legal strategy (including investigative work

111. Global public relations strategy



First, here is an overview of the team advising Burisma in relation to its Global Defense Strategy.

Boies, Schiller & Flexner ("BSF"): Renowned U.S. law firm that has repeatedly obtained favorable results for clients caught in the crosshairs of high-profile and multi-dimensional disputes involving actual or threatened litigation, intense media scrutiny, and government investigations. BSF will lead the Global Defense Strategy, including advising Burisma on all legal issues and on how to protect Burisma from legal challenges.

From its inception, BSF has handled the most complex, high-profile and high-stakes legal matters in the United States and abroad - including, in its early years, serving as lead counsel to former Vice President Al Gore in Bush v. Gore and related proceedings that

decided the 2000 presidential election to, more recently, leading the global defense of the Bank of New York Mellon which settled a \$22.5 billion claim filed by the Russian Federal Customs Service in Russian court for less than 1% of claimed damages. Resolution of the case involved work with the U.S. and Russian Governments at the highest levels.

Because BSF understands that in complex disputes success can be determined by what happens outside the courtroom, we work directly with executives, boards, and in-house teams - in the United States and abroad - to craft an overall strategic approach extending to all facets of a case. We assist clients in dealing simultaneously with the law, the media, and the government. And we help them respond swiftly and intelligently in a way that not only addresses the existing crisis but also minimizes future financial, litigation, and reputational exposure.

- Nardello & Co. ("Nardello"): Global investigative firm that has extensive experience investigating corporate governance issues in Ukraine and the former Soviet Union. Founded by former U.S. federal prosecutor Dan Nardello, Nardello brings a legal discipline to the investigations it conducts, and works closely with corporations, law firms, governments and high-net-worth individuals to devise strategies that are tailored to the business needs of its clients. Since its beginning, Nardello has worked on some of the highest profile litigation and transactional matters, and the firm is routinely involved in cases that are on the front pages of the publications such as the New York Times, Wall

Street Journal and Washington Post. It has conducted dozens of investigations in the former Soviet Union, including Ukraine, and has a team of regional experts based out of its London office.

- FTI Consulting ("FTI"): Global business consultancy with 700 public relations and communications professionals worldwide. FTI's energy sector, with approximately 100 consultants focused solely on energy, is considered a go-to resource for reputation management engagements for upstream exploration and production businesses, particularly those with geographically dispersed challenges. To that end, FTI advises Noble Energy on issues in Nicaragua, Israel, Equatorial Guinea and the Falkland Islands as well as Transocean on issues in the US and Brazil and Royal Dutch Shell on its efforts in South Africa and Alaska. FTI also advises a number of top-tier industry associations in the oil and gas space as well as a collection of smaller producers in the US and abroad. FTI maintains offices across Europe including a Brussels-based public affairs practice and maintains affiliate relationships in Ukraine and many of the former CIS countries. Finally, the team working with Bursima has advised companies involved in complex reputational issues in Uzbekistan, Kazakhstan and Ukraine.

ML Strategies ("MLS"): Leading government relations firm led by David Leiter, Secretary of State John Kerry's former Chief of Staff and a former U.S. Department of Energy official. MLS is experienced in working with law firms to navigate complex

political, government, and business issues and Mr. Leiter has strong relationships with key U.S. decision makers and is well regarded on the subject of energy specifically.

MLS will help build relationships with U.S. officials, and help Burisma convey any feedback on U.S. laws and regulations related to Ukraine.

BSF regularly serves as the coordinating entity for globally sensitive matters such as the challenge Burisma is currently confronting. While each of the components of the Global Defense Strategy draws on experts and experiences that are unique, we firmly believe that only

an integrated approach led by BSF can ensure that strategy remains consistent across all aspects

of the controversy; that internal investigations are conducted timely, thoroughly and accurately;

that litigation positions or positions taken with a legislator or regulator are not undercut elsewhere; and that deliberations and communications forged in crisis are protected to the maximum permissible extent by applicable legal privileges. Each of the groups highlighted above are accustomed to the collaborative nature of these undertakings and understand the role

that each plays within the broader ecosystem of a defense that BSF has put together on your behalf. As you read the summaries of our political, legal and public relations elements below, you'll see that each element informs and is informed by the others.

, Political

a. Since Ukraine's judicial system (particularly in politicized cases) is unpredictable, Burisma is seeking to address fighting any potential lawsuit through non-judicial channels.

b. Overall Strategy

i. Meet with the U.S. officials in Washington, DC who are leading U.S. policy related to Ukraine to brief them on who Burisma is, its significance to the future of Ukraine, and the Investigation in order to seek their advice and assistance; focus on why a legal challenge and/or a taking of Burisma's licenses is detrimental to both U.S. and Ukrainian national interests.

ii. Engagement in similar discussions with Ukrainian officials in the U.S., led by U.S. representatives of Burisma.

iii. Allow for a face saving exit for the Ukrainian government.

c. U.S. Political/Regulatory Engagement

See also Exhibit A for "Six-Month U.S. Government Strategy" memo, which includes

further details including additional future meeting suggestions.

See also Exhibit B for "June 2014 Capital Hill Meeting Summaries" memo.

i. U.S. Senate (Congress)

1. Foreign Relations Committee

a, Chairman Robert Menendez (D-NJ) (Met with staff on June 13)

b, Ranking Member Bob Corker (R-TN) (Met with staff on June 13)

e. Senator Ben Cardin (D-MD) (briefed staff orally and Senator in writing prior to trip to Ukraine in late May, 2014)

d. Senator Ed Markey (D-MA) (introduced the Ukrainian Independence from Russia Energy Act) (may want to meet with in the future)

2. European Affairs Subcommittee

a. Chairman Chris Murphy (D-CT) (Met with staff on June 19th)

- b. Ranking Member Ron Johnson (D-WI) (Met with staff on June 16111)
- c. Senator Ben Cardin (D-MD) (briefed staff orally and Senator in writing prior to trip to Ukraine in late May 2014)
- 3. Senator Kelly Ayotte (R-NH) (briefed staff orally and Senator in writing prior to trip to Ukraine in late May 2014)
- 4. Senator Rob Portman (R-OH) (briefed staff orally and Senator in writing prior to trip to Ukraine in late May 2014)
- 5. See Exhibit A for list of additional targets

ii. U.S. House of Representatives (Congress)

1, Foreign Affairs Committee

- a. Chairman Ed Royce (R-CA) (met with staff on June 17th)
- b. Ranking Member Eliot Engel (D-NY) (met with staff on June 17th)
- c. Congressman Steve Stockman (R-TX) (briefed staff orally and Congressman in writing prior to trip to Ukraine in late May 2014)

2. Europe, Eurasia, and Emerging Threats Subcommittee

- a. Ranking Member William Keating (D-MA) (Met with staff on June 17th)
 - b. Chairman Dana Rohrabacher (R-CA) (Meeting being scheduled)
 - c. Congressman Steve Stockman (R-TX) (briefed staff orally and Congressman in writing prior to trip to Ukraine in late May 2014)
3. Congressman Michael Burgess (R-TX) (briefed staff orally and Congressman in writing prior to trip to Ukraine in late May 2014)
 4. Congressman Steny Hoyer (D-MD) (briefed staff orally and Congressman in writing prior to trip to Ukraine in late May 2014)
 5. Congressman Peter Roskam (D-IL) (briefed staff orally and Congressman in writing prior to trip to Ukraine in late May 2014)
 6. Congresswoman Marcy Kaptur (D-OH) (briefed staff orally and

Congressman in writing prior to trip to Ukraine in late May 2014)

7. See Exhibit A for list of additional targets

U.S. State Department

1. Joanna Pritchett, Ukraine Desk Officer, Bureau of European and Eurasian Affairs (Meeting requested, she is on extended travel)
2. Tom Cunningham, Energy Diplomacy Officer for Europe, Bureau of Energy Resources (Meeting requested, he is on extended travel)
3. Special Envoy and Coordinator for International Energy Affairs Carlos Pascual (Meeting to be requested, perhaps surrounding Vadim trip to U.S. in July)
4. Deputy Assistant Secretary of State for Energy Diplomacy Amos Hochstein (likely successor to Amb. Pascual, who is scheduled to leave State in August) (Meeting to be requested, perhaps surrounding Vadim's trip to U.S. in July.)
5. U.S. Embassy in Ukraine (to be considered in the future)

iv. U.S. AID

1. Administrator Rajiv Shah (briefed staff orally and Administrator in writing on even of his June 18, 2014 trip to Kiev)
- 2, Michael Hathaway, Program Advisor, Bureau for Europe and Eurasia (Meeting to be requested, perhaps surrounding Vadim's

trip to U.S. in July)

v. Outside Advisors

1. Former Senator Ted Kaufman (D-DE) (briefed orally and provided background in writing prior to trip to Ukraine in late May 2014)
2. Various think tanks/thought leaders on U.S. policy in Ukraine (see Exhibit A for list of targets for meetings later this summer)

d. Ukraine Political Engagement

- i. Ukraine Embassy in the U.S. (Senate European Affairs Subcommittee Chairman Chris Murphy's staff offered to contact Ambassador Motsyk and request that he or his staff meet with us.)
- ii. Ukrainian Delegation in U.S. representing President Poroshenko's administration (House Europe, Eurasia, and Emerging Threats Subcommittee Ranking Member William Keating's staff offered to arrange a meeting with this delegation, assuming such a delegation will be sent to meet with Congress sometime in the near future)
- iii. President Poroshenko's Administration (There may be a point at which it will make sense to engage with this office, including U.S. representatives

of Burisma)

iv. Ministry of Ecology and Natural Resources (There may be a point at which it will make sense to engage with this office, including U.S. representatives of Burisma)

v. State Geological and Subsurface Survey (There may be a point at which it will make sense to engage with this office, including U.S. representatives of Burisma)

vi. General Prosecutor's Office (There may be a point at which it will make sense to engage with this office, including U.S. representatives of Burisma)

vii. Ministry of Internal Affairs (There may be a point at which it will make sense to engage with this Ministry, including U.S. representatives of Burisma)

II. Legal

a. Overall Strategy

i. Lead the Global Defense Strategy including daily coordination of consultant team assisting BSF in its global defense of Burisma in anticipation of potential litigation.

ii Evaluate best practices for corporate governance and implement recommended changes.

iii. Evaluate Ukrainian legal arguments for defending Burisma

6

iv. Conduct research surrounding the Investigation and collect defensive documents related thereto, including supporting documents for the licenses at issue as well as any disclosures by Nikolai to the Ukrainian anti-monopoly service or other relevant regulatory body regarding his business interests.

v. Prepare for ICSID arbitration should the Ukrainian government "take" away Burisma rights, creating an injury-in-fact.

b. U.S. Legal

i. To date, BSF has reviewed Burisma's constituent documents and various other background materials to understand the company. We have also reviewed both current UK and NYSE corporate governance standards and have worked on a set of formal corporate governance recommendations for Burisma.

Summary of BSF's Recommendations related to Corporate Best Practices

1. D&O Insurance. The company should obtain MO insurance, We recommend that we reach out to Joseph Coughlin from Corporate Risk Solutions, LLC. The corporate group has worked with Joe in the past and believe he would be ideal for this situation given the complexities involved.

1 Corporate Governance.

a. The company should develop and adopt a written set of corporate governance guidelines that provide the framework for the effective governance of the company.

This would include the recommended number of independent directors on the Board (i.e., a majority) and the specific criteria and process for determining independence.

b. The company should develop and adopt a written code of business conduct and ethics that sets out the guiding

principles for all officers, directors and employees of the company to act lawfully, ethically and in the best interests of the company. This code of conduct should also include an anti-bribery policy, as well as internal controls for putting the policy into effect.

c. We understand that at the last board meeting, the Board resolved to form an audit committee and a strategic planning committee. Each of these committees will require charters to be drafted. In addition to those 2 committees, we would recommend for consideration the following additional committees:

- Nominating/Corporate Governance Committee — NYSE rules require the board to form this committee, and that it be composed entirely of

independent directors. It must have a written charter that addresses the committees purpose and responsibilities - which, at minimum, must be to:

(I) identify individuals qualified to become board members, consistent with criteria approved by the board, and to select, or to recommend that the board select, the director nominees for the next

annual meeting of shareholders (or at the present time, for NZ's consideration); develop and recommend to the board a set of corporate governance guidelines applicable to the corporation; and oversee the evaluation of the board and management; and (2) an annual performance evaluation of the board.

- Compensation Committee —NYSE rules require the board to form this committee, and that it be composed entirely of independent directors. It must have a written charter that addresses the committee's purpose and responsibilities - which, at minimum, must be to have direct responsibility to: (1) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and (2) make recommendations to the board with respect to non-CEO executive officer

compensation, and incentive-compensation and equity-based plans that are subject to board approval.

d. The board should be keeping minutes of each of the board meetings. Following each meeting, the board minutes need to be drafted and then circulated to the board for approval as the official minutes of such meeting. We believe Vadim, as Corporate Secretary, accomplished this but please advise if that is not the case.

3. Local Jurisdiction Issues. We need to understand better how local laws in Ukraine and Cyprus may impact the above corporate governance issues. For example, in crafting the code of business conduct, we will need advice from Ukrainian and Cyprus counsel re: anti-bribery/corruption laws and regulations in Ukraine/Cyprus. As such, we would suggest the company putting us in touch with their Ukrainian and Cypriot counsel.

4. Jurisdiction of Incorporation. The board and the company should continue to consider changing the company's jurisdiction from Cyprus to another jurisdiction. The main considerations are (1) optics, (2) tax consequences (which BSF can assist with at your request), and (3) the impact on venue for any international

arbitration or litigation will need to be considered. In addition, to the extent the company decides to re-domesticate into another jurisdiction, the corporate governance policies will need to be adapted to that particular jurisdiction.

5. We would like to know the identities of and information about any of Burisma's partners in its subsidiaries that are not wholly-owned.

iii. Next Steps: BSF can do the following work right away, based on the recommendations above, should Burisma authorize it, working with Burisma's Ukrainian and Cyprus counsel as necessary.

1. Assist in obtaining D&O insurance
2. Draft various corporate governance policies/guidelines/charters to be considered by the Board of Burisma for adoption, including:
 - a. A corporate governance guideline
 - b. A code of business conduct, including anti-bribery/corruption policies
 - c. Various charters for Board committees

Assist the company in reviewing potential re-domestication of the holding company from Cyprus to another jurisdiction, including providing international tax advice.

c. Ukrainian Legal

Arguments under Ukrainian law to defend against the Investigation

1. [To be discussed and added in the future]
2. Some of the information that Nardello is seeking to learn and document with exhibits may be usable in a domestic defense.

d. International Legal

- i. Evaluate International Arbitration Claim - Analyze whether Burisma may be in position to file an arbitration against Ukraine under the International Convention on the Settlement of Investment Disputes ("ICSID" or the "Convention").

Summary of BSF's Evaluation of ICSID arbitration:

1. The ICSID arbitration rules provide that foreign investors can file arbitrations against countries that interfere with a foreign investment. One of the key requirements under the ICSID rules is that the investor must be a national of a state that is a signatory to the Convention, and the country in which the investment is made must also be a signatory to the Convention. In this case, both

Cyprus (Burisma being a Cypriot entity) and Ukraine are signatories to the Convention, so this requirement appears to be met. Note also that the Netherlands is a signatory to the Convention, should the Burisma become a Dutch corporation.

2. Any potential request for arbitration we may pursue is highly fact dependent, and requires actual harm to Burisma investment.

Threats to take actions harmful to Burisma are not enough — the harm has to involve an actual taking away of Burisma rights, such as a revocation of its licenses to explore and develop petrochemicals in Ukraine, or a refusal to allow it to sell oil and gas.

As a result, we will continue to monitor carefully the events on the ground as they develop. Although Burisma certainly does not want to commence ICSID proceedings before its investments in Ukraine have been harmed, we also want to be able to proceed expeditiously should that occur. Should filing an ICSID arbitration become warranted, we will want to be in position to register a Request for Arbitration (the document that commences the proceedings) promptly with the ICSID Secretariat, and will want to start negotiating with Ukraine over the arbitration procedures.

Those negotiations will include a variety of issues — including the

number of arbitrators, and the identity of our party-nominated arbitrator, if the parties agree that each should nominate one arbitrator, as well as the schedule for the proceedings and various other procedural issues.

4. The Request for Arbitration should be relatively short, and could be prepared and filed within a few weeks of the decision by Burisma to pursue ICSID arbitration. To the degree we would intend to use the Request for Arbitration as a tool to leverage settlement discussions and negotiations, however, we would want to make the Request for Arbitration longer and more fulsome, which could take a month or so of detailed fact development work, including interviews, to accomplish. The arbitration itself will take significantly longer, with a number of rounds of pleadings being filed over multiple years.

III. Public Relations Strategy

a. Overall Strategy

i. Protect Burisma and its leadership from mischaracterizations and or aggressive public inquiry by regularly delivering consistent and fact-based messaging.

Position Burisma as maintaining an evolved and ongoing communications program in line with the westernized leadership standards it has adopted.

10

Use media relations to highlight Burisma's track record and goals to position the company for growth opportunities in the Americas and elsewhere.

iv. Engage in targeted stakeholder engagement in the US and Europe to build relationships with potential investors and partners.

v. Reach Ukrainian officials through strategic engagement in Ukraine and Europe with appropriate media, trade association and industry leaders.

vi Support U.S. government strategy through public messaging that is consistent with Burisma's commitment to U.S. foreign policy in Ukraine.

b. See Exhibit C for "6-Month Communications Plan to Support Potential Litigation" PowerPoint.

EXHIBIT A

BOIES. SCHILLER & FLEXNER LLP



Attorney Work Product

Privileged and Confidential

Draft as of June 20, 2014-Subject to Change

MEMORANDUM

TO: Burisma

FROM: Heather King

DATE: June 23, 2014

RE: Burisma Six-Month U.S. Government Strategy

Goals

We have five primary government relations goals for the next six months related to Burisma:

1. Encourage U.S. Government officials to be vocal advocates for Ukrainian energy sector reforms that promote a more transparent business environment.
2. Raise the visibility of Burisma with key U.S. Government officials, including its concerns about how the company might be negatively impacted by graft and other corruption in Ukraine.

Position U.S. Government officials to be inclined to support Burisma should the Ukrainian Government take any actions that might be damaging to the company.

Communicate the western professionalization of Burisma to non-governmental organizations and private think tanks who are "thought leaders" in the news.

Determine the basis for the cancellation of entry related to Nikolay Zlochevskiyi's multiple entry U.S. visa, believed to be valid through May 11, 2016, and help obtain a new visa.

Indicators of Success

A summary of our outreach activities to date on Burisma's behalf is included below. In addition,

we have also outlined below the key U.S. officials who will be included in our later rounds of outreach and their significance to achieving the goals of our engagement.

Targeted outreach to these political officials, Members of Congress, and their staffs is intended

to advance the overall goal of raising awareness of Burisma with the U.S. and Ukrainian government officials most influential in developing and implementing U.S. foreign policy strategy toward Ukraine, and could yield the following results:

Creating An Echo-Chamber Of Interest In And Positive Conversation About Burisma Among Government Staff And Members. Development of the U.S. response to Ukraine's political transition is truly an interagency effort that spans the entire U.S. Government.

This memo outlines the appropriate lead points of contact within Congress and the Administration regarding Ukraine response efforts. The Members of Congress that we have met with in June are frequently viewed by other U.S. Government officials, as well as foreign leaders, as the most knowledgeable and involved in developing and implementing the U.S. response in Ukraine. Those meetings must come first in order to be respectful of the structure in place by the U.S. government. However, they are just the beginning. These initial conversations yield suggestions for and introductions to additional points of contact both within Congress, as well as at other U.S. Government agencies operating in Ukraine, including the U.S. Agency for International Development (USAID), the Department of Energy (DOE), and the Department of the Treasury. Introductions to these agencies facilitated by the initial contacts in Congress and at the State Department is far more helpful to Burisma than if we contacted the agencies ourselves directly. Thus, we are starting the process of creating an echo-chamber of U.S. officials discussing Burisma between and amongst themselves and encouraging each other to meet with Burisma.

- U.S. Government Facilitating Engagement With the Ukrainian Government. The key contacts that we have suggested are also routinely engaging with government officials and other private sector leaders in Ukraine. For example, we know that many of the individuals who we have already engaged have a good relationship with Ukrainian Ambassador to the United States. Given their leadership on U.S. foreign policy in the region, an introduction to Ukrainian Government officials, such as Ambassador Motsyk

or a delegation representing President Poroshenko, facilitated by specific U.S. government leaders will only enhance our credibility and positively impact how any meetings between Burisma and Ukrainian Government officials in the U.S. are reported back to senior Ukrainian Government leaders.

- **Infirmation.** The individuals that we have identified as the focus for our early engagement are also likely to be able to provide us with the greatest intelligence on future U.S. government activities related to developments in Ukraine. For example, the Chairman and Ranking Members of the Senate and House Subcommittees with jurisdiction over U.S. foreign policy toward Europe are likely to have keen insights on Members of Congress and other U.S. Government officials who might be travelling to the region. Picking up this intelligence will allow us opportunities to influence U.S. Government officials itineraries for travel to Ukraine in a way that is favorable to Burisma. In addition, our engagement has already provided us with advance notice on an upcoming Senate Foreign Relations European Affairs Subcommittee hearing on energy security in Europe. This will allow us to provide Subcommittee members with background on Burisma and Ukraine's energy sector more broadly, as well as strategic messaging well in advance of the hearing. Similarly, our outreach has also given us advance notice to the introduction of legislation in support of energy sector reforms and U.S. technical assistance for the energy industry in Ukraine. Due to our intelligence

gathering, we feel that we are effectively fine tuning our strategy to ensure that Burisma

is positioned to benefit should any additional legislation on Ukraine be enacted into law.

- U.S. Government and Ukrainian Government Helping Burisma Succeed. All of the government officials we have identified as part of our engagement plan have expressed extensive interest in Ukraine, and some have publically indicated that they are aligned with our goals of promoting transparency and mitigating corruption as part of broader reforms to Ukraine's energy sector. Because we know that many of our targets are routinely communicating with their Ukrainian counterparts and other government officials, our goal is that they raise Burisma positively in these conversations. In our previous experience working with U.S. Government officials, we have been solicited for talking points to be used in these conversations and asked to draft letters for Members of Congress and other U.S. agency leaders to send to foreign government officials. This might be yet another opportunity to ensure that messages on corruption and energy sector reforms that are helpful to Burisma are included as a part of bilateral diplomatic communications, and that Burisma's efforts in those areas is recognized in both countries.

EEL Key Strategy Points

We have closely monitored developments on the ground in Ukraine and the U.S. Government response, both in the executive branch and in Congress. In our discussions with government officials, the following points are important:

1. Burisma is Ukraine's leading independent natural gas producer and natural gas is Ukraine's largest source of energy. Approximately 11% of Ukraine's natural gas is provided by private/independent producers like Burisma and Burisma is responsible for approximately 20% that gas production. The company holds licenses in the Azov-Kuban, Carpathian, and Dnieper-Donets Basins — the country's three top-producing and underexplored hydrocarbon regions. Burisma supplies gas mostly to Ukrainian industries, principally steel makers.

2. Burisma has a track record of success and innovation, driven by a strong leadership team including Nikolay Zlochevskiy, a former Ukrainian energy minister, and Alan Apter, a lawyer and investment banker with significant experience globally and in the region. Since its founding in 2002, Burisma has worked to be the best in their field and they have succeeded.

3. Burisma wants to attract foreign investors and expand globally. In 2013, Burisma took significant steps toward their long-term goal of implementing best practices for transparency and corporate governance that are continuing to this day, including help from first-in-class U.S. experts on the law and due diligence.

4. U.S. firms operating in Ukraine are also likely to be impacted by developments in the country's political transition and U.S. foreign policy toward Ukraine. Burisma already has significant relationships with U.S. energy firms, such as ArcelorMittal and

Halliburton, demonstrating the company to be a leader and a reliable partner to U.S. companies.

5. Burisma will expand its operations in response to recent turrnoil in the region, which will contribute to Ukrainian energy independence and create more Ukrainian jobs to provide economic stimulus to the fragile economy. Burisma's expansion plans are dependent upon stability in the region.

6. The U.S. Government is highly aware of widespread corruption in Ukraine's energy sector, While U.S. Government officials recognize that some regulatory reforms have been implemented since Russia's 2009 attempt to cut off natural gas flow to Ukraine, U.S. Government officials believe that cultural change is needed. In addition, U.S. Government officials expect Ukrainian energy sector reforms to occur over several years.

7. We are closely monitoring U.S. Government activities related to enhancing Ukraine's energy security in the near, intermediate, and long terms. The U.S. Government will support a multifaceted approach to energy security in Ukraine, including reverse gas flow arrangements, energy efficiency, and diversification of Ukraine's fuel sources to include more domestic resources. While the Obama Administration is predisposed to support renewable energy, we do not believe that Administration officials have a predisposition against natural gas, especially given the geopolitical crisis in the region.

8. More broadly, we do not anticipate any opposition to Burisma's vision for a more transparent Ukrainian energy sector. In fact, our conversations with State Department officials and congressional staff have only reinforced our belief that the U.S. and Ukraine share the same goal of creating a Ukrainian economy that appears as Western as possible, making it more attractive to U.S. companies seeking to do business in Ukraine. We are confident that Burisma and the U.S. Government share a vision for Ukrainian companies that look more like Western companies than Russian firms.

IV. May 2014

Summarized below are the initial steps taken to execute our government relations strategy for Burisma in May 2014:

- Beginning on the effective date of the contract, ML Strategies assisted Burisma in taking advantage of congressional Members traveling to Ukraine to monitor elections by developing an outreach strategy and preparing background material on the company to be included in briefing books for Members meetings with Ukrainian Government officials.

ML Strategies facilitated introductions for Burisma, as well as talking points on the need for energy sector reformation that results in a transparent business environment, to the following Members of Congress who visited Ukraine during the elections:

- o Senator Kelly Ayotte (R-NH);
- o Senator Ben Cardin (D-MD);

- o Senator Rob Portman (R-OH);
- o Congressman Michael Burgess (R-TX
- o Congressman Steny Hoyer (D-MD);
- o Congressman Peter Roskam (D-IL);
- o Congressman Steve Stockman (R-TX); and
- o Congresswoman Marcy Kaptur (D-OH).

- ML Strategies was able to effectively put Burisma and the issue of energy sector reforms on the radars of key Members traveling to the country. All interactions with congressional staff and Members prior to the Ukrainian elections were positive.

In addition, when ML Strategies learned that former U.S. Senator Ted Kaufman (D-DE) was also traveling to Ukraine as part of a U.S. delegation monitoring elections, ML Strategies provided Senator Kaufman, who had already arrived in Ukraine, with background information on the company. The background materials were well received and we are hopeful that our relationship with Senator Kaufman will result in additional advice and counsel to Burisma.

ML Strategies is currently in the process of following up with staff for all of the Members who traveled to Ukraine, seeking additional insights on their visit to the country and leaving the door open to keeping staff and Members informed of Burisma's activities as Ukraine's political transition continues.

- Additionally, ML Strategies submitted an initial inquiry to the Consular Section of the U.S. Embassy in Kyiv, which initially issued Mr. Zlochevskiy's visa in May 2011, regarding Mr. Zlochevskiy's cancelation of entry to the U.S. After learning that Mr. Zlochevskiy's visa had been revoked but receiving guidance advising Mr. Zlochevskiy to submit a new visa application, we are currently in the process of following up with the U.S. Embassy in Ukraine, as well as the State Department's Ukraine Desk, and if necessary, the Bureau of Consular Affairs in Washington, DC, to inform our expectations for the Embassy's future consideration of Mr. Zlochevskiy's new visa application

V. June 2014

This month, ML Strategies will build upon the actions already executed for Burisma with additional strategic outreach. More specifically:

- Throughout the month of June, ML Strategies built upon its initial outreach by engaging the full Committee and Subcommittee Chairmen and Ranking Members, as well as Committee staff, with jurisdiction over U.S. foreign policy toward Ukraine. These

Members of Congress are frequently viewed by other U.S. Government officials, as well as foreign leaders, as the most knowledgeable and involved in developing and implementing the U.S. response in Ukraine. Also of interest to Burisma, many of these Members of Congress have already introduced and/or co-sponsored legislation expressing support for efforts to increase transparency and reduce corruption and to

5

promote energy sector reforms in Ukraine. As part of this next round of meetings, ML Strategies successfully executed meetings with staff for:

Senate Foreign Relations Committee Chairman Robert Menendez (D-NJ) (June 13th);

o Senate Foreign Relations Committee Ranking Member Bob Corker (R-TN) (June 13th);

o Senate European Affairs Subcommittee Chairman Chris Murphy (D-CT) (June 19th);

o Senate European Affairs Subcommittee Ranking Member Ron Johnson (D-WI)

(June 16th);

o House Foreign Affairs Committee Chairman Ed Royce (R-CA) (June 17th);

o House Foreign Affairs Committee Ranking Member Eliot Engel (D-NY) (June 17th); and

o House Europe, Eurasia, and Emerging Threat Subcommittee Ranking Member William Keating (D-MA) (June 17th).

In order to close out this next round of outreach, and due primarily to some staffing turnover on Capitol Hill, ML Strategies remains in the process of confirming a meeting with:

o Staff for House Europe, Eurasia, and Emerging Threats Subcommittee Chairman Dana Rohrabacher (R-CA).

ML Strategies also plans to introduce Burisma to relevant career officials at the Department of State. Our outreach will be focused on the Ukraine Desk, which serves as the State Department's primary liaison with the U.S. Embassy in Kyiv, as well as the

Bureau of Energy Resources, which is currently in the process of exploring short, intermediate, and long term strategies for Ukraine's energy security, as well as ways the U.S. Government and U.S. industry might support Ukrainian energy production. While our contacts at the State Department are traveling overseas for part of this month, we have already exchanged emails and are hoping to soon schedule introductory phone calls with relevant career staff, including:

- o Joanna Pritchett, Ukraine Desk Officer, Bureau of European and Eurasian Affairs;

and

- o Tom Cunningham, Energy Diplomacy Officer for Europe, Bureau of Energy Resources.

- On June 5th, Senator Ed Markey (D-MA), a member of the Senate Foreign Relations Committee, introduced the Ukrainian Independence from Russia Energy Act. Prior to the bill's introduction, we were made aware of the forthcoming legislation by Senator Markey 's staff.

Of particular interest to Burisma, Senator Markey's legislation directs the U.S.

Department of State to coordinate U.S. activities related to the energy sector of Ukraine

and to prioritize support and technical assistance to increase responsible production and transparency in Ukraine's natural gas sector. The bill explicitly calls for measures that include resource and technology assessments, evaluation of production capabilities, economic assessments of potential resources, and the dissemination of international best practices and the provision of legal and regulatory information and guidance to help establish energy policies that increase transparency and reduce corruption.

Once we have had the opportunity to discuss Senator Markey's bill with Senate Foreign Relations Committee staff, as well as staff for other key players on the Senate Foreign Relations Committee, we might also consider facilitating an introductory meeting with Senator Markey's staff.

- On June 16, ML Strategies learned that USAID Administrator Rajiv Shah would be traveling to Kyiv on June 18th. Because our understanding was that Administrator Shah would be meeting with Ukrainian Government officials to discuss U.S. efforts to attract business invest and support anti-corruption efforts, we reached out to some of our

contacts at USAID in order to provide them with background materials on Burisma to be included in Administrator Shah's briefing book for his trip.

Our one-pager was well received by USAID and given that Administrator Shah announced \$10 million in U.S. support for anti-corruption measures while in Ukraine, we plan to follow up to schedule an in-person meeting with our contacts in USAID's Bureau for Europe and Eurasia and

the Office of Economic Growth who were most closely involved with Administrator Shah's trip, as well as the agency's ongoing focus on Ukraine.

VI. July 2014

In July, ML Strategies will continue to expand its strategic outreach on Burisma's behalf. More specifically:

ML Strategies will build upon its June outreach to Committee leaders in Congress by expanding its outreach on Burisma and energy sector reforms in Ukraine to additional members of Congress with known interests in Ukraine. Targets for this outreach might include, among others:

- o Senators, many of whom are members of the Senate Foreign Relations

- o Committee, who participated in a March 2014 congressional delegation (CODEL)

trip to Ukraine for meetings with Ukrainian Government officials, including:

- Senator John Barrasso (R-WY);
- Senator Dick Durbin (D-IL);
- Senator Jeff Flake (R-AZ);
- Senator John Hoeven (R-ND);
- Senator John McCain (R-AZ); and
- Senator Sheldon Whitehouse (D-RI)

7

o Members of the House of Representatives, including many who serve on the House Foreign Affairs Committee, who participated in an April 2014 CODEL trip to Ukraine that examined Ukraine's efforts to diversify its energy supply and to improve Ukraine's energy efficiency, including:

- Congressman David Cicilline (D-RI);
- Congresswoman Lois Frankel (D-FL);
- Congressman Jim Gerlach (R-PA);
- Congressman Alan Lowenthal (D-CA);

- Congressman Ted Poe (R-TX); and
 - Congressman Mike Quigley (D-IL).
-
- If appropriate, and as a follow up to our introductory calls at the State Department, based on what we have learned to date, ML Strategies will also begin to raise Burisma's visibility at the Department of State with political appointees. If the logistics work out with Vadim's travel, we would plan to submit requests for in-person meetings with our career level contacts at the State Department, and perhaps political officials including, among others:
 - o Special Envoy and Coordinator for International Energy Affairs Carlos Pascual;
and
 - o Deputy Assistant Secretary of State for Energy Diplomacy Amos Hochstein, who we have heard is likely to succeed Ambassador Pascual as U.S. Special Envoy and Coordinator for International Affairs when Ambassador Pascual leaves the Administration in August. Additionally, Deputy Assistant Secretary Hochstein is likely to testify at the July Senate Foreign Relations European Affairs Subcommittee hearing on energy security in Europe.
 - Also dependent on Vadim's travel, our hope would be to also expand our outreach in the Executive Branch, and specifically USAID. Based on our initial outreach to USAID on Administrator Shah's trip to Ukraine, we would like to submit a request for an in-person

meeting with:

- Michael Hathaway, Program Advisor, Bureau for Europe and Eurasia.
- Following up on the recommendation that we received in our first round of in-person Hill meetings, we would also hope to identify the most appropriate contacts at the U.S. Department of the Treasury and facilitate an in-person meeting for Vadim.

VII. August 2014

In August, we anticipate the focus of our engagement will briefly shift in focus from U.S. Government officials to non-governmental organizations ("NGOs") and private sector organizations that contain experts on energy sector issues and Ukraine.

- Because congressional Members and staff are likely to be out of the office due to the Congressional August recess, ML Strategies will take advantage of this opportunity to engage U.S. foreign policy think tanks and policy organizations, especially entities that

have been relatively active on Ukraine. Targets for further research, include, among others:

- o American Security Project;
- o Atlantic Council;
- o Brookings Institution;
- o Center for Strategic and International Studies (CSIS);
- o Council on Foreign Relations;
- o Carnegie Endowment for International Peace;
- o Heritage Foundation;
- o RAND Corporation; and
- o Woodrow Wilson International Center •for Scholars.

VIII. September 2014 and Beyond

As our work together •for Burisma continues, we anticipate that we will be able to provide further

details on our future government relations tactics based on the feedback we receive through our

ongoing and additional strategic outreach. Broadly, we anticipate our activities for September and beyond will include:

- Once Congress returns to Washington in September, ML Strategies plans to further

expand its outreach to Congressional Members and staff more broadly to the full membership of the Senate Foreign Relations Committee and the House Foreign Affairs Committee. These targets for outreach are likely to include:

o Members of the Senate Foreign Relations Subcommittee on European Affairs, including:

- Senator Ben Cardin (D-MD);
- Senator Ed Markey (D-MA);
- Senator James Risch (R-ID); and
- Senator Jean Shaheen (D-NH).

o Members of the House Foreign Affairs Subcommittee on Europe, Eurasia, and Emerging Threats, including:

- Congressman Paul Cook (R-CA);
- Congressman Jeff Duncan (R-SC);
- Congressman Brian Higgins (D-NY);
- Congressman George Holding (R-NC);
- Congressman Tom Marino (R-PA);
- Congressman Gregory Meeks (D-NY); and
- Congressman Albio Sires (D-NJ).

o In addition to the remaining Members of the Senate Foreign Relations and House Foreign Affairs Committee, we would also like to begin to engage both the Senate and House Members of the Commission on Security and Cooperation in Europe, also known as the Helsinki Commission. The Commission has been closely monitoring the situation in Ukraine and has articulated a vision for seeing Ukraine align itself more with the West than with Russia. The Commissioners who we would like to engage include:

- Senator John Boozman (R-AR);
- Senator Richard Blumenthal (D-CT);
- Senator Saxby Chambliss (R-GA);
- Senator Tom Udall (D-NM);
- Senator Roger Wicker (R-MS);
- Congressman Robert Aderholt (R-AL);
- Congressman Steve Cohen (D-TN);
- Congressman Phil Gingrey (R-GA);
- Congressman Alcee Hastings (D-FL);
- Congressman Mike McIntyre (D-NC);

- Congressman Joseph Pitts (R-PA);
- Congresswoman Louise Slaughter (D-NY)
- Congressman Chris Smith (R-NJ).

• In addition to expanding the scope of our outreach on Capitol Hill at the staff level, we would also like to facilitate meetings for Burisma Board Members who might be in Washington, DC, in conjunction with Burisma's September Board of Directors meeting. Based on Board Members availability, we would plan to submit in-person meeting requests, at a minimum, with bipartisan staff for the Senate Foreign Relations and House Foreign Affairs Committees, and possibly Member level meeting requests with key targets, as appropriate.

Also following up on additional recommendations for our first round of meetings, we would also like to facilitate an introduction for Burisma to the appropriate points of contact at DOE. We believe that this meeting will have a much more technical focus on Burisma's current operations and its potential to ramp up natural gas production in Ukraine.

- In addition, if appropriate based on events at the time, ML Strategies will also continue to engage senior State Department political appointees on Burisma.

If Burisma has its next Board meeting in Washington or otherwise plans travel to

Washington, we should consider arranging some meetings with the U.S. Government officials related thereto.

- Should the Ukrainian government take actions against Burisma's licenses, we will move swiftly to engage the help of individuals in U.S. government.

10

Attorney Work Product

Privileged and Confidential

Draft as of June 23, 2014 — Subject to Change

roughly 89% of Ukraine's energy sector is government operated and that Burisma accounts for 20% of the 11% of private sector operations.

2. Staff of Senate Foreign Relations Committee Chairman Robert Menendez (D-NJ)

Following our meeting with Ranking Member Corker's staff, we met with Hal Connolly, who serves as Senator Foreign Relations Committee Chairman Menendez's lead staffer for international energy issues. We were later joined by one of Hal's colleagues who also supports Chairman Menendez's work on the Foreign Relations Committee and had previously worked for

now Secretary of State John Kerry.

Similar to the meeting with Ranking Member Corker's staff, we introduced Burisma and discussed the company's interest in the portions of Senator Markey's bill that overlap with Ranking Member Corker's legislation. Hal agreed that there are key similarities between the bills, particularly in promoting domestic natural gas development and enhanced transparency, and indicated that he has also been providing feedback to Senator Markey's staff.

Hal's colleague was especially interested in discussing corruption in Ukraine. He articulated his perception that many former European Government officials are now working for oil and gas companies and have acquired some wealth. He also questioned to what extent any damaging action against Burisma's licenses might be in retaliation for any of Nikolay Zlochevskiy's actions as a member of the Ukrainian Government.

Also related to transparency, the staffers suggested that the recent legislation passed by the Verkhovna Rada to implement the European Union (EU) code of laws could help to increase transparency in the Ukrainian Government. This legislation is expected to be signed into law by the end of June.

Hal added that Chairman Menendez has talked about doing a second assistance package for Ukraine that would be focused on 1) Russian sanctions, and 2) technical assistance for specific

Ukrainian industries. On sanctions, he said this bill would need to be more realistic than Ranking Member Corker's existing legislation.

In closing, Hal suggested also introducing Burisma to key officials at the State Department's Bureau of Energy Resources (ENR), the U.S. Agency for International Development (USAID), the Department of Energy (DOE), and the Treasury Department.

Staff for Senate European Affairs Subcommittee Ranking Member Ron Johnson (R-WI)

Our next meeting was with Deb Weigel who serves as a Legislative Assistant to Senate European Affairs Subcommittee Ranking Member Johnson. Deb's portfolio includes both energy issues and foreign affairs.

After introducing Burisma, Deb seemed especially interested in how Burisma's business goals could help Ukraine in its efforts to achieve energy independence. In particular, she asked questions about Burisma's current production rates and its timeline and process for ramping up production of Ukraine's domestic natural gas resources.

Attorney Work Product

Privileged and Confidential

Draft as of June 23, 2014 — Subject to Change

Deb also provided some key insights on how the Senate European Affairs Subcommittee might move forward in responding to developments in Ukraine. First, Deb indicated that Ranking Member Johnson's Legislative Director is currently working on drafting an anti-corruption and transparency measure that may ultimately be considered by the Subcommittee. In addition, Deb noted that the Subcommittee has for a while had some interest in holding a hearing on energy security in Europe.

Since our meeting, we have followed up with Deb and asked that she keep us posted on any forthcoming legislation meant to address corruption in Ukraine. We have also offered to serve as a resource as planning for a Subcommittee hearing on energy security continues.

4. Staff for House Europe, Eurasia, and Emerging Threats Subcommittee Ranking Member Bill Keating (D-MA)

Next, we met with the staffers who support Congressman Keating in his role as Ranking Member of the House Europe, Eurasia, and Emerging Threats Subcommittee. Ranking Member Keating's Chief of Staff Garrett Donovan participated in this meeting, along with Moises Mendoza, who serves as a Charles B. Rangel Fellow. We were also joined by some of Ranking Member Keating's Subcommittee staff, including Democratic Staff Director Naz Durakoglu and

Pearson Fellow Craig Conway.

In summary, much of the discussion in this meeting focused on Secretary of State John Kerry, especially given the Massachusetts connections, and the State Departments focus on Ukraine. Like many of our other meetings, Ranking Member Keating's staff seemed especially receptive to Boies, Schiller & Flexner's involvement in helping Burisma to increase its corporate transparency and to pursue more Western-like business standards.

Naz, in particular, had a number of questions about Nikolay Zlochevskiy and questioned whether or not some of the pressure on Burisma's licenses might be in retaliation for his involvement in previous administrations that shifted from being pro-Western to being more pro-Russian. Heather detailed earlier court cases related to Burisma's licenses and noted that Boies, Schiller & Flexner's current engagement with Burisma is focused on heading off any potential re-litigation.

Staff for House Foreign Affairs Committee Chairman Ed Royce (R-CA) and Ranking Member Eliot Engel (D-NY)

Our next meeting was with bipartisan staff on the House Foreign Affairs Committee. From Chairman Royce's staff, we were joined by Nilrnini Rubin, Doug Seay, and Sarah Blocher. Of particular interest, Nilmini previously worked for former Senate Foreign Relations Committee Chairman Dick Lugar (R-IL). We also found Doug to be especially engaged. From Ranking

Member Engels staff, we were joined by Brent Woolfork, who serves as Ranking Member Engels lead staffer on international energy issues for the House Foreign Affairs Committee.

Following our introduction of Burisma, Doug said that even in discussions between senior U.S. and Ukrainian Government officials, there has been some recognition that there is always going

Attorney Work Product

Privileged and Confidential

Draft as of June 23, 2014 — Subject to Change

to be some level of corruption in Ukraine. While Ukrainian officials have privately committed to doing everything possible to mitigate corruption, Doug noted that the outlook remains bleak for

total transparency. The staffers also suggested that it is quite possible that some of the most senior government officials are not aware of corruption that occurs within lower levels of their organizations. Like Burisma, the staff hoped that senior government officials would be concerned about corruption at any level within the bureaucracy. There were also some questions

raised about Nikolay Zlochevskiy's tenure as part of the Ukrainian Government.

The Foreign Affairs Committee staff also asked a number of questions about Burisma's business operations. For example, the staffers were interested in learning more about the difference

between the price Burisma is charging for natural gas and the cost of natural gas that is imported

from Russia. They also asked about the applicability of the Subsoil Code of Ukraine and whether

or not the Ukrainian Government has rights to any percentage of revenues earned or resources developed by Burisma. In addition, the staffers had questions about pipeline infrastructure and wanted to know whether or not Burisma owns any of the pipelines it is using to transport natural gas.

We also discussed some of the pending legislation in both the House and Senate related to how

the U.S. can support Ukraine in its transition, including by promoting transparency and encouraging robust activity in Ukraine's energy sector. Nihnini specifically asked if there might be specific bills that are most preferential to Burisma's interests in Ukraine.

In closing, the staff noted their consensus that Ukraine is in need of technical assistance and sharing of best practices in a number of areas. In addition, the staff expressed a willingness to meet with any Burisma representatives who may visit the U.S., so long as they are open to speaking frankly about Burisma and developments in the country.

Staff for Senate European Affairs Subcommittee Chairman Chris Murphy (D-CT)

Next, we met with Senate European Affairs Subcommittee Chairman Chris Murphy's Chief of Staff Allison Herwitt and his Legislative Assistant for foreign policy Jessica Elledge.

In addition to introducing Burisma, we also followed up on the Subcommittee hearing on energy security in Europe that we had learned about in our earlier meeting with Ranking Member Johnson's staff. We were told that the hearing was being planned for the week of June 23, but will likely be held the week of July 7. Allison said that Deputy Assistant Secretary of State for Energy Diplomacy Amos Hochstein will likely be invited to testify at the hearing. While they had initially considered inviting U.S. Special Envoy for International Energy Affairs Carlos Pascual to testify, given the recent announcement that Ambassador Pascual will leave his position in August, the Subcommittee is now more inclined to have Ambassador Pascual participate once he has left the Administration.

We also discussed the possibility of Senator Murphy facilitating an introduction for Burisma and its U.S. team to Ukrainian Ambassador to the U.S. Olexander Motsyk. In their outreach to the Ukrainian Embassy, Senator Murphy's staff will also probe to see if Ambassador Motsyk would be open to meeting with just Burisma's U.S. legal and lobbying teams or if the Ambassador would be more inclined to meet with a representative of Burisma. We recognize that the

Attorney Work Product

Privileged and Confidential

Draft as of June 23, 2014 — Subject to Change

participants in this meeting could affect how the meeting is reported to the Ukrainian Government.

There was also some discussion on the frequency of U.S. government traveling to Ukraine through the U.S. Embassy in Kyiv. Allison said she thought that at least one House Member might be planning to travel to Ukraine and she would try to confirm that trip. In addition to following up on the House Member who we think might be headed to Ukraine, we also expressed an interest in being alerted to any future congressional trips to Ukraine.

We also got to talking about how much Senator Murphy is enjoying his work on the Senate Foreign Relations Committee. In order to help make his foreign policy work even more relevant to his constituents in Connecticut, we also suggested that Senator Murphy consider speaking to the New York-based Council on Foreign Relations about his engagement on U.S. policy towards Ukraine's political transition. This is one of the think tanks that we are also considering engaging in August.

