

January 30, 2012

Mr. Christophe de Margerie Chief Executive Officer Total SA 2 Place Jean Millier La Defense 6 Courbevoie, Ile-de-France 92400 France

E-mail: Christophe.de-margerie@total.com

Facsimile: (+33) 47-44-78-78

Dear Mr. de Margerie:

I write on behalf of the Association of the Bar of the City of New York (the "Association") to encourage your company to comply with Uganda's freedom of information laws by stating publicly that your company will not object to the release the full details of the oil production sharing agreement between Total SA ("Total") and the government of Uganda relating to Uganda's recently discovered oil fields in the Lake Albert region.

The Association is an independent non-governmental organization with more than 23,000 members in over fifty countries. Founded in 1870, the Association has a long history of dedication to human rights, particularly through its Committee on International Human Rights, which investigates and reports on human rights conditions in the United States and around the world. In addition, the Association's Committee on African Affairs monitors and responds to legal and policy developments in Africa. These committees have identified the nondisclosure of oil contracts as an issue warranting significant concern.

In the case of Charles Mwanguhya Mpagi and Izama Angelo v. Attorney General, Miscellaneous Cause No 751 of 2009, the Chief Magistrate's Court of Nakawa upheld the nondisclosure of production sharing agreements between Uganda and oil companies prospecting in the region, in part because of confidentiality clauses in such agreements requiring the consent of the companies before disclosure could be made. We understand that the issue of whether the companies' confidentiality interests in contracts outweigh the public interest in disclosure is being considered on appeal by the High Court. To date, we are not aware that any of the companies operating in the region have officially consented to disclosure. We note that proprietary and other commercially sensitive information is rarely included in concession agreements, and to our knowledge, Total has not opposed disclosure on the basis of confidentiality. We understand that the case is being appealed and that, according to some news reports, in 2011 the government released details of production sharing agreements to the Ugandan Parliament. We note that we have been unable to independently confirm the release of

the agreements, or that they have been reviewed by Members of Parliament or journalists. Even if the contracts were released to Parliament, because the actions were not taken pursuant to the Freedom of Information law, the government is fighting disclosure in court, and the legal and political environment does not preclude future reversals, we respectfully urge your company to publicly state that it will not object to the release of the full details of the oil production sharing agreement.

The Association supports the efforts of Ugandan non-governmental organizations, acting under the umbrella of Oil Watch Network and Publish What You Pay Uganda, to promote good governance, transparency and accountability in Uganda's oil sector by, among other things, ensuring that the details of proposed and executed contracts involving the disposition of the country's natural resources are made public as a matter of course. We believe that disclosure of Uganda's oil contracts is a necessary first step towards more accountable management of the country's natural resource revenues. Contract transparency permits civil society to assess and debate the merits of oil agreements, as well as effectively monitor the sector to ensure that revenues are accounted for and applied to programs, such as education, health and social security programs, which advance the human rights of Uganda's people.

Article 19 of the Universal Declaration of Human Rights ("UDHR") prominently enunciates the right to access information under the right to freedom of expression. The International Covenant on Civil Political Rights ("ICCPR") and the African Charter on Human and People's Rights ("ACHPR"), to which Uganda is party, also guarantee the right of access to information. Article 21 of the ACHPR further protects the right of all peoples to "freely dispose of their wealth and natural resources" to allow local populations to "fully benefit from the advantages derived from their natural resources." Uganda's access to information regime is contained in the Access to Information Act of 2005 and Article 41 of the Constitution, which provides that "[e]very citizen has a right of access to information in possession of the State," subject to certain limitations. Simply put, the public's ability to scrutinize production sharing agreements relating to Uganda's natural resources is required by Uganda's laws, which must be respected by the Ugandan Government and businesses that operate in the country.

Furthermore, nondisclosure violates Total's own policies. Your company has formally endorsed the Extractive Industries Transparency Initiative ("EITI"), a set of standards relating to transparency, accountability, and multi-stakeholder participation in the management of natural resource wealth for economic development. France also supports EITI. Total participates in the Global Compact, Principle 10 of which supports extractive industry transparency in mandating that "[b]usinesses should work against corruption in all its forms." Total's Code of Conduct recognizes the importance of "contributing to the social and economic development of [Total's] host countries," and its Ethical Business Conduct Statement indicates that it is "committed to strict transparency." As a primary investor in developing the oil fields in the Lake Albert region, Total is naturally in a position of leadership and should use this opportunity to demonstrate a commitment to social responsibility congruent with its mission statement and policies. For your company's laudable policies to be meaningful, they must be put into action.

The Association believes that under international, regional and national laws, and consistent with international best practice, the contracts should be made public. For this reason, we call upon your company to immediately pronounce that it will not oppose public disclosure of

the production sharing agreement. We are sending a similar letter to Tullow Oil plc and CNOOC Limited.

Respectfully submitted,

Stephen Kass

Chair of International Human Rights Committee

cc: His Excellency Mr. Yoweri Kuguta Museveni President of Uganda

State House Nakasero P.O. Box 24594

Kampala, Uganda

Fax: (+256) 414-346-102

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Honorable Ms. Irene Muloni Minister of Energy and Minerals Parliament of Uganda Plot 16-18 Parliamentary Avenue Kampala, Uganda imuloni@parliament.go.ug

Her Excellence Ms. Aline Kuster-Menager Ambassador to the Republic of Uganda Embassy of France in Kampala Lumumba Avenue, Nakasero, P.O. Box 7212 Kampala, Uganda

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Honorable Secretary Hillary Clinton Secretary of State U.S. Department of State 2201 C Street NW Washington, DC 20520

His Excellency Mr. Jerry P. Lanier Ambassador to the Republic of Uganda United States Embassy in Kampala Plot 1577 Ggaba Road P.O. Box 7007 Kampala, Uganda

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January 30, 2012

Mr. Aidan Heavey
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London
W4 5XT
United Kingdom
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Dear Mr. Heavey:

I write on behalf of the Association of the Bar of the City of New York (the "Association") to encourage your company to comply with Uganda's freedom of information laws by stating publicly that your company will not object to the release the full details of the oil production sharing agreement between Tullow Oil plc ("Tullow") and the government of Uganda relating to Uganda's recently discovered oil fields in the Lake Albert region.

The Association is an independent non-governmental organization with more than 23,000 members in over fifty countries. Founded in 1870, the Association has a long history of dedication to human rights, [particularly through its Committee on International Human Rights, which investigates and reports on human rights conditions in the United States and around the world, and its Council on International Affairs.] The Association's Committee on African Affairs monitors and responds to legal and policy developments in Africa, [and its Energy Committee addresses legal regulatory and policy issues concerning, among other things, energy transactions at the local, national and international levels.] All of these bodies have identified the nondisclosure of oil contracts as an issue warranting significant concern.

It is our understanding that in the case of *Charles Mwanguhya Mpagi and Izama Angelo v. Attorney General*, Miscellaneous Cause No 751 of 2009, the Chief Magistrates Court of Nakawa upheld the nondisclosure of production sharing agreements between Uganda and oil companies prospecting in the region, in part because of confidentiality clauses in such agreements requiring the consent of the companies before disclosure could be made. To date, we are not aware that any of the companies operating in the region have consented to disclosure. We note that proprietary and other commercially sensitive information is rarely included in concession agreements, and to our knowledge, Tullow has not opposed disclosure on the basis of

confidentiality. We understand that the case is being appealed and that, according to news reports, in 2011 the government released the details of production sharing agreements to the Ugandan Parliament. We note that we have been unable to independently confirm the release of the agreements, or that they have been reviewed by Members of Parliament or journalists. Assuming the contracts were made public, we welcome the Ugandan Government's step toward enhanced extractive industry transparency. Nevertheless, because the actions were not taken under the Freedom of Information law, the government is fighting disclosure in court, and the legal and political environment does not preclude future reversals, we respectfully urge your company to publicly state that it will not object to the release the full details of the oil production sharing agreement.

The Association supports the efforts of Ugandan non-governmental organizations, acting under the umbrella of Oil Watch Network and Publish What You Pay Uganda, to promote good governance, transparency and accountability in Uganda's oil sector by, among other things, ensuring that the details of proposed and executed contracts involving the disposition of the country's natural resources are made public as a matter of course.

Article 19 of the Universal Declaration of Human Rights ("UDHR") prominently enunciates the right to access information under the right to freedom of expression. The International Covenant on Civil Political Rights ("ICCPR") and the African Charter on Human and People's Rights ("ACHPR"), to which Uganda is party, also guarantee the right of access to information. Article 21 of the ACHPR further protects the right of all peoples to "freely dispose of their wealth and natural resources" to allow local populations to "fully benefit from the advantages derived from their natural resources." Uganda's access to information regime is contained in the Access to Information Act of 2005 and Articles 41 of the Constitution, which provides that "[e]very citizen has a right of access to information in possession of the State," subject to certain limitations." Simply put, the public's ability to scrutinize production sharing agreements relating to Uganda's natural resources is required by Uganda's laws, which must be respected by the Ugandan Government and businesses that operate in the country.

Furthermore, nondisclosure violates Tullow's own policies. Your company has formally endorsed the Extractive Industries Transparency Initiative ("EITI"), a set of standards relating to transparency, accountability, and multi-stakeholder participation in the management of natural resource wealth for economic development. The United Kingdom is also a supporter of EITI. Tullow participates in the Global Compact, Principle 10 of which supports extractive industry transparency in mandating that "[b]usinesses should work against corruption in all its forms." Tullow's Corporate Responsibility Report indicates that it supports a "zero-tolerance" approach to corruption and that it believes that a country's natural resource wealth "should generate long-term economic and social benefits for a country's citizens." As a primary investor in developing the oil fields in the Lake Albert region, Tullow is naturally in a position of leadership and should use this opportunity to demonstrate a commitment to social responsibility congruent with its mission statement and policies. For your company's laudable policies to be meaningful, they must be put into action.

The Association believes that under international, regional and national laws, and consistent with international best practice, the contracts should be made public. For this reason,

we call upon your company to immediately pronounce that it will not oppose public disclosure of the production sharing agreement. We are sending a similar letter to Total and CNOOC Limited.

Respectfully submitted,

Stephen Kass

Chair of International Human Rights Committee

cc: His Excellency Mr. Yoweri Kuguta Museveni President of Uganda State House Nakasero P.O. Box 24594 Kampala, Uganda Fax: (+256) 41-346-102

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January 30, 2012

Mr. Wang Yilin Chairman CNOOC Limited No. 25 Chaoyangmenbei Dajie Dongcheng District Beijing, 100010 P.R. China

Facsimile: (+852) 2525-9322

Dear Mr. Yilin:

I write on behalf of the Association of the Bar of the City of New York (the "Association") to encourage your company to comply with Uganda's freedom of information laws by stating publicly that your company will not object to the release of the full details of the oil production sharing agreement between CNOOC Limited ("CNOOC") and the government of Uganda relating to Uganda's recently discovered oil fields in the Lake Albert region.

The Association is an independent non-governmental organization with more than 23,000 members in over fifty countries. Founded in 1870, the Association has a long history of dedication to human rights, particularly through its Committee on International Human Rights, which investigates and reports on human rights conditions in the United States and around the world. In addition, the Association's Committee on African Affairs monitors and responds to legal and policy developments in Africa. These committees have identified the nondisclosure of oil contracts as an issue warranting significant concern.

It is our understanding that in the case of *Charles Mwanguhya Mpagi and Izama Angelo v. Attorney General*, Miscellaneous Cause No. 751 of 2009, the Chief Magistrates Court of Nakawa upheld the nondisclosure of production sharing agreements between Uganda and oil companies prospecting in the region, in part because of confidentiality clauses in such agreements requiring the consent of the companies before disclosure could be made. To date, we are not aware that any of the companies operating in the region have consented to disclosure. We note that proprietary and other commercially sensitive information is rarely included in concession agreements, and to our knowledge, CNOOC has not opposed disclosure on the basis of confidentiality. We understand that the case is being appealed and that, according to news

reports, in 2011 the government released the details of production sharing agreements to the Ugandan Parliament. We note that we have been unable to independently confirm the release of the agreements, or that they have been reviewed by Members of Parliament or journalists. Assuming the contracts were made public, we welcome the Ugandan Government's step toward enhanced extractive industry transparency. Nevertheless, because the actions were not taken under the Freedom of Information law, the government is fighting disclosure in court, and the legal and political environment does not preclude future reversals, we respectfully urge your company to publicly state that it will not object to the release the full details of the oil production sharing agreement.

The Association supports the efforts of Ugandan non-governmental organizations, acting under the umbrella of Oil Watch Network and Publish What You Pay Uganda, to promote good governance, transparency and accountability in Uganda's oil sector by, among other things, ensuring that the details of proposed and executed contracts involving the disposition of the country's natural resources are made public as a matter of course.

Article 19 of the Universal Declaration of Human Rights ("UDHR") prominently enunciates the right to access information under the right to freedom of expression. The International Covenant on Civil Political Rights ("ICCPR") and the African Charter on Human and People's Rights ("ACHPR"), to which Uganda is party, also guarantee the right of access to information. Article 21 of the ACHPR further protects the right of all peoples to "freely dispose of their wealth and natural resources" to allow local populations to "fully benefit from the advantages derived from their natural resources." Uganda's access to information regime is contained in the Access to Information Act of 2005 and Article 41 of the Constitution, which provides that "[e]very citizen has a right of access to information in possession of the State," subject to certain limitations. Simply put, the public's ability to scrutinize production sharing agreements relating to Uganda's natural resources is required by Uganda's laws, which must be respected by the Ugandan Government and businesses that operate in the country.

Furthermore, nondisclosure violates CNOOC's own policies. CNOOC's 2008 Corporate Social Responsibility Report ("CSR") notes that the company "supports the guidelines regarding human rights outlined in the United Nations Global Compact and actively practices these principles." Principle 10 of the Global Compact supports extractive industry transparency in mandating that "[b]usinesses should work against corruption in all its forms." CNOOC has also indicated in its CSR and elsewhere that it is committed to opposing all forms of corruption. The international community generally and the extractive industry in particular have identified the promotion of transparency in all business transactions as a key component in anti-corruption measures. As China's largest producer of offshore crude oil and natural gas and one of the largest independent oil and gas exploration and production companies in the world, CNOOC is naturally in a position of leadership and should use this opportunity to demonstrate a commitment to social responsibility congruent with its mission statement and policies. For your company's laudable policies to be meaningful, they must be put into action.

The Association believes that under international, regional and national laws, and consistent with international best practice, the contracts should be made public. For this reason,

we call upon your company to immediately pronounce that it will not oppose public disclosure of the production sharing agreement. We are sending a similar letter to Total SA and Tullow Oil plc.

Respectfully submitted,

Stephen Kass

Chair of International Human Rights Committee

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> Honorable Ms. Irene Muloni Minister of Energy and Minerals Parliament of Uganda Plot 16-18 Parliamentary Avenue Kampala, Uganda imuloni@parliament.go.ug

His Excellency Mr. Sun Heping Ambassador to the Republic of Uganda Chinese Embassy in Uganda Facsimile: (+256) 414-235-087 E-mail: chinaemb_ug@mfa.gov.cn Honorable Secretary Hillary Clinton Secretary of State U.S. Department of State 2201 C Street NW Washington, DC 20520

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