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NS Statement re Possible Offer

TULLOW

STATEMENT RE POSSIBLE OFFER

[TULLOW OIL PLC](#)

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Tullow Oil PLC
12 December 2024

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**THIS IS AN ANNOUNCEMENT UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS
(THE "CODE") AND IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN
OFFER UNDER RULE 2.7 OF THE CODE AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL
BE MADE ON THE TERMS ON WHICH ANY OFFER MIGHT BE MADE.**

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

12 December 2024

Tullow Oil plc ("Tullow" or the "Company")

Response to media speculation

The Board of Tullow notes the recent media speculation and confirms that it is in preliminary discussions with Kosmos Energy Ltd ("Kosmos") regarding a possible all-share offer by Kosmos for the Company.

There can be no certainty that any offer will be made, nor as to the terms on which any such offer might be made. A further announcement will be made as and when appropriate.

In accordance with Rule 2.6(a) of the Code, Kosmos is required, by not later than 5.00 p.m. on 28 January 2025, being 28 days after today's date, to either announce a firm intention to make an offer in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer. In either case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This announcement is extended with the consent of the Panel on Takeovers and Mergers (the "Panel") in accordance with the Code.

For the purpose of Rule 2.5(a) of the Code, this announcement is being made by Tullow with the consent of Kosmos.

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This Announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (No 596/2014) (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2020). Upon publication of this announcement, this inside information will be considered to be in the public domain. The person responsible for arranging the release of this announcement on behalf of Tullow is Adam O'Connell, Secretary.

This announcement is not intended to, and does not, constitute or form part of any offer or solicitation of an offer to purchase, subscribe for or otherwise acquire, or to sell, transfer or dispose of any securities or the solicitation of any vote or approval in any jurisdiction, whether pursuant to the Code or otherwise.

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Disclaimer

PJT Partners (UK) Limited ("PJT Partners") which is authorised and regulated by the Financial Conduct Authority in the United Kingdom is acting exclusively for Tullow and no one else in connection with the matters described herein and will not be responsible to anyone other than Tullow for providing the protections and advice described herein. PJT Partners nor for providing advice in connection with the matters described herein. Neither PJT Partners nor any of its subsidiaries, branches or affiliates nor any of their respective directors, officers, employees or agents owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, tort, under statute or otherwise) to any person who is not a client of PJT Partners in connection with this announcement, any statement contained herein or otherwise.

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In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the Code, Barclays and its affiliates will continue to act as exempt principal trader in Tullow and Kosmos Energy plc on the London Stock Exchange. These purchases and activities by exempt principal traders which are made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. Such information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

Barclays has given and not withdrawn its consent to the issue of this document with the inclusion of its name in the form and context in which they are included.

Publication on website

In accordance with Rule 26.1 of the Code, subject to certain restrictions relating to persons outside the United Kingdom, a copy of this announcement will be available at Tullow's website (Tulloil.com) from no later than 12 noon (London time) on 13 December 2024 (being the business day following the date of this announcement). The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Rule 2.9 information

In accordance with Rule 2.9 of the Code, as at the close of business on 12 December 2024 (day prior to the date of this announcement), Tullow confirms that it had in issue 1,458,808, (with a nominal value of 10p each) with voting rights and admitted to trading on the main market of the London Stock Exchange under the ISIN code GB0001500809. Tullow holds no ordinary shares in treasury.

Dealing Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror (being any offeror other than an offeror whose offer has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which the securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's long and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who are interested in relevant securities of the offeree company or of a securities exchange offeror prior to the commencement of the offer period must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8.3(a). A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they shall be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any securities exchange offeror. Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons engaged in the offer on behalf of any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website (www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, the date the offer commenced and when any offeror was first identified. You should contact the Panel's Market

+44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make a Disclosure or a Dealing Disclosure.

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