



Tullow Oil plc

Notice of Annual General Meeting 2007

Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ
Wednesday 30 May 2007, 12 noon

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD
CONTACT AN APPROPRIATE INDEPENDENT ADVISER IMMEDIATELY. IF YOU HAVE
SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN TULLOW OIL PLC
YOU SHOULD FORWARD THIS DOCUMENT TOGETHER WITH THE ACCOMPANYING
FORM OF PROXY TO THE PURCHASER OR TRANSFEREE, OR THE STOCKBROKER,
BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS
EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

Tullow Oil plc

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Registered in England and Wales No. 3919249
Registered Office: 3rd Floor, Building 11, Chiswick Park,
566 Chiswick High Road, London W4 5YS

19 April 2007

Dear Shareholder

Annual General Meeting 2007

The Annual General Meeting ('AGM') of the Company will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday, 30 May 2007 at 12 noon. The Notice convening the AGM is set out on page 4 of this circular. A Form of Proxy and a reply paid envelope for use in respect of the meeting are enclosed. A location map is shown on the reverse of the attendance card that detaches from the Form of Proxy. I would like to take this opportunity to give you some information about the resolutions to be considered at the AGM.

Resolution 1 deals with the receipt and adoption of the Accounts for the financial year ended 31 December 2006 and the associated reports of the Directors and Auditors. The Accounts and the Report of the Directors were signed on behalf of the Board on 23 March 2007 and copies are being posted to shareholders with this circular.

Resolution 2 deals with the declaration of a final dividend of 3.5p per ordinary share which, if approved, will be paid on 6 June 2007 to shareholders on the register of members of the Company on 4 May 2007. Following the interim dividend of 2.0p per share paid on 7 November 2006, this represents an increase of 37.5% over the total dividends paid in respect of the 2005 financial year.

Resolution 3 invites shareholders to approve the Directors' Remuneration Report for the financial year ended 31 December 2006 which is set out on pages 44 to 51 of the Annual Report.

Resolutions 4 to 8 deal with the election/re-election of Directors.

Since the last AGM, Angus McCoss was appointed as an Executive Director on 6 December 2006 and David Williams was appointed as a non-executive Director on 1 June 2006. Both now retire in accordance with the Company's Articles of Association and offer themselves for election. Aidan Heavey and I retire in accordance with the Articles of Association having been in office for three years since our last re-election and offer ourselves for re-election.

As Rohan Courtney has served on the Board for more than nine years, he is retiring and offering himself for re-election in accordance with the Combined Code on Corporate Governance. Mr Courtney has been a non-executive Director since 1993 and was appointed as the Senior Independent Director in 2000. He is Chairman of the Audit Committee and a member of the Nominations and Remuneration Committees. As described in the Corporate Governance Statement in the Annual Report, the Board considers that Rohan Courtney remains independent, notwithstanding that he has been a Board member for more than nine years.

Following a recent performance review of all Directors, the Board is satisfied that each Director offering himself for election/re-election has the skills, experience and commitment necessary to contribute very effectively to the deliberations of the Board. The Board therefore unanimously recommends the election/re-election of the Directors proposed.

Biographical details of those Directors standing for election/re-election appear on page 3 of this document.

Resolution 9 deals with the re-appointment of Deloitte & Touche LLP as auditors of the Company and the authorisation of the Board to fix their remuneration.

Resolution 10 is to give authority to allot shares. In 2004, the Company gave authority to the Directors to allot shares and other securities, in accordance with section 80 of the Companies Act 1985, up to a specified amount. This authority has since been used to allot shares in connection with the Company's acquisition of Energy Africa Limited in 2004, option exercises under the terms of employee share option schemes and, most recently, the Company's acquisition of Hardman Resources Limited. The Directors propose to seek shareholder approval for the renewal of this authority at this year's AGM. Resolution 10 will, if approved, renew the Directors' authority to allot unissued share capital until the date of the Annual General Meeting in 2008 or 29 August 2008, whichever is the earlier. The authority to allot is restricted to shares having up to an aggregate nominal value of £23,919,018, (representing approximately 33.3% of the Company's issued ordinary share capital as at the close of business on 10 April 2007, the latest practicable date before the printing of this circular). The Company does not currently hold any shares in treasury. The extent of the authority follows the guidelines issued by institutional investor bodies. There are no present plans to allot ordinary shares, other than in respect of employee share schemes.

Resolution 11 is to dis-apply pre-emption rights. Section 89 of the Companies Act 1985 gives all shareholders the right to participate on a pro rata basis in all issues of equity shares for cash, unless they agree that this right should be set aside. The effect of this resolution is to empower the Directors, until the date of the Annual General Meeting in 2008 or 29 August 2008, whichever is the earlier, to allot equity shares for cash, otherwise than by an issue offered pro rata to existing shareholders, up to a maximum nominal amount of £3,587,852, representing 5% of the issued ordinary share capital of the Company as at the close of business on 10 April 2007. In addition, the resolution empowers the Directors to deal with fractional entitlements and any practical problems arising in any territory on any offer made on a pro rata basis. The Directors consider that it is appropriate for this authority and these powers to be granted to preserve maximum flexibility for the future.

Resolution 12 deals with the use of electronic communications. The Companies Act 2006 contains new provisions regarding electronic communications with shareholders with the aim of moving from a 'paper first' to a 'web first' system. Whilst the earlier legislation permitted the Company to communicate with shareholders electronically, shareholders had to specifically request to receive communications in this manner. However, the new regime makes it possible for electronic communication to become the default method of communication, so shareholders must then specify if they wish to receive communications in paper form.

The Company would like to take advantage of the new legislation when it feels appropriate and is therefore proposing an enabling resolution to authorise the use of its website as a means of communicating with shareholders who do not request documentation in paper form.

If approved by shareholders, the new regime will require that the Company consults with its shareholders individually as to whether they wish to receive information through a website or to continue receiving documents by post. If a shareholder agrees that the Company may send or supply shareholder information by electronic means, then future communications with that shareholder will be by means of a website. If a shareholder fails to respond to the consultation within 28 days, then such shareholder is deemed to have agreed to receive communications by electronic means.

Notwithstanding any prior request or deemed consent to receive communications electronically, a shareholder may at any time tell the Company that he or she wishes to receive all or specific information in paper form. In addition, the Company has to notify shareholders who receive information in electronic form when certain key information is available on the Company's website. This notification will, typically, be sent by the Company around the time of publication of its annual reports and accounts and the notice convening its annual general meeting.

The advantage to the Company were it to implement these provisions would be reduced printing and mailing costs and there are of course the environmental benefits associated with the reduced use of paper.

Recommendation

Your Directors believe that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they propose to do so in respect of their own shareholdings.

Yours faithfully



Pat Plunkett, Chairman

Directors' biographies

In respect of those Directors seeking election or re-election at the AGM

Angus McCoss

Exploration Director (Age 45)

Angus McCoss was appointed to the Board in December 2006. He joined Tullow in April 2006 as General Manager Exploration. A geologist with a BP sponsored PhD; Dr McCoss has 20 years of wide-ranging exploration experience, working primarily with Shell in Africa, Europe, China, South America and the Middle East. He has held a number of senior positions within Shell including Americas Regional Vice President Exploration and ultimately as the General Manager of Exploration throughout onshore and offshore Nigeria.

David Williams

Non-Executive Director (Age 61)

David Williams was appointed as a non-executive Director on 1 June 2006. He is a member of the Audit, Nominations and Remuneration Committees. A Chartered Accountant, he brings a wealth of public company experience to Tullow from 15 years with Bunzl plc where he was Finance Director, and prior to that as Finance Director of Tootal Group plc. He was a non-executive director of The Peninsular and Oriental Steam Navigation Company plc until its acquisition in 2006. He is currently a non-executive director of Meggitt PLC and of George Wimpey plc, where he is also the Senior Independent Director.

Aidan Heavey

Chief Executive Officer (Age 54)

A founding Director and shareholder of the Company, Aidan Heavey has played a key role in the development of Tullow from its formation in 1985, to its current international status as a leading independent oil and gas exploration and production group. A Chartered Accountant, he previously held roles in the airline and engineering sectors in Ireland. He is a member of the Nominations Committee. Aidan is a director of Traidlinks, an Irish based charity established to develop and promote enterprise and diminish poverty in the developing world, particularly Africa.

Patrick Plunkett

Chairman (Age 56)

Pat Plunkett joined the Board as a non-executive Director in 1998 and was appointed non-executive Chairman in 2000. He is also Chairman of the Nominations and Remuneration Committees. Mr Plunkett is an accountant with over thirty years experience in the financial services sector and is a former director of the Irish Stock Exchange. He managed the stockbroking and corporate finance businesses of ABN AMRO Bank in Ireland from 1993 to 1998. Since then he has been providing strategic advice and non-executive director services to a number of private companies.

Rohan Courtney

Senior Independent Director (Age 59)

Rohan Courtney has been a non-executive Director since 1993 and Senior Independent Director since 2000. He is Chairman of the Audit Committee and a member of the Nominations and Remuneration Committees. Mr Courtney was a career banker for 27 years and held senior positions in London and Hong Kong, including that of Chief Executive Europe of the State Bank of New South Wales from 1982 to 1990. Between 1991 and 1996, he advised and represented major shareholders on the boards of several private and public companies. From 1996 to 2001, he was Executive Chairman of West 175 Media Group Inc. He is currently a director and partner in the UCG Partnership, a trade association established to promote underground coal gasification around the world.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Tullow Oil plc (the 'Company') will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday, 30 May 2007 at 12 noon to consider and, if thought fit, to pass the resolutions set out below, of which Resolutions 1 to 10 and 12 will be proposed as ordinary resolutions and Resolution 11 will be proposed as a special resolution.

Ordinary Business

- 1 To receive and adopt the Company's accounts for the financial year ended 31 December 2006 and the associated reports of the Directors and Auditors.
- 2 To declare a final dividend of 3.5p per Ordinary Share for the financial year ended 31 December 2006.
- 3 To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2006.
- 4 To elect Angus McCoss as a Director.
- 5 To elect David Williams as a Director.
- 6 To re-elect Aidan Heavey as a Director.
- 7 To re-elect Patrick Plunkett as a Director.
- 8 To re-elect Rohan Courtney as a Director.
- 9 To re-appoint Deloitte & Touche LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors of the Company to determine their remuneration.

Special Business

- 10 THAT the Directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £23,919,018 provided that this authority shall expire at the date of the Annual General Meeting of the Company held in 2008 or on 29 August 2008, whichever is the earlier, but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all existing authorities under section 80 of the Act, to the extent unused.
- 11 THAT subject to the passing of resolution 10 proposed at the Annual General Meeting of the Company convened for 30 May 2007 ('Resolution 10'), the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (as amended) ('the Act') in substitution for any existing power under section 95 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, to allot equity securities (as defined in section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority under section 80 of the Act conferred on the Directors by Resolution 10 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue, open offer or other offer or issue of such securities by way of rights to or in favour of the holders of ordinary shares in the capital of the Company on the register of members at such record date(s) as the Directors may determine where

the equity securities respectively attributable to the interests of all the holders of such ordinary shares are proportionate (as nearly as practicable) to the respective numbers of such ordinary shares held or deemed to be held by them on any such record date(s) provided that the Directors may make such exclusions or other arrangements in respect of overseas holders of ordinary shares and in respect of treasury shares, fractional entitlements or legal or practical problems arising in connection with the laws of, or any legal or practical requirements of any regulatory body or authority or stock exchange in, any territory as they may consider necessary or convenient; and

- (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £3,587,852;

and shall expire at the date of the Annual General Meeting of the Company held in 2008 or on 29 August 2008, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority under section 80 of the Act conferred on the Directors by Resolution 10' were omitted.

- 12 To authorise the Company generally and unconditionally to use electronic communications with its shareholders and in particular to authorise the Company to send or supply documents or information to its shareholders by making them available on a website.



By Order of the Board

Tom Hickey, Secretary
19 April 2007

Registered Office: 3rd Floor, Building 11, Chiswick Park,
566 Chiswick High Road, London W4 5YS

Notes

- 1 Shareholders may attend and vote at the meeting in person or may alternatively vote by post or electronically. For details about appointing a proxy or proxies to vote on your behalf including appointing proxies using the CREST system please refer to the reverse of the proxy form.
- 2 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, hereby specifies that only those members registered on the Register of Members of the Company as at 6.00pm on 28 May 2007 (or, if the meeting is adjourned, members registered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of shares registered in their name at that time. Changes to entries on the Register of Members after 6.00pm on 28 May 2007 (or, if the meeting is adjourned, within 48 hours of the time fixed for the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
- 3 The register of interests of the Directors and their families in the share capital of the Company and copies of Directors' service contracts and non-executive Directors' letters of appointment are available for inspection at the registered office of the Company during usual business hours on any weekday until the date of the Annual General Meeting and will be available for inspection at the place of the meeting on 30 May 2007 for 15 minutes prior to and until the conclusion of the meeting.