

TULLOW

Tullow Oil plc

2024 Notice of Annual General Meeting

16 MAY 2024 at 11.00AM

The London offices of Tullow Oil plc, 9 Chiswick Park,
566 Chiswick High Road, London W4 5XT

This document is important and requires your immediate attention.

If you are in any doubt as to what action you should take, or any aspect of the proposals referred to in this document, you should consult an appropriate independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your shares in Tullow Oil plc, please forward this document (but not the accompanying personalised 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

(Incorporated and registered in England and Wales with registered number 03919249)

Letter from the Chair of the Board

Tullow Oil plc

Registered in England and Wales No. 3919249
Registered office: 9 Chiswick Park,
566 Chiswick High Road, London W4 5XT

21 March 2024

Dear shareholder,

Annual General Meeting 2024

The Annual General Meeting (AGM) of the Company will be held at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT, on 16 May 2024 at 11.00am. The Notice convening the AGM is set out on pages 7 to 10 of this document. A Form of Proxy for use in respect of the AGM and a prepaid reply 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: Reports and accounts

This Resolution deals with the receipt and adoption of the accounts for the financial year ended 31 December 2023 and the associated reports of the Directors and auditor.

Resolution 2: Directors' remuneration

In accordance with the Companies Act 2006 (the Act), the Company's Directors' Remuneration Report is divided into three parts: (i) the Annual Statement by the Chair of the Remuneration Committee; (ii) the Directors' Remuneration Policy Report; and (iii) the Annual Report on Remuneration.

- The Annual Statement by the Chair of the Remuneration Committee, which is set out on pages 83 to 103 of the Annual Report and Accounts, provides a summary of the Directors' Remuneration Policy Report and the Annual Report on Remuneration.
- The Directors' Remuneration Policy Report which is set out on pages 104 to 113 of the Annual Report and Accounts sets out the Company's future policy on Directors' remuneration. This Policy Report was approved by shareholders at the AGM of the Company held in 2023. As no changes are proposed to be made to the Policy and the approval obtained in 2023 is effective for three years, shareholder approval is not being sought in respect of the Policy Report this year.
- The Annual Report on Remuneration is set out on pages 92 to 103 of the Annual Report and Accounts and gives details of the payments and share awards made to the Directors in connection with their and the Company's performance during the year ended 31 December 2023. It also details how the Company's policy on Directors' remuneration will be operated in 2024 (although, for ease of reference, those details have also been presented within the Directors' Remuneration Policy Report).

Resolution 2 invites shareholders to approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the financial year ended 31 December 2023. Resolution 2 is an advisory vote and will not affect the way in which the Company's Remuneration Policy has been implemented during the year under review.

Resolutions 3 to 11: Re-election or election of Directors

These Resolutions deal with the re-election or election of Directors.

In accordance with the provisions of the UK Corporate Governance Code, each of the Directors will stand for re-election, save for: Rebecca Wiles, who will stand for election for the first time since her appointment by the Board in June 2023 as a Non-Executive Director.

Following an internally facilitated evaluation of the effectiveness of the Board and each of its Directors which took place in early 2024, the Board is satisfied that each Director being proposed for re-election or election has the skills, experience and commitment necessary to contribute effectively to the Board. The Board therefore unanimously recommends the re-election and election (as applicable) of the Directors set out in Resolutions 3 to 11. Biographical details of each of the Directors standing for re-election or election appear on pages 4 to 6 of this document, including the reasons why the Board believes the Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolutions 12 and 13: Appointment of auditor

These Resolutions deal with the re-appointment of Ernst & Young LLP as auditor of the Company and the authorisation of the Audit Committee to determine its remuneration.

Resolution 14: Directors' authority to allot shares

This Resolution is proposed as an ordinary resolution to give authority to the Directors to allot shares. This Resolution will, if approved, renew the Directors' authority to allot shares until the conclusion of the AGM to be held in 2025 or 30 June 2025, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of £48,471,239 representing approximately one-third of the Company's issued ordinary share capital on 5 March 2024, being the latest practicable date prior to the publication of this document. As at 5 March 2024, being the latest practicable date prior to publication of this document, the Company did not hold any shares in treasury.

The extent of the authority is in line with the Share Capital Management Guidelines issued by the Investment Association. There are no present plans to allot shares other than in connection with employee share schemes. After careful consideration, including considering the views expressed by shareholders, the Directors have decided to continue the approach taken in 2023 and not seek authority for the disapplication of pre-emption rights at the AGM as the Company has done in previously. Although not currently anticipated, should the Company require to allot shares for cash on a non-pre-emptive basis (other than shares allotted in connection with employee share schemes, which may be allotted on a non-pre-emptive basis pursuant to section 566 of the Act) prior to the AGM to be held in 2025, a separate general meeting would be called at which the relevant disapplication of pre-emption resolutions would be put to shareholders.

Special resolution

The following Resolution is proposed as a special resolution:

Resolution 15: Notice of general meetings

This Resolution is proposed as a special resolution and seeks shareholder approval for holding general meetings on 14 clear days' notice. Under the Act, the notice period for the holding of general meetings (other than an annual general meeting) of a company is 21 clear days unless shareholders agree to a shorter notice period and certain other conditions are met. The Company currently has the power to call general meetings (other than annual general meetings) on 14 clear days' notice. The Board believes it is in the best interests of shareholders to preserve the shorter notice period and, accordingly, proposes that Resolution 15 be passed as a special resolution.

The Board confirms that it will only call general meetings on shorter notice for non-routine business and where the timing of the meeting is considered to be urgent and abridged notice is considered to be in the interests of shareholders as a whole. If this Resolution is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the conclusion of the AGM to be held in 2025.

Feedback from stakeholders

Following due consideration and taking into account the view of our shareholders, the Directors have decided not to seek the authority to allow the Company to make market purchases of the Company's ordinary shares. Should the Company require such authority, prior to the AGM to be held in 2025, a separate general meeting would be called to seek such authority.

Poll voting

Each of the Resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. Any Directors who have been appointed as proxies will cast those votes as directed by the person who appointed them. The results of the polls will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM, and no later than 6.00pm on 16 May 2024.

Action to be taken

A Form of Proxy for use in respect of the AGM and a prepaid reply envelope are enclosed. Please complete, sign and return the enclosed Form of Proxy as soon as possible in accordance with the instructions printed thereon whether or not you intend to be present at the AGM. The Form of Proxy should be returned so as to be received by the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and by no later than 11.00am on 14 May 2024. You can also appoint a proxy online at www.investorcentre.co.uk/eproxy or through CREST. Further details of how to do so are set out in the notes to the Notice of AGM on pages 8 to 10 of this document.

Ghanaian shareholders

To allow our shareholders in Ghana to participate in the AGM, we have put in place special procedures for them to cast their votes and appoint a proxy. The procedures are explained in advertisements we will shortly place in local newspapers in Ghana. In summary, Forms of Proxy may be obtained from our Registrar in Ghana. If any of our Ghanaian shareholders need further assistance, they should contact Central Securities Depository (GH) Limited, 4th Floor, Cedi House, P.M.B CT, 465 Cantonments, Accra, Ghana (telephone +233 (0) 303 972 254/(0) 302 689 313) or email info@csd.com.gh.

Recommendation

The Board believes that the proposals above are most likely to promote the success of the Company and are in the best interests of shareholders as a whole and unanimously recommend that you vote in favour of Resolutions 1 to 15 as they intend to do in respect of their entire holdings which amount to 25,834,870 ordinary shares, representing approximately 1.78 per cent of the Company's issued ordinary share capital as at 5 March 2024, being the latest practicable date prior to the publication of this document. Further details of the Directors' shareholdings can be found on page 101 of the Annual Report and Accounts for the year ended 31 December 2023.

Yours faithfully



Phuthuma Nhleko
Chair of the Board

Directors' biographies

The following biographies are of those Directors seeking re-election or election (as applicable) at the AGM and set out the key strengths and experience of each Director which are relevant to the long-term sustainable success of the Company and therefore the reason why the Board believes each Director's contribution is, and continues to be, important to the Company's long-term sustainable success:

Phuthuma Nhleko

Non-Executive Director and Chair of the Board

Nationality: South African; Appointment: 2021; Tenure: 3 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term sustainable success:

Executive leadership, public company governance and leadership, emerging markets, engineering, investor relations, corporate finance, business development, risk management, technology and innovation.

Experience relevant to Tullow Oil plc's long-term sustainable success:

Phuthuma brings extensive emerging markets experience to Tullow having worked successfully across Africa over the past three decades. Phuthuma was chief executive of MTN Group, the leading pan-African telecommunications company, from 2002 to 2011. During his time with MTN, the group grew rapidly in Africa and the Middle East, gaining over 185 million subscribers to become one of the largest listed companies in Africa. In 2013, Phuthuma returned to MTN as a non-executive director and chairman until 2019. This included a period as executive chairman from 2015 to 2017. He remained part of the international advisory board for the business until August 2021. After stepping down as chief executive of MTN in 2011, Phuthuma was a non-executive director at BP plc (2011-16) and Anglo-American plc (2011-15). He also served previously on the boards of Nedbank and Old Mutual in South Africa. Phuthuma is Chair of the Nominations Committee.

Current external roles: Phuthuma is chairman of Phembani Group, an investment group which he founded in 1994, and is chairman of the Johannesburg Stock Exchange Ltd. Phuthuma is also a non-executive director of South African downstream energy company Engen Petroleum, and a non-executive director of IHS Towers, the NYSE-listed emerging markets telecom infrastructure provider.

Rahul Dhir

Chief Executive Officer

Nationality: British; Appointment: 2020; Tenure: 4 years; Independent: No

Key strengths applicable to Tullow Oil plc's long-term sustainable success:

Upstream business, exploration, development and operations, executive leadership, capital markets, M&A, environment, health, safety and sustainability.

Experience applicable to Tullow Oil plc's long-term sustainable success:

Rahul has substantial leadership experience in the oil and gas industry, having founded Delonex Energy, an Africa-focused oil and gas company, in 2013. Prior to establishing Delonex, Rahul spent six years at Cairn India as chief executive officer and managing director. Under his leadership Cairn India successfully completed a \$2 billion IPO and grew to a market value of nearly \$13 billion with operated production of over 200,000 barrels of oil equivalent per day. Rahul started his career as a petroleum engineer, before moving into investment banking where he led teams at Morgan Stanley and Merrill Lynch, advising major oil & gas companies on merger and acquisition and capital market related issues.

Current external roles: Rahul is a member of the International Board of Advisors at the University of Texas at Austin.

Richard Miller

Chief Financial Officer

Nationality: British; Appointment: 2023; Tenure: <2 years; Independent: No

Key strengths applicable to Tullow Oil plc's long-term sustainable success:

Upstream oil and gas, capital markets, M&A, financial management, audit and assurance.

Experience applicable to Tullow Oil plc's long-term sustainable success:

Richard has extensive oil & gas and financial experience. He has been acting as Interim CFO since April 2022 and has been with Tullow since 2011. During that time Richard led the Tullow Finance team, supporting a number of acquisitions, disposals and capital markets transactions. Richard is a Chartered Accountant and he joined Tullow from Ernst & Young LLP where he worked in the audit and assurance practice.

Current external roles: None

Martin Greenslade

Senior Independent Director

Nationality: British; Appointment: 2019; Tenure: 5 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term sustainable success:

Corporate finance, accounting and audit, risk management and executive and public company leadership.

Experience applicable to Tullow Oil plc's long-term sustainable success:

Martin, a Chartered Accountant, has extensive corporate financial experience from a 35-year career in the property, engineering and financial sectors in the UK and across Africa, Scandinavia and Europe. From 2005 to 2021 Martin was chief financial officer at Land Securities Group plc, a listed UK real estate company. Previously, he spent five years as group finance director of Alvis plc, an international defence and engineering company. Martin holds an MA in Computer and Natural Sciences from Cambridge University and is also a graduate of the Stanford Executive Program, Stanford University, California. Martin is a member of the Remuneration and Nominations Committees and is Chair of the Audit Committee.

Current external roles: Martin is the group chief financial officer at Red Sea Global, Saudi Arabia, and a board trustee of the UK arm of International Justice Mission, a human rights charity focused on protecting the poor from violence and ending human slavery.

Sheila Khama

Non-Executive Director

Nationality: Motswana; Appointment: 2019; Tenure: 5 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term sustainable success:

Extractives project and policy reform, executive leadership, corporate governance, business development, public-private partnership and sustainability.

Experience applicable to Tullow Oil plc's long-term

sustainable success: Sheila brings to Tullow a wealth of executive experience in the banking and natural resources sectors across Africa. Sheila served as the chief executive officer of De Beers Botswana from 2005 to 2010, after which she served as a director of the extractives advisory programme at the African Centre for Economic Transformation. In 2013, Sheila took up a position as director of the Natural Resources Centre at the African Development Bank, Abidjan, Côte d'Ivoire. Sheila subsequently became a policy adviser at the World Bank in Washington in 2016. In both roles she advised host governments on sustainable development policies for natural resources. During this time she also represented the African Development Bank as an observer on the international board of directors of the Extractive Industries Transparency Initiative. Sheila holds a BA from the University of Botswana and an MBA from the Edinburgh University Business School. Sheila is a member of the Safety & Sustainability Committee and Nominations Committee.

Current external roles: Sheila is currently a member of the Advisory Board of the Centre for Sustainable Development Investment, Columbia University, and the audit committee of the United Nations Office of Operations, a non-executive director of the Development Partner Institute, a non-executive director of Base Resources Limited and a non-executive director of The Metals Company, which is listed on the NASDAQ Stock Exchange in New York.

**Mitchell Ingram
Non-Executive Director**

Nationality: British; Appointment: 2020; Tenure: 4 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term

sustainable success: Upstream business, corporate finance, accounting and audit, business development, risk management, executive leadership, investor and government relations.

Experience applicable to Tullow Oil plc's long-term

sustainable success: Mitchell has a wealth of oil and gas executive experience, having established a distinguished career spanning over 28 years of experience in the oil and natural gas industry. Mitchell joined Anadarko in 2015 and became executive vice-president of international, deep water and exploration in 2018. Prior to this, he served as development director and then asset general manager for the Karachaganack field in Kazakhstan at BG Group, following his time as managing director of QGC Australia. Mitchell began his career at Occidental and spent 22 years in a number of technical and operational roles in the UK North Sea, Qatar and Libya. Mitchell holds a BSc in Engineering Technology from Robert Gordon University in Aberdeen. Mitchell is a member of the Remuneration Committee and Chair of the Safety & Sustainability Committee.

Current external roles: None.

**Genevieve Sangudi
Non-Executive Director**

Nationality: Tanzanian; Appointment: 2019; Tenure: 5 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term

sustainable success: Corporate finance, accounting and audit, business development, risk management, executive leadership and investor relations.

Experience applicable to Tullow Oil plc's long-term

sustainable success: Genevieve has considerable marketing, investment and fund management experience gained during a 22-year career in the financial sector in the US and across Africa. Genevieve began her career in business development as a marketing executive at Procter & Gamble, Boston, before joining Emerging Capital Partners, a pan-African private equity firm, as a partner and managing director. At Emerging Capital Partners Genevieve served on the boards of portfolio companies working closely with the executive teams and set up the company's operations in Nigeria. Since 2011, Genevieve has been managing director, Sub-Saharan Africa, for the American private equity company Carlyle Group, based in Johannesburg, South Africa, leading on a number of significant transactions in Gabon, Tanzania, Nigeria and Uganda. Genevieve holds a BA from Macalester College, St Paul, Minnesota, an MA in International Affairs from Columbia University, New York, and an MBA from the Columbia Business School, Columbia University. Genevieve is the Chair of the Remuneration Committee and is a member of the Safety & Sustainability Committee.

Current external roles: Genevieve is currently managing director, Sub-Saharan Africa, for the American private equity company Carlyle Group.

**Road Goethe
Non-Executive Director**

Nationality: German; Appointment: 2023; Tenure <2 years; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term

sustainable success: Upstream business, finance, development, executive leadership, capital markets and M&A.

Experience applicable to Tullow Oil plc's long-term

sustainable success: Roald is a highly experienced oil and gas executive with extensive commercial knowledge of the energy industry in Africa. In 2006 he founded Delaney Petroleum Ltd, trading crude oil and petroleum products predominantly within West Africa and the Middle East. Prior to establishing Delaney, Roald spent 11 years at Trafigura Group, where he had an integral role in the development of the group's oil trading activities, primarily in West Africa. Roald is a member of the Audit and Remuneration Committees.

Current external roles: Roald is a director of ROFGO Racing Limited.

**Rebecca Wiles
Non-Executive Director**

Nationality: British; Appointment: 2023; Tenure <1 year; Independent: Yes

Key strengths applicable to Tullow Oil plc's long-term

sustainable success: Subsurface, geoscience, technology, emerging markets, commercial, government relations, safety and risk management and executive leadership.

Experience applicable to Tullow Oil plc's long-term

sustainable success: Rebecca has significant technical subsurface and geoscience expertise gained during a 33-year career at BP plc (BP). She also has extensive emerging markets, commercial and operational experience having served as vice president of exploration and appraisal at BP Angola and as managing director of BP's Norway business. Rebecca is a member of the Audit and Safety & Sustainability Committees.

Current external roles: Rebecca is a non-executive director of SES Water.

Notice of Annual General Meeting 2024

Notice is hereby given that the Annual General Meeting of Tullow Oil plc (the Company) will be held at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT, on 16 May 2024 at 11.00am to transact the following business:

To consider and, if thought fit, pass the following Resolutions, of which Resolutions 1-14 (inclusive) are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed, and Resolution 15 is a special resolution which requires a 75 per cent majority of the votes cast to be in favour in order to be passed. A poll will be carried on each of the Resolutions. Further details are set in the explanatory notes to this Notice of AGM.

Ordinary resolutions

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2023, together with the reports of the Directors and auditor thereon.
2. To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration set out on pages 83 to 103 and 104 to 113 of the Company's Annual Report and Accounts for the financial year ended 31 December 2023.
3. To re-elect Phuthuma Nhleko as a Director of the Company.
4. To re-elect Rahul Dhir as a Director of the Company.
5. To re-elect Richard Miller as a Director of the Company.
6. To re-elect Martin Greenslade as a Director of the Company.
7. To re-elect Sheila Khama as a Director of the Company.
8. To re-elect Mitchell Ingram as a Director of the Company.
9. To re-elect Genevieve Sangudi as a Director of the Company.
10. To re-elect Roald Goethe as a Director of the Company.
11. To elect Rebecca Wiles as a Director of the Company.
12. To re-appoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in 2025.
13. To authorise the Audit Committee to determine the remuneration of the auditor of the Company.

14. THAT the Board of Directors of the Company (the Board) be and is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate nominal amount of £48,471,239 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 or on 30 June 2025, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolution

15. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on no less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2025.

By Order of the Board



Adam Holland
Company Secretary

5 March 2024

Registered office:

9 Chiswick Park
566 Chiswick High Road
London W4 5XT

Registered in England and Wales
No. 03919249

Notes

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting (AGM) in person, you should arrive at the venue in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Computershare Investor Services PLC (the Registrar), prior to being admitted to the AGM.

2. Audio cast and AGM website

This year, we are enabling shareholders to listen to a live audio cast of the AGM as well as participate remotely.

In order to participate at the meeting, you will need to visit www.meetnow.global/TULLAGM2024 on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day.

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy/Attendance Card. If you are an appointed proxy or a corporate representative, you will have had to be provided with a unique invite code to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting.

Access to the meeting via www.meetnow.global/TULLAGM2024 will be available from 10.00am. During the meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on Resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

Technical issues

If you experience any technical issues with the site, you may either call our Registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting, you should contact our Registrar on the shareholder helpline.

Process

The process of asking questions and accessing the AGM audio casting will be further explained within the application and located on the information page.

Duly appointed proxies and corporate representatives

Please contact the Company's Registrar before 5.30pm on 14 May 2024 on the shareholder helpline number: +44 (0) 370 703 6242 for your Shareholder Reference Number (SRN) and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Shareholders should note that electronic entry to the AGM will open at 10.00am on 16 May 2024, and the meeting will formally start at 11.00am.

3. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Form of Proxy, or the email notification you would have received if you choose to receive communications electronically from the Registrar, Computershare. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chair of the AGM) and give their instructions directly to them. Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus. A member may instruct their proxy to abstain from voting on any Resolution to be considered at the AGM by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the Resolution. The appointment of a proxy will not prevent a member from attending the AGM and voting in person if they wish. A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 12 below.

4. Appointment of a proxy online

As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online at: www.investorcentre.co.uk/eproxy. In order to appoint a proxy using this website, members will need their Control Number, Shareholder Reference Number and PIN. This information is printed on the Form of Proxy. If for any reason a member does not have this information, they will need to contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus. Members must appoint a proxy using the website, www.investorcentre.co.uk/eproxy, no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting.

5. Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the AGM is enclosed. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. If you do not have a Form of Proxy and believe that you should have one, or you require additional Forms of Proxy, please contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus.

6. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

7. Appointment of proxy through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00am on 14 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

8. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

9. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

10. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00pm on 14 May 2024 (or, if the AGM is adjourned, at 6.00pm on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Unacceptable behaviour will not be tolerated at the AGM and will be dealt with appropriately by the Chair.

11. Votes to be taken by a poll

At the AGM all votes will be taken by a poll rather than on a show of hands. It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM, and no later than 6.00pm on 16 May 2024.

12. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the Act) to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

13. Website giving information regarding the Annual General Meeting

Information regarding the AGM, including information required by section 311A of the Act, and a copy of this Notice of AGM are available from www.tulloil.com.

14. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with the auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

15. Member resolution

Under section 338 and section 338A of Act, members meeting the threshold requirements in those sections have the right to require the Company (a) to give to members of the Company entitled to receive notice of meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting and/or (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or person making it, must be received by the Company not later than 4 April 2024, being the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

16. Voting rights

As at 5 March 2024, being the latest practicable date prior to the publication of this document, the Company's issued share capital consisted of 1,454,137,162 Ordinary Shares, carrying one vote each. As at 5 March 2024, being the latest practicable date prior to the publication of this document, the Company did not hold any shares in treasury. Therefore, the total voting rights in the Company as at 5 March 2024 were 1,454,137,162 votes.

17. Notification of shareholdings

Any person holding 3 per cent or more of the total voting rights of the Company who appoints a person other than the Chair of the AGM as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules. As at 5 March 2024, being the latest practicable date prior to the publication of this Notice, no notifications in respect of substantial shareholdings had been received other than as set out on page 114 of the Annual Report and Accounts.

18. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Members who have any queries about the AGM should contact the Company Secretary by email at CompanySecretary@tulloil.com. Members may not use any electronic address or fax number provided in this Notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

19. Documents available for inspection

The following documents will be available for inspection on the date of the AGM at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT, from 9.00am until the conclusion of the AGM:

- copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings; and
- copies of the letters of appointment of the Non-Executive Directors of the Company.

Tullow Oil plc

9 Chiswick Park
566 Chiswick High Road
London
W4 5XT

Tel: +44 (0) 20 3249 9000

Fax: +44 (0) 20 3249 8801

Email: info@tulloil.com

Website: www.tulloil.com

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