

Tullow Oil plc

Result of AGM

Wednesday 26 April 2017

Tullow Oil plc (“Tullow” or the “Company”)
RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY 26 APRIL 2017

Tullow announces that at its Annual General Meeting held earlier today, with the exception of Resolution 18, all resolutions set out in the Notice of Annual General Meeting put to the Annual General Meeting were passed by the requisite majority. Each of the resolutions put to the Annual General Meeting was voted on by way of a poll and the results are set out below:

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1. To receive and adopt the Company’s annual accounts and associated reports for the financial year ended 31 December 2016	658,845,168	99.99	60,432	0.01	658,905,600	71.95%	2,324,737
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration.	558,111,494	84.41	103,059,851	15.59	661,171,345	72.19%	54,242
3. To approve the Directors' Remuneration Policy Report.	582,011,448	88.03	79,143,373	11.97	661,154,821	72.19%	73,467
4. To re-elect Tutu Agyare as a Director.	631,055,300	95.45	30,083,531	4.55	661,138,831	72.19%	90,061

5. To re-elect Mike Daly as a Director.	660,672,941	99.93	464,622	0.07	661,137,563	72.19%	91,329
6. To re-elect Anne Drinkwater as a Director.	660,638,418	99.92	498,552	0.08	661,136,970	72.19%	91,922
7. To re-elect Aidan Heavey as a Director.	604,969,742	92.03	52,387,644	7.97	657,357,386	71.78%	3,871,506
8. To re-elect Steve Lucas as a Director.	655,709,841	99.18	5,422,637	0.82	661,132,478	72.19%	96,414
9. To re-elect Angus McCoss as a Director.	660,562,891	99.91	580,964	0.09	661,143,855	72.19%	85,037
10. To re-elect Paul McDade as a Director.	660,561,218	99.91	577,733	0.09	661,138,951	72.19%	91,637
11. To re-elect Ian Springett as a Director.	660,041,838	99.84	1,085,308	0.16	661,127,146	72.19%	101,746
12. To re-elect Jeremy Wilson as a Director.	660,037,445	99.83	1,093,525	0.17	661,130,970	72.19%	97,922
13. To re-appoint Deloitte LLP as auditors of the Company.	655,200,293	99.09	5,989,306	0.91	661,189,599	72.20%	40,989
14. To authorise the Audit Committee to determine the remuneration of Deloitte LLP.	660,975,089	99.97	216,382	0.03	661,191,471	72.20%	39,117
15. To approve the amended rules of the Tullow Incentive Plan (the "TIP").	617,112,250	93.83	40,586,920	6.17	657,699,170	71.82%	3,531,418
16. To renew the Directors' authority to allot shares.	649,896,177	98.29	11,305,474	1.71	661,201,651	72.20%	28,937
17. To dis-apply statutory pre-emption rights for general purposes.*	653,886,178	98.90	7,253,546	1.10	661,139,724	72.19%	89,168
18. To dis-apply statutory pre-emption rights for an acquisition or a specified capital investment.*	473,017,246	71.58	187,843,622	28.42	660,860,868	72.16%	369,420
19. To authorise the Company to hold general meetings on no less than 14 clear days' notice.*	625,822,656	94.65	35,378,956	5.35	661,201,612	72.20%	28,976
20. To authorise the Company to purchase its own shares.*	657,707,587	99.47	3,497,788	0.53	661,205,375	72.20%	29,325

Notes:

- (1) * Denotes a special resolution.
- (2) Proxy appointments which gave discretion to the Chairman of the Annual General Meeting have been included in the "For" total of the appropriate resolution.
- (3) A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" or "Against" any resolution nor in the calculation of the "Percentage of ISC voted" for any resolution.
- (4) The percentage of votes "For" and "Against" any resolution is expressed as a percentage of votes validly cast for that resolution.
- (5) Only shareholders on the register of members as at 6.00 p.m. on 24 April 2017 were entitled to attend and vote at the Annual General Meeting. The Issued Share Capital (the "ISC") as at that time and date was 915,823,771 ordinary shares of 10 pence each ("**Ordinary Shares**") and Tullow did not hold any Ordinary Shares in treasury. Accordingly, voting rights in respect of 915,823,771 Ordinary Shares could be exercised at the Annual General Meeting. The holders of Ordinary Shares issued by the Company pursuant to its rights issue announced on 17 March 2017 were not entitled to attend and vote at the Annual General Meeting as such Ordinary Shares were not on the register of members as at 6.00 p.m. on 24 April 2017.
- (6) The "Percentage of ISC voted" for any resolution is the total of votes "For" and "Against" in respect of that resolution expressed as a percentage of the ISC as described in note (5).
- (7) Ann Grant and Simon Thompson did not stand for re-election as Directors, and stepped down from the Board with effect from the conclusion of the AGM.
- (8) In accordance with LR 9.6.2, copies of the relevant ordinary and special resolutions passed at the meeting have been submitted to the FCA's National Storage Mechanism, and will shortly be available to view at www.morningstar.co.uk/uk/NSM. The full text of the resolutions passed at the Annual General Meeting can be found in the Notice of Annual General Meeting, which is available for inspection at the National Storage Mechanism and also on the Company's website at <http://www.tulloil.com>