



Form of Proxy


Additional Holders:

The Chair of Tullow Oil plc (the "Company") invites you to appoint a proxy in respect of the General Meeting of the Company to be held at **Tullow Oil plc, 9 Chiswick Park, 566 Chiswick High Road, London, W4 5XT** on **18 March 2021 at 12 noon (London time)**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - General Meeting to be held on 18 March 2021 at 12 noon (London time)



Cast your Proxy online...It's fast, easy and secure!


www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916982

SRN:

PIN:



View the Notice of Meeting online: www.tulloil.com/investors/shareholder-centre/general-meetings/
Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 16 March 2021 at 12 noon (London time).

Explanatory Notes:

- In light of the social distancing measures aimed at reducing the transmission of the COVID-19 virus in the United Kingdom, attendance at the General Meeting in person is not possible. The General Meeting will be a closed meeting. Shareholders should not attempt to attend the General Meeting in person. Any shareholders who attempt to attend in person will be refused entry. Shareholders should instead vote in advance by completing this form and appointing the Chair of the General Meeting as their proxy in respect of all of their shares to vote on their behalf. Shareholders will not be able to attend the meeting and vote in person, regardless of whether this form is completed.
- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. However, to ensure that all proxy votes can be counted and exercised at the meeting, shareholders should appoint the Chair of the General Meeting as their proxy rather than any other individual(s). Due to the restrictions on physical attendance at the General Meeting, any other individual(s) will not be able to attend, speak or vote on behalf of shareholders. If you still wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy Shareholders are reminded that any individual(s) other than the Chair appointed as a proxy will not be able to attend, speak or vote on behalf of the shareholders at the General Meeting due to the General Meeting being a closed meeting. (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- Members are entitled under the Company's articles of association to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at general meetings. However, as the General Meeting will be a closed meeting in light of the social distancing measures aimed at reducing the transmission of the COVID-19 virus in the United Kingdom, members should appoint the Chair of the Meeting as their proxy rather than any other individual(s). To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on + 44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus, or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, 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 the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. (London time) on the day which is two days (excluding non-working days) before the day of the meeting or, if the meeting is adjourned, at 6.00 p.m. (London time) on the day which is two days (excluding non-working days) prior to the adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0) 370 703 6242 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

In light of the social distancing measures aimed at reducing the transmission of the COVID-19 virus in the United Kingdom, please note that attendance at the General Meeting in person is not possible. The General Meeting will be a closed meeting. Shareholders should not attempt to attend the General Meeting in person. Any shareholders who attempt to attend in person will be refused entry. **Shareholders should instead vote in advance by appointing the Chair of the General Meeting as their proxy** in respect of all of their shares to vote on their behalf. Due to the restrictions on physical attendance at the General Meeting, any other individual(s) will not be able to attend, speak or vote on their behalf.

Continued shareholder engagement remains very important to the Company and shareholders will therefore be able to listen to the live audio-cast of the General Meeting and submit questions remotely throughout.

Shareholders may also submit questions in advance via ir@tulloil.com

Detailed instructions about voting by proxy and accessing the audio-cast are set out in the Notice of Meeting.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the General Meeting.

Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

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I/We hereby appoint the Chair of the General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Tullow Oil plc to be held at **Tullow Oil plc, 9 Chiswick Park, 566 Chiswick High Road, London, W4 5XT** on **18 March 2021** at **12 noon (London time)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.
If you do not mark this box, this proxy instruction will overwrite any previous proxy instruction.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Resolution

Capitalised terms used in this Resolution which are not defined herein shall have the meanings given to them in the Circular of which the Notice of Meeting relating to this Resolution forms part.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THAT:

The proposed sale by Tullow Overseas Holdings B.V. of the entire issued share capital of Tullow Equatorial Guinea Limited, as described in the Circular and substantially on the terms and subject to the conditions of the agreement for the sale and purchase of Tullow Equatorial Guinea Limited dated 9 February 2021 between Tullow Oil plc, Tullow Overseas Holdings B.V. and Panoro Energy Holding B.V. (the "SPA") and all other agreements and ancillary documents contemplated by the SPA, be and are hereby approved for the purposes of Chapter 10 of the Listing Rules and the Directors (or any duly authorised committee thereof) be and are hereby authorised to take all necessary, expedient or desirable steps and to do all necessary, expedient or desirable things to implement, complete or to procure the implementation or completion of the Transaction and any matters incidental to the Transaction and to give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments of a material nature by reference to Listing Rule 10.5.2) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or desirable in connection with the Transaction and any matters incidental to the Transaction.

I/We instruct my/our proxy to vote on the resolution proposed at the General Meeting as indicated on this Form of Proxy. Unless otherwise instructed, the proxy may vote as he sees fit or abstain in relation to any business of the General Meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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Toppan Merrill, London
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