

NOTICE OF ANNUAL GENERAL MEETING 2015

THURSDAY 30 APRIL 2015 AT 12 NOON
HABERDASHERS' HALL, 18 WEST SMITHFIELD,
LONDON EC1A 9HQ

IMPORTANT

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 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 you should forward this document (but not with 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.



Notice of Annual General Meeting 2015

Tullow Oil plc

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

17 March 2015

Dear Shareholder

Annual General Meeting 2015

The Annual General Meeting (the "AGM") of the Company will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Thursday 30 April 2015 at 12 noon. The Notice convening the AGM is set out on pages 7 to 11 of this document. A Form of Proxy and a reply-paid envelope for use in respect of the AGM 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 2014 and the associated reports of the Directors and Auditors.

Resolution 2– Directors' remuneration

In accordance with the Companies Act 2006 (the "Act"), the Company's Directors' Remuneration Report is now divided into three parts: the Annual Statement by the Chairman of the Remuneration Committee, the Directors' Remuneration Policy Report and the Annual Report on Remuneration.

- The Annual Statement by the Chairman of the Remuneration Committee (which is set out on page 88 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 90 to 95 of the Annual Report and Accounts) sets out the Company's future policy on Directors' remuneration. This policy report was approved by shareholders at last year's annual general meeting. As no changes are proposed to be made to the policy and the approval obtained at last year's meeting is effective for three years, no shareholder approval of the policy report is being sought this year.
- The Annual Report on Remuneration is set out on pages 96 to 104 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 2014. It also details how the Company's policy on Directors' remuneration will be operated in 2015 (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 Chairman of the Remuneration Committee and the Annual Report on Remuneration for the financial year ended 31 December 2014. Resolution 2 is an advisory vote and will not affect the way in which the Company's pay policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the Directors' Remuneration Policy Report in relation to the payments and share awards made to Directors during the year under review.

Resolutions 3 to 14 deal with the election or re-election of all Directors.

Mike Daly became a Director after last year's Annual General Meeting. As a result, he is required to stand for election in accordance with the Company's articles of association. In addition, in accordance with the provisions of the UK Corporate Governance Code, each of the other Directors will stand for re-election.

Following an independent evaluation of the Board's performance conducted by Lintstock in 2013, the Company retained the services of Lintstock to undertake a follow-up internal evaluation of the performance of the Board in 2014 (for further details see page 73 of the Annual Report and Accounts). As a result of that evaluation, the Board is satisfied that each Director has the skills, experience and commitment necessary to contribute very effectively to the deliberations of the Board. The Board therefore unanimously recommends the election or re-election of the Directors set out in Resolutions 3 to 14.

Biographical details of each of the Directors appear on pages 5 and 6 of this document.

Resolutions 15 and 16 deal with the re-appointment of Deloitte LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration.

Resolution 17 seeks shareholder approval to amend the existing rules of the Tullow Employee Share Award Plan (the "ESAP") so as to authorise the Remuneration Committee of the Board to determine the vesting date of any award of shares to an employee of the Company. The rules currently provide that, subject to certain customary exceptions, ESAP awards shall vest on the third anniversary of the date on which they were granted. The Board believes that the ESAP is an essential tool in motivating employees to work to deliver value for shareholders. While in most cases a three year vesting period will be appropriate, the Board believes that it is appropriate that the Remuneration Committee should have discretion to vary this period to ensure it is able to appropriately incentivise employees through ESAP awards, having regard of applicable market and employment conditions. No further changes are proposed to the rules of the ESAP.

A copy of the rules of the ESAP incorporating the proposed change will be available for inspection from the date of this Notice until the conclusion of the AGM during normal business hours on any weekday at the registered office of the Company

and at the offices of Dickson Minto W.S. at Level 13, Broadgate Tower, 20 Primrose Street, London EC2A 2EW. The amended rules will also be available for inspection at the venue of the AGM from 15 minutes prior to and until the conclusion of the AGM.

Resolution 18 is to give authority to the Directors to allot shares. At last year's Annual General Meeting, the Company gave authority to the Directors to allot shares and other securities up to a specified amount. The Directors propose to seek shareholder approval for this authority to be renewed at this year's AGM. Resolution 18 will, if approved, renew the Directors' authority to allot shares until the conclusion of the Annual General Meeting to be held in 2016 or 30 June 2016, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £30,332,344 representing approximately 33.3% of the Company's issued ordinary share capital on 2 March 2015. The Company does not currently hold any shares in treasury. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares, other than in respect of employee share schemes.

Resolution 19 is to dis-apply pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro rata basis in all issues of equity securities for cash, unless they agree that this right should be set aside. The effect of this resolution is to empower the Directors, until the conclusion of the Annual General Meeting to be held in 2016 or 30 June 2016, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro rata basis to existing shareholders, but only up to a maximum nominal amount of £4,554,406 representing approximately 5% of the Company's issued ordinary share capital on 2 March 2015. In addition, the resolution empowers the Directors to deal with fractional entitlements and any practical problems arising in any overseas 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 20 is seeking shareholder approval for holding general meetings on 14 clear days' notice. Under the Act, the notice period for the holding of general meetings 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 Resolution 20 is passed as a special resolution. It is currently intended that this flexibility to call general meetings on shorter notice will only be used for non-routine business and where merited 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 Annual General Meeting to be held in 2016 or 30 June 2016, whichever is the earlier.

Resolution 21 is seeking shareholder approval, to allow the Company to make market purchases (within the meaning of Section 693(4) of the Act) of the Company's ordinary shares on such terms and in such manner as the Directors may determine from time to time, subject to the limitations set out in this Resolution. If this Resolution is passed, the Company will be authorised to purchase up to a maximum of 91,881,196 ordinary shares, being approximately 10% of the Company's issued ordinary share capital on 2 March 2015. This Resolution also sets out the minimum and maximum price that the Company may pay for purchases of its ordinary shares. If this Resolution is passed, the authority for the Company to purchase its ordinary shares will remain effective until the conclusion of the Annual General Meeting to be held in 2016 or 30 June 2016, whichever is the earlier. Under the authority sought by this Resolution, the Company may purchase its ordinary shares following the date on which the authorisation expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority conferred by it expires.

The Directors will only exercise this buy back authority, after careful consideration, when it is in the best interest of shareholders generally, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the expected effect on earnings per share and the overall financial position of the Company. The directors do not have any current intention to exercise the buy-back authority if approved. Purchases would be financed out of distributable profits and shares purchased would either be cancelled (and the number of shares in issue reduced accordingly) or held as treasury shares.

The Company operates certain share option schemes under which awards may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. As at 2 March 2015, options were subsisting over 37,053,084 ordinary shares (the "Option Shares") representing approximately 4.07% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares (as described in Resolution 21) were exercised in full, the Option Shares would represent approximately 4.52% of the Company's issued share capital as at 2 March 2015 (as reduced by that purchase and excluding any of the Company's shares that may then be held in treasury). As at 2 March 2015, the Company did not hold any shares in treasury and there were no warrants over the Company's ordinary shares.

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.

Action to be taken

A Form of Proxy and a reply-paid envelope for use in respect of the AGM are enclosed. Please complete, sign and return the enclosed form 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 12 noon on 28 April 2015. 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 9 to 11 of this document.

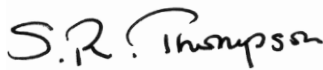
Ghanaian shareholders

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 adverts we have placed in local newspapers in Ghana. In summary, Forms of Proxy may be obtained from our registrars in Ghana. If any of our Ghanaian shareholders need further assistance, they should contact Central Securities Depository (Ghana) Limited, 4th Floor, Cedi House, P.M.B CT, 465 Cantonments, Accra, Ghana (telephone 0302 689 313 / 689 314) or email info@csd.com.gh

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



Simon R Thompson
Chairman

Directors' biographies

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

Simon Thompson

Chairman

Simon Thompson (age 55, British) was appointed as a non-executive Director in 2011 and non-executive Chairman in January 2012. Simon brings extensive international investment banking and natural resources experience, especially in Africa. Simon held investment banking roles before he joined the Anglo American Group in 1995, where he held a number of senior positions and was an Executive Director of Anglo American plc from 2005 to 2007.

Committee membership: Nominations (Chair), Remuneration and EHS Committees.

Other directorships and offices: Simon is a non-executive Director of Sandvik AB (Sweden), Amec Foster Wheeler plc (UK), Rio Tinto plc (UK) and Rio Tinto Limited (Australia).

Aidan Heavey

Chief Executive Officer

Aidan Heavey (age 61, Irish) is the founder of Tullow Oil and has been Chief Executive Officer since 1985. He has played a key role in Tullow's development as a leading independent oil and gas exploration and production group.

Other directorships and offices: Aidan is a Director of Traidlinks, an Irish-based charity established to develop and promote enterprise and diminish poverty in the developing world, particularly in Africa. He is a member of the UCD Michael Smurfit Graduate Business School Advisory Board, Dublin.

Ian Springett

Chief Financial Officer

Ian Springett (age 57, British), a Chartered Accountant, was appointed to the Board of Directors in 2008. Prior to joining Tullow, Ian worked at BP for 23 years where he gained extensive international oil and gas experience. Ian held a number of senior positions at BP, including Vice President of BP Finance and US CFO; and served as a Business Unit Leader in Alaska.

Graham Martin

Executive Director & Company Secretary

Graham Martin (age 60, British), is a solicitor (admitted in England and Wales) and joined Tullow as Legal and Commercial Director in 1997. Graham served as Tullow's General Counsel from 2004 to 2013 and has over 30 years' experience in international corporate and energy transactions. He was appointed Company Secretary in 2008.

Paul McDade

Chief Operating Officer

Paul McDade (age 51, British) was appointed to the Board of Directors in 2006 having joined Tullow in 2001. Paul was appointed Chief Operating Officer following the Energy Africa acquisition in 2004, having previously managed Tullow's UK gas business. An engineer with over 25 years' experience, Paul has worked in various operational, commercial and management roles with Conoco, Lasmo and ERC. He has broad international experience having worked in the UK North Sea, Latin America, Africa and South East Asia and holds degrees in Civil Engineering and Petroleum Engineering.

Committee membership: EHS Committee.

Angus McCoss

Exploration Director

Angus McCoss (age 53, British) was appointed to the Board of Directors in 2006 following 21 years of wide-ranging exploration experience, working primarily with Shell in Africa, Europe, China, South America and the Middle East. Angus held a number of senior positions at Shell, including Regional Vice President of Exploration for the Americas and General Manager of Exploration in Nigeria. He holds a PhD in Structural Geology.

Other directorships and offices: Angus is a non-executive Director of Ikon Science Limited and a member of the Advisory Board of the industry-backed Energy and Geoscience Institute of the University of Utah.

Ann Grant

Non-executive Director (and Senior Independent Director)

Ann Grant (age 66, British) was appointed as a non-executive Director in May 2008 and Senior Independent Director in April 2014. Most recently, Ann was Vice Chairman Africa at Standard Chartered Bank from 2005 to 2014. Her earlier career was as a British Diplomat from 1971 to 2005. From 1998 she worked at the Foreign and Commonwealth Office in London as Director for Africa and the Commonwealth, and from 2000 to 2005 was British High Commissioner to South Africa.

Committee membership: Audit and Nominations Committees.

Other directorships and offices: Ann is a Board member of the Overseas Development Institute and a council member of the London School of Hygiene and Tropical Medicine and the Rift Valley Institute. Ann also chairs the Serious Music Trust.

Tutu Agyare

Non-executive Director

Tutu Agyare (age 52, Ghanaian) was appointed as a non-executive Director in August 2010. He is currently a Managing Partner at Nubuke Investments, an asset management firm focused solely on Africa, which he founded in 2007. Previously, he had a 21-year career with UBS Investment Bank, holding a number of senior positions, most recently as the Head of European Emerging Markets, and served on the Board of Directors.

Committee membership: Audit, Nominations and Remuneration Committees.

Other directorships and offices: Tutu is a Director of the Nubuke Foundation, a Ghanaian-based cultural and educational foundation.

Steve Lucas

Non-executive Director

Steve Lucas (age 60, British) was appointed as a non-executive Director in March 2012. A Chartered Accountant, Steve was Finance Director at National Grid plc from 2002 to 2010 and previously worked for 11 years at Royal Dutch Shell and for six years at BG Group, latterly as Group Treasurer.

Committee membership: Audit (Chair), Nominations and Remuneration Committees.

Other directorships and offices: Steve is a non-executive Director of Acacia Mining plc (UK).

Anne Drinkwater

Non-executive Director

Anne Drinkwater (age 59, British) was appointed as a non-executive Director in July 2012 after a long career at BP where she held a number of senior business and operations positions including President and Chief Executive Officer of BP Canada Energy Company, President of BP Indonesia and Managing Director of BP Norway.

Committee membership: EHS Committee (Chair), Audit and Remuneration Committees.

Other directorships and offices: Anne is a non-executive Director of Aker Solutions ASA (Norway).

Jeremy Wilson

Non-executive Director

Jeremy Wilson (age 50, British) was appointed as a non-executive Director in October 2013 following a 26-year career at J.P. Morgan where he held a number of senior positions, most recently as Vice Chairman of the Energy Group.

Committee membership: Remuneration (Chair) and Audit Committees.

Other directorships and offices: Jeremy is a non-executive Director of John Wood Group plc (UK).

Mike Daly

Non-Executive Director

Mike Daly (age 60, British) was appointed as a non-executive Director in June 2014 following a 28 year career at BP where he held a number of senior roles. Most recently, he was Executive Vice President Exploration and a member of BP's Group Executive team until January 2014.

Committee membership: Audit and EHS Committees.

Other directorships and offices: Mike is a member of the World Economic Forum's Global Agenda Council on the Arctic, an Advisory Board Member of the British Geological Survey and a visiting professor at the University of Oxford.

Notice of Annual General Meeting 2015

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 Thursday 30 April 2015 at 12 noon to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 18 will be proposed as ordinary resolutions and Resolutions 19 to 21 will be proposed as special resolutions.

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2014 and the associated reports of the Directors and Auditors.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration set out on page 88 and pages 96 to 104 of the Company's annual report and accounts for the financial year ended 31 December 2014.
3. To elect Mike Daly as a Director.
4. To re-elect Jeremy Wilson as a Director.
5. To re-elect Tutu Agyare as a Director.
6. To re-elect Anne Drinkwater as a Director.
7. To re-elect Ann Grant as a Director.
8. To re-elect Aidan Heavey as a Director.
9. To re-elect Steve Lucas as a Director.
10. To re-elect Graham Martin as a Director.
11. To re-elect Angus McCoss as a Director.
12. To re-elect Paul McDade as a Director.
13. To re-elect Ian Springett as a Director.
14. To re-elect Simon Thompson as a Director.
15. To re-appoint Deloitte LLP as auditors 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 2016.
16. To authorise the Audit Committee to determine the remuneration of Deloitte LLP.
17. THAT the Company's rules for its Employee Share Award Plan (the "Rules") be amended so the existing Clause 5.1 of the Rules be replaced with the following words:
 - 5.1 Timing of Vesting: Normal Vesting Date Subject to Rule 5.3 (Restrictions on Vesting: regulatory and tax issues), the Committee shall determine the Vesting Date of any Award, except where earlier Vesting occurs on an Early Vesting Date under Rule 10 (Leavers) or Rule 11 (Takeovers and other corporate events)."
18. THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it 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 security into shares in the Company up to an aggregate nominal amount of £30,332,344 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or on 30 June 2016, 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.
19. THAT, subject to the passing of resolution 18 proposed at the Annual General Meeting of the Company convened for 30 April 2015 ("Resolution 18") and in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10p each in the capital of the Company ("Ordinary Shares")) for cash either pursuant to the authority conferred on it by Resolution 18 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(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 for cash in connection with a rights issue, open offer or other pre-emptive offer in favour of the holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other pre-emptive offer as the Board deem necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and

- (b) the allotment (otherwise than pursuant to sub- paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £4,554,405;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or on 30 June 2016, 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 equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

20. 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 2016 or on 30 June 2016, whichever is the earlier.

21. THAT the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the number of such Ordinary Shares hereby authorised to be acquired by the Company shall not exceed 91,881,196;

- (b) the price that may be paid by the Company for any of its Ordinary Shares shall not be less than 10p, being the nominal value of each Ordinary Share, and shall not be greater than the higher of (i) 105% of the average trading price of the Ordinary Shares as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which a share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and

- (c) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or 30 June 2016, whichever is the earlier, provided that the Company may effect purchases following the date on which the authority hereby conferred expires if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the date on which the authority hereby conferred expires.

By Order of the Board



Graham Martin
Secretary

17 March 2015

Registered Office:
9, Chiswick Park,
566 Chiswick High Road,
London W4 5XT

Notes

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting 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 Annual General Meeting.

2. 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 Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting 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. 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 Chairman of the Annual General Meeting) 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)870 703 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 Annual General Meeting 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 Annual General Meeting 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 10 below.

3. 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)870 703 6242 or by logging on to www.investorcentre.co.uk/contactus. Members must appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

4. Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the Annual General Meeting 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 Annual General Meeting 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.

5. 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 & Ireland 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 & Ireland 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).

6. 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.

7. 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).

8. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00 p.m. on 28 April 2015 (or, if the Annual General Meeting is adjourned, at 6.00 p.m. 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 Annual General Meeting.

9. Votes to be taken by a poll

At the Annual General Meeting 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 by 6.00 p.m. on 30 April 2015. Poll cards will be issued on registration to those attending the Annual General Meeting.

10. 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 Annual General Meeting. 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.

11. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this notice of Annual General Meeting is available from www.tulloil.com.

12. 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 auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the auditors 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

13. Voting rights

As at 2 March 2015 the Company's issued share capital consisted of 910,881,196 ordinary shares, carrying one vote each. No shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 2 March 2015 were 910,881,196 votes.

14. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the UK Disclosure Rules and Transparency Rules.

15. Members' right to require circulation of resolution to be proposed at the Annual General Meeting

Members meeting the threshold requirements set out in the Act have the right to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Act.

16. 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 Annual General Meeting 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 Annual General Meeting should contact the Company Secretary by email on TullowCompanySecretary@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.

17. Documents available for inspection

The following documents will be available for inspection on the date of the Annual General Meeting at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ from 11.45 a.m. until the conclusion of the Annual General Meeting:

- 17.1 copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings;
- 17.2 copies of the Letters of Appointment of the Chairman and the non-executive Directors of the Company; and
- 17.3 the amended rules of the Tullow Employee Share Award Plan.

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