

NOTICE OF ANNUAL GENERAL MEETING 2012

WEDNESDAY 16 MAY 2012 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 2012

Tullow Oil plc

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

10 April 2012

Dear Shareholder

Annual General Meeting 2012

The Annual General Meeting (AGM) of the Company will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday 16 May 2012 at 12 noon. The Notice convening the AGM is set out on pages 7 to 10 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 2011 and the associated Reports of the Directors and Auditors.

Resolution 2 deals with the declaration of a final dividend of 8.0p per ordinary share which, if approved, will be paid on 24 May 2012 to shareholders on the register of members of the Company on 20 April 2012.

Resolution 3 invites shareholders to approve the Directors' Remuneration Report for the financial year ended 31 December 2011 which is set out on pages 88 to 99 of the Annual Report.

Resolutions 4 to 14 deal with the election and re-election of all Directors, other than David Williams who is retiring from the Board at the conclusion of the AGM and will not be standing for re-election.

Both Steve Lucas and I became Directors after last year's Annual General Meeting. As a result we are both required to stand for election in accordance with the Company's articles of association. It is intended that Steve Lucas will become the chairman of the Audit Committee from the conclusion of the AGM.

In addition, and for the first time, in accordance with the provisions of the UK Corporate Governance Code, each of the other Directors will stand for re-election this year.

Following a recent performance review of all Directors, 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 proposed.

Biographical details of each of the Directors proposed appear on pages 4 to 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 fix their remuneration.

Resolution 17 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 17 will, if approved, renew the Directors' authority to allot share capital until the conclusion of the Annual General Meeting to be held in 2013 or 30 June 2013, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £30,198,342 representing approximately 33.3% of the Company's issued ordinary share capital on 2 April 2012 (the latest practicable date before the date of this document). 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 ordinary shares, other than in respect of employee share schemes.

Resolution 18 is to dis-apply pre-emption rights. Section 561 of the Companies Act 2006 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 2013 or 30 June 2013, 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 £4,529,751 representing approximately 5% of the issued ordinary share capital of the Company on 2 April 2012 (the latest practicable date before the date of this document). 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 19 is seeking shareholder approval for holding general meetings on 14 clear days' notice. Under the Companies Act 2006, 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 19 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 Resolution 19 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 2013 or 30 June 2013, whichever is the earlier.

Resolution 20 concerns an increase in the maximum amount of fees payable to non-executive Directors. Under the Company's articles of association, Directors who do not hold executive office are entitled to receive fees determined by the Directors. The aggregate amount of those fees cannot exceed £800,000 or such higher amount as determined by the Company in general meeting. It is now proposed that the aggregate limit of £800,000 be increased to £1.25 million. The Board has concluded that this increase is appropriate in light of the growth of the Company and the higher fees which are payable to the non-executive Directors to reflect their increased time commitment to Tullow. Increasing the limit will also ensure that there is adequate headroom for future appointments to the Board if those appointments would be in the best interests of the Company.

Poll voting

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This reflects current best practice and 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.

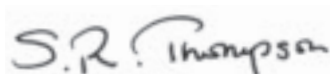
Ghana shareholders

As shareholders will know, since our last Annual General Meeting, the Company successfully listed its shares on the Ghana Stock Exchange in July 2011. 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. For those shareholders in Ghana who have supplied our registrars with an email address, a link to an on-line voting facility has been supplied. If any of our Ghanaian shareholders need further assistance, they should contact Computershare Pan Africa Ghana Limited, 23 Eleventh Lane, Osu R.E., PO Box CT2215 Cantonments, Accra, Ghana (telephone: 0302 770 507).

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 (which amount to approximately 1% of the Company's current issued share capital).

Yours faithfully



Simon R Thompson
Chairman

Directors' biographies

Simon Thompson

Chairman

Age: 52

Nationality: British

Tenure: 10 months

Term of office: 3 years

Letter of appointment: Dated 16 December 2011

Re-election to Board: Annual

Simon Thompson was appointed as a non-executive Director in May 2011 and was appointed non-executive Chairman from 1 January 2012. He holds a degree in geology and brings a wealth of international investment banking and natural resources knowledge and experience, especially in Africa. From 1985, he held investment banking roles at N M Rothschild and S G Warburg. In 1995, he joined the Anglo American group where he held a number of senior positions including chief executive of the base metals division, chairman of the exploration division and chairman of the Tarmac Group.

Committee membership: Nominations (Chairman) and Remuneration Committees.

Other directorships and offices: Simon was appointed an executive director of Anglo American plc in 2005. Since leaving Anglo American in 2007, he has held a number of non-executive director positions. These currently include Newmont Mining Corporation (USA), Sandvik AB (Sweden) and AMEC plc (UK).

Aidan Heavey

Chief Executive Officer

Age: 59

Nationality: Irish

Tenure: 26 years

Term of office: Rolling 1 year

Service contract: Dated 2 September 2002

Re-election to Board: Annual

A founding Director and shareholder of the Company, Aidan Heavey has played a key role in the development of Tullow from its formation in 1985 to its current international status as a leading independent oil and gas exploration and production group. A Chartered Accountant, he previously held roles in the airline and engineering sectors in Ireland.

Committee membership:

Nominations Committee.

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, Dublin.

Graham Martin

General Counsel & Company Secretary

Age: 58

Nationality: British

Tenure: 15 years

Term of office: Rolling 1 year

Service contract: Dated 2 September 2002

Re-election to Board: Annual

Graham Martin is a UK solicitor and joined Tullow as Legal and Commercial Director in 1997 from Vinson & Elkins, a leading international law practice. Prior to that, he was a partner in Dickson Minto W.S., a UK corporate law firm. He has over 30 years' experience of UK and international corporate and energy transactions and has been the principal legal adviser to Tullow since its formation in 1985. He was appointed General Counsel in 2004 and Company Secretary in 2008.

Angus McCoss

Exploration Director

Age: 50

Nationality: British

Tenure: 5 years

Term of office: Rolling 1 year

Service contract: Dated 18 April 2006

Re-election to Board: Annual

Angus McCoss was appointed to the Board in December 2006. He is a geologist with a BP sponsored PhD and, prior to joining Tullow in April 2006 as General Manager Exploration, he had 21 years of wide-ranging exploration experience, working primarily with Shell in Africa, Europe, China, South America and the Middle East. He held a number of senior positions within Shell including Americas Regional Vice President Exploration and General Manager of Exploration in Nigeria.

Other directorships and offices:

Angus is currently 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.

Paul McDade

Chief Operating Officer

Age: 48**Nationality:** British**Tenure:** 5 years**Term of office:** Rolling 1 year**Service contract:** Dated 29 March 2006**Re-election to Board:** Annual

Paul McDade was appointed to the Board in 2006. He joined Tullow in 2001 and 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, he 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.

Ian Springett

Chief Financial Officer

Age: 54**Nationality:** British**Tenure:** 3 years**Term of office:** Rolling 1 year**Service contract:** Dated 1 September 2008**Re-election to Board:** Annual

A Chartered Accountant, Ian Springett was appointed Chief Financial Officer and to the Board in 2008. Prior to joining Tullow, he worked at BP for 23 years where he gained a wealth of international oil and gas experience. Most recently at BP, he was the group vice president for planning with other senior positions including commercial director of the supply and trading business, upstream CFO, vice president of finance, US CFO and a business unit leader in Alaska. Prior to joining BP, he qualified with Coopers & Lybrand.

Steven McTiernan

Senior Independent Director

Age: 60**Nationality:** British**Tenure:** 10 years**Term of office:** 10 months**Letter of appointment:** Dated 28 February 2012**Re-election to Board:** Annual

Steven McTiernan was appointed as a non-executive Director in 2002 and was appointed Senior Independent Director in 2008. He began his career as a petroleum engineer, working with BP, Amoco and Mesa in the Middle East and the UK. In 1979, he joined Chase Manhattan Bank, where he became senior vice-president and head of the bank's energy group based in New York.

Committee membership: Audit, Nominations and Remuneration Committees.

Other directorships and offices: From 1996 to 2001 Steven held senior energy-related positions at NatWest Markets and CIBC World Markets. He is currently principal of Sandown Energy Consultants Limited, a natural resources advisory firm based in London, and a non-executive director of First Quantum Minerals Limited.

Tutu Agyare

Non-executive Director

Age: 49**Nationality:** Ghanaian**Tenure:** 1 year**Term of office:** 3 years**Letter of appointment:** Dated 24 August 2010**Re-election to Board:** Annual

Tutu Agyare 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 a member of the investment bank board. Tutu brings a wealth of experience to the Tullow Board as the Group continues to expand its business in Africa. He has a degree in Mathematics and Computing.

Committee membership: Audit and Remuneration Committees.

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

David Bamford

Non-executive Director

Age: 65

Nationality: British

Tenure: 7 years

Term of office: 3 years

Letter of appointment: Dated 30 June 2010

Re-election to Board: Annual

David Bamford was appointed as a non-executive Director in 2004. With a PhD in Geological Sciences, he has had over 23 years' exploration experience with BP where he was chief geophysicist from 1990 to 1995, general manager for West Africa from 1995 to 1998, and acted as vice president, exploration, directing BP's global exploration programme, from 2001 to 2003.

Committee membership:

Remuneration Committee (Chairman).

Other directorships and offices: David is a director or adviser to several small companies, including his own consultancy, and he writes regularly for journals such as OilVoice and GeoExpro. He co-founded Finding Petroleum and OilEdge as vehicles for online communication in the oil and gas industry.

Ann Grant

Non-executive Director

Age: 63

Nationality: British

Tenure: 3 years

Term of office: 3 years

Letter of appointment: Dated 19 April 2011

Re-election to Board: Annual

Ann Grant was appointed as a non-executive Director in May 2008. She joined the UK Diplomatic Service in 1971; 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: In 2005, Ann joined Standard Chartered Bank as vice chairman, Standard Chartered Capital Markets. She is a board member of the Overseas Development Institute and an independent trustee on the UK Disasters Emergency Committee.

Steve Lucas

Non-executive Director

Age: 57

Nationality: British

Tenure: n/a

Term of office: 3 years

Letter of appointment: Dated 13 March 2012

Re-election to Board: Annual

Steve Lucas was appointed as a non-executive Director in March 2012. A Chartered Accountant by profession, Mr Lucas was finance director at National Grid plc from 2002 to 2010 and has significant expertise in energy and power, infrastructure finance and treasury. Previously, he worked for 11 years at Royal Dutch Shell and for six years at BG Group, latterly as group treasurer.

Committee membership: Audit (Chairman designate) and Remuneration Committees.

Other directorships and offices: From 2004 until 2011 he was a non-executive Director of Compass Group plc where he was chairman of the audit committee. He is currently a non-executive Director of the drilling company, Transocean Ltd and of Essar Energy plc.

Notice of Annual General Meeting 2012

Notice is hereby given that the Annual General Meeting of Tullow Oil plc (the 'Company') will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday 16 May 2012 at 12 noon to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 17 and Resolution 20 will be proposed as ordinary resolutions and Resolutions 18 and 19 will be proposed as special resolutions.

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2011 and the associated Reports of the Directors and Auditors.
2. To declare a final dividend of 8.0p per ordinary share for the financial year ended 31 December 2011.
3. To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2011.
4. To elect Simon Thompson as a Director.
5. To elect Steve Lucas as a Director.
6. To re-elect Tutu Agyare as a Director.
7. To re-elect David Bamford as a Director.
8. To re-elect Ann Grant as a Director.
9. To re-elect Aidan Heavey 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 Steven McTiernan as a Director.
14. To re-elect Ian Springett 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 2013.
16. To authorise the Audit Committee to determine the remuneration of Deloitte LLP.
17. 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 £30,198,342 provided that this authority

shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 or on 30 June 2013, 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.

18. THAT, subject to the passing of resolution 17 proposed at the Annual General Meeting of the Company convened for 16 May 2012 ('Resolution 17') 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 17 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 £4,529,751,

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 or on 30 June 2013, 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.

19. 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 2013 or on 30 June 2013, whichever is the earlier.
20. THAT the limit on Directors' fees set out in Article 99 of the Company's articles of association be and is hereby amended by ordinary resolution of the Company, as provided for in terms of the said Article 99, from £800,000 to £1.25 million.

By Order of the Board



Graham Martin
Secretary

10 April 2012

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 he or she wishes.

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.eproxyappointment.com. 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 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 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. 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 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 his 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 14 May 2012 (or, if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two 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 16 May 2012. 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 '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was 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, he/she 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 2006 Act, and a copy of this notice of Annual General Meeting is available from www.tullowoil.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 2006 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 2006 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 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 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 2006 Act to publish on a website.

13. Voting rights

As at 2 April 2012 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 905,950,261 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 April 2012 were 905,950,261 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 his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure Rules and Transparency Rules.

15. Further questions and communication

Under section 319A of the 2006 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@tullowoil.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.

16. Documents available for inspection

The following documents will be available for inspection at the registered office of the Company and at the offices of Dickson Minto W.S. at Broadgate Tower, 20 Primrose Street, London EC2A 2EW during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and 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:

- 16.1 copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings; and
- 16.2 copies of the Letters of Appointment of the Chairman and the non-executive Directors of the Company.

Tullow Oil plc

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