

Tullow Oil plc (the “**Company**”) (*Company number 03919249*)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held at the offices of Tullow Oil plc, at 9 Chiswick Park, 566 Chiswick High Road, London, W4 5XT on 18 March 2021 at 12 noon (London time) to consider and, if thought fit, to pass the resolution set out below, which shall be proposed as ordinary resolution, in connection with the proposed sale of the Interests (the “Transaction”), as described in the circular to Tullow Shareholders dated 2 March 2021 (the “Circular”).

Capitalised terms used in this Notice of General Meeting (the “Notice”) which are not defined herein shall have the meanings given to them in the Circular of which this Notice forms part.

Ordinary Resolution

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.

By Order of the Board

Adam Holland
Company Secretary
2 March 2021

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

Notes

Attending the General Meeting in person

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 proxy** by appointing the Chair of the General Meeting as their proxy in respect of all of their shares to vote on their behalf.

Audio cast and General Meeting website

Continued Shareholder engagement remains very important to the Company and Shareholders will therefore be able to listen to a live audio-cast of the General Meeting and submit questions remotely throughout, as was possible for the Company's 2020 Annual General Meeting (please see detailed instructions below). Shareholders may also submit questions in advance via ir@Tullowoil.com.

Shareholders can listen to the live audio-cast of the General Meeting as well as ask questions remotely by accessing the General Meeting website, <http://web.lumiagm.com>, on the day of the General Meeting using most well-known internet browsers such as Internet Explorer (version 11) or the latest versions of Chrome, Firefox, Edge and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please ensure your browser is compatible.

You will be asked to enter a meeting ID which is 125-730-268. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. Your PIN and your Shareholder Reference Number, which starts with a C or G and is 10 digits long, is available on the email broadcast sent to you if you are an online user or on the Form of Proxy if you elected for hard copy mailing. Access to the General Meeting via the website, and the ability to submit questions, will be available from 11.00 a.m. (London time) on 18 March 2021. The meeting will formally start at 12 noon (London time).

The process of asking questions and accessing the General Meeting audio casting will be further explained on the information page of the website.

Please contact Computershare Investor Services PLC before 11.00 a.m. (London time) on 18 March 2021 on the shareholder helpline number: + 44 (0) 370 703 6242 (UK and other Shareholders) for your Shareholder Reference Number (SRN) and PIN. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding UK public holidays). Shareholders should note that electronic entry to the General Meeting will open at 11.00 a.m. (London time) on 18 March 2021, and the meeting will formally start at 12 noon (London time).

Appointment of proxies

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). 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 members' behalf.

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. A member may instruct their proxy to abstain from voting on any resolution to be considered at the 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' a resolution. 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 the 'Nominated persons' paragraph below.

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 in the

UK by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus (UK and other Shareholders) or the Registrar in Ghana by telephone on +233 302 906 576 or via info@csd.com.gh. Members must appoint a proxy using the website no later than 48 hours (excluding any part of a day that is not a working day) before the time of the General Meeting or any adjournment of that meeting.

Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the 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 returned to Tullow's Registrars: (i) in the UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and, in any event, so as to be received by no later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the General Meeting or any adjournment of that meeting; or (ii) in Ghana, The Central Securities Depository (Ghana) Limited, 4th Floor, Cedi House, P.M.B CT 465 Cantonments, Accra, Ghana, as soon as possible and, in any event, so as to be received by no later than 72 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the 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 in the UK by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus (UK and other Shareholders) or the Registrar in Ghana by telephone on +233 302 906 576 or via info@csd.com.gh.

Appointment of a proxy through CREST

CREST members who wish to appoint a proxy 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 Computershare Investor Services PLC (ID 3RA50) no later than 48 hours (excluding any part of a day that is not a working day) before the time of the 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 Computershare Investor Services PLC 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).

Appointment of proxy through Proximity

Members who are institutional investors may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by Computershare Investor Services PLC. For further information regarding Proximity, please visit www.proximity.io. Members must appoint a proxy via Proximity by no later than 48 hours (excluding any part of a day that is not a working day)

before the time of the General Meeting or any adjournment of that meeting. Before appointing a proxy via Proxymity, members will need to agree to Proxymity's associated terms and conditions. Members should read such terms and conditions carefully as they will be bound by such terms and conditions, which will govern the electronic appointment of their proxy.

Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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.

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).

Entitlement to vote

To be entitled to vote at the 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. (London time) on 16 March 2021 (or, if the General Meeting is adjourned, at 8.00 p.m. (London time) on the day which is 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 vote at the General Meeting.

Votes to be taken by a poll

At the General Meeting all votes will be taken by a poll. It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the General Meeting, and no later than 8.00 p.m. (London time) on 16 March 2021.

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 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.

Website giving information regarding the General Meeting

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

Voting rights

As at 26 February 2021, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 1,417,678,163 Tullow Shares, carrying one vote each. No shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 26 February 2021 were 1,417,678,163 votes.

Notification of shareholdings

Any person holding three per cent. or more of the total voting rights of the Company who appoints a person other than the Chair of the 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 Guidance and Transparency Rules. As at 26 February 2020, being the latest practicable date prior to the publication of this Notice, no notifications in respect of substantial shareholdings had been received other than as set out in Section 6 of Part VII (*Additional Information*) of the Circular.

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 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 General Meeting should contact the Company Secretary by email at 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.

Documents available for inspection

The documents listed in Section 14 of Part VII (*Additional Information*) of the Circular will be available for inspection on the date of the General Meeting at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London, W4 5XT from the date of this document up to and including the date of the General Meeting.