

**COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**TULLOW OIL PLC**

(Registered No. 03919249)

(the "Company")

At the Annual General Meeting of the Company held on 16 June 2021 at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT, the shareholders of the Company passed the following resolutions (other than ordinary business):

**Ordinary Resolutions**

14. THAT the Board of Directors of the Company ('the Board') be and 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 securities into shares in the Company up to an aggregate nominal amount of £47,079,366 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2022 or on 30 June 2022, 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.
15. THAT the rules of the Tullow Oil plc 2021 Sharesave Plan (the "Sharesave"), a copy of the draft rules of which has been produced to the Annual General Meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix I to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to:
- i. make such modifications to the Sharesave as they may consider appropriate to take account of the requirements of best practice and applicable UK legislation, and to adopt the Sharesave as so modified and to do all such other acts and things as they may consider necessary and expedient to give effect to the Sharesave; and
  - ii. establish further plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Sharesave.

**Special Resolutions**

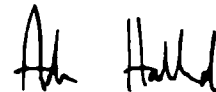
16. THAT, if Resolution 14 is passed, the Board of Directors of the Company ('the Board') be empowered to allot equity securities (as defined in the Companies Act 2006 ('the Act')) (including the grant of rights to subscribe for, or to convert any securities into, equity securities) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited to the allotment of equity securities and the sale of treasury shares for cash:
- a) in connection with a rights issue, open offer or other pre-emptive issue; and
  - b) (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £7,133,237,
- and shall expire at the end of the Annual General Meeting of the Company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022) but, in each case, prior to its expiry the Board may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.
17. 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 2022.
18. 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 £0.10 each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the Board of Directors of the Company 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 142,664,747; and
- b) the price that may be paid by the Company for any of its Ordinary Shares shall not be less than £0.10, being the nominal value of each Ordinary Share, and shall not be greater than the higher of, exclusive of expenses:
  - i. an amount equal to 105 per cent 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.

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 2022 or on 30 June 2022, 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.

19. THAT the articles of association produced to the meeting and signed by the Chair of the meeting for the purposes of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with effect from the conclusion of the meeting.



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Secretary