

**KOSMOS ENERGY LTD.**  
(the “**Company**”)

**UNANIMOUS WRITTEN RESOLUTIONS OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
of the Board of Directors**

made under bye-law 49 of the Company’s bye-laws

The undersigned, being all the members of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of the Company (the “**Board**”), acting by resolution in writing without a meeting, DO HEREBY UNANIMOUSLY CONSENT to the adoption of the following resolutions:

1. Gender Diversity Consideration for Board Composition

**WHEREAS**, according to its Charter and the Company’s Corporate Governance Guidelines, the Committee is responsible for, among other things, (i) overseeing searches for and identifying qualified candidates for membership on the Board, (ii) recommending to the Board criteria for the Board and the Board committee membership, (iii) periodically reviewing the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee and determining whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience, and (iv) considering any other factors that are set forth in the Company’s Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board;

**WHEREAS**, in accordance with the role of the Committee to consider criteria for director candidates and after considering and reviewing the shareholder proposal regarding gender diversity received from one of the Company’s shareholders for inclusion into the Company’s 2015 annual proxy statement, the Committee has determined that it is in the best interests of the Company and its shareholders for the Committee to consider gender diversity as one of the factors in identifying qualified candidates for membership on the Board when the next need for new Board candidates arises (the “**Gender Diversity Consideration**”); and

**WHEREAS**, as part of the Gender Diversity Consideration, the Committee has determined that it is in the best interests of the Company and its shareholders to (i) include women candidates in the general pool from which director candidates are being evaluated, and (ii) expand director searches to include director candidates from both corporate positions beyond the executive suite and non-corporate environments, including government, academia, and non-profit organizations (“**Gender Diversity-Related Steps**”);

**RESOLVED**, that the Committee does hereby approve the Gender Diversity Consideration and the Gender Diversity-Related Steps.

2. General

**RESOLVED**, that any director, officer or member of the Committee (the “**Authorised Officers**”) be and is hereby authorised in the name and on behalf of the Company or the Committee to approve and/or execute (under the common seal of the Company if appropriate) and/or deliver any and all agreements, instruments or other documents whatsoever (including, without limitation, any powers of attorney authorising any one or more persons, whether or not they are directors, officers or employees of the Company, to act on behalf of the Company or the Committee), incur all such fees and expenses and do any and all other things whatsoever as such Authorised Officer shall in his or her absolute and unfettered discretion determine to be necessary or desirable (such determination to be conclusively evidenced by any such execution or delivery or the taking of any such action by such person) in connection with the foregoing and all matters contemplated thereby or ancillary thereto;

**FURTHER RESOLVED**, that any and all actions already taken in the name or on behalf of the Company or the Committee by any director, officer or advisor in connection with any aspect of the foregoing and all matters contemplated thereby or ancillary thereto, whether or not such person was properly authorised to act in such capacity at the time such action was taken, be and are hereby authorised, ratified and confirmed as the acts and deeds of the Company or the Committee, as applicable.

