



## Kosmos Energy Statement Regarding Possible Offer for Tullow Oil plc

12/17/24 10:30 GMT

DALLAS--(BUSINESS WIRE)--Dec. 17, 2024-- Further to the announcements made by Tullow Oil plc (“**Tullow**”) and Kosmos Energy Ltd. (“**Kosmos**”) in relation to very preliminary discussions about Kosmos’ possible offer for Tullow, Kosmos now confirms that it does not intend to make a firm offer for Tullow at this time and is consequently bound by the restrictions under Rule 2.8 of the Code, save in the circumstances set out below.

This is a statement to which Rule 2.8 of the Code applies. As is customary, Kosmos reserves the right to set aside this statement in the following circumstances that are described under Note 2 to Rule 2.8 of the Code:

1. the Board of Directors of Tullow agreeing to this statement being set aside;
2. a third party announcing a firm intention to make an offer for Tullow;
3. Tullow announcing a Rule 9 waiver proposal (as described in Note 1 of the Notes on Dispensations from Rule 9 of the Code) or a reverse takeover (as defined in the Code); or
4. the UK Panel on Takeovers and Mergers (the “**Panel**”) determining that there has been a material change of circumstances.

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**THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.8 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE “CODE”)**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

### **ABOUT KOSMOS**

Kosmos is a full cycle deepwater, independent oil and gas exploration and production company focused along the offshore Atlantic Margins. Our key assets include production offshore Ghana, Equatorial Guinea and the U.S. Gulf of Mexico, as well as a world-class gas development offshore Mauritania and Senegal. We also pursue a proven basin exploration program in Equatorial Guinea and the U.S. Gulf of Mexico. Kosmos is listed on the New York Stock Exchange and London Stock Exchange and is traded under the ticker symbol KOS. As an ethical and transparent company, Kosmos is committed to doing things the right way. The Company’s Business Principles articulate our commitment to transparency, ethics, human rights, safety and the environment. Read more about this commitment in our Corporate Responsibility Report. For additional information, visit [www.kosmosenergy.com](http://www.kosmosenergy.com).

### **RULE 9 WAIVER PROPOSAL AND REVERSE TAKEOVER**

A Rule 9 waiver proposal is where the Panel is asked to waive the obligation to make an offer under Rule 9 of the Code which would otherwise arise where, as a result of the issue of new securities as consideration for an acquisition or a cash subscription or in fulfilment of obligations under an agreement to underwrite the issue of new securities, a person or group of persons acting in concert acquires an interest, or interests, in shares which carry 30% or more of the voting rights of a company (to which the Code applies).

A transaction will be a reverse takeover if an offeror (being a company to which the Code applies) might as a result need to increase its existing issued voting equity share capital by more than 100%.

### **PUBLICATION ON A WEBSITE**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available on [www.kosmosenergy.com](http://www.kosmosenergy.com) no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to above is not incorporated into and does not form part of this announcement.

The person responsible for arranging for the release of this announcement on behalf of Kosmos is Josh Marion.

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