

KOSMOS ENERGY LTD. WHISTLEBLOWER POLICY

Kosmos Energy Ltd. (the “Company”) is committed to maintaining the highest standards of business conduct and ethics in its and its subsidiaries’ and affiliates’ operations worldwide, and in its accounting standards and disclosures, internal accounting controls, audit practices, and legal compliance. The Company is also committed to fostering a culture of honesty and accountability. It is the policy of the Company to comply with and require its directors, officers, employees, and certain contractors and subcontractors (who act on behalf of and report to the Company) (each an “Applicable Individual” and collectively the “Applicable Individuals”), to comply with the Company Related Laws and Policies (defined below).

This Whistleblower Policy (this “Policy”) of the Company establishes procedures for the receipt, review and retention of reports relating to alleged or suspected violations of the Company Related Laws and Policies. The Company’s Audit Committee or Nominating and Corporate Governance Committee, as appropriate, is responsible for overseeing the receipt, investigation, resolution and retention of all credible Good Faith reports submitted pursuant to this Policy. While the Company does not encourage frivolous reports, the Company does expect all Applicable Individuals to report any irregularities and other suspected wrongdoings regarding the Company Related Laws and Policies. It is the Company’s policy that Applicable Individuals may submit reports of such information on a confidential and anonymous basis without fear of dismissal and retaliation of any kind.

I. Purpose and Role

The Company adopted this Policy in order to:

- cause violations to be disclosed before they can disrupt the business or operations of the Company, or lead to serious loss;
- promote a climate of accountability with respect to the Company Related Laws and Policies; and
- ensure that no Applicable Individual feels at a disadvantage for raising legitimate concerns.

This Policy provides a means whereby Applicable Individuals can safely raise, internally and at a high level, serious concerns and disclose information that an Applicable Individual believes in Good Faith relates to an alleged or suspected violation of the Company Related Laws and Policies. This Policy applies to reports concerning Company Related Laws and Policies only.

II. No Retaliation

Applicable Individuals should feel confident reporting alleged or suspected violations of Company Related Laws and Policies or assisting in investigations of such alleged or suspected violations. This Policy and related procedures offer protection from retaliation to any Applicable Individual who makes any report with respect to, or that could give rise to, a violation of the Company Related Laws and Policies, provided the report is made:

- in Good Faith;
- in the reasonable belief of the Applicable Individual making the report that the conduct or matter covered by the report has caused, or could give rise to, a violation of the Company Related Laws and Policies; and
- pursuant to the procedures contained in Section V below.

“Good Faith” means that the Applicable Individual has a reasonably held belief that the report made is true and has not been made either for personal gain or for any ulterior motive. Reports that are not made in good faith may be grounds for disciplinary action, including termination of employment.

The Company will not tolerate retaliation or discrimination of any kind by or on behalf of the Company or the Applicable Individuals against any Applicable Individual making a Good Faith report of, or assisting in the investigation of, any alleged or suspected violation of the Company Related Laws and Policies. Any acts of retaliation against an Applicable Individual who has made a report pursuant to this Policy will be treated by the Company as a serious violation of Company policy and could result in dismissal.

III. Scope of Reports

The Company has adopted this Policy to strongly encourage Applicable Individuals to report to responsible persons possible (i) violations of federal or local laws, including the securities laws, (ii) accounting irregularities and (iii) other suspected wrongdoing, including their own. The goal of this Policy is to discourage illegal activity and business conduct that damages the Company’s good name, franchise, business interests, and its relationships with shareholders, regulatory authorities (including such authorities in foreign countries where the Company conducts business), suppliers, residents and the community at large. The Company expects any Applicable Individual who knows of an alleged or suspected violation of the Company Related Laws and Policies to contact the Audit Committee, the Nominating and Corporate Governance Committee or the General Counsel through one of the methods contained in Section V. For purposes of this Policy, “Company Related Laws and Policies” includes the following:

- laws and regulations, including any rule of the Securities and Exchange Commission, federal laws related to fraud against the Company’s shareholders, and the laws and regulations, including tax laws and regulations, of any jurisdiction in which the Company operates;
- Company policies, including the Company’s Code of Business Conduct and Ethics, and statutory or other requirements for good corporate governance;
- accounting standards and disclosures, including the Company policies established to assure internal control of financial reporting or other accounting or disclosure controls or improper auditing matters;
- matters related to the internal or external audit of the Company’s financial statements;
- the Foreign Corrupt Practices Act;
- any other matter, which in the Good Faith belief of any Applicable Individual, could cause harm to the business or public position of the Company;

- any attempt to conceal an alleged or suspected violation of the Company Related Laws and Policies or evidence of such an alleged or suspected violation; or
- any retaliation against an Applicable Individual for any report, complaint, allegation or other disclosure made pursuant to this Policy.

IV. Confidentiality of Reports

The Company will exercise reasonable care to keep the identity of any Applicable Individual confidential until a formal investigation is launched. Thereafter, the identity of such Applicable Individual may be kept confidential unless (i) such confidentiality is incompatible with a fair investigation, (ii) there is an overriding reason for identifying or otherwise disclosing the identity of such person, or (iii) such disclosure is required by law, such as where a governmental entity initiates an investigation of allegations contained in the report. Furthermore, the identity of any such Applicable Individual may be disclosed if it is reasonably determined that a report was made maliciously or recklessly, or if disciplinary proceedings are invoked against any Applicable Individual as a result of such report.

V. Reporting Alleged or Suspected Violations

The Audit Committee. The Audit Committee is comprised of at least three directors of the Company and, except as otherwise provided herein, is responsible for *inter alia* investigating and responding to reports of alleged and suspected violations of the Company Related Laws and Policies.

Reporting Alleged or Suspected Violations. If an Applicable Individual believes in Good Faith that any Applicable Individual acting on behalf of the Company has violated any of the Company Related Laws and Policies, such person should immediately report his or her concern of the alleged or suspected violation via the whistleblower system established by the Company (either on-line or by phone). Alternatively, reports can be submitted either directly to the Audit Committee, the Nominating and Corporate Governance Committee¹ or the Company's General Counsel, as follows:

If to the Audit Committee:

In writing:

Kosmos Energy Ltd.
8176 Park Lane
Suite 500

¹ The Nominating and Corporate Governance Committee is comprised at least three directors of the Company and is responsible for investigating and responding to reports of alleged or suspected violations of the Company Related Laws and Policies pertaining to, or committed by, any executive officer or director of the Company. Reports of alleged or suspected violations pertaining to directors and officers may be sent directly to the Nominating and Corporate Governance Committee or, alternatively, may be submitted through one of the other reporting channels outlined in this Policy. References throughout this Policy to the Audit Committee may, where appropriate, also include the Nominating and Corporate Governance Committee.

Dallas, Texas 75231
Attention: Chairman of the Audit Committee

If to the Nominating and Corporate Governance Committee:

In writing:

Kosmos Energy Ltd.
8176 Park Lane
Suite 500
Dallas, Texas 75231
Attention: Chairman of the Nominating and Corporate Governance Committee

If to the Company's General Counsel:

In writing:

Kosmos Energy Ltd.
8176 Park Lane
Suite 500
Dallas, Texas 75231
Attention: General Counsel
By: Telephone: (214) 445-9600

Or via the Company's whistleblower hotline:

<https://kosmosenergy.alertline.com> or 888-419-0569 The General Counsel will communicate all reports of alleged or suspected violations to the Audit Committee.

Reporting to Management. If an Applicable Individual is not comfortable reporting an alleged or suspected violation of the Company Related Laws and Policies to the Audit Committee or the General Counsel, he or she should report such alleged or suspected violation to any supervisor or member of management with whom he or she is comfortable approaching. Any manager or other supervisory employee who receives a report of an alleged or suspected violation of the Company Related Laws and Policies must immediately forward the report to the Audit Committee or the General Counsel.

Anonymous Reports. Reports of alleged or suspected violations of the Company Related Laws and Policies may be submitted to the Audit Committee or the General Counsel anonymously if desired. Anonymous reports may also be submitted through the Company's whistleblower hotline. All reports of alleged or suspected violations, whether or not submitted anonymously, will be kept in strict confidence to the greatest extent possible, consistent with the Company's need to conduct an adequate investigation.

What to Include in a Report. Reports of alleged or suspected violations of the Company Related Laws and Policies should be factual, rather than speculative or conclusory, and should clearly set forth as much information in as specific detail as possible so as to allow for proper assessment. The report describing an alleged or suspected violation should be candid and should

set forth all of the information that the Applicable Individual knows regarding the alleged or suspected violation. In addition, the report should contain sufficient corroborating information to support the commencement of an investigation. The Audit Committee may, in its reasonable discretion, determine not to commence an investigation if a report contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

VI. Investigation of Reports

Upon receipt of a report alleging a violation or suspected violation of the Company Related Laws and Policies, the Audit Committee, or a designated member of such Committee, will make a determination as to whether a reasonable basis exists for commencing an investigation into the conduct alleged in the report. If the Audit Committee or its designated member concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations. The Audit Committee shall have the authority to obtain assistance from the Company's management, counsel or auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation.

At each quarterly meeting of the Audit Committee, the Committee will discuss the status of any ongoing investigation and review the resolution of each report submitted during the previous quarter, whether or not the report resulted in the commencement of a formal investigation.

VII. Corrective Action

The Audit Committee is ultimately responsible for determining the validity of each report and, with the input of its advisors and Company management, if requested, determining the appropriate corrective action. The Audit Committee shall report any violation of the Company Related Laws and Policies to Company management and ensure that management takes corrective action including, where appropriate, reporting any such violation to relevant governmental authorities.

Any Applicable Individual deemed to have violated any of the Company Related Laws and Policies, may be subject to disciplinary action, up to and including termination, and if appropriate shall be liable to the Company for such violation. Furthermore, any Applicable Individual found to have destroyed evidence of or impeded the investigation of such a violation will also be subject to liability and disciplinary action as determined appropriate.

VIII. Retention of Reports and Documents

The Audit Committee shall retain all documents and records regarding any report made pursuant to this Policy for a period of five (5) years. It is illegal and against the Company's policy to destroy any corporate audit or other records that may be subject to or related to an investigation by the Company or any federal, state or regulatory body.

IX. Compliance With This Policy

All Applicable Individuals must follow the procedures outlined in this Policy and cooperate with any investigation initiated pursuant to this Policy. Adhering to this Policy is a condition of employment. Other than as set forth in Section II, this Policy should not be construed as preventing, limiting, or delaying the Company from taking disciplinary action against any individual, up to and including termination, in circumstances (such as, but not limited to, those involving problems of performance, conduct, attitude, or demeanor) where the Company deems disciplinary action appropriate.

This Policy is intended to set forth the Company's process for investigating alleged or suspected violations of Company Related Laws and Policies, and is not intended to create a contract between an Applicable Individual and the Company. This Policy in no way alters an employee's at-will employment status with the Company. Either the Company or an employee can terminate the employment relationship at the Company at any time, for any reason or no reason, with or without cause, warning, or notice.

The Company has the right to amend this Policy at any time as it sees fit and in its sole discretion.