



**KOSMOS ENERGY LTD.**

**Compensation Committee Charter**

**Adopted: May 9, 2011**

**Last Approved: April 9, 2019**

**Purpose and Scope**

The Compensation Committee (the "Committee") is created by the Board of Directors (the "Board") of Kosmos Energy Ltd. (the "Company") to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

**Membership**

The Committee shall consist of at least three members who shall be directors of the Company. Unless the Company is a "controlled company" (as defined in Section 303A of the New York Stock Exchange Listed Company Manual) and subject to any applicable phase-in periods provided for by the New York Stock Exchange Listed Company Manual, the Committee shall be comprised solely of directors of the Company deemed by the Board to be independent and who meet independence requirements of the New York Stock Exchange. With respect to determinations made under Rule 16b-3 under the United States Securities Exchange Act of 1934 or Rule 162(m) of the United States Internal Revenue Code, if all members of the compensation committee are not "non-employee directors" (as defined in Rule 16b-3 under the Securities Exchange Act of 1934) or "outside directors" (as defined in Section 162(m) of the Internal Revenue Code), as applicable, determinations made pursuant to Rule 16b-3 under the Securities Exchange Act of 1934 shall be made by a sub-committee comprised solely of two or more "non-employee directors," and, upon the expiration of the "reliance period" for newly public companies (as defined in sub-section 1.162-27(f)(2) of the Regulations of the Internal Revenue Service), determinations made pursuant to Section 162(m) of the Internal Revenue Code shall be made by a sub-committee comprised solely of two or more "outside directors." The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

## **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

### *Executive Compensation*

- The Compensation Committee shall review and approve the compensation of the Chief Executive Officer of the Company (the "CEO") and each of the Company's other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
  - evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - determine any long-term incentive component of each executive officer's compensation.

### *Director Compensation*

- The Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:
  - identify corporate goals and objectives relevant to director compensation and
  - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

### *Management Succession*

- The Committee shall, in consultation with the Company's CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

### Compensation Policies and Plans

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

### Disclosure

- The Committee shall prepare the Compensation Committee Report required by United States Securities and Exchange Commission (the "SEC") rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's annual proxy statement or Form 10-K.

### Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### Risk Assessment

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

### Authority and Delegations

The Committee has the sole authority to retain and terminate any advisors, including any compensation consultant assisting the Committee in the evaluation of CEO or executive officer compensation, including sole authority to approve all such advisors' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.