

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Kosmos Energy Ltd.

(Name of Registrant as Specified in Its Charter)

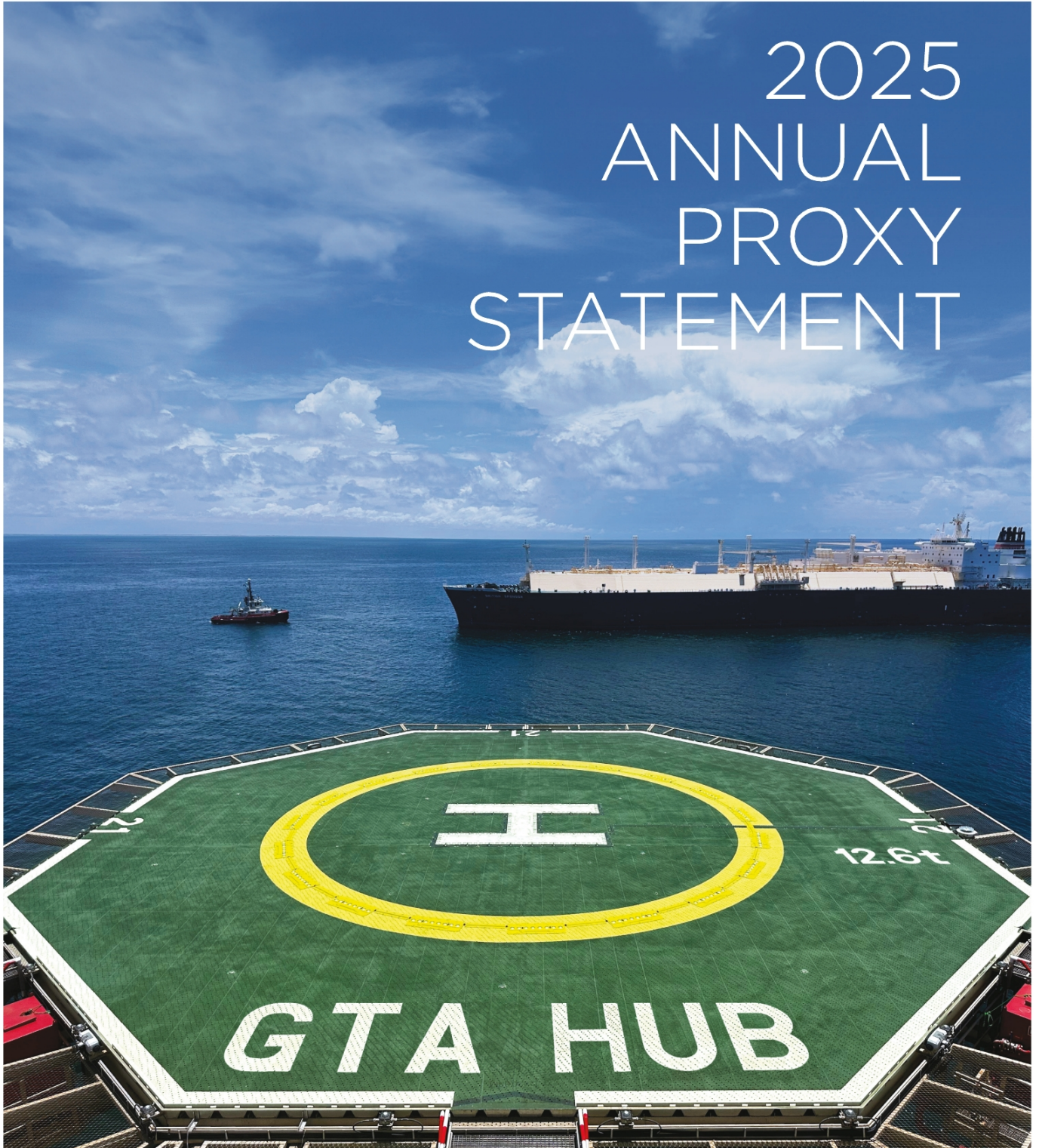
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-



2025 ANNUAL PROXY STATEMENT





**AT KOSMOS
ENERGY, OUR
PURPOSE IS
CLEAR.**

We are a leading deepwater exploration and production company focused on meeting the world's growing demand for energy.

We have diversified oil and gas production from key assets offshore Ghana, Equatorial Guinea, Mauritania, Senegal and the Gulf of America. In the proven basins where we operate, we are advancing high-quality development opportunities that have come from our exploration success.

As we deliver the energy the world needs today and tomorrow, we strive to be a force for good in our host countries, accelerating economic and social progress.



A MESSAGE FROM OUR CHAIRMAN AND CEO

April 25, 2025

Fellow shareholders:

The last twelve months have seen the energy sector undergo a recalibration. While most nations continue to support the Paris Agreement's 1.5°C target, there is growing acknowledgment that significant quantities of oil and gas will be required to support modern life for many years to come. The just, orderly, and equitable energy transition we all want may take longer to achieve than many people were once inclined to admit. This pragmatic reassessment resonates in our African host countries, where leaders continue to seek the energy investment so crucial for industrialization, economic growth, and job creation for their expanding populations.

Our clear and consistent strategy, predicated on the world's growing demand for secure, affordable, and cleaner energy, has enabled Kosmos to navigate these changes with resilience and foresight. With oil production from our advantaged assets in Ghana, the Gulf of America, and Equatorial Guinea, we are supplying the world with the energy it needs today.

Equally, we remain focused on the energy needs of the future. We have started production at the Greater Tortue Ahmeyim liquefied natural gas (LNG) project offshore Mauritania and Senegal. This establishes a new Atlantic Basin LNG hub ideally located to supply European markets and, importantly, provide gas for domestic use. As energy demand grows around the world, gas and LNG will be critical in the shift to a lower-carbon future. With a world-scale gas resource now in production for many years to come, and with room to grow, Kosmos is well-positioned to capitalize on the world's current and future energy needs and create long-term, sustainable value.

In 2022, we set ourselves the goal of materially growing production from key projects across the portfolio. 2024 marks the end of a capital-intensive period for the company. We are now prioritizing the generation of free cash flow through maximizing revenue and disciplined capital investment. Our forecast 2025 capital expenditure is expected to be \$400 million or less – a reduction of over 50% compared to recent years.

Additionally, as a part of rigorous cost management, Kosmos is pursuing a reduction in annual overhead of around \$25 million by year-end 2025. With higher production, lower capital expenditure, and reduced overhead, we are targeting the generation of sustainable free cash which will enable us to reduce our absolute debt and leverage, further enhancing the company's financial resilience.

A key part of our strategy is our ongoing commitment to operating responsibly. Our low-cost, lower carbon oil and gas production positions us as a reliable and responsible producer – balancing energy security and affordability with the need to reduce emissions. Kosmos earned MSCI's highest possible "AAA" rating for the third consecutive year, which puts us in the top 20% of companies across our sector. Similarly, Newsweek and Statista named Kosmos one of America's Most Responsible Companies for the fifth consecutive year.

Kosmos is well-positioned to generate sustainable value for shareholders. We offer investors a clear purpose, consistent strategy, top-quality assets with greater than 20 years of 2P reserves/production life, unique exposure to world-scale gas and LNG projects, strong cash generation, and an important role in enabling a just and orderly energy transition in the countries where we work.

In a time of unpredictability, we endeavor to use the foresight and resilience built across the company to navigate a path to success. We look forward to sharing more at our annual meeting. On behalf of the entire board of directors, I thank you for your participation, continued trust and support.

Sincerely yours,

A handwritten signature in black ink, appearing to read "A. J. Inglis".

Andrew G. Inglis
Chairman and Chief Executive Officer

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Kosmos Energy Ltd.
8176 Park Lane, Suite 500
Dallas, Texas 75231
April 25, 2025

**NOTICE OF VIRTUAL ANNUAL STOCKHOLDERS MEETING TO
BE HELD ON THURSDAY, JUNE 5, 2025**

To the Stockholders of Kosmos Energy Ltd.:

You are cordially invited to attend the 2025 annual stockholders meeting of KOSMOS ENERGY LTD., a Delaware corporation (the "Company"), which will be held via virtual-only format on Thursday, June 5, 2025, at 8:00 a.m., Central Daylight Time. You will be able to attend the meeting virtually, vote your shares electronically, and submit your questions during the meeting by visiting: www.virtualshareholdermeeting.com/KOS2025 and following the instructions on your proxy card. The meeting will include the following agenda items:

1. To elect three Class III directors to a three-year term to serve until the 2028 annual stockholders meeting;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 and to authorize the Company's Audit Committee of the Board of Directors to determine their remuneration;
3. To provide a non-binding, advisory vote to approve named executive officer compensation; and
4. To consider such other business as may properly come before the annual stockholders meeting.

The Board of Directors of the Company has fixed the close of business on April 8, 2025 as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting and any adjournment or postponement thereof. Only stockholders of record at the close of business on the record date are entitled to notice of, and to vote at, the meeting.

A record of the Company's activities during 2024 and its financial statements as of and for the fiscal year ended December 31, 2024 is contained in the Company's 2024 Annual Report on Form 10-K. The Annual Report on Form 10-K does not form any part of the material for solicitation of proxies. Our Chairman and Chief Executive Officer, Mr. Inglis, expects to report on our progress during the past year and respond to stockholders' questions.

It is important that your shares be represented at the annual stockholders meeting, as a quorum of the stockholders must be present, either at the virtual meeting or by proxy, in order for the meeting to take place. Even if you plan to attend the meeting, we recommend that you vote your shares in advance as described herein so that your vote will be counted if you later decide not to attend the virtual meeting. Your vote and participation in our governance are very important to us. Returning the proxy does not deprive you of your right to attend the virtual meeting and to vote your shares at the virtual meeting. If you returned a proxy but then attend the virtual meeting, you may revoke the proxy and vote at the virtual meeting in accordance with the procedures described herein on all matters submitted at the meeting.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "JRM", written over a light blue horizontal line.

Josh. R. Marion
Senior Vice President, General Counsel and Corporate Secretary
April 25, 2025
Dallas, Texas

CAST YOUR VOTE

We value each stockholder playing a part in Kosmos' future. It is vital that you participate and vote your shares.

Proposals Which Require Your Vote

		Additional information	Board recommendation	Votes required for approval
PROPOSAL 1	To elect three Class III directors to a three-year term to serve until the 2028 annual stockholders meeting	Page 8	FOR	Majority of votes cast
PROPOSAL 2	To ratify the appointment of Ernst & Young LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2025 and authorization of the Company's Audit Committee of the Board of Directors to determine their remuneration	Page 30	FOR	Majority of votes cast
PROPOSAL 3	To provide a non-binding, advisory vote to approve named executive officer compensation	Page 33	FOR	Majority of votes cast

Vote Now

Even if you plan to attend this year's virtual annual stockholders meeting, it is a good idea to vote your shares now, before the meeting, in the event your plans change. Whether you submit your proxy and vote via the Internet, by telephone or by mail, please have your proxy card or voting instruction form in hand and follow the instructions.

Via the Internet



Visit 24/7
<http://www.proxyvote.com>

By telephone



Dial toll-free 24/7
1-800-690-6903

By mailing your proxy card



Mark, sign and date your proxy card, and return it in the postage-paid envelope or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717

- Review and download this Proxy Statement, a proxy card and our 2024 annual report
- Request a hard copy of this Proxy Statement, a proxy card and our 2024 annual report

Important Notice Regarding the Availability of Proxy Materials for the Virtual Annual Stockholders Meeting to be Held on June 5, 2025. The Notice of Virtual Annual Stockholders Meeting, 2025 Proxy Statement, Proxy Card and 2024 Annual Report on Form 10-K are available under the SEC Filings link on the Investors' page of our website at www.kosmosenergy.com. On this site, you will also be able to access any amendments or supplements to the foregoing materials that are required to be furnished. Information contained on or connected to our website is not incorporated by reference into this Proxy Statement and should not be considered a part of this Proxy Statement or any other filing that we make with the U.S. Securities and Exchange Commission (the "SEC").



PROXY STATEMENT AND SUMMARY

2025 Virtual Annual Stockholders Meeting

These proxy materials are being furnished to you in connection with the solicitation of proxies by the Board of Directors of Kosmos Energy Ltd. for use at the 2025 annual stockholders meeting and any adjournments or postponements thereof. We refer to our Board of Directors as the “Board” and to Kosmos Energy Ltd. as “Kosmos,” the “Company,” “we” or “us.” The annual stockholders meeting will be held virtually on Thursday, June 5, 2025 beginning at 8:00 a.m., Central Daylight Time. You will be able to attend the meeting virtually, vote your shares electronically, and submit your questions during the meeting by visiting:

www.virtualshareholdermeeting.com/KOS2025

The items to be considered are summarized in the Notice of Virtual Annual Stockholders Meeting and more fully described in this Proxy Statement. The Notice of Virtual Annual Stockholders Meeting, this Proxy Statement, the enclosed Proxy Card and our 2024 Annual Report on Form 10-K are first being mailed and made available starting on or about April 25, 2025 to all record holders of our common shares as of the close of business on April 8, 2025. Our common shares represented by proxies will be voted as described below or as specified by each stockholder.

Stockholders will need the control number included on their notice of internet availability, proxy card or voting instruction form to be admitted to the virtual meeting as a stockholder, vote their shares and ask questions.

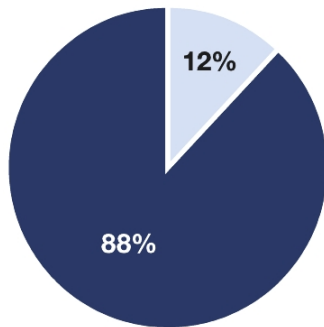
PROXY SUMMARY

Corporate Governance Highlights and Practices

Our Board of Directors believes that high standards of corporate governance are an essential component of our corporate culture. At present, all of our non-employee directors are independent of management under the requirements of the New York Stock Exchange and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and all of our executive officers (including each of our named executive officers) and directors are in compliance with our robust share ownership guidelines. Our Corporate Governance Guidelines also include a robust Lead Independent Director role to provide independent oversight whenever our Chief Executive Officer also serves as the Chairman of the Board.

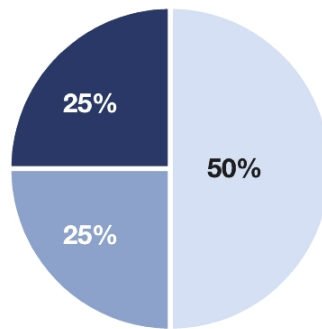
We are proud of our Board’s independence and diversity. The following charts reflect our Board’s composition following the conclusion of the Annual Stockholders Meeting, assuming all director nominees are elected.

Director Independence



■ Non-Independent
■ Independent

Tenure of Directors



■ 0 to 5 years
■ 5 to 10 years
■ 10 years+

Our Board members also have a diversity of experience and a wide variety of skills, qualifications and viewpoints that strengthen their ability to carry out their oversight role on behalf of the Company’s stockholders. The following chart highlights the key characteristics the Board believes qualify its current members to serve the interests of the Company’s stockholders.



PROXY SUMMARY

Safety and Social Responsibility Highlights

At Kosmos, our purpose is clear: we work to supply the energy the world needs today, find and develop cleaner energy for the future, and be a force for good in our host countries. Operating in a safe, responsible, and environmentally sound manner is critical to achieving this goal. Kosmos is dedicated to upholding our Business Principles and acting as a force for good in our host countries.

Our approach to sustainability and reporting on progress is informed by:

1. The United Nations (U.N.) Sustainable Development Goals (SDGs)
2. The U.N. Global Compact's Ten Principles
3. Task Force on Climate-related Financial Disclosures (TCFD) Recommendations
4. The Sustainability Accounting Standards Board (SASB) Sustainability Disclosure Topics and Accounting Metrics for Oil & Gas Exploration & Production

The Company's latest Sustainability Report was published in May 2024 and covers our full environmental, social and governance ("ESG") agenda, including the actions we have taken to mitigate climate-related risks and enhance the resiliency of our business. Ernst & Young LLP independently reviewed our ESG performance data, reinforcing our commitment to transparency and openness. The report also demonstrates how we are delivering on our ongoing commitment to being both a responsible company and a long-term partner focused on helping our host nations reach their potential.

We are proud of the work we have done to operate responsibly.

Safety

- Total Recordable Injury Rate in 2024 (0.00) was better than our target (<0.60); Lost Time Incident Rate in 2024 (0.00) was better than our target (<0.25); and Hydrocarbon spills in 2024 (none) was better than our target (<1 Bbl).

Environment

- Worked with our operating partners to minimize routine flaring in Ghana and Equatorial Guinea and progress our target to reduce absolute Scope 1 equity emissions by 25% by 2026, compared to a 2022 baseline.
- Maintained carbon neutrality for Scope 1 and Scope 2 operated emissions since 2021 through continual monitoring of emissions, assessing emission reduction opportunities, and, for residual emissions, investing in high-quality carbon offset projects.

Transparency

- Maintained an industry-leading position on transparency by continuing to publish our petroleum agreements and production sharing contracts with host governments, as well as disclosing our payments to governments at the project level.

Social Investment

- Since its founding, the Kosmos Innovation Center has trained more than 5,600 aspiring entrepreneurs, leading to the creation of more than 220 promising start-ups, across Ghana, Senegal, and Mauritania.
- Established a new Kosmos Innovation Center in Saint Louis, Senegal, with two programs dedicated to empowering aspiring female and youth entrepreneurs. 80 entrepreneurs participated in DOOR Entrepreneuriat, a two-day bootcamp covering essential information on entrepreneurship and business planning, and 15 participated in SAMA XALATT SAMA PROJET, a five-week business coaching program where entrepreneurs develop business plans and compete for seed funding to grow their business.

What We Do	What We Don't Do
<ul style="list-style-type: none"> ✓ Pay-for-Performance—we align pay and performance by awarding a majority of the compensation paid to our executives in the form of “at-risk” performance-based compensation linked to Company and individual performance ✓ Balanced Short-Term and Long-Term Compensation—we grant compensation that discourages short-term risk taking at the expense of long-term results ✓ Independent Compensation Consultant—our Compensation Committee engages an independent compensation consultant ✓ Share Ownership Guidelines—our executive officers are subject to robust share ownership guidelines, further aligning their interests with our stockholders ✓ Compensation Recoupment Policies—we maintain a Financial Restatement Compensation Recoupment Policy and a Detrimental Conduct Compensation Recoupment Policy applicable to our executive officers ✓ Risk Mitigation—we have strong risk and control policies, we take risk management into account in making executive compensation decisions, and we perform an annual risk assessment of our executive compensation programs 	<ul style="list-style-type: none"> ✗ No Excise Tax Gross-Ups—we do not provide our executives with gross-ups for the excise tax that would be imposed on the executives under Section 4999 of the Internal Revenue Code, if they received “excess” payments and benefits in connection with a change in control ✗ No Special Executive Defined Benefit Retirement Programs—we do not provide special executive defined benefit retirement programs ✗ No Excessive Perquisites—consistent with our pay-for-performance philosophy, we do not provide our executives with excessive perquisites ✗ No Guaranteed Payouts—we do not grant cash or equity incentive compensation with guaranteed payouts ✗ No Hedging Shares—we do not permit our employees, including our named executive officers, to engage in hedging transactions in the Company’s securities, unless our General Counsel provides prior written authorization ✗ No Top-Up Share Grants—no additional issuance of equity awards to compensate for losses in value of outstanding equity awards



PROPOSAL 1

To elect three Class III directors to a three-year term to serve until the 2028 annual stockholders meeting

The Board currently consists of eight directors. The Company's Certificate of Incorporation divides our directors into three classes. One class is elected at each annual stockholders meeting, to hold office for a three-year term. Current Class III directors, Mr. Roy A. Franklin, Mr. Steven M. Sterin and Mr. J. Mike Stice, if re-elected, will serve a three-year term until the 2028 annual stockholders meeting.

Our Bylaws provide that our Board shall consist of not less than five and not more than 15 directors, as determined by the Board. Our stockholders do not have cumulative voting rights and, accordingly, the holders of a majority of the votes cast at the annual stockholders meeting, at which a quorum is present, can elect each of the directors then standing for election. Stockholders are not entitled to cumulate votes in the election of directors and may not vote for a greater number of persons than the number of nominees named.

We are soliciting proxies in favor of the election of each of the director nominees identified below. We intend that all properly executed proxies will be voted for these nominees unless otherwise specified. All nominees have consented to serve as directors, if elected. If any nominee is unwilling to serve as a director at the time of the annual stockholders meeting, the persons who are designated as proxies intend to vote, in their discretion, for such other persons, if any, as may be designated by the Board.

As of the date of this Proxy Statement, the Board has no reason to believe that any of the persons named below will be unable or unwilling to stand as a nominee or serve as a director, if elected. The Board believes that each nominee has valuable individual skills and experiences that, taken together, provide us with the knowledge, judgment and strategic vision necessary to provide effective oversight of the Company. The biographies below reflect the particular experience, qualifications, attributes and skills that led the Board to conclude that each nominee should serve on the Board. Ages are correct as of the date of this Proxy Statement.

Class III Director Nominees



Roy A. Franklin

Current Class III Director

Age: 71

Director since: 2021

Committees:

- Audit Committee
- Nominating and Corporate Governance Committee (Chair)

Other current public directorships:

- Wood plc

Mr. Franklin currently serves as Chair of the international energy services group, Wood plc (“Wood”). In Mr. Franklin’s current role at Wood, he has overseen the company’s strategic positioning for the energy transition, broadening the company’s core activities from oilfield services to sustainable energy infrastructure, delivering solutions for a net-zero future. Wood is recognized as a sector leader in ESG matters and Mr. Franklin’s experience in this area is invaluable to Kosmos as it continues to navigate the energy transition. Mr. Franklin was also on the Board of Directors of Energean plc from October 2021 to November 2023. He was previously the Chairman of Premier Oil plc, a UK-based independent oil and gas exploration company, from 2017 until its acquisition in 2021, the Chairman of privately-held Energean Israel Ltd from 2017 to 2021, and the Deputy Chairman of Equinor A/S from 2015 until 2019. In addition to those listed above, he has served on the boards of a number of other international companies in non-executive roles, including Kerogen Capital LLC from 2011 to 2021, Statoil A/S from 2007 until 2013, Santos Ltd from 2006 until 2017, Keller Group plc from 2007 until 2016, and Amec Foster Wheeler Plc from 2016 until 2017 when it was acquired by Wood. Mr. Franklin began his career at BP where he spent 18 years in roles of increasing responsibility. He then joined Clyde Petroleum plc as Group Managing Director and served as CEO of Paladin Resources plc from 1997 until its acquisition by Talisman Energy in 2005. In 2004 he was awarded the Order of the British Empire, and in 2006 the Petroleum Group Medal of the Geological Society of London, both in recognition of his services to the UK oil and gas industry. Mr. Franklin earned his Bachelor of Science in Geology in 1973 from the University of Southampton, UK. For these reasons, we believe he is well qualified to serve on our Board.

PROPOSAL 1



Steven M. Sterin

Current Class III Director**Age:** 53**Director since:** 2019**Committees:**

- Audit Committee (Chair)
- Compensation Committee

Other current public directorships:

- DuPont de Nemours, Inc.

Mr. Sterin currently serves on the Board of Directors of DuPont de Nemours, Inc. and is the Chair of its Audit Committee and a member of its Sustainability, Public Policy, Environment and Health and Safety Committee. Mr. Sterin was previously Co-Founder & President of G&S Energy Holdings, LLC, an independent energy company focused on the acquisition, safe operation and optimization of downstream and renewable energy assets in the U.S., from August 2021 to December 2022. He currently serves as a Senior External Advisor to McKinsey & Company, a role he also held from June 2019 until August 2021 before returning in April 2023. Mr. Sterin was most recently an Executive Vice President and the Chief Financial Officer of Andeavor & Andeavor Logistics from 2014 until the merger with Marathon Petroleum Company in October 2018. He served as President of Andeavor Logistics from 2017 to October 2018 and was a member of the Board of Directors for Andeavor Logistics GP, LLC from 2014 to 2018. Mr. Sterin was also responsible for Corporate Strategy & Business Development for both companies from 2016 to 2017. From 2007 to 2014, Mr. Sterin was the Senior Vice President and Chief Financial Officer for Celanese Corporation, a global technology and specialty material company. During his eleven years with Celanese, he served as Corporate Controller and Principal Accounting Officer as well as held other financial and business leadership roles. Prior to his tenure at Celanese, Mr. Sterin spent six years with Reichhold, Inc., a global chemical company, in a variety of financial positions, including Director of Tax and Treasury in the Netherlands, Global Treasurer and Vice President of Finance. Mr. Sterin's career started with PriceWaterhouseCoopers. Mr. Sterin also has experience with technology and cyber security services. Mr. Sterin holds a Master's degree in Professional Accounting and a Bachelor's degree in Business Administration and Accounting, which he earned concurrently at the University of Texas at Austin. He is a Certified Public Accountant in Texas. For these reasons, we believe he is well qualified to serve on our Board.

**J. Mike Stice****Current Class III Director****Age:** 66**Director since:** 2023**Committees:**

- Nominating and Corporate Governance Committee
- Audit Committee

Other current public directorships:

- Marathon Petroleum Corporation
- MPLX GP LLC

Mr. Stice currently is a Director of Marathon Petroleum Corporation, where he serves on the Audit Committee, the Corporate Governance and Nominating Committee and the Sustainability and Public Policy Committee, and is a Director of MPLX GP LLC. Mr. Stice is a professor at the University of Oklahoma and previously served as the Dean, Mewbourne College of Earth and Energy. Mr. Stice began his career in 1981 with Conoco, as an associate engineer. He held engineering positions of increasing responsibility prior to being named plant manager of Louisiana Gas System Inc. in 1987. In 1991, Mr. Stice was named district manager for the Oklahoma district. He was appointed managing director of Conoco Australia Pty. Ltd. in 1995 and president, Conoco Asia Pacific Ltd. in 1997. Mr. Stice was promoted to president of Conoco Energy Solutions in 2001 and president of ConocoPhillips Qatar in 2003. In 2008, Mr. Stice was named president and chief operating officer of Chesapeake Midstream Development, L.P., a wholly owned subsidiary of Chesapeake Energy Corporation, and senior vice president of natural gas projects for Chesapeake. In 2009, he was named chief executive officer of Chesapeake Midstream Partners, L.P. Mr. Stice was designated a director of Chesapeake Midstream Partners, which changed its name to Access Midstream in 2012. He continued as chief executive officer until his retirement in 2014. Mr. Stice served as Dean, Mewbourne College of Earth and Energy at the University of Oklahoma since August 2015 and assumed his current position in January 2023. He is a former director of MarkWest Energy Partners, L.P. and Spartan Acquisition III Corp.. Mr. Stice holds a bachelor's degree in chemical engineering from the University of Oklahoma, a master's degree in business from Stanford University, and a doctorate in education from The George Washington University. For these reasons, we believe he is well qualified to serve on our Board.

PROPOSAL 1

Recommendation and Nomination of Directors by Stockholders

The Nominating and Corporate Governance Committee will consider director nominees recommended by stockholders. Those recommendations should be sent to the Secretary of the Company at Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231. The Nominating and Corporate Governance Committee will consider potential nominees recommended by stockholders on the same basis that it considers other potential nominees.

Our stockholders may nominate directors to the Board by giving timely notice of the nomination in writing to the Secretary of the Company. Such notice must contain specified information about the nomination. Our Bylaws detail the timelines and informational requirements for stockholder nominations in greater detail. At this time, the Board has not established any minimum qualifications or skills for directors that are either nominated or recommended by our stockholders, although we generally consider a nominee's diversity, experience, industry knowledge and background. To ensure we have a diverse group of potential director nominees for consideration, our nominee search includes candidates from both corporate positions beyond the executive suite and from non-corporate environments (e.g., government, academia and non-profit organizations).

Vote Required

Directors will be elected by a majority of the votes cast at the annual stockholders meeting, at which a quorum is present. A properly executed proxy marked "ABSTAIN" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether a quorum is present.

Recommendation

FOR
✓

The Board recommends that stockholders vote "FOR" all the nominees for director. If not otherwise specified, proxies will be voted "FOR" all the nominees for director.

Continuing Directors (Current Class I Directors with Terms Expiring in 2026)



Andrew G. Inglis

Chairman and Current Class I Director

Age: 66

Director since: 2014

Committees:

None

Other current public directorships:

None

Mr. Inglis has served as our Chairman and Chief Executive Officer since March 1, 2014. Mr. Inglis joined Kosmos from Petrofac Ltd., a leading provider of oilfield services to the international oil and gas industry, principally engaged in the design of oil and gas infrastructure, the operation, maintenance and management of oil and gas assets and the training of personnel on a worldwide basis. At Petrofac, Mr. Inglis held the position of Chief Executive, Integrated Energy Services and was a member of the Petrofac board of directors. Prior to joining Petrofac in January 2011, Mr. Inglis served BP p.l.c for 30 years in a number of positions, including most recently as Executive Director on the BP board of directors from 2007 to 2010 and as Executive Vice President and Deputy Chief Executive of exploration and production from 2004 to 2007. Mr. Inglis received a Master's degree in Engineering from Pembroke College, Cambridge University. He is a Chartered Mechanical Engineer, a Fellow of the Institution of Mechanical Engineers and a Fellow of the Royal Academy of Engineering. For these reasons, we believe he is well qualified to serve on our Board.



Maria Moræus Hanssen

Current Class I Director

Age: 60

Director since: 2023

Committees:

- Audit Committee
- Health, Safety, Environment and Sustainability Committee

Other current public directorships:

- Scatec ASA
- SLB

Ms. Maria Moræus Hanssen has been an independent director of SLB since 2020 and serves on the Compensation Committee, the Nominating & Governance Committee, and as Chair of the New Energy and Innovation Committee. She has also served on the board of Scandinavian public company Scatec ASA since April 2020 where she is also a member of the Audit and Sustainability Committee, and she previously served on the board of Scandinavian public company Alfa Laval AB from April 2019 to April 2023. She previously served as deputy chief executive officer and chief operating officer of Wintershall Dea GmbH, a German-based oil and gas producer, from May 2019 to December 2019, following the merger between DEA Deutsche Erdoel AG (DEA) and Wintershall Holding GmbH. Prior to that, she served as chief executive officer of DEA and as chair of its management board from January 2018 until April 2019. Before joining DEA, she served as chief executive officer of ENGIE E&P International SA and as head of the E&P business unit for the ENGIE Group in Paris from 2015 to 2017. Ms. Moræus Hanssen served in various management and operations roles at Aker from 2008 to 2013, Statoil (now Equinor) from 2007 to 2008, and Norsk Hydro from 1992 to 2007, and also serves in director and chair roles on various private company, municipal and non-profit boards. She previously served as deputy chairman and audit committee chair of Yara International ASA from 2015 to May 2019. Ms. Moræus Hanssen has a Master of Petroleum Engineering from the Norwegian University of Science and Technology, a Master of Petroleum Economics from IFP School and a corporate director certificate from Harvard Business School (2021). For these reasons, we believe she is well qualified to serve on our Board.

PROPOSAL 1

Continuing Directors (Current Class II Directors with Terms Expiring in 2027)

**Adebayo ("Bayo") O. Ogunlesi****Current Class II Director****Age:** 71**Director since:** 2011**Lead Independent Director since:** 2025**Committees:**

- Compensation Committee (Chair)

Other current public directorships:

- Top Golf Callaway Brands
- BlackRock

Mr. Ogunlesi currently serves as a Senior Managing Director of BlackRock, and as a member of the firm's Global Executive Committee ("GEC"). He was appointed to the Board of Directors of BlackRock in November 2024. Mr. Ogunlesi has been Chairman and CEO of Global Infrastructure Partners ("GIP"), a private equity firm that invests in infrastructure assets in the energy, transport and water sectors, in both OECD and select emerging market countries since 2006. Prior to founding GIP, Mr. Ogunlesi served as Executive Vice Chairman and Chief Client Officer of Credit Suisse's Investment Banking Division with senior responsibility for Credit Suisse's corporate and sovereign investment banking clients. From 2002 to 2004, he was Head of Credit Suisse's Global Investment Banking Department. Mr. Ogunlesi is also a Director of Top Golf Callaway Brands. Mr. Ogunlesi has experience with technology and cyber security and has been a member of the Board of Directors at OpenAI since January 2025. Mr. Ogunlesi holds a Bachelor of Arts degree in Politics, Philosophy and Economics with First Class Honors from Oxford University, a Juris Doctor (magna cum laude) from Harvard Law School and a Master of Business Administration from Harvard Business School. From 1980 to 1981, he served as a Law Clerk to the Honorable Thurgood Marshall, Associate Justice of the United States Supreme Court. Mr. Ogunlesi served as a Director of our predecessor Kosmos Energy Holdings since 2004. For these reasons, we believe he is well qualified to serve on our Board.

**Deanna L. Goodwin****Current Class II Director****Age:** 60**Director since:** 2018**Committees:**

- Health, Safety, Environment and Sustainability Committee (Chair)
- Compensation Committee

Other current public directorships:

- Arcadis NV
- Oceaneering International Inc.

Ms. Goodwin currently serves as a Director of Arcadis NV, where she also serves as Chair of the Audit Committee, and as a Director of Oceaneering International Inc., where she is a member of the Audit Committee and Chair of the Compensation Committee. Ms. Goodwin served as President of the North America region of Technip, a global engineering, construction and services company specializing in supporting the energy industry, from 2013 to 2017. She served as Chief Operating Officer, Offshore North America at Technip from 2012 to 2013. Prior thereto, she served as Senior Vice President and Chief Financial Officer of Technip USA, Inc. Previously, Ms. Goodwin led the integration of the \$1.3 billion acquisition of Global Industries by Technip. From 1993 to 2007, Ms. Goodwin served in various capacities for Veritas DGC, a leading provider of geophysical information and services to oil and gas companies worldwide, including President of the North and South America Region. Earlier in her career, Ms. Goodwin served as an Audit Manager at Price Waterhouse. Ms. Goodwin received her Bachelor of Commerce degree in Accounting from the University of Calgary in Canada and her Chartered Accountant designation from the Canadian Institute of Chartered Accountants. For these reasons, we believe she is well qualified to serve on our Board.

Continuing Directors (Current Class II Directors with Terms Expiring in 2027)**Sir John Grant****Current Class II Director****Age:** 70**Director since:** 2023**Committees:**

- Health, Safety, Environment and Sustainability Committee
- Nominating and Corporate Governance Committee

Other current public directorships:

- None

Sir John Grant was previously a member of the Advisory Council of Essar Oil (UK) Limited, a UK-focused downstream energy company, from July 2021 to November 2023, and served as Vice President of International Government Relations at Anadarko Petroleum Corporation from October 2016 until his retirement in 2019. Prior to that, he served as Executive Vice-President of Policy and Corporate Affairs at BG Group from 2009 to 2015 with responsibility for government affairs, corporate responsibility and communications. Before joining BG Group in 2009, he had served as President of BHP Billiton Europe since 2007. Prior to that he had been a member of the British Foreign Service from 1976 to 2007, holding posts in Stockholm, Moscow and Brussels, where he was the UK's Permanent Representative to the European Union from 2003 to 2007. Mr. Grant has a degree in modern languages from Cambridge University. For these reasons, we believe he is well qualified to serve on our Board.

CORPORATE GOVERNANCE MATTERS

Board Composition

As of the date of this Proxy Statement, our Board has eight directors. Our Bylaws provide that the Board shall consist of not less than five directors and not more than 15 directors, and the number of directors

may be changed only by resolution adopted by the affirmative vote of a majority of the entire Board. No decrease in the number of directors may shorten the term of any incumbent director.

Board Leadership Structure

The Board recognizes that one of its key responsibilities is to evaluate and determine its optimal leadership structure so as to provide independent oversight of management. The Board understands that the optimal Board leadership structure may vary as circumstances warrant. Consistent with this understanding, non-management directors consider the Board's leadership structure on an annual basis. The Board has

determined that the optimal Board leadership structure for us is served by the role of Chairman of the Board being held by our Chief Executive Officer, Mr. Inglis, because it believes that having one leader serving as both the Chairman and Chief Executive Officer provides decisive, consistent and effective leadership, particularly given the designation of an empowered Lead Independent Director as discussed below.

Lead Independent Director

Our Corporate Governance Guidelines require that, in the event the offices of Chairman and Chief Executive Officer ("CEO") are held by the same person (or in the event the office of Chairman is not held by the CEO, but is nonetheless not independent), then a Lead Independent Director must be selected from

among the non-employee directors. Mr. Ogunlesi currently serves as the Company's Lead Independent Director. The responsibilities of the Lead Independent Director are described in the Company's Corporate Governance Guidelines as follows:






Lead Independent Director Responsibilities	
■	presides at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors, and manages the discussion with the Chairman of the Board following such executive sessions;
■	has the authority to call, and set the agenda, of meetings of the independent directors;
■	oversees the annual performance evaluation of the Board, in conjunction with the Nominating and Corporate Governance Committee;
■	evaluates the annual performance of the CEO, in conjunction with the Chair of the Compensation Committee and soliciting input from all independent directors;
■	serves as a liaison between the Chairman of the Board and the independent directors between regularly scheduled Board meetings, as necessary;
■	consults with the Chairman of the Board on, and approves, the agendas and schedules for Board meetings;
■	advises the Chairman of the Board on the quality, quantity and timeliness of information flow to the Board;
■	if requested by shareholders, after consulting with the Chairman and CEO, ensures that he or she is available for consultation and direct communication as appropriate; and
■	assists the Nominating and Corporate Governance Committee, as necessary, in overseeing succession planning for the CEO.

Committees of the Board of Directors

As of the date of this Proxy Statement, our Board has an Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Health, Safety, Environment and Sustainability Committee, and may have such other committees as the Board shall determine from time to time. Pursuant to the NYSE's corporate governance standards, we are required to have an audit committee, a compensation committee and a nominating and corporate governance committee.

We are required to perform an annual performance evaluation of our Audit, Compensation and Nominating and Corporate Governance Committees. As of the date hereof, we are in compliance with the NYSE corporate governance requirements, including with respect to independence requirements for each of our Audit, Compensation and Nominating and Corporate Governance Committees.

As of the date of this Proxy Statement, the composition of the Committees of the Board of Directors is:

Director	Audit Committee	Compensation Committee	Health, Safety, Environment and Sustainability Committee	Nominating and Corporate Governance Committee
Andrew G. Inglis				
Roy A. Franklin	Member			Chair
Deanna L. Goodwin 		Member	Chair	
Adebayo O. Ogunlesi 		Chair		
Steven M. Sterin 	Chair	Member		
Maria Moræus Hanssen 	Member		Member	
J. Mike Stice 	Member			Member
Sir John Grant			Member	Member

 Financial Expert

 Lead Independent Director

CORPORATE GOVERNANCE MATTERS

As of the date of this Proxy Statement, each of the standing Committees of the Board had the composition and responsibilities described below.

Audit Committee

<p>Audit Committee</p> <p>Members: Steven M. Sterin, Chair Roy A. Franklin Maria Moræus Hanssen J. Mike Stice</p> <p>Meetings in 2024: 4</p>	<p>The Audit Committee is a separately designated standing Committee of the Board established in accordance with Section 3(a)(58)(A) of the Exchange Act.</p> <p>Membership:</p> <ul style="list-style-type: none"> ■ Our Board has determined that all members are independent directors as defined by the NYSE rules and Rule 10A-3 of the Exchange Act. ■ Our Board has determined that all of the members are financially literate. ■ Our Board has determined that each of Mr. Sterin, Mr. Stice and Ms. Moræus Hanssen is an “audit committee financial expert” as described in Item 407(d) (5) of Regulation S-K. <p>Primary Responsibilities:</p> <ul style="list-style-type: none"> ■ Recommend, through the Board, to the stockholders on the appointment and termination of our independent auditors; ■ Review the proposed scope and results of the independent auditors’ audit; ■ Review and approve the independent auditors’ audit and non-audit services rendered; ■ Approve the audit fees to be paid (subject to authorization by our stockholders to do so); ■ Review accounting and financial controls with the independent auditors and our financial and accounting staff; ■ Recognize and prevent prohibited non-audit services; ■ Establish procedures for complaints received by us regarding accounting matters; ■ Oversee internal audit functions; ■ Oversee the resource and reserve process, including the external reporting of resource and reserve information; ■ Review and approve the report of the Audit Committee that SEC rules require to be included in this Proxy Statement; and ■ Oversee information and cybersecurity risks, including receiving updates from company executives on information security matters at least quarterly and more often as necessary. <p>The Audit Committee Charter:</p> <ul style="list-style-type: none"> ■ Was approved by the Board on May 9, 2011 (as amended on April 3, 2012 and further updated on May 2, 2019, on June 10, 2020 and on December 5, 2023) and is reviewed annually; and ■ Is available under the Corporate Governance link on the Investors’ page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement. <p>The Report of the Audit Committee is set forth on page 32 of this Proxy Statement.</p>
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Compensation Committee

Compensation Committee	<p>The Compensation Committee is a separately designated standing Committee of the Board established in accordance with Section 3(a)(58)(A) of the Exchange Act.</p> <p>Membership:</p> <ul style="list-style-type: none"> ■ Our Board has determined that all members are independent directors as defined by the NYSE rules and Rule 10A-3 of the Exchange Act and qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act. <p>Compensation Committee Interlocks:</p> <ul style="list-style-type: none"> ■ No member of the Compensation Committee has been at any time an employee or an officer of ours. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board or Compensation Committee. <p>Primary Responsibilities:</p> <ul style="list-style-type: none"> ■ Review and approve the compensation arrangements for our executive officers, including the compensation for our Chief Executive Officer; ■ Review and approve compensation for our directors; ■ Review and evaluate our executive compensation and benefits policies generally, including review and recommendation of any incentive compensation and equity-based plans; ■ Prepare the report of the Compensation Committee that SEC rules require to be included in the Proxy Statement or Annual Report on Form 10-K, review and discuss the Company’s Compensation Discussion and Analysis with management and provide a recommendation to the Company’s Board regarding the inclusion of the Compensation Discussion and Analysis in the Proxy Statement or Form 10-K; ■ Retain and terminate any advisors, including any compensation consultants, and approve any such advisors’ fees and other retention terms; and ■ Delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company. <p>The Compensation Committee Charter:</p> <ul style="list-style-type: none"> ■ Was approved by the Board on May 9, 2011 (as amended on April 9, 2019) and is reviewed periodically; and ■ Is available under the Corporate Governance link on the Investors’ page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement. <p>The report of the Compensation Committee is set forth on page 19 of this Proxy Statement.</p>
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Members:

Adebayo O. Ogunlesi,
Chair
Deanna L. Goodwin
Steven M. Sterin

Meetings in 2024: 3

CORPORATE GOVERNANCE MATTERS

Nominating and Corporate Governance Committee

<p>Nominating and Corporate Governance Committee</p>	<p>The Nominating and Corporate Governance Committee is a separately designated standing Committee of the Board established in accordance with Section 3(a)(58)(A) of the Exchange Act.</p>
<p>Members: Roy A. Franklin, Chair Sir John Grant J. Mike Stice</p> <p>Meetings in 2024: 1</p>	<p>Membership:</p> <ul style="list-style-type: none">■ Our Board has determined that all members are independent directors as defined by the NYSE rules and Rule 10A-3 of the Exchange Act. <p>Primary Responsibilities:</p> <ul style="list-style-type: none">■ Identify and nominate members for election to the Board;■ Review and approve transactions between us and our directors, officers and affiliates;■ Periodically review our management succession planning in consultation with our Lead Independent Director, as necessary;■ Develop and recommend to the Board a set of corporate governance principles applicable to the Company; and■ Oversee the evaluation of the Board. <p>The Nominating and Corporate Governance Committee Charter:</p> <ul style="list-style-type: none">■ Was approved by the Board on May 9, 2011 and is reviewed periodically; and■ Is available under the Corporate Governance link on the Investors' page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement.

Health, Safety, Environment and Sustainability Committee

<p>Health, Safety, Environment and Sustainability Committee</p>	<p>Membership:</p> <ul style="list-style-type: none"> ■ Our Board has determined that all members are independent directors as defined by the NYSE rules and Rule 10A-3 of the Exchange Act. <p>Primary Responsibilities:</p> <ul style="list-style-type: none"> ■ Health, Safety and Environment: <ul style="list-style-type: none"> ■ Oversee the establishment of targets and objectives for health, safety, and environmental performance; ■ Monitor medium- and long-term performance versus targets and objectives; ■ Review health, safety, security, and environmental policies at least every three years or additionally as needed; ■ Monitor the regular public reporting of progress against stated Health, Safety, Environment and Sustainability (HSES) targets and initiatives; ■ Review the effectiveness of emergency and incident response plans; ■ Review major incidents that may impact the company's performance and license to operate; ■ Monitor the identification, management and mitigation of significant HSE risks; and ■ Sustainability: <ul style="list-style-type: none"> ■ Oversee the establishment of targets and objectives related to climate change as well as monitor performance against those targets and objectives; ■ Ensure and monitor regular public and transparent reporting of progress against sustainability and climate change targets and initiatives; ■ Review the Company's Climate Change Policy; ■ Monitor the Company's identification, management and mitigation of climate-related risks and opportunities; and ■ Review and approve the Company's annual Sustainability Report. <p>The Health, Safety, Environment and Sustainability Committee Charter:</p> <ul style="list-style-type: none"> ■ Was approved by the Board on May 6, 2011 (as amended on March 10, 2022) and is reviewed periodically; and ■ Is available under the Corporate Governance link on the Investors' page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement.
<p>Members: Deanna L. Goodwin, Chair Maria Moræus Hanssen Sir John Grant</p> <p>Meetings in 2024: 4</p>	

CORPORATE GOVERNANCE MATTERS

Meetings of the Board of Directors and Committees

The Board held six meetings during 2024. During 2024, no incumbent director attended fewer than 75% of the aggregate total number of meetings of the Board held during the period in which he or she was a director and of the total number of meetings held by all of the Committees of the Board on which he or

she served. We expect, but do not require, our directors to attend our annual stockholders meetings. All of the then serving directors attended the annual stockholders meeting held by the Company in June 2024.

Director Independence

Pursuant to the NYSE's corporate governance standards, we are required to have a majority independent Board.

The Board has reviewed the materiality of any relationship that each of our directors has with us, either directly or indirectly. Based on this review, the Board has determined that each of Ms. Goodwin, Mr. Ogunlesi, Mr. Sterin, Mr. Franklin, Ms. Moræus

Hanssen, Mr. Stice and Sir John Grant are "independent directors" as defined by the NYSE rules and Rule 10A-3 of the Exchange Act. Accordingly, as of the date hereof, we are in compliance with the NYSE's majority independent Board requirement.

There are no family relationships among any of our executive officers, directors or nominees for director.

Board's Role in Risk Oversight

Assessing and managing risk is the responsibility of the management of the Company. However, the Board has an active role, as a whole, and also at the committee level, in overseeing management of the Company's risks. The Board regularly reviews information regarding the Company's credit, liquidity and operations, as well as the risks associated with each.

Under its charter, the Audit Committee of the Board reviews and discusses with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. In addition, the Audit Committee oversees risks related to the Company's financial statements, the financial reporting process, accounting, tax and legal matters, the Company's information security controls and procedures, and its process and procedures for managing cybersecurity risks, as well as liquidity risks and guidelines and policies and procedures for monitoring and mitigating risks.

Because overseeing risk is an ongoing process and inherent in our strategic decisions, the Board also discusses risk throughout the year in relation to specific proposed actions. The Board's other standing Committees oversee risks associated with their respective areas of responsibility. For example, the Compensation Committee considers the risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. See "Executive Compensation—Compensation Risk Assessment" below. The Board is kept abreast of its Committees' risk oversight and other activities through reports of the Committee chairs to the full Board.

Specifically relating to enterprise risk management during 2024, the Company performed an enterprise risk assessment to identify key risks and assess procedures for managing, monitoring and mitigating risks.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics applicable to our employees, directors and officers, in accordance with applicable U.S. federal securities laws and the corporate governance rules of the NYSE. Any waiver of this Code may be made only by the Board. In accordance with applicable U.S. federal securities laws and the corporate governance rules of the NYSE, we will provide any person, without charge and upon request, with a copy of our Code of Business Conduct and Ethics. Requests should be directed to us at Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, Attention: Corporate Secretary. The Code of Business Conduct and Ethics is also available under the Corporate Governance link on the Investors' page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement. We will disclose any amendments to or waivers of the Code of Business Conduct and Ethics on our website at www.kosmosenergy.com. Our Audit Committee has established procedures to

receive, retain and treat complaints regarding accounting, internal accounting controls or auditing matters, and to allow for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters.

We aim to maintain a diverse workforce and an inclusive culture, which improves our business performance and creates a fair, safe and respectful work environment for everyone. Our approach to diversity and equal opportunity focuses on the full employee life-cycle, including hiring and onboarding, learning and development, performance management, reward and recognition, progression and retention. While we do not have a formal diversity policy, we comply with all laws and regulations relating to equal opportunities and non-discrimination. Furthermore, our Code of Business Conduct and Ethics includes a prohibition on discrimination of any criteria prohibited by law. Our diversity and equal opportunity approach is periodically reviewed.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines in accordance with the corporate governance rules of the NYSE. In accordance with the corporate governance rules of the NYSE, we will provide any person, without charge and upon request, with a copy of our Corporate Governance Guidelines. Requests should be directed to us at Kosmos Energy Ltd., 8176 Park Lane, Dallas, Texas 75231, Attention: Corporate Secretary. The Corporate

Governance Guidelines are also available under the Corporate Governance link on the Investors' page of our website at www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement. We will disclose any amendments to the Corporate Governance Guidelines on our website at www.kosmosenergy.com.

Communications with the Board

Stockholders and other interested parties may communicate directly with our Board by sending a written communication in an envelope addressed to: Board of Directors, c/o Corporate Secretary, Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231. These communications will be promptly forwarded by the Corporate Secretary to the Board. Stockholders and other interested parties may communicate directly with our Lead Independent

Director or any other of our independent directors by sending a written communication in an envelope addressed to: Board of Directors, c/o Corporate Secretary, Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231. These communications will be promptly forwarded by the Corporate Secretary to the Lead Independent Director or other independent directors.

CORPORATE GOVERNANCE MATTERS

Our Audit Committee has established a process for communicating complaints regarding accounting or auditing matters. To submit a complaint, you may send a written communication in an envelope addressed to: Audit Committee, c/o Corporate Secretary, Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231. Any such complaints received or submitted will be promptly forwarded by the Corporate Secretary to the Chair of the Audit Committee, to take such action as may be appropriate.

Stockholders and other interested parties may communicate directly with our Chairman of the Board by sending a written communication in an

envelope addressed to: Chairman of the Board of Directors, c/o Corporate Secretary, Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231. These communications will be promptly forwarded by the Corporate Secretary to the Chairman of the Board.

Certain items that are unrelated to the duties and responsibilities of the Board will be excluded, such as business solicitations; junk mail, mass mailings and spam; new product and new services suggestions; resumes and other employment inquiries; and surveys.

DIRECTOR COMPENSATION

2024 Director Compensation

The following table lists the individuals who served as our non-employee directors in 2024 and summarizes their 2024 compensation. Mr. Inglis did not receive any compensation for his service as a director in 2024.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	All Other Compensation (\$)	Total (\$)
Roy A. Franklin	125,000	170,000	—	295,000
Deanna L. Goodwin	100,000	170,000	—	270,000
Adebayo O. Ogunlesi	100,000	170,000	—	270,000
Steven M. Sterin	125,000	170,000	—	295,000
Maria Moræus Hanssen	75,000	170,000	—	245,000
J. Mike Stice	75,000	170,000	—	245,000
Sir John Grant	75,000	170,000	—	245,000

- (1) Each of our non-employee directors is entitled to (i) an annual cash retainer for service on the Board and (ii) an additional cash retainer if the director chairs a Board committee, in each case, paid quarterly and, if applicable, prorated for the portion of the year that the director serves on the Board or committee. The table below sets forth the annualized cash retainers for the period from January 1, 2024 to December 31, 2024. The Lead Independent Director is also entitled to an additional cash retainer of \$50,000, however, this role was not established until 2025, and therefore Mr. Ogunlesi did not receive any cash compensation in 2024 for serving as our Lead Independent Director.

Type of Retainer	Retainer (Annualized) (\$)
Board Member	75,000
Audit Committee Chair	50,000
Compensation Committee Chair	25,000
Nominating and Corporate Governance Committee Chair	50,000
Health, Safety, Environment and Sustainability Committee Chair	25,000

The Compensation Committee has also determined to provide non-employee directors with an option to elect to receive all or a portion of their annual cash retainer in the form of common stock in lieu of cash. Any non-employee directors choosing to make such an election must do so prior to December 31st of the preceding year and will receive the full value of the covered year's annual cash retainer in the form of fully vested shares of common stock at the conclusion of the Company's annual meeting of stockholders for the covered year. In the event the director ceases to serve on the Board for any reason prior to the annual meeting for such covered year, the portion of the annual cash retainer covered by his or her election for such year will be forfeited in its entirety (including for the portion of the covered year prior to his or her termination of service). The number of shares to be issued to the director will be determined based on the closing price of a share of the Company on the applicable annual meeting date. These shares will be issued under the Company's Long Term Incentive Plan. In 2024, Mr. Ogunlesi elected to receive all of his annual cash retainer in the form of common stock in lieu of cash, and Ms. Moræus Hanssen elected to receive 50% of her annual cash retainer in the form of common stock in lieu of cash. Accordingly, Mr. Ogunlesi and Ms. Moræus Hanssen received 13,322 and 6,661 fully vested shares of common stock on June 6, 2024, respectively.

- (2) Each non-employee director is entitled to receive an annual equity award retainer in the form of service-vesting restricted share units ("RSUs") granted under our Long Term Incentive Plan with an annual grant date value of \$170,000. These grants are made annually on the date of our annual stockholders meeting (or, for new directors who begin serving on the Board on a different date, on such date with a pro-rated grant date value for the partial year of service). The amounts in this column reflect the aggregate grant date fair values of such RSUs, calculated in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The

actual value, if any, realized by our non-employee directors for these awards is a function of the value of the shares if and when they vest. For additional information on how we account for equity-based compensation, see Note 12 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024.

The following table sets forth the total number of RSUs held by our non-employee directors who held such awards as of December 31, 2024, which are scheduled to vest in June 2025. The vesting of the RSUs granted in 2024 will accelerate on death or disability or upon the occurrence of a change in control.

Name	Total RSUs (#)
Roy A. Franklin	30,196
Deanna L. Goodwin	30,196
Adebayo O. Ogunlesi	30,196
Steven M. Sterin	30,196
Maria Moræus Hanssen	30,196
J. Mike Stice	30,196
Sir John Grant	30,196

Director Share Ownership Guidelines

The Compensation Committee has established robust share ownership guidelines that are applicable to all of our non-employee directors to ensure that they face the same downside risk and upside potential as our stockholders, thereby further aligning their interests with the long-term interests our stockholders.

Under these share ownership guidelines, each of our non-employee directors is required to own, within five years following his or her first election/appointment to our Board, common shares of the Company having an aggregate value at least equal to five times the value of the annual cash board retainer that such director receives for his or her service on our Board.

Until such time as the director has satisfied his or her minimum ownership requirements, the director is required to retain 100% of the "net shares" received from the settlement of all equity-based awards (i.e., those shares that remain outstanding after the payment of taxes at an assumed 40% tax rate).

Shares owned directly or indirectly (including shares received upon settlement of an equity award) and service-based restricted shares and RSUs that settle in shares are counted for purposes of satisfying our non-employee director share ownership guidelines.

As of December 31, 2024, all of our non-employee directors were in compliance with the share ownership guidelines.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have not engaged in any transactions since January 1, 2024 with our directors, officers (or our directors' or officers' family members), or beneficial owners of more than five percent of our voting securities or their affiliates.

Procedures for Review of Transactions with Related Persons

We have adopted a set of written related-party transaction policies designed to minimize potential conflicts of interest arising from any dealings we may have with our affiliates and to provide appropriate procedures for the disclosure, approval and resolution of any actual or potential conflicts of interest which may exist from time to time. Such policies provide, among other things, that all related-party transactions, including any loans

between us and our affiliates, but excluding compensation arrangements, require approval by our Nominating and Corporate Governance Committee or our Board, after considering all relevant facts and circumstances, including, without limitation, the commercial reasonableness of the terms, the benefit and perceived benefit, or lack thereof, to us, opportunity costs of alternative transactions, the materiality and character of the related party's direct or indirect interest, and the actual or apparent conflict of interest of the related party, and after determining that the transaction is in, or not inconsistent with, our and our stockholders' best interests. There have been no related-party transactions since the adoption of related-party transaction policies where such policies were not followed.

STOCK OWNERSHIP MATTERS

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, officers and persons who beneficially own more than 10% of our common shares to file initial reports of ownership on Form 3 and reports of changes of ownership on Forms 4 and 5 with the SEC. These officers, directors and 10% beneficial owners are also required to furnish us with copies of all Section 16(a) forms that they file. Specific due dates for these reports have been established by

regulation, and we are required to report in this Proxy Statement any failure to file by these dates during 2024.

To our knowledge, based solely on our review of the copies of such forms received by us, we believe that all Section 16(a) filing requirements applicable to our officers, directors and 10% beneficial owners have been complied with for 2024.

Security Ownership of Management and Certain Beneficial Owners

The following table sets forth certain information with respect to the beneficial ownership of our common shares, on a fully diluted basis, as of March 6, 2025, for:

- each of our named executive officers;
- each of our directors;
- each of our director nominees;
- all of our executive officers and directors as a group; and
- each stockholder known by us to be the beneficial owner of more than 5% of our issued and outstanding common shares.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities, and the right to

acquire such beneficial ownership within 60 days from March 6, 2025, whether through the exercise of an option, warrant or right, conversion of a security, or otherwise. Percentage of ownership is based on 477,904,652 common shares issued and outstanding on March 6, 2025. The information in the table below concerning security ownership of beneficial owners is based on filings made by such persons with the SEC.

Except as indicated in the footnotes to the table below, we believe that the stockholders named in this table have sole voting and investment power with respect to all common shares shown to be beneficially owned by them, based on information provided to us by such stockholders. Unless otherwise indicated, the address for each director and executive officer listed is: 8176 Park Lane, Suite 500, Dallas, Texas 75231.

<i>Name of Beneficial Owner</i>	Number of Shares Beneficially Owned ⁽¹⁾	Percentage of Shares Beneficially Owned
Named Executive Officers		
Andrew G. Inglis	3,430,154	*
Neal D. Shah	1,264,815	*
Christopher J. Ball	1,440,875	*
Jason E. Doughty ⁽²⁾	1,105,860	*
Josh R. Marion ⁽³⁾	54,977	*
Directors		
Roy A. Franklin	68,676	*
Deanna L. Goodwin	99,532	*
Adebayo O. Ogunlesi	1,689,502	*
Steven M. Sterin	243,144	*
Maria Moræus Hanssen	34,863	*
J. Mike Stice	28,202	*
Sir John Grant	27,923	*
All directors, nominees and executive officers as a group (12 individuals)	9,488,523	1.99%
Five Percent Stockholders		
BlackRock, Inc. ⁽⁴⁾	56,660,534	11.86%
Grantham, Mayo, Van Otterloo & Co. LLC ⁽⁵⁾	32,627,567	6.83%
American Century Investment Management, Inc. ⁽⁶⁾	26,558,944	5.56%
Vaughan Nelson Investment Management, L.P. ⁽⁷⁾	25,112,534	5.25%

The percentage of shares beneficially owned is based on 477,904,652 of our common shares outstanding as of March 6, 2025.

* Less than one percent.

- (1) Excludes restricted share units held by each of our executive officers (including our named executive officers) and directors.
- (2) Mr. Doughty ceased serving as the Company's Senior Vice President and General Counsel, effective July 8, 2024, and retired from the Company effective January 31, 2025. At the time of his retirement, he owned 1,105,860 shares.
- (3) Mr. Marion was promoted to the position of Senior Vice President and General Counsel, effective July 8, 2024.
- (4) Based on a Schedule 13G/A filed on February 5, 2025, BlackRock, Inc. ("BlackRock") exercises sole voting power over 55,746,974 shares and sole dispositive power over 56,660,534 shares. The address for BlackRock is 50 Hudson Yards, New York, New York 10001.
- (5) Based on a Schedule 13G/A filed on February 12, 2025, Grantham, Mayo, Van Otterloo & Co. LLC ("GMVO") exercises sole voting power over 32,627,567 shares and sole dispositive power over 32,627,567 shares. The address for GMVO is 53 State Street, Suite 3300, Boston, Massachusetts 02109.
- (6) Based on a Schedule 13G filed on November 8, 2024, American Century Investment Management, Inc. ("American Century") exercises sole voting power over 25,257,859 shares and sole dispositive power over 26,558,944 shares. The address for American Century is 4500 Main Street, 9th Floor, Kansas City, Missouri 64111.
- (7) Based on a Schedule 13G/A filed on January 30, 2025, Vaughan Nelson Investment Management, L.P. ("Vaughan Nelson") exercises sole voting power over 13,708,989 shares, sole dispositive power over 19,429,604 shares and shared dispositive power over 5,682,930 shares. Vaughan Nelson's beneficial ownership reflects securities beneficially owned, or that may be deemed to be beneficially owned, by Vaughan Nelson Investment Management, Inc., as general partner of Vaughan Nelson. The address for Vaughan Nelson is 600 Travis Street, Suite 3800, Houston, Texas 77002.

PROPOSAL 2

To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 and to authorize the Company's Audit Committee of the Board of Directors to determine their remuneration

Ernst & Young LLP has served as our independent registered public accounting firm since 2011 and of our predecessor, Kosmos Energy Holdings, since 2003, and has provided to us certain audit services, audit-related services and tax services during that time.

The Audit Committee has recommended reappointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2025. The Board is asking stockholders to ratify such appointment and the authority of the Audit Committee to determine their remuneration. Stockholder ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm is not required by applicable laws, the Company's Bylaws or otherwise. The Board of Directors, however, is submitting the appointment of the stockholders for ratification as a matter of good corporate governance practice. If an auditor is not appointed by stockholders at the annual stockholders meeting, Ernst & Young LLP, as the incumbent independent registered public accounting firm, will continue in office until a successor is appointed in accordance with Delaware law and the Company's Bylaws. The affirmative vote of the holders of a majority of the votes cast at the annual stockholders meeting, at which a quorum is present, is required to approve the appointment and the authorization of the Audit Committee to set their remuneration.

Representatives of Ernst & Young LLP will not be present at the annual stockholders meeting.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Fees Paid to Independent Auditors

The following table presents aggregate fees billed to us for the years ended December 31, 2024 and 2023, for professional services rendered by Ernst & Young LLP, our principal accountant:

	2023	2024
Audit fees	\$2,129,988	\$2,103,745
Audit-related fees	\$ 184,599	\$ 299,260
Tax fees	\$ 409,985	\$ 117,725
All other fees	\$ 371,939	\$ 381,939
Total fees	\$3,096,511	\$2,902,669

Audit Fees. Audit fees consisted of fees billed by Ernst & Young LLP for professional services rendered in connection with audits of the Company's and certain of its subsidiaries' financial statements and internal controls over financial reporting, quarterly reviews of our consolidated financial statements, as well as certain audit-related accounting consultations.

Audit-Related Fees. Audit-related fees consisted of costs incurred related to SEC-related accounting consultations and certain attestation and agreed upon procedures.

Tax Fees. Tax fees consisted of costs incurred related to tax compliance services and consultations on various tax issues.

All Other Fees. For 2024 and 2023, all other fees consisted of costs incurred related to Ernst & Young LLP's independent review of the data included in the Company's Sustainability Report and access to Ernst & Young LLP's online research services.

Pre-Approval Policies and Procedures

Our Audit Committee has established procedures for pre-approval of audit and non-audit services as set forth in the Audit Committee charter, subject to stockholder approval if necessary, under Delaware law. The Audit Committee's charter is available under the Corporate Governance link on the Investors' page of our website at www.kosmosenergy.com. The

information on our website is not incorporated by reference into this Proxy Statement. The Audit Committee pre-approves all services performed by Ernst & Young LLP and discloses such fees above. The Audit Committee considers whether the provision of the services disclosed above is compatible with maintaining Ernst & Young LLP's independence.

Vote Required

The affirmative vote of a majority of the votes cast at the annual stockholders meeting, at which a quorum is present, is required to approve Proposal 2. Abstentions shall not be treated as votes cast, although they will be counted for purposes of determining whether a quorum is present.

Stockholders are being asked to vote on the following resolution:

"RESOLVED, that the Company's stockholders ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025 and authorize the Audit Committee of the Company to determine their remuneration."

Recommendation

FOR
✓

The Board recommends a vote "FOR" the ratification of the appointment of Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2025 and to authorize the Audit Committee to determine their remuneration. If not otherwise specified, proxies will be voted "FOR" Proposal 2.

AUDIT COMMITTEE REPORT

Notwithstanding anything to the contrary set forth in any of our filings under the Securities Act of 1933, as amended (“Securities Act”), or the Exchange Act, that might incorporate future filings, including this Proxy Statement, in whole or in part, the Compensation Committee Report herein and the Audit Committee Report included herein shall not be deemed to be “Soliciting Material,” are not deemed “filed” with the SEC and shall not be incorporated by reference into any filings under the Securities Act or Exchange Act whether made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filings.

The Audit Committee of the Board currently consists of four non-employee independent directors: Mr. Sterin, Mr. Franklin, Mr. Stice and Ms. Moræus Hanssen.

Management is responsible for the Company’s system of internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of the Company’s consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The Audit Committee is responsible for monitoring (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the performance of the Company’s internal audit function and (4) the qualifications, independence and performance of the Company’s independent auditor.

The Audit Committee has reviewed and discussed with the Company’s management and the independent accountants the audited consolidated financial statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the consolidated financial statements. Management represented to the Audit Committee that the Company’s consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. The Audit Committee discussed with the independent accountants matters required to be discussed by the Rules of the Public Company Accounting Oversight Board (“PCAOB”), including Auditing Standard No. 16, “*Communications with Audit Committees*,” as amended, and the SEC.

The Company’s independent accountants also provided to the Audit Committee the written disclosure required by applicable requirements of the PCAOB regarding independent accountant’s communications with the Audit Committee concerning independence. The Audit Committee discussed with the independent accountants that firm’s independence.

Based on the Audit Committee’s discussions with management and the independent accountants, and the Audit Committee’s review of the representation of management and the report of the independent accountants to the Audit Committee, the Audit Committee recommended that the Board include the audited consolidated financial statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC.

Respectfully submitted by the Audit Committee of the Board,

Steven M. Sterin, Chair
Roy A. Franklin
Maria Moræus Hanssen
J. Mike Stice

PROPOSAL 3

To provide a non-binding, advisory vote to approve named executive officer compensation

At our 2024 annual stockholders meeting, a majority of our stockholders voted, on a non-binding, advisory basis, to hold a non-binding, advisory vote on named executive officer compensation every year. Accordingly, as required by Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to cast a non-binding, advisory vote on the 2024 compensation of our named executive officers as disclosed in this Proxy Statement, including the Compensation Discussion and Analysis, the compensation tables and other narrative executive compensation disclosures.

As described in detail in this Proxy Statement under “Executive Compensation—Compensation Discussion and Analysis,” we seek to pay our named executive officers for performance, to closely align the interests of our named executive officers with the interests of our stockholders and to attract, retain and motivate top talent. Please refer to the Compensation Discussion and Analysis, the compensation tables and the other narrative compensation-related disclosures of this Proxy Statement for a detailed discussion of our executive compensation principles and practices and the 2024 compensation of our named executive officers. This vote is not intended to address any specific item of compensation, but rather our overall executive compensation principles and practices and the 2024 compensation of our named executive officers.

To help ensure that all stockholders views are well understood by the Board, we also encourage stockholders to use any of a number of direct communication mechanisms to effectively raise specific issues or concerns regarding our executive compensation principles and practices (see “Board of Directors, Board Meetings and Committees—Communications with the Board” above).

Vote Required

The affirmative vote of a majority of the votes cast at the annual stockholders meeting, at which a quorum is present, is required to approve Proposal 3. Abstentions shall not be treated as votes cast, although they will be counted for purposes of determining whether a quorum is present.

Stockholders are being asked to vote on the following resolution:

“RESOLVED, that the Company’s stockholders approve, on a non-binding, advisory basis, the compensation of the Company’s executive officers named in the Summary Compensation Table, as disclosed pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, the accompanying compensation tables and related narrative).”

Although the vote on this proposal is advisory and, therefore, is not binding, the Compensation Committee will carefully consider the stockholder vote on this matter, including whether any actions will be necessary to address the concerns, if any, of our stockholders.

Recommendation

FOR ✓	The Board recommends a vote “FOR” the approval of the compensation of our named executive officers as disclosed in this Proxy Statement. If not otherwise specified, proxies will be voted “FOR” Proposal 3.
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PROPOSAL 3

EXECUTIVE OFFICERS

Our executive officers are designated by, and serve at the discretion of, our Board of Directors. For the year ended December 31, 2024, our executive officers were as follows:

Andrew G. Inglis

Chairman and Chief Executive Officer



Age: 66 Mr. Inglis has served as our Chairman and Chief Executive Officer since March 1, 2014. Mr. Inglis joined Kosmos from Petrofac Ltd., a leading provider of oilfield services to the international oil and gas industry, principally engaged in the design of oil and gas infrastructure, the operation, maintenance and management of oil and gas assets and the training of personnel on a worldwide basis. At Petrofac, Mr. Inglis held the position of Chief Executive, Integrated Energy Services and was a member of the Petrofac board of directors. Prior to joining Petrofac in January 2011, Mr. Inglis served BP p.l.c for 30 years in a number of positions, including most recently as Executive Director on the BP board of directors from 2007 to 2010 and as Executive Vice President and Deputy Chief Executive of exploration and production from 2004 to 2007. Mr. Inglis received a Master's degree in Engineering from Pembroke College, Cambridge University. He is a Chartered Mechanical Engineer, a Fellow of the Institution of Mechanical Engineers and a Fellow of the Royal Academy of Engineering.

Neal D. Shah

Senior Vice President and Chief Financial Officer



Age: 40 Mr. Shah became Chief Financial Officer in May 2020. As Deputy Chief Financial Officer from November 2019 to May 2020, Mr. Shah led finance, treasury, investor relations, information technology and internal audit for the Company. He joined Kosmos in 2010, serving in a series of roles of increasing responsibility in finance, treasury, investor relations and international operations as head of the Equatorial Guinea business unit. Before Kosmos, Mr. Shah was an investment banker at Morgan Stanley assisting oil and gas companies. Mr. Shah earned his bachelor's degree with honors in finance from the University of Texas at Austin.

Christopher J. Ball

Senior Vice President and Chief Commercial Officer

Age: 57 Mr. Ball became our Chief Commercial Officer effective October 1, 2018 and has served as our Senior Vice President, Planning and Business Development since August 2013. Mr. Ball joined Kosmos in July 2013 after serving as Vice President, Business Development for the upstream unit of Mubadala Development Company PJSC, a company based in Abu Dhabi, United Arab Emirates. Previously, he was Senior Vice President of Occidental Development Company and President and General Manager of Occidental Middle East Development Company, where he was responsible for business development activities in the Caspian, the Middle East, and North Africa. During his tenure at Occidental, Mr. Ball led and facilitated numerous successful new business activities including the company's acquisition of concessions in Angola, Nigeria, and Suriname. He also worked in the commercial and mergers and acquisitions arena at Texaco in Houston, London, and New York and in upstream asset development and management at Amoco Corporation in London. Mr. Ball earned a Bachelor of Science degree in Mechanical Engineering from Brunel University in London.

Josh R. Marion

Senior Vice President and General Counsel

Age: 42 Mr. Marion became Senior Vice President and General Counsel in July 2024. Mr. Marion previously served as the Company's Vice President and Deputy General Counsel from March 2021 to July 2024. Prior to that, he served as the Company's Associate General Counsel, from May 2014 to March 2021, and as Senior Counsel from July 2012 to May 2014. Mr. Marion holds a Bachelor's of Business Administration (B.B.A.) in Accounting and a Masters of Science (M.S.) in Finance from Texas A&M University, and earned a Juris Doctor (J.D.) from the SMU Dedman School of Law.

Ronald W. Glass

Vice President and Chief Accounting Officer

Age: 47 Mr. Glass has served as our Vice President and Chief Accounting Officer since November 2019. Mr. Glass served as our Controller from July 2015 to November 2019. Prior to that, he served as the Company's SEC Director since 2011. Mr. Glass worked in the Audit practice at KPMG LLP for over nine years prior to joining the Company. He has extensive experience in the oil and gas industry, including initial public offerings, mergers and acquisitions and various other capital market transactions. He earned a Bachelor of Arts degree from Ouachita Baptist University and is a Certified Public Accountant.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) describes our executive compensation philosophy, process and objectives and the elements of our 2024 compensation program for our named executive officers and gives the context for understanding and evaluating the compensation information contained in the tables and related disclosures that follow.

The table below sets forth our named executive officers for 2024:

Name	Title
Andrew G. Inglis	Chairman and Chief Executive Officer
Neal D. Shah	Senior Vice President and Chief Financial Officer
Christopher J. Ball	Senior Vice President and Chief Commercial Officer
Josh R. Marion ⁽¹⁾	Senior Vice President and General Counsel
Jason E. Doughty ⁽¹⁾	Former Senior Vice President and General Counsel

(1) Mr. Marion was promoted to the position of Senior Vice President and General Counsel, effective July 8, 2024, when Mr. Doughty ceased serving in that role. From July 8, 2024 through January 31, 2025, Mr. Doughty served as Senior Advisor to the Company’s Chairman and Chief Executive Officer, helping to ensure an orderly transition of his duties to Mr. Marion. Mr. Doughty retired from the Company on January 31, 2025.

Executive Summary

Our executive compensation program is designed to link pay to performance, encourage prudent decision-making and risk management, and create a balanced focus on short-term and long-term performance and stockholder value creation.

Compensation Philosophy: In the dynamic and competitive environment in which we operate, it is imperative that we maintain an executive compensation program that provides competitive pay opportunities and is designed to:

- attract, retain and engage talented and experienced executives in the highly competitive oil and gas industry;
- reward individual and corporate performance;
- align the interests of our executives and stockholders by providing a substantial portion of the executives’ compensation in the form of long-term equity-based awards granted under our Long Term Incentive Plan (“LTIP”); and
- motivate and reward our executives to manage our business to meet our long-term objectives and increase stockholder value.

Our executive compensation program consists of three key elements: (1) base salary, (2) annual cash incentive awards and (3) long-term equity incentive awards. We believe that our compensation program continues to strike the appropriate balance between short-term and long-term incentives for our management team. Going forward, we remain focused on effective ways to maximize retention and stockholder alignment with the goal of ensuring that our compensation decisions align with investor expectations.

Emphasis on at-risk, performance-based pay:

Consistent with our pay-for-performance philosophy, we award a majority of the compensation for our executives in the form of “at-risk” annual cash incentive awards and long-term equity incentive awards that both directly tie our executives’ pay to Company performance and pay out based upon achievement of rigorous performance metrics. In particular, we emphasize long-term equity-based compensation, which we believe provides the most direct alignment between our executives and the long-term interests of our stockholders.

Performance metrics linked to our business strategy:

We believe that our executive compensation program effectively encourages our named executive

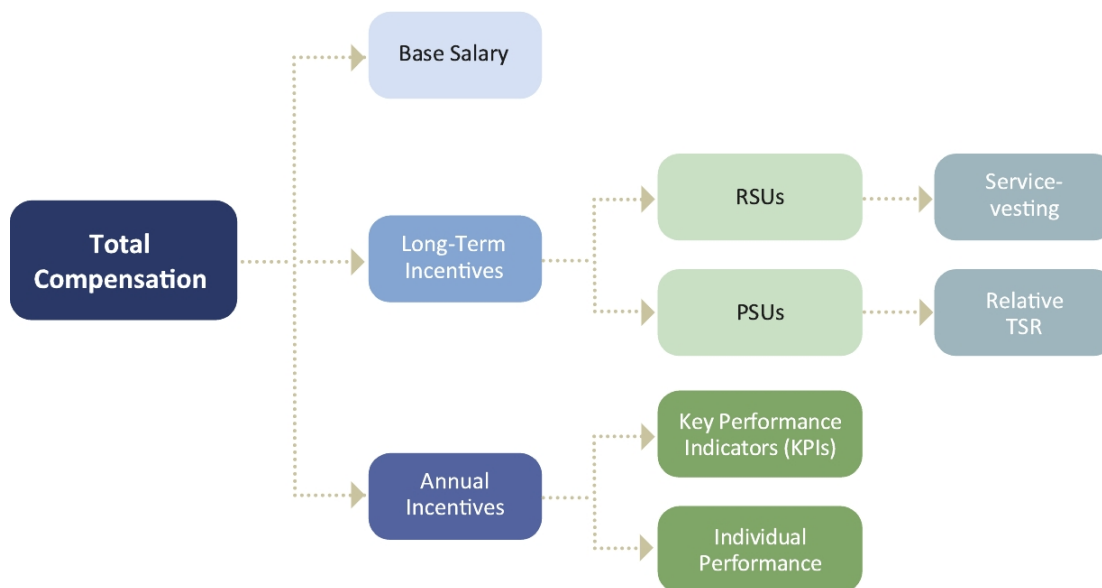
officers to deliver strong financial and operational results in a safe and sustainable manner, positioning the Company for future stockholder value creation.

Continued focus on resilience during 2024: In 2024, the oil industry and our business continued to face significant challenges, including ongoing inflationary pressures as well as other varying macroeconomic conditions, such as the continued impacts of the war between Russia and Ukraine and ongoing conflict in the Middle East and the effects they have had on the oil and gas industry as a whole, including continued

volatility with respect to oil, natural gas and NGL prices. Despite these challenges, our experienced management team continued to progress our differentiated strategy of pursuing high-graded, low cost, lower carbon growth opportunities, focused on near term infrastructure-led oil exploration and longer term gas and LNG developments. Management’s ongoing focus remains on cash generation in 2025 forward, supported by the improvements to the balance sheet made in 2024 which enhanced the financial resilience of the company.

EXECUTIVE COMPENSATION

The key elements of our executive compensation program for 2024 are set forth below. For additional details on the elements of our executive compensation program, see “—Elements of our Executive Compensation Program” below.



2024 Business Highlights

2024 was a year of delivering key projects across our portfolio. We remained dedicated to increasing future long-term value for our stockholders by focusing on the delivery of the following strategic and operational priorities during the year: (1) conducted safe and reliable operations across the portfolio; (2) achieved first gas production at the Greater Tortue Ahmeyim (GTA) liquefied natural gas project in Mauritania & Senegal; (3) achieved first oil at the Winterfell development in the Gulf of America; (4) raised an aggregate of \$900 million of new bonds and refinanced our \$1.35 billion RBL Facility; and (5) maintained MSCI AAA rating.

We have highlighted below the key safety, financial and operational results for 2024.

Safety

- Continued to operate safely with zero lost time injuries and zero total recordable injuries, maintaining rates below industry averages for several years

EXECUTIVE COMPENSATION

Financial

- Revenue of approximately \$1.7 billion
- Issued an aggregate of \$900 million of new bonds at competitive rates and extended the weighted average maturity of our debt portfolio to approximately 4 years
- Increased commitments under our RBL Facility to \$1.35 billion and added two new banks to the syndicate

Operational

- Annual average production from the Company's three production hubs in Ghana, Gulf of America, and Equatorial Guinea of approximately 65,300 barrels of oil equivalent per day
- In Mauritania & Senegal, achieved first gas production at the GTA project, with first LNG production achieved in early 2025
- In the Gulf of America, achieved first oil at the Winterfell development, and completed production optimization projects at Odd Job and Kodiak
- In Ghana, safely completed the Jubilee infill drilling campaign ahead of schedule and completed preparations to commence a 4D seismic survey in 2025 in support of future drilling campaigns
- Year-end 2024 2P reserve base of approximately 528 million barrels of oil equivalent, representing a 137% 2P reserve replacement ratio and a reserves-to-production life of 22 years
- Commitment to ESG progress was again recognized by MSCI, a leading ESG rating agency, with its highest AAA rating for the third straight year

2024 Key Compensation Decisions

We believe our executive compensation program provides effective incentives to our named executive officers to lead the Company to achieve industry-leading strategic, financial and operational performance and to position the Company for future value creation for our stockholders.

With the help of its external, independent compensation consultant, Meridian Compensation Partners, LLC ("Meridian"), our Compensation Committee carefully considered the relevant external and internal economic and business factors affecting named executive officer pay for 2024.

Our Compensation Committee awarded the majority of named executive officer compensation opportunity in the form of "at-risk", performance-based compensation. This strategy recognizes the evolution of the Company, the volatile state of the oil and gas industry, and the competitive market for talented executives. Through this strategy, our named executive officers remain strongly aligned with the long-term interests of our stockholders.

After a comprehensive review and evaluation of our executive compensation program, the Compensation Committee made the following key executive compensation decisions for 2024, all of which were

focused on strong performance accountability that directly links pay with performance, while ensuring that we remain competitive for attracting and retaining key talent.

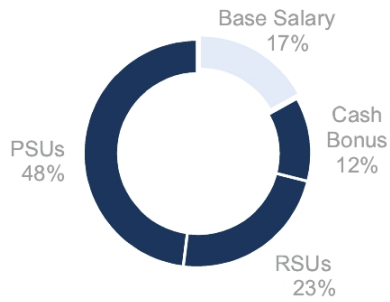
- **Base Salaries:** In early 2024, the Compensation Committee reviewed the base salaries paid to each of our named executive officers and, consistent with the increase received by all employees, determined to increase each of their base salaries by 3%.
- **Annual Cash Bonuses:** Following the end of the 2024 performance year, based on the Company's achievement of certain KPIs, the Compensation Committee exercised negative discretion in reducing the approved Actual Bonus Pool for 2024 from 88.4% (based on KPI achievement) to 87% of the Base Bonus Pool, reflecting the Committee's view of the relative impact of some of the KPIs not being met; we awarded 2024 annual cash bonuses to our named executive officers at varying levels relative to their target opportunities based upon individual performance considerations. See "—Analysis of 2024 Executive Compensation Decisions—Annual Cash Bonus" below for more details.

- Annual Equity Awards:** In January 2024, consistent with the Compensation Committee's historical pay for performance philosophy, we granted approximately 2/3 of our named executive officers' equity incentive awards in the form of performance-vesting restricted share unit ("PSU") awards, with approximately the remaining 1/3 granted in the form of service-vesting restricted share unit ("RSU") awards.

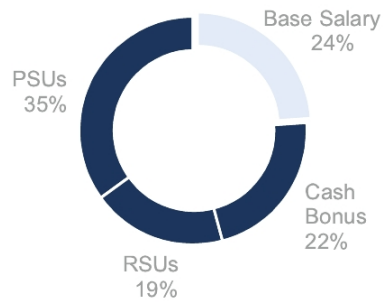
See "—Analysis of 2024 Executive Compensation Decisions—Equity Awards" below for more details.

Base salaries represent a relatively modest percentage of total compensation. Our executives have the opportunity to earn a significant portion of their compensation in the form of variable (or "at-risk") incentive compensation. The portion of each compensation element as a percentage of total direct compensation paid in respect of 2024 to our CEO and the average of such compensation paid to our other named executive officers was as follows:

CEO 2024 Total Compensation Mix



Other Named Executive Officers' Average Annualized 2024 Total Compensation Mix



Compensation Practices

We follow sound compensation practices to support our compensation objectives and align our executive compensation program with the interests of our stockholders.

EXECUTIVE COMPENSATION

Elements of Our Executive Compensation Program

Since our inception, our executive compensation program has consisted primarily of base salaries, annual cash bonuses and long-term equity incentive awards. For each of these elements, we take into account the practices of our industry peers. We expect that these will remain the principal elements of our executive compensation program going forward—although the relative proportions of each element, and the specific plan and award designs, will continue to evolve to support the strategy of the Company. Each element of our executive compensation program is described in more detail as follows:

	Element	Objective and Basis
Variable Compensation	Equity incentive awards	<ul style="list-style-type: none"> ■ Link interests of executive officers and stockholders, as the ultimate value realized depends on share price performance over the long term. ■ Require comparable or superior share performance relative to industry peers. ■ Encourage retention due to the multi-year service condition.
	Annual cash bonus	<ul style="list-style-type: none"> ■ Motivate and reward Company and individual performance for the year. ■ Tie bonus amounts payable to our named executive officers to the Compensation Committee’s quantitative and qualitative assessment of the achievement of “key performance indicators”, general Company performance and individual performance goals.
Fixed Compensation	Base salary	<ul style="list-style-type: none"> ■ Competitive for each role, taking into account experience and level of responsibility in companies of similar size, complexity and stage of development. ■ A basic fixed component, which comprises a relatively modest portion of overall compensation.
Employee Benefits	Retirement Plans	<ul style="list-style-type: none"> ■ We do not provide any supplemental executive defined benefit retirement plans. ■ Our executive officers are eligible to participate in our 401(k) plan on the same basis as our employees generally.
	Health and Welfare Benefits	<ul style="list-style-type: none"> ■ Our named executive officers (along with other employees at the level of Vice President and above) are entitled to the same health and welfare benefits during employment that are offered to U.S.-based employees generally, except that they are also entitled to executive long-term care, executive supplemental disability income insurance, up to \$5,000 reimbursement for financial planning services and payment of premiums for executive life insurance. Our Senior Vice Presidents and above (which includes our named executive officers) are also entitled to annual executive physicals.

Executive Compensation Procedures

Role of the Compensation Committee

Our Compensation Committee is responsible for the approval, evaluation and oversight of our executive officer compensation and equity incentive compensation plans, policies and programs. Compensation Committee members discuss compensation matters with each other outside regularly scheduled meetings. The Compensation Committee may delegate its authority to subcommittees or the Chair of the Compensation Committee when it deems it appropriate and in the best interests of the Company. The Compensation Committee may also delegate to one or more officers of the Company the authority to make equity grants to employees other than our executive officers under the LTIP. As Chair of the Compensation Committee, Mr. Ogunlesi reports to the full Board regarding compensation matters.

The Compensation Committee meets outside the presence of our Chief Executive Officer and our other named executive officers to consider the appropriate

compensation for our Chief Executive Officer. The Compensation Committee analyzes the performance of our Chief Executive Officer and determines his base salary, any annual cash bonus and any grant of equity-based awards. For all other named executive officers, the Compensation Committee meets outside the presence of the named executive officers, except our Chief Executive Officer. Our Chief Executive Officer reviews the performance of each named executive officer (other than himself) with the Compensation Committee and makes recommendations to the Compensation Committee on the appropriate base salary, any annual bonus and any grant of equity-based awards. Our Chief Executive Officer has no role in the decision-making process for determining his compensation. For more on the Compensation Committee's responsibilities, see "Board of Directors, Board Meetings and Committees—Committees of the Board of Directors—Compensation Committee" above.

Role of Compensation Consultant

Since 2011, the Compensation Committee has engaged Meridian to provide independent advice on executive compensation trends and issues, compensation practices within the oil and gas industry, and the design and structure of our executive compensation programs. Meridian has also provided similar information and input regarding outside director compensation.

Meridian reports directly and exclusively to the Compensation Committee, and at the Compensation Committee's direction Meridian works with management to review or prepare materials for the Compensation Committee's consideration. Meridian did not provide any other services to the Company or our management in 2024. Meridian participated in several conversations with the Compensation Committee and Committee Chair in 2024 and early 2025 and developed materials for the Compensation Committee's consideration at meetings.

Meridian provided current information on industry compensation trends and practices and their

application to Kosmos for the Company and the Compensation Committee to consider regarding compensation levels and incentive compensation design. Meridian provided an update to the Compensation Committee concerning recent executive compensation trends in the oil and gas exploration and production industry as context for the Compensation Committee's annual compensation review.

For 2024, Meridian provided the Compensation Committee with information necessary for an evaluation of its independence in accordance with Section 10C-1 of the Exchange Act to determine whether a potential conflict of interest might arise in connection with advising the Compensation Committee. After reviewing the information provided, the Compensation Committee concluded that the advice provided by Meridian is independent and no conflicts or potential conflicts of interest exist.

EXECUTIVE COMPENSATION

Compensation Benchmarking

The Compensation Committee occasionally uses industry peer compensation data as a reference for pay levels and practices and considers such data relevant to, but not determinative of, its consideration of overall executive compensation matters.

In 2024, Meridian referenced compensation data collected in its proprietary industry survey of 36 North American exploration and production companies, and policies and practices researched across the industry in general. For a list of the surveyed companies, see [Annex A](#) to this Proxy Statement.

The Compensation Committee has noted that surveyed industry companies vary in size and scope, operate in different geological basins and generally have less focus on deepwater operations than does Kosmos. In general, Kosmos competes with these companies for talent, and the Committee believes that they are currently appropriate for executive compensation comparison. When considering executive compensation decisions, the Committee takes into consideration the differences and similarities between Kosmos and any data from the surveyed companies.

Advisory Vote to Approve Named Executive Officer Compensation

At our 2024 annual stockholders meeting, approximately 97% of votes cast, on an advisory basis, were in favor of our named executive officer compensation. As such, the Compensation Committee believes that our stockholders are largely satisfied with our existing named executive officer compensation program. Based on this result and our ongoing review of our compensation policies and decisions, we believe that our existing compensation program effectively aligns the interests of our named executive officers with stockholder interests and our long-term goals.

Nevertheless, we continually consider ways to modify our executive compensation program to strengthen this alignment of interests.

Our stockholders will have an opportunity again this year to vote, on an advisory basis, on our named executive officer compensation. The Compensation Committee will carefully consider the results of this year's stockholder vote, along with all stockholder views on our compensation programs that are communicated to us, when making future compensation decisions for our named executive officers.

Analysis of 2024 Executive Compensation Decisions

Equity Incentive Awards

Equity Compensation Overview

Our equity compensation program is designed to align our executives' interests with those of our stockholders by motivating our executives to contribute significantly to the Company's success and to create long-term stockholder value. We believe that a performance-driven, team-based culture is crucial to our future success. Therefore, we grant equity awards to all of our U.S.-based employees to align their interests with those of our stockholders and to expose them to the same upside and downside risks as our stockholders.

We have historically granted equity awards under our LTIP in the form of RSUs and PSUs. We believe that these equity awards incentivize our employees to work toward our continued success and motivate their retention with the Company. The awards align the interests of our employees with those of our stockholders, as the ultimate value received depends on the share price on the vesting date and, in the case of PSUs, the level of attainment of the multi-year relative total shareholder return (TSR) performance goal. In addition, while grants of RSUs do not have

explicit performance-vesting conditions, due to the nature of the risks of the industry in which we operate, the ultimate value realized from RSUs depends significantly on our future operating performance and increases in our share price.

We typically grant equity awards as part of our annual and new hire equity grant process. Our Compensation Committee grants annual equity awards in January of each year, which enables our Compensation Committee to make comprehensive compensation decisions for our executives after the end of each year (contemporaneous with decisions regarding the payment of annual bonuses and any base salary adjustments).

All of the outstanding equity awards held by our named executive officers are subject to our Financial Restatement Compensation Recoupment Policy and our Detrimental Conduct Compensation Recoupment Policy (discussed in more detail in "—Compensation Recoupment Policies" below).

2024 Annual Equity Awards

The Compensation Committee's overall approach to equity incentive compensation in 2024 continued to place a strong emphasis on pay for performance by granting a significant portion of equity incentive awards in the form of PSUs that are subject to achievement of a three-year relative TSR performance goal, which the Compensation Committee believes closely aligns our named executive officers' interests with those of our stockholders and complements the KPIs used for purposes of determining payouts under our 2024 annual cash bonus program.

In 2024, we granted annual equity awards to our named executive officers, with approximately 2/3 of such annual equity awards granted in the form of PSUs and approximately 1/3 granted in the form of RSUs.

RSUs. RSUs are inherently aligned with the interests of our stockholders because their ultimate value is directly linked to future appreciation in our share price. RSUs also increase the retentive value of our overall executive compensation program. The annual RSU awards granted to our named executive officers in 2024 vest one-third each year over three years based on continued service.

PSUs. The PSUs granted in 2024 vest at the end of a three year performance period (as specified below) based on achievement of a specified relative TSR performance goal. The attainment of the performance

condition will be determined at the end of the three-year performance period based on our TSR as compared to the TSR of a specified group of industry "performance peer" companies (listed below).

Achievement of the TSR performance goal is fixed for both the top two and bottom two TSR ranking positions. For all other TSR ranking positions, the performance condition attainment will be interpolated based on the Company's TSR performance relative to the difference between the TSR of the second best and second worst performing peer companies. For these purposes, TSR will continue to be determined as the percentage by which the average closing price of a share of Kosmos or a share of a performance peer company on each of the 30 trading days ending on the last day of the performance period is more or less than the average closing price of the share on each of the 30 trading days ending on the first day of the performance period, plus the amount of any dividends or distributions that are declared during the performance period. The Compensation Committee believes this structure ensures that payouts of PSU awards accurately reflect relative performance that considers the size of absolute differences between our TSR and the TSR of the performance peer companies beyond just percentile rank.

The performance goal for the performance awards granted to our named executive officers in 2024 will be attained based on the ranking of our TSR performance and the TSR itself relative to the TSR of our peer companies during the performance period commencing January 2, 2024 and ending January 2, 2027, as follows:

Relative TSR (Ranking)	Performance Goal Attainment
1 st (highest)	200%
2 nd highest	175%
3 rd highest – 3 rd lowest ("Middle Zone")	*
2 nd lowest	25%
Lowest	0%

* If Kosmos' TSR ranking is in the "Middle Zone", the percentage at which the performance goal will be deemed attained will be interpolated for performance between 25% and 175% based on the proportional position of Kosmos' TSR between the TSR of the performance peer company with the 2nd highest ranking and the TSR of the performance peer company with the 2nd lowest ranking. If there are less than four performance peer companies on the last day of the performance period, the Compensation Committee will make such adjustments to the composition of the Middle Zone as it deems necessary or appropriate.

To the extent that the performance goal is attained above the 100% target performance level, our Compensation Committee, in its sole discretion, may provide for settlement of any such above-target portion of the PSU awards in cash in lieu of shares. This discretion to settle the PSUs in cash is intended to provide our Compensation Committee flexibility to preserve shares under the LTIP for future new hire and annual equity awards and to reduce dilution to stockholders.

EXECUTIVE COMPENSATION

The nine industry performance peer companies for PSUs granted to our named executive officers in 2024 are listed below. Unless otherwise determined by the Compensation Committee, if a peer company is no longer publicly traded on the last day of the performance period, it will be removed from the group of performance peers and will not be replaced. These companies were selected because they are the oil and gas exploration and production companies most like Kosmos in terms of geographic reach, development stage, and who potentially compete with the Company for executive talent.

2024 PSUs: Performance Peer Companies	
Africa Oil Corp.	Aker BP ASA
Capricorn Energy plc	Energean plc
Genel Energy plc	Harbour Energy Plc
Murphy Oil Corporation	Talos Energy Inc.
Tullow Oil plc	

To receive any payout under the RSUs and PSUs, our named executive officers and other employees generally must remain employed with us through the vesting date and, in the case of PSUs, the TSR performance condition must be satisfied. However, the awards are subject to accelerated vesting under specified circumstances (see “2024 Compensation—Potential Payments Upon Termination or Change in Control” below). Our outstanding equity awards generally vest on a “double-trigger” basis in connection with a change in control—i.e., the awards accelerate in connection with a change in control if a qualifying termination of employment occurs on or within one year after the change in control—which we

believe further aligns our equity compensation program with the interests of our stockholders. Our CEO has certain enhanced protections for his equity awards in connection with a change in control, as described in more detail in “2024 Compensation—Potential Payments Upon Termination or Change in Control—Equity Awards” below. For details on the outstanding equity awards granted to our named executive officers in 2024 and prior years, including the numbers of shares, dollar values, vesting schedules and acceleration and forfeiture provisions, see the tables and narrative under “2024 Compensation” below.

2022 PSU Award Payouts

The three-year performance period applicable to the PSUs granted to each of our NEOs on January 31, 2022 concluded on January 3, 2025 and resulted in a payout level at 129.1% of target based on achievement of the relative TSR metric. Accordingly, upon settlement of the

2022 PSUs, Mr. Inglis received 691,976 shares, Mr. Shah received 389,237 shares, Mr. Ball received 354,638 shares, Mr. Marion received 51,640 shares and Mr. Doughty received 241,327 shares.

Annual Cash Bonuses

Each year, the Compensation Committee establishes an annual cash bonus program for eligible employees (including our named executive officers). The base bonus pool under the annual cash bonus program is determined by reference to the aggregate amount of each eligible employee’s target bonus opportunity. The actual bonus pool is determined by the Compensation Committee based on its holistic quantitative and qualitative assessment of the level of achievement of Company “key performance indicators” (which we refer to as “KPIs”), as well as overall Company financial and operating performance. The KPIs are established by the Compensation Committee at the beginning of each year and are derived from our strategic and operational plan and demonstrate year-over-year

improvement. Actual individual bonus amounts are then determined by the Compensation Committee based on its review and assessment of individual performance (taking into account our Chief Executive Officer’s assessment of individual performance of each executive, other than himself). The bonus range for each named executive officer was 0% – 200% of the executive officer’s target bonus opportunity. For information on each of our named executive officers’ target and maximum annual bonus opportunity established by the Compensation Committee at the beginning of 2024, see the “2024 Grants of Plan Based Awards” table below.

The base bonus pool for each performance year (which we refer to as the “Base Bonus Pool”) is determined with reference to the aggregate target

bonus of all bonus eligible employees. The actual bonus pool available for bonus payments with respect to all employees of the Company for the applicable performance year (which we refer to as the "Actual Bonus Pool") may be funded up to 120% of the Base Bonus Pool if all KPIs are achieved, 100% of the Base Bonus Pool if 80% of the KPIs are achieved, and 80% of the Base Bonus Pool if 60% of the KPIs are achieved, as determined by our Compensation Committee based on its quantitative and qualitative assessment of the level of achievement of the KPIs and overall Company financial and operating performance. Actual individual bonus amounts payable to our named executive officers were then determined based on the Compensation Committee's review and

assessment of the individual performance (taking into account our Chief Executive Officer's assessment of individual performance of each executive, other than himself). The actual aggregate amount of cash bonuses paid to all of our employees, including our current named executive officers, for any performance year cannot exceed the Actual Bonus Pool approved by our Compensation Committee for such year.

The Compensation Committee reviewed a comprehensive report prepared by management summarizing the Company's performance against the pre-established 2024 KPIs and the Company's strategic, financial, exploration, development and production performance.

EXECUTIVE COMPENSATION

The KPIs for the 2024 performance year, as assessed by the Compensation Committee, are set forth in the table below. Within each sub-category, the supporting KPIs are equally weighted for performance determinations. Financial KPIs (EBITDAX and free cash flow) are set at \$75/barrel Brent oil price and actual performance is adjusted to reflect the referenced \$75/barrel Brent oil price.

2024 Key Performance Indicators		
KPI	Level of Achievement	Commentary
Building a Sustainable Business – ESG Goals (Total Weighting 20%)		
Zero anticorruption violations	Achieved	Zero anticorruption violations and continued proactive compliance diligence and training.
Deliver Health, Safety, Environment and Sustainability (“HSES”) plan targets	Achieved	Delivered all five HSES plan targets, with zero lost time injuries and total recordable injuries.
<p>Further establish Kosmos credentials as a leader in sustainability through enhanced transparency and clear targets</p> <ul style="list-style-type: none"> ■ Operated and Non-Operated Scope 1 and 2 emissions <ul style="list-style-type: none"> ■ Further extend Operated Scope 1 and 2 neutrality through ongoing operational improvements and high-quality offsets. ■ Disclosure and assurance of equity emissions for our non-operated activities. ■ Ensure we remain on track to meet our absolute reduction and intensity targets, including by eliminating routine flaring in Ghana and Equatorial Guinea by 2026. ■ Manage an increased social investment and engagement campaign in Saint Louis in Senegal. ■ Disclose and assure emissions from the end use of our sold products (Scope 3 Category 11) in 2023 Sustainability Report 	Achieved	<p>Further extended Operated Scope 1 and 2 neutrality through continued evaluation of operational improvements, in addition to offsets from clean cookstoves provided to families in Ghana.</p> <p>2023 equity emissions disclosed and assured in the 2023 Sustainability Report (published in May 2024).</p> <p>Continued reducing average daily flaring volumes at the TEN FPSO, offshore Ghana in 2024.</p> <p>Established new Kosmos Innovation Center programs in Saint Louis, Senegal.</p> <p>Disclosed assured emissions from the end use of our sold products (Scope 3 Category 11) in 2023 Sustainability Report.</p>
Enhance the engagement of our staff and training opportunities (as measured through the Work Force survey)	Achieved	Improved the engagement and training opportunities for our staff as evidenced by the improvement in our annual Work Force survey scores for these areas.
Result 20%		

Deliver Operational Milestones (Total Weighting 55%)			
Ghana Business Unit	Deliver Jubilee gross production > 103 Mbopd through infill drilling program and voidage replacement	Not Achieved	Gross production of ~87 Mbopd due to underperformance of J69 well and intermittent challenges with voidage replacement due to FPSO power management issues.
	Optimize TEN development, with a focus on maximizing value of asset via lower operating costs and high-graded incremental investment	Achieved	FPSO lease rate reduction and discounted FPSO purchase options matured.
Gulf of America Business Unit	Ensure Winterfell development remains on-time and on-budget to deliver first production around end 1Q 2024	Not Achieved	Winterfell 1 well and Winterfell 2 well initial production commenced in July 2024; Winterfell 3 well initial production commenced in October 2024, but production curtailed shortly thereafter due to sand production; remediation options for Winterfell 3 are currently being evaluated
	Successfully complete Kodiak 3 well workover and improve production	Achieved	Successfully executed workover with significant improvement in productivity index and production rate.
	Deliver Odd Job Subsea Pump on-time and on-budget in mid-2024	Achieved	Production began in July 2024; gross field rate increased to 20 Mboepd from 10 Mboepd.
	Advance Tiberius appraisal/development to deliver fast-tracked, low-cost project	Achieved	Development plan progressed; discussions with our partner regarding final investment decision timing ongoing.
Equatorial Guinea Business Unit	Ensure Okume and Ceiba infill drilling program is rescheduled for H2 2024/ Early 2025	Achieved	Drilling campaign completed in H2 2024, with the first infill well (C-45) online October 2024 and second infill well (OF-19) online November 2024.
	Complete preparations to drill Akeng Deep exploration well safely and on-budget	Achieved	Akeng Deep exploration well was drilled safely and on budget in November 2024.
Mauritania/Senegal Business Unit	Ensure Greater Tortue Ahmeyim (GTA) Phase 1 remains on time to deliver first LNG cargo by 4Q 2024	Not Achieved	First gas achieved in December 2024, with first LNG cargo delivered in April 2025.
	Finalize Yakaar Teranga concept selection, partnership, financing strategy, and secure license extension	Achieved	Secured two-year license extension of Yakaar Teranga, concept selection finalized and partnership selection / financing strategy progressing.
Result 38.4%			

EXECUTIVE COMPENSATION

Deliver 2024 Corporate Targets and Maintain Long Term Financial Liquidity (Total Weighting 20%)		
Deliver production target of 73-77 Mboepd ⁽¹⁾ and corresponding EBITDAX ⁽²⁾ of \$1,300 – 1,400 million ⁽¹⁾ at \$75/bbl Brent	Not Achieved	Delivered 2024 production of 65 Mboepd ⁽¹⁾ and EBITDAX ⁽²⁾ of \$1,070 million ⁽¹⁾ .
Firm Project Capital Expenditure (“CapEx”) of \$700-750 million	Not Achieved	Total CapEx of \$829 million, largely due to higher cost infill drilling program in Equatorial Guinea and GTA development costs.
Deliver positive free cash flow (“FCF”) ⁽³⁾ at ~\$80/bbl Brent	Not Achieved	Did not deliver positive FCF primarily due to Jubilee production shortfall, GTA project timing slippage/CapEx increase and Equatorial Guinea CapEx overspend.
Maintain long-term financial strength through refinancing of RBL facility, replacing RCF liquidity and identifying a lower cost Tortue FPSO financing solution	Achieved	Completed \$900 million in aggregate bond issuances and \$1.35 billion RBL Facility refinancing.
Result 5%		
Accelerate Strategic Delivery (Total Weighting 5%)		
Mature M&A&D opportunities that enhance financial resilience	Achieved	M&A opportunities that enhance financial resilience high-graded.
Result 5%		
TOTAL: 68.4%		

(1) Excluding impact of acquisitions.

(2) “EBITDAX” is defined in the Company’s 2024 Annual Report on Form 10-K.

(3) “Free Cash Flow” is a non-GAAP financial measure that represents net cash provided by operating activities less Oil and gas assets, Other property, and certain other items that may affect the comparability of results and excludes non-recurring activity such as acquisitions, divestitures and National Oil Company (“NOC”) financing. NOC financing refers to the amounts funded by Kosmos under the Carry Advance Agreements that the Company has in place with the national oil companies of each of Mauritania and Senegal related to the financing of the respective national oil companies’ share of certain development costs at Greater Tortue Ahmeyim.

In evaluating the Actual Bonus Pool for the 2024 performance year, the Compensation Committee considered the overall 2024 KPI achievement against the criteria of 100% of the Base Bonus Pool if 80% of the KPIs are achieved and 80% of the Base Bonus Pool if 60% of the KPIs are achieved, along with interpolation of the Base Bonus Pool funding amount for KPI achievements between these thresholds. The 2024 KPI achievement percentage of 68.4% resulted in an Actual Bonus Pool equal to 88.4% using the interpolated scale noted above. In addition, the Compensation Committee considered the Company’s overall strategic, financial and operating performance, including safety performance,

production and capital expenditure. As a result, the Committee exercised negative discretion in reducing the approved Actual Bonus Pool for 2024 from 88.4% to 87% of the Base Bonus Pool, reflecting the Committee’s view of the relative impact of some of the KPIs not being met.

In determining the individual bonus award for each of our current named executive officers for 2024 payable from the 2024 Actual Bonus Pool, the Compensation Committee considered each executive’s individual contributions, including strategic initiatives, financial performance, operating performance and organizational leadership.

The table below sets forth our current named executive officers' target and maximum bonus opportunities for 2024, along with the actual amounts of the bonuses that they received for 2024 based on the achievement of the KPIs and the Company's performance described above:

Name	Target Bonus Opportunity (as % of Base Salary)	Target Bonus Opportunity (\$)	Maximum Bonus Opportunity (\$)(1)	Actual 2024 Bonus (\$)
Andrew G. Inglis	100%	1,161,826	2,323,652	871,369
Neal D. Shah	100%	621,592	1,243,184	776,990
Christopher J. Ball	100%	717,806	1,435,612	596,448
Jason E. Doughty	75%	395,519	791,038	395,519
Josh R. Marion	75%	337,500	675,000	337,500

(1) The amounts in this column represent 200% of each named executive officer's target bonus opportunity.

Base Salary

Base salary is the sole fixed component of our executive compensation program and represents a relatively modest portion of our named executive officers' total compensation package, offering them a measure of certainty and predictability. We generally review salary ranges and individual salaries for our named executive officers annually. We establish the base salary for each named executive officer based on our review of pay levels across industry peers and business requirements for certain skills, individual experience and contributions, as well as the roles and responsibilities of the executive. We believe competitive base salaries are necessary to attract and retain an executive management team with the appropriate abilities and experience required to lead us and execute our strategy.

Our named executive officer salaries are intended to be competitive with those of our industry peers. We do not have a prescribed policy or broadly applied guideline for how salaries should compare to external survey data. Base salaries are subject to change if, among other reasons, the executive's experience or responsibilities change materially or there are changes in the competitive market environment.

In early 2024, the Compensation Committee reviewed the base salaries paid to each of our named executive officers. The Compensation Committee approved a 3% increase in the base salaries of our named executive officers, consistent with the increase received by all employees, as set forth in the table below.

Name	2023 Base Salary (\$)	2024 Base Salary (\$)
Mr. Inglis	1,127,986	1,161,826
Mr. Shah	603,487	621,592
Mr. Ball	696,899	717,806
Mr. Doughty	511,999	527,359
Mr. Marion ⁽¹⁾	—	450,000

(1) Mr. Marion was not a named executive officer for 2023. Accordingly, only his compensation for 2024 is presented.

EXECUTIVE COMPENSATION

Benefits and Perquisites

Our named executive officers are entitled to the same health and welfare benefits as our employees generally, including medical, prescription drug, dental and vision insurance and relocation benefits and are also entitled to annual executive physicals, financial and tax planning services and payments of premiums for supplemental health and welfare benefits. Our named executive officers are eligible to participate in our tax-qualified 401(k) plan on the same basis as our employees generally and are not entitled to any supplemental executive retirement

benefits. Under the 401(k) plan, the Company matches 100% of an employee's elective contributions up to a specified percentage of eligible compensation (8% in 2024), subject to applicable limitations under the Internal Revenue Code.

For details and the amounts of such benefits, see the "All Other Compensation" column of the 2024 Summary Compensation Table and the accompanying footnotes below.

Deferred Compensation Program

The Company does not currently maintain any non-qualified deferred compensation plan.

Termination and Change in Control Benefits

- **Equity Awards:** The vesting of the equity awards held by our named executive officers accelerates in connection with specified terminations of employment or a change in control. See "2024 Compensation—Potential Payments Upon Termination or Change in Control" below.
- **Offer Letters:** The offer letter agreements we have entered into with each of our named executive officers (other than Mr. Shah) provide for specified termination payments and benefits. See "2024 Compensation—Potential Payments Upon Termination or Change in Control—Offer Letters" below.
- **Transition Services and Separation Agreement with Mr. Doughty:** In connection with Mr. Doughty stepping down from his role as Senior Vice President and General Counsel effective as of July 8, 2024, and in accordance with the Company's existing executive retirement guidelines previously approved by the Compensation Committee of the Board of Directors of the Company (the "Executive Retirement Guidelines"), Mr. Doughty and the Company entered into a Transition Services and Separation Agreement pursuant to which Mr. Doughty continued to receive his current salary and benefits through January 31, 2025, when he retired from the Company, and was eligible to receive his annual performance-based cash bonus for the 2024 performance year. In addition, in accordance with the Company's Executive Retirement Guidelines, subject to Mr. Doughty's satisfaction of certain requirements under the Executive Retirement Guidelines (including his execution of a release of claims agreement), the service-based vesting conditions applicable to any equity awards held by Mr. Doughty under the Company's Long Term Incentive Plan that had been outstanding for at least one-year from the applicable grant date were waived, and any such equity awards that are subject to performance-based vesting conditions will vest only to the extent the applicable performance goals are achieved.
- **Severance Policy:** We maintain a change in control severance policy that is designed to encourage continuity of management and other employees after a "change in control" (as defined in the LTIP). The policy provides severance benefits to regular full-time U.S. employees (including our NEOs) whose employment is terminated in connection with a change in control. Our named executive officers are not covered by any severance policy or program for terminations that occur other than in connection with a change in control. For more information on our change in control severance policy, see "2024 Compensation—Potential Payments Upon Termination of Change in Control—Severance Policy" below.

Compensation Recoupment Policies

We maintain a Financial Restatement Compensation Recoupment Policy that complies with the requirements of Section 10D of the Securities Exchange Act of 1934, as amended ("Exchange Act") and Section 303A.14 of the NYSE Listed Company Manual and which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under U.S. federal securities laws. In addition, under our Detrimental Conduct Compensation Recoupment

Policy, in the event an executive officer engages in certain specified acts of misconduct, the Compensation Committee may recoup, on a pre-tax basis, certain incentive-based compensation and other compensation (including service-vesting equity awards and discretionary cash bonuses) that was paid to such executive within three years prior to the date of such misconduct (or, if later, the date the Compensation Committee discovers such misconduct). The Compensation Committee reviews these policies from time to time.

Share Ownership Guidelines

Under our share ownership guidelines, each of our executive officers is required to own, within five years following his or her hire or promotion date, common shares of the Company having an aggregate value at least equal to the multiple of his or her annual base salary, as follows:

Position	Multiple of Annual Base Salary
Chief Executive Officer	6x
Other Executive Officers	3x

Shares owned directly or indirectly (including shares received upon settlement of an equity award) and service-vesting restricted shares and share-settled RSUs are counted for purposes of satisfying our Share Ownership Guidelines. However, shares underlying restricted shares or RSUs that are subject to performance-based vesting conditions that have not yet been satisfied will not be counted for purposes of satisfying the ownership guidelines.

As of December 31, 2024, all of our executive officers were in compliance with the share ownership guidelines.

Dealing Policy

The Company maintains a Dealing Policy that governs the purchase, sale, and/or other transactions of Kosmos securities by our directors, officers and employees. A copy of our Dealing Policy is filed as Exhibit 19.1 to the Company's Annual Report on Form

10-K for the fiscal year ended December 31, 2024. In addition, with regard to the Company's trading in its own securities, it is the Company's policy to comply with the federal securities laws and the applicable exchange listing requirements.

Policy Prohibiting Hedging Transactions

Our Dealing Policy prohibits our employees, including our named executive officers, from engaging in speculative transactions in the Company's securities, including short sales and, unless our General Counsel provides prior written authorization, publicly traded options and margin accounts.

During the past five years, none of our named executive officers have engaged in any such hedging transactions with respect to any Company securities.

EXECUTIVE COMPENSATION

Grant Practices Specific to Stock Options

We do not currently grant stock options as part of our equity compensation program. If stock options were to be granted in the future, the Company would not grant such options in anticipation of the release of material nonpublic information that is likely to result in changes to the price of our common stock. In addition, we generally would not grant stock options (i) during trading blackout periods established under our Dealing Policy, or (ii) at any time during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Form 8-K that discloses material nonpublic information. These restrictions do not apply to RSUs, PSUs, or other types of equity

awards that do not include an exercise price related to the market price of our common stock on the date of grant.

During fiscal year 2024, (i) none of our NEOs were awarded stock options with an effective grant date during any period beginning four business days before the filing or furnishing of a Form 10-Q, Form 10-K, or Form 8-K that disclosed material nonpublic information, and ending one business day after the filing or furnishing of such reports, and (ii) we did not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

Compensation Risk Assessment

Our management team has reviewed our compensation policies and practices for all of our employees with our Compensation Committee. We believe that the following factors mitigate any potential risks: balanced pay mix; diversified performance metrics; emphasis on long-term equity incentive compensation tied to service and performance conditions; the overall amount of

compensation and internal control and oversight by the Compensation Committee and our Board.

The Compensation Committee has determined, based on this review, that our compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Tax and Accounting Considerations

The Compensation Committee takes into consideration the accounting and tax implications of our compensation and benefit programs, including with respect to the federal income tax deductibility of compensation under Section 162(m) of the Internal Revenue Code (the "Code").

In the exercise of its business judgment, and in accordance with its compensation philosophy, the Compensation Committee continues to have the flexibility to award compensation that is not deductible under Section 162(m) if it determines such award is in our stockholders' best interests.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the CD&A with our management. Based on this review and discussion, the Compensation Committee recommended to the Board that the CD&A be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Respectfully submitted by the Compensation
Committee of the Board, Adebayo ("Bayo") O. Ogunlesi,
Chair
Deanna L. Goodwin
Steven M. Sterin

EXECUTIVE COMPENSATION

2024 Compensation Tables

The following tables contain information about the compensation we provided for 2024, 2023 and 2022 to our 2024 named executive officers.

2024 Summary Compensation Table

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus (\$)	Non-Equity Incentive Compensation (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Andrew G. Inglis Chairman and Chief Executive Officer	2024	1,161,826	—	871,369	6,481,444	65,556	8,580,195
	2023	1,127,986	—	902,389	7,599,631	67,263	9,697,269
	2022	1,074,272	—	1,879,977	4,859,920	57,848	7,872,017
Neal D. Shah Senior Vice President and Chief Financial Officer	2024	621,592	—	776,990	3,556,890	39,983	4,995,455
	2023	603,487	—	543,139	4,203,583	39,103	5,389,312
	2022	574,750	—	1,149,500	2,733,705	36,189	4,494,144
Christopher J. Ball Senior Vice President and Chief Commercial Officer	2024	717,806	—	596,448	2,383,836	46,177	3,744,267
	2023	696,899	—	570,181	3,238,665	48,254	4,553,999
	2022	663,713	—	663,713	2,490,709	42,846	3,860,981
Josh R. Marion ⁽⁵⁾ Senior Vice President and General Counsel	2024	394,525	—	337,500	752,000	30,903	1,514,928
	2023	—	—	—	—	—	—
	2022	—	—	—	—	—	—
Jason E. Doughty ⁽⁶⁾ Former Senior Vice President and General Counsel	2024	527,359	—	395,519	—	46,652	969,530
	2023	511,999	—	383,999	2,316,606	47,931	3,260,535
	2022	487,618	—	639,998	1,694,897	41,124	2,863,637

- (1) The amounts in this column reflect the actual amounts of salary paid to our named executive officers in the relevant fiscal year.
- (2) Annual cash bonuses were awarded at, above or below target for 2024. For additional information, see “Compensation Discussion and Analysis—Analysis of 2024 Executive Compensation Decisions—Annual Cash Bonus” above.
- (3) The amounts in this column reflect the aggregate grant date fair values of the RSUs and PSUs granted under the LTIP in 2024 to the named executive officers, in each case, calculated in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The actual value, if any, that the executives will realize for these awards is a function of the value of the underlying shares if and when these awards vest and, for PSU awards, the level of attainment of the applicable performance goal. The amounts for the PSU awards were calculated based on the probable outcome of the performance condition as of the grant date, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. For these amounts, see the “Grant Date Fair Value of Stock and Option Awards” column of the “2024 Grants of Plan-Based Awards” table below. The following are the values of the 2024 PSU awards as of the grant date assuming attainment of the maximum level of performance: Mr. Inglis \$9,504,620, Mr. Shah \$5,215,950, Mr. Ball \$3,495,742, and Mr. Marion \$865,000. For additional information on how we account for equity-based compensation, see Note 12 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024.
- (4) The amounts reported for 2024 in this column for our named executive officers reflect the following:
- For Mr. Inglis, includes: (i) matching contributions under the Company’s 401(k) plan (\$27,600); (ii) payment of premiums for (a) executive life insurance (\$11,487), (b) executive supplemental disability income insurance (\$7,441) and (c) executive long-term care insurance (\$4,676); (iii) the cost of an annual executive physical (\$9,352); and (iv) reimbursement for financial planning services (\$5,000).
 - For Mr. Shah, includes: (i) matching contributions under the Company’s 401(k) plan (\$23,000); (ii) payment of premiums for (a) executive life insurance (\$245), (b) executive supplemental disability income insurance (\$3,912) and (c) executive long-term care insurance (\$4,218); (iii) the cost of an annual executive physical (\$3,678); and (iv) reimbursement for financial planning services (\$4,930).
 - For Mr. Ball, includes: (i) matching contributions under the Company’s 401(k) plan (\$27,600); (ii) payment of premiums for (a) executive life insurance (\$4,235), (b) executive supplemental disability income insurance (\$5,891) and (c) executive long-term care insurance (\$4,217); and (iii) reimbursement for financial planning services (\$4,234).

- (d) For Mr. Marion, includes: (i) matching contributions under the Company's 401(k) plan (\$23,000); (ii) payment of premiums for (a) executive life insurance (\$299) and (b) executive supplemental disability income insurance (\$2,604); and (iii) reimbursement for financial planning services (\$5,000).
- (e) For Mr. Doughty, includes: (i) matching contributions under the Company's 401(k) plan (\$27,600); (ii) payment of premiums for (a) executive life insurance (\$1,906), (b) executive supplemental disability income insurance (\$7,390) and (c) executive long-term care insurance (\$4,218); (iii) the cost of an annual executive physical (\$5,230); and (iv) reimbursement for financial planning services (\$308).
- (5) Mr. Marion was promoted to the position of Senior Vice President and General Counsel, effective July 8, 2024. Since Mr. Marion was not a named executive officer for 2022 and 2023, only his compensation for 2024 is presented.
- (6) Mr. Doughty ceased serving as the Company's Senior Vice President and General Counsel, effective July 8, 2024. Mr. Doughty retired from the Company effective January 31, 2025.

2024 Grants of Plan-Based Awards

The following table provides information on grants of plan-based awards made to our named executive officers during 2024.

Name	Grant Date	Approval Effective Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽³⁾	Grant Date Fair Value of Stock and Option Awards (\$) ⁽⁴⁾
			Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Andrew G. Inglis	—	—	1,161,826	2,323,652	—	—	—	—	
	01/31/2024	01/18/2024	—	—	—	—	—	270,600	1,729,134
Neal D. Shah	—	—	621,592	1,243,184	—	—	—	—	
	01/31/2024	01/18/2024	—	—	137,350	549,400	1,098,800	—	4,752,310
Christopher J. Ball	—	—	717,806	1,435,612	—	—	—	—	
	01/31/2024	01/18/2024	—	—	75,375	301,500	603,000	148,500	948,915
Josh R. Marion	—	—	337,500	675,000	—	—	—	—	
	01/31/2024	01/18/2024	—	—	50,517	202,066	404,132	99,525	635,965
Jason E. Doughty	—	—	395,519	791,038	—	—	—	—	
	01/31/2024	01/18/2024	—	—	12,500	50,000	100,000	50,000	319,500
	—	—	—	—	—	—	—	—	432,500

- (1) The amounts reported are the target and maximum annual bonuses that our named executive officers were eligible to receive for performance in respect of 2024 pursuant to our annual cash bonus plan. For additional information, see "Compensation Discussion and Analysis—Analysis of 2024 Executive Compensation Decisions—Annual Cash Bonus" above.
- (2) These amounts reflect PSUs, which are scheduled to vest between 0% and 200% of the number of shares shown in the "Target" sub-column based on attainment of both a service condition that will lapse one-third each year over three years and the specified relative TSR performance condition that will be measured on January 2, 2027. The amounts in the "Threshold" sub-column reflect the 25% of the shares shown in the "Target" sub-column that will vest on attainment of the service condition and the threshold performance level. If either the service condition or the threshold performance level is not attained, the awards will be forfeited. The amounts in the "Target" sub-column reflect the 100% of the shares that will vest on attainment of the service condition and the target performance level. The amounts in the "Maximum" sub-column reflect the 200% of the shares that will vest on attainment of the service condition and the maximum performance level. For more on the terms of these awards, see "Compensation Discussion and Analysis—Analysis of 2024 Executive Compensation Decisions—Equity Awards" above.
- (3) These amounts reflect RSUs that are scheduled to vest one-third each year over three years, based solely on service.
- (4) The amounts in this column for the RSUs reflect their aggregate grant date fair values, calculated in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The amounts in this column for the PSUs were calculated based on the probable outcome of the performance condition as of the grant date, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. For

EXECUTIVE COMPENSATION

the values of these awards, assuming attainment of the maximum level of performance, see Footnote 3 to the "2024 Summary Compensation Table" above. The actual value, if any, that each named executive officer will realize for these PSUs is a function of the value of the shares if and when the awards vest. For additional information on how we account for equity-based compensation, see Note 12 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024.

Outstanding Equity Awards at 2024 Fiscal Year-End

The following table provides information on the outstanding equity awards held by our named executive officers as of December 31, 2024.

Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽²⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾⁽²⁾
Andrew G. Inglis	514,292 ⁽³⁾	1,758,879	1,559,554 ⁽³⁾	5,333,675
Neal D. Shah	284,118 ⁽⁴⁾	971,684	865,269 ⁽⁴⁾	2,959,220
Christopher J. Ball	210,975 ⁽⁵⁾	721,535	678,832 ⁽⁵⁾	2,321,605
Josh R. Marion	83,761 ⁽⁶⁾	286,464	120,643 ⁽⁶⁾	412,599
Jason E. Doughty	78,150 ⁽⁷⁾	267,273	331,467 ⁽⁷⁾	1,133,617

- (1) The market values of the awards were calculated by multiplying the number of shares underlying the awards by \$3.42, which was the closing price of a common share on December 31, 2024 (the last trading day in 2024).
- (2) The number of shares underlying PSU awards reflected in this table assumes attainment of the applicable specified relative TSR goal at the maximum performance level for PSU awards granted in 2022, 2023 and 2024. The actual number of shares, if any, that will vest will be based on (i) the level of achievement of the relative TSR goal as of the actual end of the performance period and (ii) satisfaction of the applicable service condition, in each case, as indicated in the footnotes below, plus the amount of any dividends or distributions that are declared on the shares during the applicable performance period. Following the end of 2024, the PSUs granted in 2022 achieved the specified relative TSR goal with a payout at 129.1% of the target number of shares. For more on the terms of outstanding equity awards granted in 2024, see "Compensation Discussion and Analysis—Analysis of 2024 Executive Compensation Decisions—Equity Awards" above.
- (3) For Mr. Inglis, consists of: (a) 88,000 shares underlying RSU awards that are scheduled to vest on January 31, 2025; (b) 155,692 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025 and 2026; (c) 270,600 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025, 2026 and 2027; (d) 536,000 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2025 and a service condition that is scheduled to be met on January 31, 2025); (e) 474,154 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2026 and a service condition that is scheduled to be met ratably on January 31 of each of 2025 and 2026); and (f) 549,400 shares underlying PSU awards (with a performance period scheduled to end on January 2, 2027 and a service condition that is scheduled to be met ratably on January 31 of each of 2025, 2026 and 2027).
- (4) For Mr. Shah, consists of: (a) 49,500 shares underlying RSU awards that are scheduled to vest on January 31, 2025; (b) 86,118 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025 and 2026; (c) 148,500 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025, 2026 and 2027; (d) 301,500 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2025 and a service condition that is scheduled to be met on January 31, 2025); (e) 262,269 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2026 and a service condition that is scheduled to be met ratably on January 31 of each of 2025 and 2026); and (f) 301,500 shares underlying PSU awards (with a performance period scheduled to end on January 2, 2027 and a service condition that is scheduled to be met ratably on January 31 of each of 2025, 2026 and 2027).
- (5) For Mr. Ball, consists of: (a) 45,100 shares underlying RSU awards that are scheduled to vest on January 31, 2025; (b) 66,350 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025 and 2026; (c) 99,525 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025, 2026 and 2027; (d) 274,700 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2025 and a service condition that is scheduled to be met on January 31, 2025); (e) 202,066 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2026 and a service condition that is scheduled to be met ratably on January 31 of each of 2025 and 2026); and (f) 202,066 shares

- underlying PSU awards (with a performance period scheduled to end on January 2, 2027 and a service condition that is scheduled to be met ratably on January 31 of each of 2025, 2026 and 2027).
- (6) For Mr. Marion, consists of: (a) 13,333 shares underlying RSU awards that are scheduled to vest on January 31, 2025; (b) 20,428 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025 and 2026; (c) 50,000 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025, 2026 and 2027; (d) 40,000 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2025 and a service condition that is scheduled to be met on January 31, 2025); (e) 30,643 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2026 and a service condition that is scheduled to be met ratably on January 31 of each of 2025 and 2026); and (f) 50,000 shares underlying PSU awards (with a performance period scheduled to end on January 2, 2027 and a service condition that is scheduled to be met ratably on January 31 of each of 2025, 2026 and 2027).
- (7) For Mr. Doughty, consists of: (a) 30,690 shares underlying RSU awards that are scheduled to vest on January 31, 2025; (b) 47,460 shares underlying RSU awards that are scheduled to vest ratably on January 31 of each of 2025 and 2026; (c) 186,930 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2025 and a service condition that is scheduled to be met on January 31, 2025); and (d) 144,537 shares underlying PSU awards (with a performance period scheduled to end on January 3, 2026 and a service condition that is scheduled to be met ratably on January 31 of each of 2025 and 2026). As described in more detail below under “—Potential Payments Upon Termination or Change in Control—Transition Agreement with Mr. Doughty”, in connection with his retirement on January 31, 2025, the RSU and PSU awards held by Mr. Doughty that were outstanding as of such date for at least one year since their grant date continued to vest in accordance with their existing schedule following his retirement, with any such PSU awards vesting only to the extent the applicable TSR performance goal is achieved in accordance with its terms.

Option Exercises and Stock Vested During 2024

The following table provides information on our named executive officers' RSU and PSU awards that vested in 2024. We have not granted share options to our named executive officers or other employees.

Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Andrew G. Inglis	1,683,971	10,204,866
Neal D. Shah	858,476	5,202,363
Christopher J. Ball	966,692	5,858,152
Josh R. Marion	181,340	1,098,920
Jason E. Doughty	676,003	4,096,580

- (1) The value realized on vesting of the awards was calculated by multiplying the number of shares underlying the awards that vested in 2024 by \$6.06, the closing price of a share on the vesting date (or if the vesting date was not a trading day, on the trading day immediately preceding the vesting date).

2024 Pension Benefits

We do not maintain any defined benefit pension plans.

2024 Nonqualified Deferred Compensation

The Company does not currently sponsor any deferred compensation plans.

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Potential Payments Upon Termination or Change in Control

If on December 31, 2024 we had undergone a change in control or our named executive officers' employment had terminated under specified circumstances, each of our named executive officers would have been entitled to accelerated vesting of his equity awards on the terms summarized under "—Equity Awards" below, and to specified payments and benefits under our severance policy or their offer letters. For a summary of the terms of our severance policy and these offer letters, see "—Severance Policy" and "—Offer Letters" below.

Name	Change in Control (No Termination) (\$)	Involuntary Termination in Connection with Change in Control (\$)	Termination without Cause or Resignation for Good Reason (No Change in Control) (\$)	Voluntary Resignation Without Good Reason Or Termination for Cause (\$)	Death/ Disability (\$)
Andrew G. Inglis					
Equity acceleration ⁽¹⁾	12,426,228	12,426,228	—	—	12,426,228
Salary payments	—	4,647,304 ⁽⁵⁾	2,323,652 ⁽²⁾	—	—
Bonus	—	1,161,826 ⁽⁶⁾	2,323,652 ⁽²⁾	—	—
Benefits continuation	—	63,951 ⁽³⁾	63,951 ⁽³⁾	—	—
Outplacement services	—	20,700 ⁽⁴⁾	—	—	—
Relocation	—	—	—	—	—
Total	12,426,228	18,320,009	4,711,255	—	12,426,228
Neal D. Shah					
Equity acceleration ⁽¹⁾	—	6,890,124	—	—	6,890,124
Salary payments	—	2,486,368 ⁽⁵⁾	—	—	—
Bonus	—	621,592 ⁽⁶⁾	—	—	—
Benefits continuation	—	21,050 ⁽³⁾	—	—	—
Outplacement services	—	20,700 ⁽⁴⁾	—	—	—
Relocation	—	—	—	—	—
Total	—	10,039,834	—	—	6,890,124
Christopher J. Ball					
Equity acceleration ⁽¹⁾	—	5,364,745	—	—	5,364,745
Salary payments	—	2,871,224 ⁽⁵⁾	1,076,709 ⁽⁷⁾	—	—
Bonus	—	717,806 ⁽⁶⁾	—	—	—
Benefits continuation	—	—	—	—	—
Outplacement services	—	20,700 ⁽⁴⁾	—	—	—
Relocation	—	—	—	—	—
Total	—	8,974,475	1,076,709	—	5,364,745
Josh R. Marion					
Equity acceleration ⁽¹⁾	—	1,111,661	—	—	1,111,661
Salary payments	—	1,575,000 ⁽⁵⁾	450,000 ⁽⁷⁾	—	—
Bonus	—	337,500 ⁽⁶⁾	337,500 ⁽⁷⁾	—	—
Benefits continuation	—	63,951 ⁽³⁾	31,976 ⁽⁷⁾	—	—
Outplacement services	—	20,700 ⁽⁴⁾	—	—	—
Relocation	—	—	—	—	—
Total	—	3,108,812	819,476	—	1,111,661
Jason E. Doughty					
Equity acceleration ⁽¹⁾	—	2,534,507	—	—	2,534,507
Salary payments	—	1,845,756 ⁽⁵⁾	527,359 ⁽⁷⁾	—	—
Bonus	—	395,519 ⁽⁶⁾	395,519 ⁽⁷⁾	—	—
Benefits continuation	—	63,951 ⁽³⁾	31,976 ⁽⁷⁾	—	—
Outplacement services	—	20,700 ⁽⁴⁾	—	—	—
Relocation	—	29,370 ⁽⁸⁾	—	—	—
Total	—	4,889,803	954,854	—	2,534,507

(1) Each named executive officer holds RSU and PSU awards that were unvested as of December 31, 2024. Under the terms of the applicable award agreements, these awards are subject to accelerated vesting under specified circumstances. The amounts in the table are based on the closing price of a share on December 31, 2024. For PSUs, if (i) the awards remain subject to the satisfaction of the specified relative TSR goal following such termination of employment or (ii) the specified relative TSR goal is calculated based on actual achievement as of a change in control, these amounts assume maximum attainment of such goal as of December 31, 2024. See "—Equity Awards" below for more details on the circumstances under which the vesting of these awards would have accelerated.

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- (2) Represents the payment of two times Mr. Inglis' annual base salary and annual target bonus as of December 31, 2024, payable in equal monthly installments over 24 months under Mr. Inglis' offer letter. For additional details, see "—Offer Letters" below.
- (3) Represents a cash payment in an amount equal to the premium cost of continued healthcare coverage for 24 months under our severance policy (or, for Mr. Inglis, under his offer letter).
- (4) Represents the cost of outplacement services for 18 months under our severance policy.
- (5) Represents a lump-sum cash severance payment under our severance policy equal to 24 months of base salary plus two times the annual target bonus for such executive.
- (6) Under our severance policy, each of our named executive officers is entitled to a prorated portion of his annual target bonus for the year of termination, if not paid prior to the date of termination.
- (7) Represents payments of annual base salary for Mr. Ball (for 18 months), Mr. Marion (for 12 months) and Mr. Doughty (for 12 months). In addition, for Mr. Marion and Mr. Doughty, represents (i) 12 months of estimated bonus payments (based on the target amount of his bonus) and (ii) reimbursement of the cost of medical and dental insurance and each of his dependents for 12 months pursuant to his offer letter (Mr. Ball is currently on a UK Health Plan, which is not eligible for COBRA reimbursement). For additional details, see "—Offer Letters" below.
- (8) Represents reasonable and customary costs that we estimate would be incurred in moving Mr. Doughty and his family back to his former residence location, if solely as a result of a "change in control" (as defined in the LTIP and summarized below under "—Equity Awards—Definitions"), Mr. Doughty is required to relocate to a location outside of the Dallas/Fort Worth area, pursuant to the terms of his offer letter. This estimate is based on the costs incurred in moving Mr. Doughty and his family to the Dallas/Fort Worth area. For additional details, see "—Offer Letters" below.

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Offer Letters

The offer letter agreements we have entered into with each of our current named executive officers (other than Mr. Shah) provide for specified termination payments and benefits, as follows:

- On a termination of Mr. Inglis' employment by us without "cause" or by him for "good reason" (as such terms are defined in his offer letter and summarized below under "—Equity Awards—Definitions"), Mr. Inglis is entitled to cash severance in an amount equal to two times the sum of his base salary and target bonus (payable in equal monthly installments over 24 months) and (ii) continued medical and dental coverage for him and his dependents for 24 months, subject to his execution of a general release of claims.
- If the employment of each of Messrs. Ball, Marion and Doughty is terminated through no fault of his own or his position is eliminated and he is not offered a comparable position in Dallas, Texas then Messrs. Ball, Marion and Doughty will receive (a) his annual base salary and (b) reimbursement of the COBRA cost of medical and dental insurance for him and his dependents, in each case for a specified period (18 months for Mr. Ball and 12 months for Mr. Marion and Mr. Doughty). Mr. Marion and Mr. Doughty will also receive 12 months of estimated bonus payments.
- Mr. Doughty is also entitled to payment of reasonable and customary expenses associated with him and his family moving back to Houston, Texas under the circumstances described in footnote 8 to the "Potential Payments Upon Termination or Change in Control" table above.

Severance Policy

Our severance policy is designed to encourage continuity of management and other employees after a change in control. The policy provides severance benefits to regular full-time U.S. employees whose employment is terminated in connection with a "change in control" (as defined in the LTIP and summarized below) as a result of:

- work force reduction;
 - departmental reorganization that results in job elimination;
 - departmental reorganization that results in a material diminution of the skills, requirements, aptitudes or other criteria of the position, if the employee declines an offer of continued employment in the altered position or in another position that the Company deems comparable in its reasonable discretion; or
 - relocation of the job functions outside of a 50-mile radius, if the employee is not offered employment at the new location or declines an offer of employment at the new location.
- employee's title, years of service and base salary (for our named executive officers and other members of the Company's Senior Leadership Team, this amount equals 24 months of base salary plus two times the annual target bonus for such executive without regard to years of service);
- a prorated portion of the employee's target bonus for the current year, if not paid prior to the date of termination;
 - a cash payment in an amount equal to the premium cost of continued healthcare coverage for a specified period (24 months for our named executive officers);
 - outplacement services for a specified period (18 months for our named executive officers); and
 - payout of unused vacation time.

The severance policy provides for the following termination benefits:

- a lump-sum cash severance payment in an amount determined based on the

Employees, including our named executive officers, who have a separate severance agreement may receive benefits under that agreement or the severance policy, but not both. To receive severance benefits under the severance policy, an employee must sign and not revoke a separation and release agreement in the form prescribed by the Company.

Equity Awards

RSUs

RSUs held by each of our named executive officers are scheduled to vest based solely on service and would have fully vested on December 31, 2024, if on that date their employment had terminated due to their death or “disability” (as defined in the LTIP and summarized below). Had we undergone a change in control on December 31, 2024, these awards would have become fully vested on the earliest to occur of:

- the regularly scheduled vesting date, if the executive remained employed through the vesting date;
- termination of the executive’s employment due to his death or disability;
- for our named executive officers other than for Mr. Inglis, termination of the executive’s employment by us or the acquiror without cause or by him for “good reason” (as defined in the LTIP or an applicable offer letter and summarized below) within one year following a change in control; and

- for awards granted to Mr. Inglis, (i) the first anniversary of a change in control, if Mr. Inglis remains employed through the anniversary date, or (ii) the later of the date of termination or the change in control, if Mr. Inglis’ employment is terminated by us without cause or by him for good reason during the period beginning three months before, and ending one year after, such change in control, provided that any termination during the period beginning three months before such change in control was at the request of a third party that had taken steps reasonably calculated to effectuate such change in control or that otherwise arose in connection with or anticipation of such change in control.

These RSUs would have been forfeited on termination of employment under any other circumstances.

PSUs

For PSUs held by our named executive officers, the service condition would have been fully attained on December 31, 2024, if on that date the executive’s employment had terminated due to his death or disability, and such awards would have remained subject to the performance condition.

Had the executive terminated his employment without good reason at any time, or had his employment been terminated by us without cause or by him for good reason at any time other than on, or within one year after, a change in control, then any portion of the PSU award for which the applicable service condition had been satisfied as of such termination date would have remained subject to the applicable performance condition, and any remaining portion of the award would have been forfeited without any payment to the executive.

Had we undergone a change in control on December 31, 2024, the performance condition would

have been treated as set forth below, and the awards would have remained subject to the service condition to the extent not yet met:

- for PSUs granted to our named executive officers (other than Mr. Inglis), the performance condition would have been determined based on actual performance as of the date of such change in control; and
- for PSUs granted to Mr. Inglis, the performance condition would have been deemed attained at the maximum performance level.

In connection with the change in control, the PSUs would have vested or been forfeited under the same circumstances as are described above for RSUs.

These PSUs would have been forfeited on termination of employment under any other circumstances.

EXECUTIVE COMPENSATION

Definitions

For purposes of the accelerated vesting of the named executive officers' equity awards under the circumstances described above, "cause," "change in control," "disability" and "good reason" are defined in the LTIP (or, for Mr. Inglis, in his offer letter) as follows:

- "Cause" generally means the named executive officer's:
 - (i) failure (or, in the case of Mr. Inglis, material failure) to perform his duties (other than any such failure resulting from his physical or mental incapacity);
 - (ii) having engaged in misconduct, negligence or a breach of fiduciary duty (or, in the case of Mr. Inglis, having engaged in serious misconduct, gross negligence or a material breach of a fiduciary duty);
 - (iii) having been convicted of, or having entered a plea bargain or settlement admitting guilt or the imposition of unadjudicated probation for, any crime of moral turpitude or felony under any applicable law;
 - (iv) breach (or, in the case of Mr. Inglis, material breach) of any restrictive covenant (and, in the case of Mr. Inglis, any notice requirement, garden leave provision or similar requirement) to which he is subject;
 - (v) breach (or, in the case of Mr. Inglis, material breach) of any of our policies, including any policy that relates to expense management, human resources or the Foreign Corrupt Practices Act;
 - (vi) unlawful use or possession of illegal drugs on our premises or while performing his duties to us; or
 - (vii) commission of an act of fraud, embezzlement or misappropriation, in each case, against us.

In the case of Mr. Inglis, if the Company believes that he has committed an act giving rise to cause under clauses (i), (ii), (iv) or (v) above, then, if such act or omission is reasonably susceptible of cure, we must provide Mr. Inglis written notice specifying the circumstances alleged to constitute cause within 90 days of the Board's first obtaining knowledge of such circumstances. Mr. Inglis then has 30 days to

cure the circumstances. If he has not cured the circumstances within such 30-day period, we may terminate Mr. Inglis' employment within 60 days after the end of such 30-day period.

- "Change in Control" generally means the occurrence of one or more of the following events:
 - (i) the acquisition of 50% or more of the combined voting power of our outstanding securities;
 - (ii) the replacement of the majority of our directors during any 12-month period (other than by directors approved by a majority of our remaining directors);
 - (iii) the consummation of our merger, amalgamation or consolidation with another entity (unless our voting securities outstanding immediately before such transaction continue to represent more than 50% of the combined voting power of the surviving or resulting entity outstanding immediately after such transaction); or
 - (iv) the transfer of our assets having a gross fair market value of 50% or more of the total gross market value of our assets immediately before such transfer (other than any such transfer immediately after which such assets are owned directly or indirectly by our stockholders in substantially the same proportions as their ownership of our common shares immediately before such transfer), and the subsequent distribution of the proceeds from such transfer to our stockholders having a fair market value that is greater than 50% of our fair market value immediately before such transfer.
- "Disability" generally means "disability" as defined in our long-term disability plan for the purpose of determining eligibility for benefits. If such plan contains multiple definitions of disability, then "disability" refers to that definition of disability which, if the named executive officer qualified for such benefits, would provide coverage for the longest period.

- “Good Reason” generally means the occurrence of any of the following events without the named executive officer’s consent:
 - (i) a reduction in his base salary or target bonus, other than any such reduction that applies generally to similarly situated employees (or, in the case of Mr. Inglis, that applies to senior executives of the Company);
 - (ii) relocation of his principal place of employment by more than 50 miles; or
 - (iii) a material reduction in his duties or responsibilities (in the case of our named executive officers other than Mr. Inglis, that occurs within two years after a change in control).

In each case, the executive must provide us with written notice specifying the circumstances alleged to constitute good reason within 90 days after the circumstances first occur. We then have 30 days to cure the circumstances. If we have not cured the circumstances within such 30-day period, the executive is required to resign within 60 days after the end of such 30-day period.

EXECUTIVE COMPENSATION

2024 Pay Versus Performance

The following table sets forth the compensation for our Principal Executive Officer (“PEO”) and the average compensation for our other named executive officers, both as reported in the Summary Compensation Table and with certain adjustments to reflect the “compensation actually paid” to such individuals, as defined under SEC rules, for each of 2024, 2023, 2022, 2021 and 2020. The table also provides information on our cumulative total shareholder return (“TSR”), the cumulative TSR of our peer group, Net Income and EBITDAX over such years in accordance with SEC rules.

(a)	(b)	(c)	(d)	(e)	(f) Value of Initial Fixed \$100 Investment Based on:		(h)	(i)
Year	Summary Compensation Table Total for PEO ⁽¹⁾ (\$)	Compensation Actually Paid to PEO ⁽²⁾ (\$)	Average Summary Compensation Table Total for Non-PEO NEOs ⁽¹⁾ (\$)	Average Compensation Actually Paid to Non-PEO NEOs ⁽²⁾ (\$)	Total Shareholder Return ⁽³⁾ (\$)	Peer Group Total Shareholder Return ⁽³⁾ (\$)	Net Income (Loss) (\$)	EBITDAX ⁽⁴⁾ (\$)
2024	8,580,195	(5,423,933)	2,806,045	(1,989,377)	61.04	97.57	189,851,000	1,070,355,000
2023	9,697,269	11,393,439	4,253,582	5,141,231	119.76	118.12	213,520,000	1,238,151,000
2022	7,872,017	16,980,363	3,557,021	7,877,196	113.51	117.02	226,551,000	1,436,342,000
2021	6,237,930	7,820,096	3,353,927	4,164,658	61.75	92.13	(77,836,000)	969,136,000
2020	4,722,701	(812,866)	1,917,170	(245,879)	41.94	68.12	(411,586,000)	424,987,000

- Compensation for our PEO, Mr. Inglis, reflects the amounts reported in the “Summary Compensation Table” for the respective years. Average compensation for non-PEO NEOs includes the following named executive officers: (i) for 2024, Messrs. Shah, Ball, Marion and Doughty; (ii) in each of 2023, 2022 and 2021, Messrs. Shah, Ball, Clark and Doughty; and (iii) for 2020, Messrs. Shah, Ball, Clark, Doughty and Thomas P. Chambers.
- Compensation “actually paid” for the PEO and average compensation “actually paid” for our non-PEO NEOs in each of 2024, 2023, 2022, 2021 and 2020 reflects the respective amounts set forth in columns (b) and (d) of the table above, adjusted as set forth in the table below, as determined in accordance with SEC rules. The dollar amounts reflected in columns (b) and (d) of the table above do not reflect the actual amount of compensation earned by or paid to the PEO and our other NEOs during the applicable year. For information regarding the decisions made by our Compensation Committee in regards to the PEO’s and our other NEOs’ compensation for 2024, see “Compensation Discussion and Analysis—2024 Key Compensation Decisions”. Fair values of equity awards set forth in the table below are computed in accordance with FASB ASC Topic 718 as of the end of the respective fiscal year, other than fair values of equity awards that vest in the covered year, which are valued as of the applicable vesting date. There were no adjustments made for the following items as they were not applicable in any of 2024, 2023, 2022, 2021 or 2020: (i) awards that were granted and vested during the same year, (ii) awards granted during a prior year that were forfeited, (iii) incremental fair value of options/SARs modified during the year, (iv) reported change in the actuarial present value of pension benefits or (v) increases for service cost of pension plans.

Adjustments	2024		2023		2022		2021		2020	
	PEO (\$)	Average non-PEO NEOs (\$)	PEO (\$)	Average non-PEO NEOs (\$)	PEO (\$)	Average non-PEO NEOs (\$)	PEO (\$)	Average non-PEO NEOs (\$)	PEO (\$)	Average non-PEO NEOs (\$)
Summary Compensation Table Total:	8,580,195	2,806,045	9,697,269	4,253,582	7,872,017	3,557,021	6,237,930	3,353,927	4,722,701	1,917,170
Deduct the grant date fair value of the equity awards for each applicable year, as reported in the “Stock Awards” column in the Summary Compensation Table	(6,481,444)	(1,673,182)	(7,599,631)	(2,938,349)	(4,859,920)	(2,153,552)	(3,658,925)	(1,888,865)	(3,636,630)	(1,208,734)
Add the fair value as of year-end for awards granted during the year	2,244,012	436,051	6,261,171	2,420,842	7,071,200	3,133,426	5,167,950	2,667,728	1,374,075	456,684
Add the year-over-year increase (decrease) in fair value of unvested awards granted in prior years	(8,672,115)	(3,122,383)	2,117,863	1,017,590	6,447,224	3,146,405	23,426	12,272	(3,382,652)	(1,454,703)
Add the increase (decrease) in fair value from prior fiscal year-end for awards that vested during the year	(1,094,581)	(435,908)	897,266	379,477	381,729	164,585	(3,737)	(1,349)	43,469	16,158
Add the increase based on dividends or other earnings paid during the year	—	—	19,501	8,089	68,113	29,311	53,452	20,945	66,171	27,546
Compensation Actually Paid:	(5,423,933)	(1,989,377)	11,393,439	5,141,231	16,980,363	7,877,196	7,820,096	4,164,658	(812,866)	(245,879)

- (3) TSR is cumulative for the measurement periods beginning on December 31, 2019 and ending on December 31 of each of 2024, 2023, 2022, 2021 and 2020, respectively, calculated in accordance with Item 201(e) of Regulation S-K. The peer group for purposes of this table consists of the performance peer companies utilized for our PSUs, as described in our Compensation Discussion & Analysis. These companies were selected because they are the oil and gas exploration and production companies most like Kosmos in terms of geographic reach, development stage, and who potentially compete with the Company for executive talent.
- (4) EBITDAX is a non-GAAP financial measure used by management and external users of the Company's consolidated financial statements, such as industry analysts, investors, lenders and rating agencies. The Company defines "EBITDAX" as Net income (loss) plus (i) exploration expense, (ii) depletion, depreciation and amortization expense, (iii) equity based compensation expense, (iv) unrealized (gain) loss on commodity derivatives (realized losses are deducted and realized gains are added back), (v) (gain) loss on sale of oil and gas properties, (vi) interest (income) expense, (vii) income taxes, (viii) debt modifications and extinguishments, (ix) doubtful accounts expense and (x) similar other material items which management believes affect the comparability of operating results. EBITDAX for FY 2021 reflects pro forma adjustments made to reflect the interests acquired in Ghana during the year as part of the Oxy Ghana acquisition. EBITDAX for FY 2022 reflects pro forma adjustments made to reflect the interests sold in Ghana that were associated with the Ghana pre-emption and the acquisition of additional interests in Kodiak during the year.

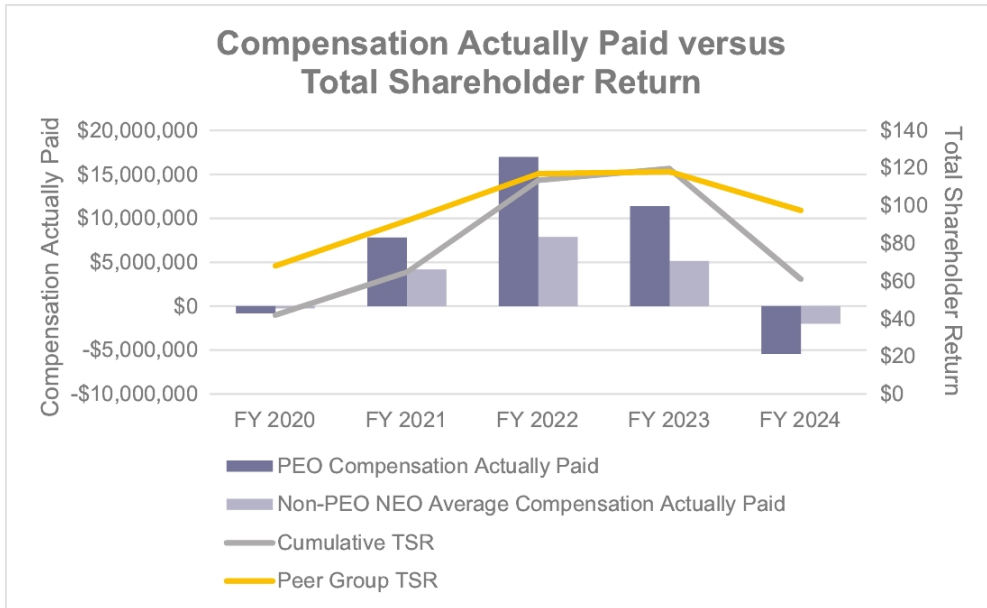
The Company considers the following financial measures to be the most important financial performance measures used to link company performance to the executive compensation actually paid to our CEO and our other named executive officers during the last fiscal year:

Financial Measures	Company Selected Measure
EBITDAX	✓
Free Cash Flow	
Net Cash General and Administrative Expense	
Capital Expenditures	

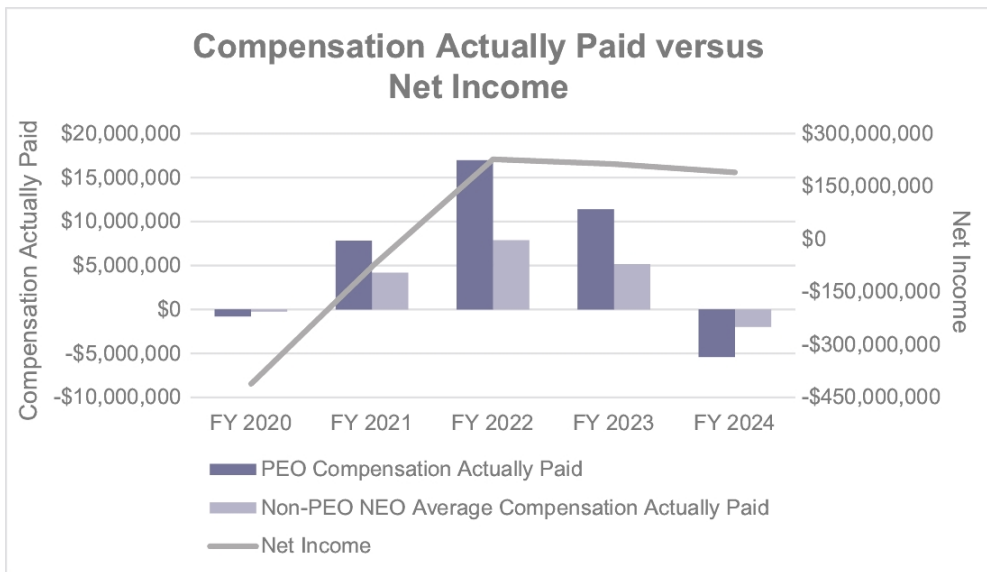
These financial measures were selected from amongst the Company's "key performance indicators" (which we refer to as "KPIs"), utilized to determine annual cash bonus payments for our named executive officers under our annual cash bonus program. The KPIs are established by the Compensation Committee at the beginning of each year, are derived from our strategic and operational plan and demonstrate year-over-year improvement. The Company believes EBITDAX is the most important financial performance measure utilized in our compensation program to link pay with compensation actually received by our named executive officers for 2024 (and, therefore, is our Company Selected Measure for the Pay Versus Performance Table) because it best reflects the Company's overall financial performance for the year, both on an absolute basis and with respect to other companies in the oil and gas sector.

EXECUTIVE COMPENSATION

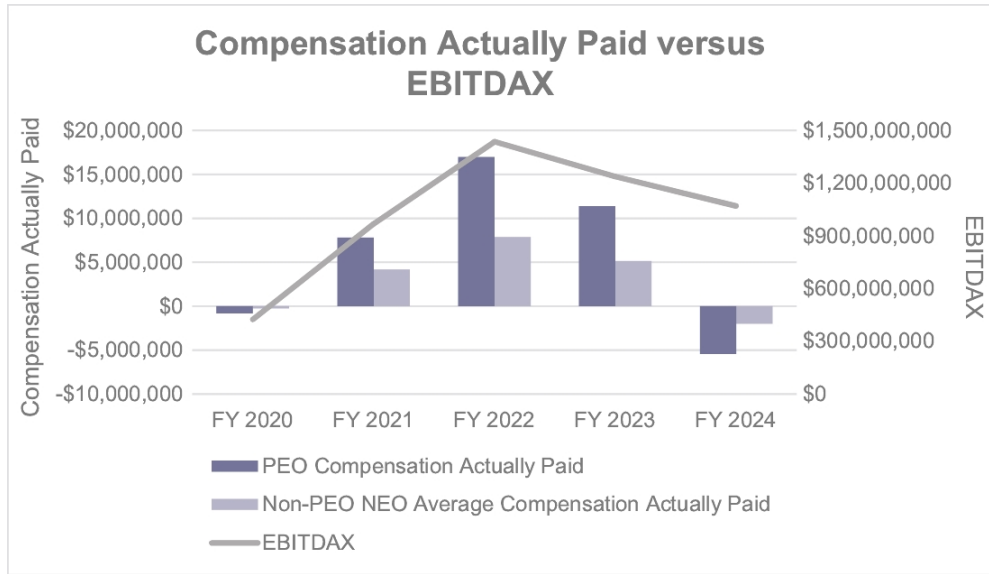
The following graph compares the compensation actually paid to our PEO, the average of the compensation actually paid to our remaining NEOs and the cumulative TSR performance of our common stock with the TSR performance of our peer group. The graph below shows a connection between compensation actually paid and total shareholder return for Kosmos and the peer group.



The following graph compares the compensation actually paid to our PEO and the average of the compensation actually paid to our remaining NEOs with net income.



The following graph compares the compensation actually paid to our PEO and the average of the compensation actually paid to our remaining NEOs with EBITDAX. The graph below shows a connection between compensation actually paid and EBITDAX, the most important financial metric for linking Kosmos financial performance and compensation.



EXECUTIVE COMPENSATION

2024 CEO Pay Ratio Disclosure

Pay Ratio

In accordance with the requirements of Section 953(b) of the Dodd-Frank Act and Item 402(u) of Regulation S-K (which we collectively refer to as the “Pay Ratio Rule”), we are providing the following estimated information for 2024:

- the median of the annual total compensation of all our employees (except our Chief Executive Officer) was \$359,822;
- the annual total compensation of our Chief Executive Officer was \$8,622,890; and
- the ratio of these two amounts was approximately 24 to 1. We believe that this ratio is a reasonable estimate calculated in a manner consistent with the requirements of the Pay Ratio Rule.

To identify the 2024 median of the annual total compensation of all of our employees (other than our Chief Executive Officer), we first identified our total employee population from which we determined our median employee. We determined that, as of December 31, 2024, our employee population consisted of 242 individuals. Our employee population consisted of our global workforce of full-time and part-time employees, as described in more detail below. We adjusted our total employee population (as described above) for purposes of identifying our median employee by excluding 10 of our employees located in certain jurisdictions outside of the United States given the relatively small number of employees in each such jurisdiction, as follows: four employees in Equatorial Guinea, one employee in São Tomé and Príncipe and five employees in Mauritania.

After taking into account the above described adjustments to our employee population as permitted by the Pay Ratio Rule, our total adjusted employee population for purposes of determining our median employee consisted of 232 individuals.

To identify our median employee from our total adjusted employee population, we compared the amount of base salary paid to each of our employees as reflected in our payroll records for 2024. In making this determination, we annualized the compensation of our full-time employees who were hired in 2024 but did not work for us for the entire fiscal year and permanent part-time employees. We identified our median employee using this compensation measure, which was consistently applied to all of our employees included in the calculation.

We then calculated such median employee’s annual total compensation for 2024 using the same methodology we used for purposes of determining the annual total compensation of our named executive officers for 2024 (as set forth in the 2024 Summary Compensation Table of this Proxy Statement), adjusted to include the cost to the Company in 2024 of specified employee benefits that are provided on a non-discriminatory basis, including medical, dental and vision coverage, health savings account (HSA) contributions, short- and long-term disability benefits, life and accidental death and dismemberment (AD&D) insurance and travel insurance benefits.

Our CEO’s annual total compensation for 2024 for purposes of the Pay Ratio Rule is equal to the amount reported in the “Total” column in the 2024 Summary Compensation Table, adjusted, to the extent applicable, in a similar manner as the annual total compensation of our median employee (as described above).

SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies and apply various assumptions and, as result, the pay ratio reported by us may not be comparable to the pay ratio reported by other companies.

GENERAL MATTERS

Record Date

The Board fixed the record date for the determination of stockholders entitled to notice of and to vote at the annual stockholders meeting as of the close of business on April 8, 2025. Our only outstanding

voting securities are our common shares, \$0.01 par value per share, of which 478,009,062 shares were outstanding as of the close of business on the record date.

Voting Your Proxy

Our stockholders are entitled to one vote for each common share that is owned on the record date on all matters considered at the annual stockholders meeting. You may vote your shares at the virtual meeting or by proxy. To vote by proxy, you may submit your proxy and direct how to vote your shares by telephone using the toll-free number listed on the Proxy Card, via the Internet at the website listed on the Proxy Card or by marking, dating, signing and mailing the enclosed Proxy Card in the prepaid envelope provided. When using Internet or telephone voting, the voting systems will verify that you are a stockholder through the use of a company number for Kosmos Energy Ltd. and a control number unique to you. **If you submit your proxy and direct how to vote your shares via the Internet or by telephone, please do not also mail the enclosed Proxy Card.** If you plan to vote at the virtual annual stockholders meeting, you will need the control number included on your notice of internet

availability, proxy card or voting instruction form to be admitted to the virtual meeting as a stockholder, vote your shares and ask questions. Even if you currently plan to attend the virtual annual stockholders meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the virtual annual stockholders meeting.

If you receive more than one Proxy Card or voting instruction form, it means that your shares are registered differently or are in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive. If you wish to consolidate accounts, please contact Computershare Trust Company, N.A. or your broker, bank or other nominee. We will announce preliminary voting results at the annual stockholders meeting and publish the final results in a Current Report on Form 8-K filed within four business days after the end of the annual stockholders meeting.

Shares Held of Record

If your shares are held in your name and you vote by granting a proxy, which is not subsequently revoked, the proxy holders will vote the shares in accordance with your instructions. If you submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the Board's recommendations as follows:

"FOR" Proposal 1: To elect three Class III directors to a three-year term to serve until the 2028 annual stockholders meeting;

"FOR" Proposal 2: To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 and to authorize the Company's

Audit Committee of the Board of Directors to determine their remuneration; and

"FOR": Proposal 3: To provide a non-binding, advisory vote to approve named executive officer compensation.

If other matters properly come before the annual stockholders meeting, the proxy holders will vote on such matters in accordance with their best judgment. Such persons also have discretionary authority to vote to adjourn the annual stockholders meeting, including for the purpose of soliciting proxies to vote in accordance with the Board's recommendations on any of the above items.

Shares Held in Street Name

If your shares are held in “street name” by your broker, bank or other nominee, you will receive a voting instruction form with this Proxy Statement. Like shares held of record, you may vote your shares held in street name at the virtual annual stockholders meeting if you have obtained a legal proxy from the holder of record for your shares or you may sign and date the enclosed voting instruction form and return it in the enclosed, postage-paid envelope. If your shares are held in street name in a brokerage

account or by a bank or other nominee, you must provide your broker with instructions on how to vote your shares in order for your shares to be voted on these proposals. If you do not instruct your broker on how to vote these proposals, your shares will not be voted on these matters, except that your broker may exercise discretionary authority to vote your shares on routine proposals. The only routine proposal at this year’s virtual annual stockholders meeting is Proposal 2.

Revoking Your Proxy

Even after you have returned your proxy, you may revoke your proxy at any time before it is exercised by (1) submitting a written notice of revocation to our Corporate Secretary by mail to Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, (2) submitting a duly executed proxy bearing a later date to our Corporate Secretary by mail to Kosmos

Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, (3) using the Internet voting website or the toll-free telephone number listed on the enclosed Proxy Card to deliver a duly executed proxy bearing a later date or (4) attending the virtual annual stockholders meeting and voting during the meeting, which suspends the powers of the proxy holder.

Quorum and Vote Required

The presence virtually or by proxy of two or more stockholders representing a majority of the total voting power of our issued and outstanding share capital entitled to vote shall constitute a quorum to conduct business at the virtual annual stockholders meeting.

For Proposal 1, the election of directors, you may vote “FOR,” “AGAINST” or “ABSTAIN” for each of the director nominees. Under our Bylaws, director nominees are elected by a majority of all votes cast, subject to the Company’s director resignation policy contained in our Corporate Governance Guidelines. Abstentions and broker non-votes will have no effect on the election of directors. This means that the individuals nominated for election to the Board who receive more “FOR” votes than “AGAINST” votes (among votes properly cast in person or by proxy) will be elected.

For Proposal 2, the ratification of the selection of the Company’s independent registered public accounting firm, you may vote “FOR,” “AGAINST” or “ABSTAIN” from voting on the proposal. This proposal requires the affirmative vote of a majority of all votes cast in favor of the matter. Abstentions will have no effect on the proposal. Because the ratification of the appointment of the independent auditor is considered a “routine” matter, brokers are permitted to vote on this proposal if they have not received instructions from the beneficial owners, and, therefore, there should be no broker non-votes with respect to this Proposal 2.

For Proposal 3, the advisory vote to approve the compensation of the Company’s named executive officers, you may vote “FOR,” “AGAINST” or “ABSTAIN” from voting on the proposal. This proposal requires the affirmative vote of a majority of all votes cast in favor of the matter. Abstentions and broker non-votes will have no effect on the proposal.

Cost of Solicitation

We will pay the cost of soliciting proxies for the annual stockholders meeting. Proxies may be solicited by the employees of Kosmos and our subsidiaries, without additional compensation, in person, or by mail, courier, telephone or email. We may also make arrangements with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the

beneficial owners of shares held of record by such persons. We may reimburse such brokerage houses, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith. Morrow Sodali LLC has been retained to assist the Company in the solicitation of proxies at a fee estimated not to exceed \$12,500, plus expenses.

Annual Report

Our 2024 Annual Report on Form 10-K, including consolidated financial statements as of and for the fiscal year ended December 31, 2024, is being distributed to all stockholders entitled to vote at the annual stockholders meeting, together with this Proxy Statement, in satisfaction of the requirements of the SEC, the Company's Bylaws and Delaware law. Copies of the Annual Report on Form 10-K are available at no charge upon request. To obtain additional copies of the Annual Report on Form 10-K, please contact us at Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, Attention: Corporate Secretary, or at telephone number +1 (214) 445-9600. The Annual Report on Form 10-K does not form any part of the materials for the solicitation of proxies. In addition, this Proxy Statement and our Annual Report on Form 10-K are available to you at no charge electronically under the SEC Filings link on the Investors' page of our website at

www.kosmosenergy.com. The information on our website is not incorporated by reference into this Proxy Statement.

The Board is not aware of any matter to be presented for action at the annual stockholders meeting of the Company other than the matters set forth herein. Should any other matter requiring a vote of stockholders arise, it is the intention of the persons named in the proxy to vote in accordance with their best judgment on such matter. The stockholders of the Company have no dissenter's or appraisal rights in connection with any of the proposals described herein.

If you have any questions about the proxy materials or the annual stockholders meeting, please contact our Corporate Secretary at Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, or by telephone at +1 (214) 445-9600.

HOUSEHOLDING

As permitted by applicable law, we intend to deliver only one copy of certain of our documents, including proxy statements, annual reports and information statements to stockholders residing at the same address, unless such stockholders have notified us of their desire to receive multiple copies thereof. Any such request should be directed to Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, Attention: Corporate Secretary, or by telephone at +1 (214) 445-9600. Stockholders who currently receive multiple copies of the Proxy Statement at their address and would like to request householding of their communications should contact their broker.

PROPOSALS OF STOCKHOLDERS FOR 2026 ANNUAL STOCKHOLDERS MEETING

Any stockholder desiring to present a stockholder proposal at our 2026 annual stockholders meeting and to have the proposal included in our related Proxy Statement pursuant to Rule 14a-8 under the Exchange Act must send such proposal to Kosmos Energy Ltd., 8176 Park Lane, Suite 500, Dallas, Texas 75231, Attention: Corporate Secretary, so that it is received no later than December 26, 2025. All such proposals should be in compliance with SEC rules and regulations. We will only include in our proxy materials those stockholder proposals that we receive before the deadline and that are proper for stockholder action.

Although information received after such date will not be included in the proxy materials sent to stockholders, a stockholder proposal may still be presented at the annual stockholders meeting if such proposal complies with the Company's Bylaws. In accordance with our Bylaws, stockholder proposals for director nominations and other business brought properly before an annual meeting may be brought before the annual stockholders meeting only if such proposal is made pursuant to written notice timely given to the Company's Corporate Secretary accompanied by certain information. To be timely, a stockholder's written notice must be received at the principal executive offices of the Company not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual stockholders meeting. For stockholder proposals for the 2026 annual stockholders meeting, written notice must be received between February 5, 2026 and March 7, 2026. In addition to complying with the Company's Bylaws, to nominate directors stockholders must give timely notice that complies with the additional requirements of Rule 14a-19, and which must be received no later than April 6, 2026.

BY ORDER OF THE BOARD OF DIRECTORS



Josh R. Marion
*Senior Vice President, General Counsel and
Corporate Secretary*

April 25, 2025
Dallas, Texas

Annex A: North American Exploration and Production Survey Companies

Amplify Energy Corp.	EQT Corporation	Parex Resources Inc.
Baytex Energy Corp.	Expand Energy Corporation	Permian Resources Corporation
Berry Corporation	Gulfport Energy Corporation	Range Resources Corporation
California Resources Corporation	Kosmos Energy Ltd.	Riley Exploration Permian Inc.
Chord Energy Corporation	Magnolia Oil & Gas Corporation	Ring Energy, Inc.
Civitas Resources, Inc.	Marathon Oil Corporation	SM Energy Company
Comstock Resources, Inc.	Matador Resources Company	Southwestern Energy Company
ConocoPhillips	MEG Energy Corp.	Talos Energy Inc.
Coterra Energy Inc.	Murphy Oil Corporation	Veren Inc.
Crescent Energy Company	National Fuel Gas Company	Vital Energy, Inc.
Devon Energy Corporation	Occidental Petroleum Corporation	Woodside Energy
Diamondback Energy, Inc.	Ovintiv Inc.	
EOG Resources, Inc.		

CEO Compensation Reference Benchmarking (January 2024)

Antero Resources Corporation
Berry Corporation
California Resources Corporation
Callon Petroleum Company
Chord Energy Corporation
CNX Resources Corporation
Comstock Resources, Inc.
Gulfport Energy Corporation
HighPeak Energy Inc.
Magnolia Oil & Gas Corporation
Matador Resources Company
Murphy Oil Corporation
Northern Oil & Gas
Range Resources Corporation
SM Energy Company
Southwestern Energy Company
Talos Energy Inc.
VAALCO Energy, Inc.
Vital Energy, Inc.
W&T Offshore, Inc.





KOSMOS ENERGY LTD.
 ATTN: CORPORATE SECRETARY
 8176 PARK LANE, SUITE 500
 DALLAS, TX 75231



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 06/04/2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on 06/04/2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

1. Elect Class III Directors to 3-year term

Nominees	For	Against	Abstain
1A Roy A. Franklin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1B Steven M. Sterin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1C J. Mike Stice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: The Company is making three proposals, none of which is contingent on each other. If other matters properly come before the Annual Meeting of Stockholders or any adjournment or postponement of the meeting, the persons named in this proxy card will vote the shares represented by all properly executed proxies in their discretion.

The Board of Directors recommends you vote FOR proposals 2 and 3.

	For	Against	Abstain
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025 and to authorize the Company's Audit Committee of the Board of Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To provide a non-binding, advisory vote to approve named executive officer compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, 2024 Annual Report on Form 10-K is/are available at www.proxyvote.com

**KOSMOS ENERGY LTD.
Annual Meeting of Stockholders
June 5, 2025 8:00 AM Central Daylight Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Andrew G. Inglis and Josh R. Marion, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the common shares of KOSMOS ENERGY LTD. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held via virtual-only format at www.virtualshareholdermeeting.com/KOS2025 at 08:00 AM central daylight time on June 5, 2025, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

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Continued and to be signed on reverse side