

Thursday 23 April 2020

Tullow Oil plc ("Tullow" or the "Company")

RESULTS OF THE ANNUAL GENERAL MEETING

HELD ON THURSDAY 23 APRIL 2020

Tullow announces that at its Annual General Meeting held earlier today, all resolutions set out in the Notice of Annual General Meeting put to the Annual General Meeting were passed by the requisite majority. Each of the resolutions put to the Annual General Meeting was voted on by way of a poll and the results are set out below:

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% OF ISC VOTES	VOTES WITHHELD
1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2019	784,417,049	99.46%	4,226,148	0.54%	788,643,197	55.98%	1,085,556
2. To approve the Annual Statement by the Chair of the Remuneration Committee	771,383,323	97.70%	18,154,399	2.30%	789,537,722	56.04%	191,032
3. To approve the Directors' Remuneration Policy Report	748,414,114	96.88%	24,076,424	3.12%	772,490,538	54.83%	17,233,685
4. To re-elect Mike Daly as a Director.	788,914,560	99.90%	766,617	0.10%	789,681,177	56.05%	47,853
5. To elect Martin Greenslade as a Director.	789,219,115	99.95%	411,928	0.05%	789,631,043	56.05%	97,987
6. To elect Sheila Khama as a Director.	789,054,450	99.92%	613,721	0.08%	789,668,171	56.05%	60,859
7. To elect Genevieve Sangudi as a Director.	788,950,826	99.91%	725,879	0.09%	789,676,705	56.05%	52,325
8. To re-elect Dorothy Thompson as a Director.	762,973,647	96.64%	26,517,369	3.36%	789,491,016	56.05%	238,013
9. To re-elect Jeremy Wilson as a Director.	773,526,384	97.96%	16,111,772	2.04%	789,638,156	56.05%	90,874
10. To re-elect Les Wood as a Director.	788,139,195	99.81%	1,531,527	0.19%	789,670,722	56.05%	58,308
11. To appoint Ernst & Young LLP as auditor of the Company	789,345,493	99.96%	278,155	0.04%	789,623,648	56.05%	105,382
12. To authorise the Audit Committee to determine the remuneration of Ernst & Young LLP.	789,244,577	99.96%	330,080	0.04%	789,574,657	56.04%	152,531
13. That the Board of Directors of the Company be authorised to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company.	529,520,351	67.06%	260,134,874	32.94%	789,655,225	56.05%	73,805
*14. That, if Resolution 13 is passed, the Board of Directors of the Company be empowered to allot equity securities for cash and/or to sell ordinary shares held by the Company as treasury shares for cash.	783,558,183	99.24%	5,998,356	0.76%	789,556,539	56.04%	172,491
*15. That the Company be authorised to hold general meetings on no less than 14 clear days' notice.	757,510,939	95.94%	32,070,398	4.06%	789,581,337	56.04%	147,693
*16. That the Company be authorised pursuant to section 701 of the Companies Act 2006 ('the Act') to make market purchases of ordinary shares of £0.10 each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the Board of Directors of the Company may from time to time determine.	789,067,202	99.95%	412,535	0.05%	789,479,737	56.04%	247,293

Notes:

(1) * denotes a special resolution.

(2) Proxy appointments which gave discretion to the Chairman of the Annual General Meeting have been included in the "For" total of the appropriate resolution.

(3) A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" or "Against" any resolution, nor in the calculation of the proportion of "Percentage of ISC voted" for any resolution.

(4) The percentage of votes "For" and "Against" any resolution is expressed as a percentage of votes validly cast for that resolution.

(5) **Response to votes against Resolution 13** - The Board notes that Resolution 13, to authorise the Directors to make allotments of shares, had a significant number (33%) of votes cast against it but, being an Ordinary Resolution, was passed. This vote against was a clear statement from a few of our shareholders one of whom the Executive Chair and CFO have been in regular engagement with, including ahead of today's meeting. The Board now has an understanding of the concerns raised by them. Resolution 13 was proposed in accordance with routine practice in the UK and complied with the guidance published by the Investment Association and the Pre-Emption Group. The Board has no present intention to exercise this authority, and only wishes to have the flexibility to do so in appropriate circumstances. The Board will now analyse the other votes against this resolution and will continue to consult and engage with major shareholders in order to understand the reasons for it. In accordance with the provisions of the 2018 UK Corporate Governance Code, the Board shall provide an update on this engagement process within six months of the AGM.

(6) The number of shares in issue at 6.00 p.m. on 21 April 2020 was 1,408,847,316 ordinary shares of 10 pence each (the "Ordinary Shares") and at that time, Tullow did not hold any Ordinary Shares in treasury. The proportion of "Percentage of ISC voted" for any resolution is the total of votes "For" and "Against" in respect of that resolution expressed as a percentage of the ISC as described in this note (6).

(7) As announced on 22 October 2019, Steve Lucas did not stand for re-election as a Director and stepped down from the Board with effect from the conclusion of the Annual General Meeting today.

(8) In accordance with LR 9.6.2, copies of the relevant ordinary and special resolutions passed at the meeting have been submitted to the FCA's National Storage Mechanism, and will shortly be available to view at <http://www.morningstar.co.uk/uk/NSM>. The full text of the resolutions passed at the Annual General Meeting can be found in the Notice of Annual General Meeting, which is available for inspection at the National Storage Mechanism and also on the Company's website at <http://www.tulloil.com>.