

## Additional shareholder information

**Share capital**

The Company has an authorised share capital of 1,000,000,000 ordinary shares of ten pence each with an aggregate nominal value of £100,000,000. As at 11 March 2008, the Company has an allotted and fully paid up share capital of 719,622,473 ordinary shares of ten pence each with an aggregate nominal value of £71,962,247 (including shares owned by the Tullow Oil Employee Trust).

The rights and obligations attaching to the shares are as follows:

- **Dividend rights** – holders of the Company's ordinary shares may, by ordinary resolution, declare dividends but may not declare dividends in excess of the amount recommended by the Directors. The Directors may also pay interim dividends. No dividend may be paid other than out of profits available for distribution. Dividends may be paid in any currency and the Board may agree with a member to pay that member in a different currency calculated on an appropriate basis agreed by the member and the Board. Payment or satisfaction of a dividend may be made wholly or partly by distribution of specific assets, including paid up shares or debentures of any other company. Such action must be directed by ordinary resolution of the general meeting which declared the dividend and upon the recommendation of the Directors.
- **Voting rights** – voting at any general meeting is by a show of hands unless a poll is duly demanded. On a show of hands every shareholder who is present in person at a general meeting (and every proxy appointed by a shareholder and present at a general meeting) has one vote regardless of the number of shares held by the shareholder (or represented by the proxy). On a poll, every shareholder who is present in person or by proxy has one vote for every share held by that shareholder (the deadline for exercising voting rights by proxy is set out in the form of proxy). A poll may be demanded by any of the following: (a) the Chairman of the meeting; (b) at least five shareholders entitled to vote and present in person or by proxy at the meeting; (c) any shareholder or shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all shareholders entitled to attend and vote at the meeting; or (d) any shareholder or shareholders present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting is entitled to cast the deciding vote in addition to any other votes he may have.
- **Return of capital** – in the event of the liquidation of the Company, after payment of all liabilities and deductions taking priority in accordance with English law, the balance of assets

available for distribution will be distributed among the holders of ordinary shares according to the amounts paid up on the shares held by them. A liquidator may with the sanction of a special resolution of the shareholders and any other sanction required by the Companies Acts, divide among the shareholders the whole or any part of the Company's assets. Alternatively, a liquidator may, upon the adoption of a special resolution of the shareholders, vest the assets in whole or in part in trustees upon such trusts for the benefit of shareholders, but no shareholder is compelled to accept any assets upon which there is a liability.

**Restrictions on holding securities**

There are no restrictions under the Company's Memorandum and Articles of Association or under UK law that either restrict the rights of UK resident shareholders to hold shares or limit the right of non-resident or foreign shareholders to hold or vote the Company's ordinary shares.

There are no UK foreign exchange control restrictions on the payment of dividends to US persons on the Company's ordinary shares.

**Substantial shareholdings**

The table at the foot of this page details significant holdings (3% or more) in the Company's ordinary share capital that had been disclosed to the Company as at 11 March 2008 in accordance with the requirements of section 5.1.2 of the UK Listing Authority's Disclosure and Transparency Rules.

**Control rights under employee share schemes**

The Company operates a number of employee share schemes. Under some of these arrangements, employees are not entitled to exercise directly any voting or other control rights as the holders of shares. Under the Company's UK and Irish Share Incentive Plans those rights are exercised by the plan trustees. For shares held on behalf of participants, they are exercisable in accordance with participants' instructions. In the absence of such instructions, shares cannot be voted under the Irish SIP, whereas under the UK SIP the trustees can exercise their discretion whether to vote shares. Under the Irish SIP, voting instructions must be received at least 3 working days before the last date on which voting rights are exercisable by shareholders. In practice, a similar requirement would apply to the UK SIP.

Voting rights on any unallocated shares held in the UK SIP and on shares held in the Tullow Oil Employee Trust (which holds shares to satisfy awards under some of its share schemes where employees have no direct interests in shares until after awards vest) are exercisable at the discretion of the relevant trustees. Those on unallocated shares held in the Irish SIP are not exercisable.

Shareholder	Number of shares	% of issued capital	Date of notification of interest	Nature of rights
BlackRock Group	100,302,314	13.94%	29 Nov 2007	Indirect
Prudential plc	67,116,866	9.33%	23 Nov 2007	Direct
Standard Life Investments	43,024,176	5.98%	5 Dec 2007	*See note below
IFG International Trust Company Limited	38,960,366	5.41%	14 Nov 2006	Not disclosed
Legal & General Group	29,642,611	4.12%	17 Oct 2007	Direct

\* Direct – 27,153,697; Indirect 15,870,479.

### Material agreements containing 'change of control' provisions

The following significant agreements will, in the event of a change of control following a takeover bid, be affected as follows:

Description of agreement	Parties to agreement	Effect of change of control
US\$1.3 billion senior secured revolving credit facility agreement.	The Company; certain of the Company's subsidiaries, ABN AMRO Bank N.V; Bank of Scotland plc; BNP Paribas S.A.; HBOS Treasury Services plc and the lenders specified in the Agreement.	If any person, or group of persons acting in concert, gains control* of the Company, at the discretion of the majority lenders (as specified in the Agreement) all outstanding amounts under the Agreement and any connected document will become immediately due and payable and full cash cover will be required in respect of all letters of credit issued under the Agreement.
US\$550,000,000 multicurrency term loan bridge facility agreement.	The Company; certain of the Company's subsidiaries as borrowers and guarantors; Bank of Scotland plc; HBOS Treasury Services plc and the lenders specified in the Agreement.	If any person, or group of persons acting in concert, gains control* of the Company, at the discretion of the majority lenders (as specified in the Agreement) all outstanding amounts under the Agreement and any connected document will become immediately due and payable.

\* For the purposes of this provision 'control' has the meaning given to it under section 416 of the Income and Corporation Taxes Act 1988.

### Powers of Directors

The powers of the Company's Directors are set out in Article 100 of the Articles of Association of the Company. It provides that the business of the Company shall be managed by the Board which may exercise all the powers of the Company whether relating to the management of the business of the Company or not. This power is subject to any limitations imposed on the Company by legislation. It is also limited by the provisions of the Memorandum and Articles of Association of the Company and any directions given by special resolution of the members of the Company which are applicable on the date that any power is exercised.

Please note the following specific provisions relevant to the exercise of power by the Directors:

- **Pre-emptive rights and new issues of shares** – the holders of ordinary shares have no pre-emptive rights under the Articles of Association of the Company. However, the ability of the Directors to cause the Company to issue shares, securities convertible into shares or rights to shares, otherwise than pursuant to an employee share scheme, is restricted under the Companies Acts which provide that the directors of a company are, with certain exceptions, unable to allot any equity securities without express authorisation, which may be contained in a company's articles of association or given by its shareholders in general meeting, but which in either event cannot last for more than five years. Under the Companies Acts, the Company may also not allot shares for cash (otherwise than pursuant to an employee share scheme) without first making an offer to existing shareholders to allot such shares to them on the same or more favourable terms in proportion to their respective shareholdings, unless this requirement is waived by a special resolution of the shareholders. The Company received authority at the last

Annual General Meeting to allot shares for cash on a non pre-emptive basis up to a maximum nominal amount of £3,587,852. The authority lasts until the earlier of the Annual General Meeting of the Company in 2008 or 29 August 2008.

- **Repurchase of shares** – subject to authorisation by shareholder resolution, the Company may purchase its own shares in accordance with the Companies Acts. Any shares which have been bought back may be held as treasury shares or, if not so held, must be cancelled immediately upon completion of the purchase, thereby reducing the amount of the Company's issued share capital. The Company does not currently have shareholder authority to buy back shares.
- **Borrowing powers** – the directors are empowered to exercise all the powers of the Company to borrow money, subject to the limitation that the aggregate amount of all net external borrowings of the Group outstanding at any time shall not exceed an amount equal to four times the aggregate of the Group's adjusted capital and reserves calculated in the manner prescribed in Article 101 of the Articles of Association, unless sanctioned by an ordinary resolution of the Company's shareholders.

### Appointment and replacement of Directors

The Company shall appoint (disregarding Alternate Directors) not less than two nor more than fifteen Directors. Such Directors are not required to hold shares in the Company. The existing Articles of Association require a Director to leave office at the age of 70. At the forthcoming AGM a resolution is to be put to shareholders to adopt new Articles of Association to reflect, among other things, changes brought in by the Companies Act 2006. One of the additional changes will be the deletion of this requirement.

## Additional shareholder information continued

Subject to compliance with those limits, appointment and replacement of Directors may be made as follows:

- the members may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board;
- the Board may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office only until the next General Meeting and shall then be eligible for election;
- each Director shall retire (if he has not retired or been removed sooner) from office at the third Annual General Meeting after the Annual General Meeting at which he was last elected but he may be reappointed by ordinary resolution if eligible and willing;
- the Company may by special resolution remove any Director before the expiration of his period of office or may, by ordinary resolution, remove a Director where special notice has been given and the necessary statutory procedures are complied with;
- there are a number of other grounds on which a Director's office may cease, namely voluntary resignation, where all the other Directors (being at least three in number) request his resignation, where he suffers mental incapacity, compounds with his creditors, is declared bankrupt or is prohibited by law from being a Director.

### **Amendment to Company's articles**

The Company may alter its Articles of Association by special resolution passed at a General Meeting. In the event that a proposed amendment would result in a variation of the rights of a particular class of shareholders, a class consent will be required from the holders of that class of shares in accordance with the rules on seeking class consent set out in Article 8 of the Company's Articles of Association and the Companies Acts. There are no other special provisions governing the amendment of the Articles of Association.