RNS Number : 7837Z
Tullow Oil PLC
17 March 2017

News Release

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17 March 2017

Tullow Oil plc

Proposed 25 for 49 Rights Issue of 466,925,724 New Ordinary Shares at an Issue Price of 130 pence per share

Tullow Oil plc ("**Tullow**") announces a fully underwritten rights issue to raise approximately £607 million (equivalent to $750 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017) (before expenses) and that a Prospectus containing full details of the Rights Issue is expected to be made available on Tullow's website (www.tullowoil.com) later today. Tullow will host a conference call for investors and analysts at 9.00 a.m. UK time this morning, details for which can be found at the end of this announcement.

Details of the Rights Issue

- 25 for 49 fully underwritten Rights Issue of 466,925,724 New Ordinary Shares to raise gross proceeds of approximately £607 million (approximately £586 million net of expenses).

- The Issue Price of 130 pence per New Ordinary Share represents:
  - a discount of approximately 45.2 per cent. to the Closing Price of 237.3 pence on 16 March 2017 (being the last Business Day prior to the date of this announcement); and
  - a discount of approximately 35.3 per cent. to the theoretical ex-rights price of 201.1 pence per New Ordinary Share calculated by reference to the Closing Price on the same day.

- The Rights Issue, which is subject to Shareholder approval, is fully underwritten by Barclays Bank PLC, acting through its investment bank and J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) acting as Joint Global Coordinators, Joint Sponsors and Joint Bookrunners, Morgan Stanley acting as Joint Bookrunner, and BNP Paribas, Crédit Agricole CIB and Société Générale acting as Co-Bookrunners.

- DNB Markets, a part of DNB Bank ASA, ING Bank N.V., Natixis and Nedbank Limited, acting through its corporate and investment bank, are acting as Co-Lead Managers.

Paul McDade, Chief Operating Officer and Chief Executive Officer-designate commented today:
"Tullow has taken a number of significant steps since 2014 to re-set and restructure the business to ensure the Group is well positioned to meet the challenge of lower oil prices. As a result, we are now producing positive free cash flow and have begun the process of reducing our debt. Tullow has a strong set of low cost production, development and exploration assets in Africa and South America and, by accelerating the reduction of our gearing through this Rights Issue, we will be able to focus on growing our business by investing more across our portfolio and taking advantage of opportunities that industry conditions present."

Aidan Heavey, Chief Executive Officer, commented today:
"Tullow and its staff have worked exceptionally hard over the past three years to re-set the business comprehensively in the face of the toughest conditions I have known in the oil sector. This is the right time to get our balance sheet in order and this offering will give Paul and the management team the necessary financial and operational flexibility to grow our business even if oil prices remain low."

Reasons for the Rights Issue and use of proceeds

Background

In early 2014, the Group recognised that the oil and gas sector was undergoing a period of significant change, with the rise of the US shale industry and the cost of both development and deep-water exploration challenging existing industry models. In response to such changes, the Company acknowledged the need to adapt its business model and started a thorough review of its internal processes, capital allocation policy and exploration strategy. When the oil price fell during 2014, from its high of $115.06/bbl to a low of $57.33/bbl, the Company was quick to take action to adjust its operational approach to the lower oil price environment and undertook a series of critical operational actions to re-set and streamline its business. Such actions included the following:

- Implementing its Major Simplification Project which restructured the Group, reduced headcount by approximately 44 per cent. between 2014 and 2016 and is on target to generate savings of approximately $600 million by mid-2018;
- Re-allocation of capital expenditure to low cost, high margin producing assets in West Africa, including the development of the TEN project which delivered first oil in August 2016, and reduction of exploration and appraisal expenditure;
- Refocusing Tullow's exploration strategy: Tullow adapted its exploration strategy as a reaction to higher industry costs, lower oil prices and a review of its 2012-14 offshore exploration campaigns; and
- Selling a series of non-core assets and withdrawing from lower margin gas to power development projects in Mauritania and Namibia.

Together with this revised approach to operations, Tullow was supported by a solid financial strategy, based on the following:

- Execution of its commodity price hedging programmes which gave hedge receipts (net of premium) of $363 million and $365 million in 2015 and 2016, respectively;

- Maintaining adequate financial headroom throughout the period which resulted in unutilised debt capacity of $875 million and free cash of $121 million as at 31 December 2016; and

- Reducing future committed capital expenditure through strategic actions, including the proposed farm-down of assets in Uganda announced in January 2017.

Reasons for the Rights Issue

As a result of these operational and financial measures, the Group has re-set and streamlined its business for low oil prices. However, the combination of low oil prices and the significant development expenditure required by the TEN development has resulted in the Group's gearing exceeding its policy of less than 2.5x net debt/Adjusted EBITDAX. Although Tullow began to generate free cash flow in the final quarter of 2016 as the TEN development started production and commenced repayment of its debt, as at 31 December 2016 the Group's gearing remained high at 5.1x net debt/Adjusted EBITDAX. Tullow has continued to generate free cash flow and repay its debt since 31 December 2016. However, in light of its high level of debt and the resultant lack of financial flexibility, the Group intends to accelerate the reduction of its debt towards its gearing policy of less than 2.5x net debt/Adjusted EBITDAX through a combination of the receipt of the net proceeds from the Rights Issue, improving cash flow from production growth, and value enhancing portfolio management activities, including future asset sales and farm-downs.

Use of proceeds

The Directors believe this stepped reduction of debt will improve Tullow's financial and operational flexibility, and enable growth within the next three to five years by allowing the Group to:

(i) invest in further infill drilling opportunities in both its operated and non-operated portfolio;
(ii) undertake exploration and appraisal around the Jubilee and TEN fields to further develop the high return near field resource base;
(iii) undertake further exploration and appraisal activity in Kenya to further prove up the resource base;
(iv) drill high impact, potentially high return prospects across Tullow's African and South American portfolio; and
(v) take advantage of other opportunities that industry conditions offer.

The Board has given careful consideration to the structure and quantum of the proposed fundraising and has concluded that the most appropriate structure for the Company and its Shareholders at this time is the Rights Issue to raise gross proceeds of approximately £607 million (equivalent to $750 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017). The Rights Issue provides an opportunity for Qualifying Shareholders (subject to certain exceptions) to participate in the fundraising by taking up their rights to subscribe for their respective entitlements to New Ordinary Shares.

The Directors believe that the proposed Rights Issue is in the best interests of Shareholders and the Directors recommend that Shareholders vote in favour of each of the Resolutions at the General Meeting.

Intentions of Directors

The Board is fully supportive of the Rights Issue. Each of the Directors who holds Existing Ordinary Shares either intends, to the extent that he or she is able, to take up in full his or her rights to subscribe for New Ordinary Shares under the Rights Issue or to sell a sufficient number of his or her Nil Paid Rights during the nil paid trading period to meet the costs of taking up the balance of his or her entitlement to New Ordinary Shares.

Update on current trading

On 7 March 2017, the Company published its Annual Report 2016 which contains the Group's audited financial statements for the financial year ended 31 December 2016.

As disclosed in those financial statements, the Group generated sales revenue of $1.3 billion (2015: $1.6 billion) and operating cash flow before working capital of $0.8 billion (2015: $1.0 billion) in respect of the 2016 Financial Year. The Group's underlying cash operating costs were $0.4 billion (2015: $0.4 billion) and there were no material changes in the Group's inventory during the 2016 Financial Year. However, as a result of a number of non-cash charges the Group reported a loss after tax of $0.6 billion in respect of the 2016 Financial Year. These non-cash charges included exploration write-offs associated with the Uganda and Norway disposals, goodwill impairment associated with the Norway disposal, a charge for onerous service contracts and impairment of property, plant and equipment as a result of increased forecast decommissioning costs and the low oil price environment.

Since 31 December 2016, oil prices have remained generally stable, with an average ICE Brent Crude oil price of $55.74/bbl during the period from 1 January 2017 to 28 February 2017. During the year to date, the Group's underlying cash operating costs per barrel are materially in line with those achieved during the 2016 Financial Year.

Further information will be available in the Prospectus.

Summary of the principal terms and conditions of the Rights Issue

Subject to the fulfilment of, among other things, the conditions described below, Tullow will offer the New Ordinary Shares by way of rights to Qualifying Shareholders (subject to certain exceptions) on the following basis:

25 New Ordinary Shares at 130 pence each for every 49 Existing Ordinary Shares

held in their name on the Record Date. A Qualifying Shareholder who does not, or who is not permitted to, take up any of their rights to New Ordinary Shares under the Rights Issue will have their proportionate shareholding in Tullow diluted by approximately 33.8 per cent. as a result of the Rights Issue. A Qualifying Shareholder who is permitted to and does take up all of their rights to New Ordinary Shares under the Rights Issue will, subject to the rounding down and sale of fractional entitlements, not be diluted as a result of the Rights Issue. The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including for all dividends or distributions made, paid or declared after completion of the Rights Issue.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Rights Issue. Where necessary, fractional entitlements to New Ordinary Shares will be rounded down to the nearest whole number and fractional entitlements will not be allotted to Qualifying Shareholders but will be aggregated and, if possible, sold in the market as soon as practicable after the commencement of dealings in the New Ordinary Shares, nil paid. The net proceeds of such sales (after deduction of expenses) will accrue for the benefit of Tullow.

Tullow has arranged for the Rights Issue to be underwritten (subject to certain customary conditions) by the Underwriters to provide certainty as to the amount of capital to be raised, pursuant to the Underwriting Agreement. The Underwriting Agreement is not subject to any right of termination after Admission (including in respect of any statutory withdrawal rights).

The Rights Issue is conditional on, amongst other things, (i) the passing of the Resolutions at the General Meeting without material amendment; (ii) Admission becoming effective by not later than 8.00 a.m. on 6 April 2017 (or such later time and/or date as the Company and the Joint Global Coordinators may agree); and (iii) the Underwriting Agreement becoming unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms prior to Admission.

Applications will be made to the UK Listing Authority and the London Stock Exchange for the New Ordinary Shares to be admitted to the premium listing segment of the Official List of the UK Listing Authority and to trading (nil and fully paid) on the main market for listed securities of the London Stock Exchange. Applications will also be made to the Irish Stock Exchange for the New Ordinary Shares to be admitted to the secondary listing segment of the Official List of the Irish Stock Exchange and to trading (nil and fully paid) on the Irish Stock Exchange's main market for listed securities. Applications will also be made to the Ghana Stock Exchange and the Ghana SEC for the New Ordinary Shares (fully paid) to be admitted to listing and trading on the main market of the Ghana Stock Exchange. It is expected that Admission will occur at 8.00 a.m. on 6 April 2017, when dealings for normal settlement in the New Ordinary Shares on the main markets of the London Stock Exchange and the Irish Stock Exchange, nil paid, are expected to commence.

Tullow will make an appropriate announcement or announcements to a Regulatory Information Service giving details of the results of the Rights Issue.

Action to be taken

On the basis that dealings in New Ordinary Shares (nil paid) commence on 6 April 2017, the latest time for acceptance by Qualifying Shareholders under the Rights Issue will be 11.00 a.m. on 24 April 2017. The procedure for acceptance and payment will be set out in Part 3 of the Prospectus. Further details will also be set out in the Provisional Allotment Letter which will also be sent to Qualifying Non-CREST Shareholders (other than, subject to certain exceptions, Qualifying Non-CREST Shareholders with a registered address in the United States or a Restricted Territory).

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under FSMA if you are in the United Kingdom, or, if you are resident in Ireland, from a person, organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) of Ireland or the Investment Intermediaries Act 1995 of Ireland, or, if you are resident in a territory outside the United Kingdom or Ireland, from another appropriately authorised independent financial adviser.

Indicative abridged timetable

Event	**Time/Date**
Publication of the Prospectus (including the Notice of General Meeting)	17 March 2017

Latest time and date for receipt of Forms of Proxy and electronic proxy appointments	11.00 a.m. on 3 April 2017
Record Date for entitlements under the Rights Issue	6.00 p.m. on 3 April 2017
General Meeting	11.00 a.m. on 5 April 2017
Date of dispatch of Provisional Allotment Letters	5 April 2017
Dealings in New Ordinary Shares, nil paid, commence on the London Stock Exchange and the Irish Stock Exchange	8.00 a.m. on 6 April 2017
Existing Ordinary Shares marked ex-rights	8.00 a.m. on 6 April 2017
Latest time and date for acceptance and payment in full and registration of renounced Provisional Allotment Letters	11.00 a.m. on 24 April 2017
Dealings in the New Ordinary Shares, fully paid, commence on the London Stock Exchange, the Irish Stock Exchange and the Ghana Stock Exchange	8.00 a.m. on 25 April 2017

Prospectus

- The Prospectus containing full details of the Rights Issue is expected to be made available on Tullow's website (www.tullowoil.com) later today.
- The Prospectus will be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm following publication.

The preceding summary should be read in conjunction with the full text of the following announcement and its appendices, together with the Prospectus. Capitalised terms used in this announcement shall have the meanings set out in Appendix 2.

09.00 UK time - Conference call

To access the call please dial the appropriate number below shortly before the call and ask for the Tullow Oil plc conference call.

Live event	
All participants	+44 (0)330 336 9105
UK freephone	0800 368 0934
Access Code	9276006

FOR FURTHER INFORMATION CONTACT:

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This announcement has been issued by and is the sole responsibility of Tullow. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its accuracy or completeness, whether in connection with any investment contract or decision or otherwise. The information in this announcement is subject to change.

This announcement, which contains inside information, is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus expected to be published later today by Tullow in connection with the Rights Issue. A copy of the Prospectus will, following publication, be available from the registered office of Tullow and on Tullow's website at www.tullowoil.com provided that the Prospectus will not, subject to certain exceptions, be available (whether through Tullow's website or otherwise) to Shareholders in the United States or the Restricted Territories. Neither the content of Tullow's website nor any website accessible by hyperlinks on Tullow's website is incorporated in, or forms part of, this announcement. The Prospectus will provide further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

This announcement does not contain, constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares. The Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and the Provisional Allotment Letters will not be registered or qualified for distribution to the public in the United States or under the securities laws of any Restricted Territory and may not be offered, sold, taken up, exercised, resold, renounced, delivered, distributed or otherwise transferred, directly or indirectly, in, into, within or from such jurisdictions except pursuant to an applicable exemption from, and in compliance with, any applicable securities laws and any specific procedures that are adopted by Tullow with respect to the United States or a particular Restricted Territory. Save as explicitly set out in the Prospectus, there will be no public offer of the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares in the United States or any Restricted Territory or any other jurisdiction where doing so may constitute a violation of the registration or other local securities laws or regulations of such jurisdiction.

The Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares, the Provisional Allotment Letters, the Prospectus and this announcement have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares, the Provisional Allotment Letters or the Rights Issue or the accuracy or adequacy of the Prospectus or any other offering document. Any representation to the contrary is a criminal offence in the United States.

The Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and the Provisional Allotment Letters have not been, and will not be, registered under the Securities Act or the relevant laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, pledged, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States except pursuant to an applicable exemption from such registration requirements. There will be no public offer of the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Provisional Allotment Letters in the United States.

It is expected that the Prospectus will be passported into Ireland. However, there will be no public offer of the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares in Ireland, and Ireland shall be deemed to be a Restricted Territory for the purposes of the Prospectus and the Rights Issue, until the Prospectus has been passported into Ireland.

The Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and the Provisional Allotment Letters have not been, and will not be, registered under the applicable securities laws of any Restricted Territory. Accordingly, subject to certain exceptions, the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and the Provisional Allotment Letters may not be offered, sold, resold, pledged, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within any Restricted Territory or to, or for the account or benefit of, any person who is located in or a resident of a Restricted Territory.

The information contained in this announcement is not for release, publication or distribution in whole or in part, directly or indirectly, in or into the United States, the Restricted Territories or any other jurisdiction where to do so might constitute a violation or breach of any applicable law. The release, publication or distribution of this announcement, the Prospectus and the Provisional Allotment Letters, in whole or in part, in jurisdictions other than the United Kingdom and Ireland may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Ireland should inform themselves about, and observe, any applicable requirements. Failure to comply with any such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus (once published) and the Provisional Allotment Letters (once published) should not be distributed, forwarded to or transmitted in or into the United States or any Restricted Territory.

Recipients of this announcement and/or the Prospectus should conduct their own investigation, evaluation and analysis of the business and information described in this announcement and/or the Prospectus. This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own financial, legal or tax adviser for financial, legal or tax advice.

Barclays Bank PLC, acting through its investment bank ("**Barclays**"), J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove, "**J.P. Morgan Cazenove**"), Morgan Stanley & Co. International plc ("**Morgan Stanley**") and Nedbank Limited, acting through its corporate and investment bank ("**Nedbank**"), are each authorised by the Prudential Regulation Authority (the "**PRA"**) in the United Kingdom and regulated by the PRA and the Financial Conduct Authority (the "**FCA**"). BNP Paribas ("**BNP Paribas**"), Crédit Agricole Corporate and Investment Bank ("**Crédit Agricole CIB**"), Société Générale ("**Société Générale**") and Natixis ("**Natixis**") are French credit institutions authorised and supervised by the European Central Bank (the "**ECB**") and the Autorité de Contrôle Prudentiel et de Résolution (the "**ACPR**") and regulated by the Autorité des Marchés Financiers (the "**AMF**") in France. DNB Markets ("**DNB Markets**") is a part of DNB Bank ASA which is authorised by Finanstilsynet in Norway and subject to limited regulation by the FCA and PRA in the United Kingdom and carries on banking and investment services in the United Kingdom through DNB Bank ASA, London Branch. ING Bank N.V. ("**ING**") is authorised and regulated by the Dutch Central Bank (*De Nederlandsche Bank*) and the ECB. J&E Davy ("**Davy**") is authorised and regulated in Ireland by the Central Bank of Ireland. Each of Barclays, J.P. Morgan Cazenove, Morgan Stanley, Nedbank, BNP Paribas, Crédit Agricole CIB, Société Générale, DNB Markets, ING, Natixis and Davy is acting for Tullow and no one else in connection with the Rights Issue and will not regard any other person as its client in connection with the Rights Issue and will not be responsible to anyone other than Tullow for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any arrangement referred to, or information contained, in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Underwriters, the Co-Lead Managers and the Irish Sponsor by FSMA, or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Underwriters, the Co-Lead Managers nor the Irish Sponsor nor any of their respective affiliates, directors, officers, employees or advisers accept any responsibility whatsoever and make no representation or warranty, express or implied, for the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by any of them, or on behalf of them, in connection with Tullow, the Existing Ordinary Shares, the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Rights Issue and nothing contained in this announcement is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Each of the Underwriters, the Co-Lead Managers, the Irish Sponsor and their respective affiliates, directors, officers, employees or advisers accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which any of them might otherwise have in respect of this announcement or any such statement.

The Underwriters and the Co-Lead Managers and their respective affiliates have from time to time engaged in, and may in the future engage in, various commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company. They have received and will receive customary fees and commissions for these transactions and services. In addition, Barclays Bank PLC, an affiliate of J.P. Morgan Cazenove, the Co-Bookrunners, DNB Bank ASA, ING, Natixis and Nedbank are each lenders under the RBL Facilities and the Corporate Facility, an affiliate of Morgan Stanley is a lender under the RBL Facilities, Barclays Bank PLC and an affiliate of J.P. Morgan Cazenove are lenders under the Senior Corporate Facility and BNP Paribas, Crédit Agricole CIB, DNB Bank ASA and an affiliate of ING are lenders under the Norwegian Facility, and each such entity may have performed its own credit analysis on the Company and to the extent the proceeds of the Rights Issue are used to repay any of such facilities, may receive a portion of those proceeds in connection with such repayment.

No person has been authorised to give any information or make any representations other than those contained in this announcement, the Prospectus and the Provisional Allotment Letters and, if given or made, such information or representations must not be relied upon as having been authorised by Tullow, the Underwriters, the Co-Lead Managers or by the Irish Sponsor. Without prejudice to any legal or regulatory obligation on Tullow to publish a supplementary prospectus pursuant to section 87G of FSMA and Rule 3.4 of the Prospectus Rules, neither the publication of this announcement nor the Prospectus (when published) nor any subscription or sale made under the Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of Tullow since the date of this announcement or the Prospectus (when published) or that the information in this announcement or the Prospectus (when published) is correct as at any time subsequent to its date.

The Underwriters, the Co-Lead Managers, the Irish Sponsor and any of their respective affiliates, acting as an investor for its or their own account, may, in accordance with applicable legal and regulatory provisions and subject to the Underwriting Agreement, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for their own account in connection with the Rights Issue or otherwise. Accordingly, references in the Prospectus to the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Underwriters, the Co-Lead Managers, the Irish Sponsor and any of their respective affiliates acting as investors for their own account. Except as required by applicable law or regulation, the Underwriters, the Co-Lead Managers and the Irish Sponsor do not propose to make any public disclosure in relation to such transactions. In addition, the Underwriters, the Co-Lead Managers, the Irish Sponsor or their respective affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Underwriters, the Co-Lead Managers, the Irish Sponsor or their respective affiliates may from time to time acquire, hold or dispose of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares.

This announcement provides a convenience translation of certain pounds sterling amounts into US dollar amounts on 16 March 2017 based on the exchange rate of £1.00 = $1.2363, being the relevant exchange rate published by Bloomberg as at 4.30 p.m. on 16 March 2017.

Cautionary statement regarding forward looking statements

This announcement includes statements that are, or may deemed to be, "forward looking statements" within the meaning of the securities laws of certain jurisdictions. These forward looking statements can be identified by the use of forward looking terminology, such as "anticipate", "expect", "suggests", "plan", "believe", "intend", "estimates", "targets", "projects", "should", "could", "would", "may", "will", "forecast" and other similar expressions or, in each case, their negative or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding Tullow's or the Directors' plans, estimates, intentions, beliefs or current expectations concerning, among other things, Tullow's exploration and development plans and the timing and cost thereof, future production levels and volumes, future operating cost levels, the grant and timing of future governmental or commercial or joint venture partner approvals or consents, the timing, outcome and potential scope of liability in any litigation, proceedings or other disputes and Tullow's results of operations, financial condition, prospects, growth, strategies and the industry in which the Group operates more generally.

Forward looking statements are not guarantees of future performance and the Group's actual results of operations, financial condition and the development of the industry in which it operates, may differ materially from those made in or suggested by the forward looking statements contained in this announcement. In addition, even if the Group's results of operations, financial condition and the development of the industry in which it operates, are consistent with the forward looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward looking statements that are made in this announcement speak only as at the date of such statement and, other than as may be required by the FCA, the London Stock Exchange, the Irish Stock Exchange, the Ghana Stock Exchange or applicable law (including as may be required by the Listing Rules, the Irish Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Rules), Tullow, the Underwriters, the Co-Lead Managers and the Irish Sponsor expressly disclaim any obligation to release publicly any updates or revisions to any forward looking statements contained in this announcement. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

No statement in this announcement is intended as a profit forecast and no statement in this announcement should be interpreted to mean that earnings per Ordinary Share for the current or future financial years would necessarily match or exceed the historical published earnings per Ordinary Share.

Tullow Oil plc

Proposed 25 for 49 Rights Issue of 466,925,724 New Ordinary Shares at an Issue Price of 130 pence per share

1. Introduction

Tullow announces today that it intends to raise approximately £607 million (equivalent to $750 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017, being the last Business Day prior to the date of this announcement) (approximately £586 million net of all expected issue costs and expenses (equivalent to $724 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017)) by way of a Rights Issue, consisting of the issue of 466,925,724 New Ordinary Shares in aggregate at an issue price of 130 pence per New Ordinary Share.

The Issue Price represents a discount of approximately 45.2 per cent. to the Closing Price of 237.3 pence per Ordinary Share on 16 March 2017 and an approximate 35.3 per cent. discount to the theoretical ex-rights price of 201.1 pence per New Ordinary Share calculated by reference to the Closing Price on the same day.

The Rights Issue is fully underwritten by the Underwriters.

The Rights Issue is conditional upon, amongst other things, the passing of the Resolutions by Shareholders at a General Meeting, the Underwriting Agreement becoming unconditional in all respects (save for the condition relating to Admission) and not having been terminated, and Admission becoming effective by no later than 8.00 a.m. on 6 April 2017. Accordingly, Shareholders will be asked to approve the Resolutions at a General Meeting which will be convened for 11.00 a.m. on 5 April 2017 at the Company's offices at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT. Notice of the General Meeting will be included in the Prospectus expected to be published later today.

2. Background to and reasons for the Rights Issue

Tullow is an exploration-led E&P company with a large portfolio of high quality exploration, development and producing assets located primarily in Africa and South America.

The Group's strategy has remained consistent: investing cash flow from its producing assets to fund exploration for oil, which can then be monetised through development, farm-down or sale at an appropriate stage during the life-cycle of the asset. The successful execution of this strategy by the Group is best evidenced by the Group's track record in West and East Africa. In Ghana, after discovering the large Jubilee and TEN fields, the Group successfully brought these assets into production, turning them into material and substantial cash flow generators for the Group. In Uganda, the Group has discovered material oil and gas contingent resources since 2006 which have been monetised on two occasions, through a farm-down to Total SA and CNOOC in 2012 during the appraisal stage, and a further farm-down as first announced on 9 January 2017 (which remains to be completed) to Total Uganda and CNOOC Uganda just prior to entering the development stage of the asset. In Kenya, following its first significant discoveries in 2012, the Company continues to explore and appraise its basin opening discoveries in the South Lokichar Basin, with a view to monetising this significant resource base as the project moves towards sanctioning of its development and beyond.

In early 2014, the Group recognised that the oil and gas sector was undergoing a period of significant change, with the rise of the US shale industry and the cost of both development and deep-water exploration challenging existing industry models. In response to such changes, the Company acknowledged the need to adapt its business model and started a thorough review of its internal processes, capital allocation policy and exploration strategy. When the oil price fell during 2014, from its high of $115.06/bbl to a low of $57.33/bbl, the Company was quick to take action to adjust its operational approach to the lower oil price environment and undertook a series of critical operational actions to re-set and streamline its business. Such actions included the following:

-Implementing its Major Simplification Project: The Group developed and implemented its Major Simplification Project ("**MSP**") which was designed to reorganise its business, simplify and enhance operational and business management, risk and performance management, and provide clarity on accountabilities, with the aim of enhancing a cost conscious and value focused culture, as well as generating substantial cost savings, whilst preserving core capabilities. The MSP has resulted in a restructured business with a significantly lower head count (reduced by approximately 44 per cent. between 2014 and 2016), and is on target to generate savings of approximately $600 million by mid-2018, ahead of the Company's initial target of $500 million, with savings of approximately $300 million having been achieved between 1 July 2015 and 31 December 2016.

-Re-allocation of capital expenditure to low cost, high margin producing assets in West Africa and reduction of exploration and appraisal expenditure: Tullow elected to focus its capital expenditure on low cost, high margin producing assets in West Africa to preserve its short and medium term cash flow. This resulted in sustained expenditure on the Jubilee and TEN fields and lower expenditure on Tullow's non-operated West African portfolio in Congo (Brazzaville), Côte d'Ivoire, Equatorial Guinea, Gabon and Mauritania. Tullow also reduced its annual exploration and appraisal expenditure, reducing from a peak of approximately $1 billion in 2012 to $82 million in 2016 as a result of both proactive discretionary capital expenditure management and the lower cost environment. The Group's capital expenditure associated with operating activities is expected to reduce from $0.9 billion in 2016 to $0.5 billion in 2017.

-Refocusing Tullow's exploration strategy: Tullow adapted its exploration strategy as a reaction to higher industry costs, lower oil prices and a review of its 2012-14 offshore exploration campaigns. Under its revised strategy, the Group decided to cease drilling high cost complex wells and applies greater strategic focus on those exploration opportunities that offer the best balance between technical risk and cost while ensuring that the potential commerciality on discovery of the targeted prospects is high. The Group decided to reduce its exploration expenditure, high-grade its portfolio and farm-down licences to an appropriate equity interest before drilling (whilst maintaining operatorship where possible). The Group is also focused on drilling close to its core areas of discovery, and on commercial and financial screening of all new potential licences. The Directors believe that the Group's exploration-led strategy to discover commercial oil remains a significant driver of value.

-Selling a series of non-core assets and withdrawing from lower margin gas to power development projects in Mauritania and Namibia: The Group determined that the sale of non-core assets was appropriate to ensure that capital was recycled into the core activities of the Group that generated, or had the potential to generate, the most attractive rates of return. As a result, the Group sold all of its interests in Norway (with the majority of such sales having been completed by 31 December 2016) and also disposed of several non-core assets in the UK and Netherlands, and withdrew from gas to power development projects in Namibia and Mauritania.

Together with this revised approach to operations, Tullow was supported by a solid financial strategy, based on the following:

-Execution of its commodity price hedging programmes: Since 2001, Tullow has continued to enter into commodity price hedging contracts on a rolling basis. In 2015 and 2016 the Group had hedge receipts (net of premium) of $363 million and $365 million respectively. The Group's derivative instruments had a net positive fair value of $91 million as at 31 December 2016 and Tullow will benefit from approximately 60 per cent. of its entitlement oil production hedged at an average floor price of around $60/bbl and approximately 30 per cent. of its entitlement oil production hedged at an average floor price of around $52/bbl on a pre-tax basis in 2017 and 2018 respectively.

-Maintaining adequate financial headroom: Since 2012, the Group has undertaken a number of initiatives to ensure it retains adequate liquidity from a diverse range of funding sources. These initiatives included raising the covenant headroom under the RBL Facilities and the Corporate Facility to ensure continued compliance in a lower oil price environment, securing additional commitments under the RBL Facilities and the Corporate Facility, as well as extending the maturity of the Corporate Facility. In addition, the Group issued $650 million of 2020 Senior Notes, $650 million of 2022 Senior Notes and $300 million of Convertible Bonds. As demonstrated by the success of these initiatives, the Company has maintained strong relationships with its debt capital providers. As at 31 December 2016, the Company had net debt of approximately $4.8 billion and unutilised debt capacity of $875 million and free cash of $121 million. The Group continuously monitors opportunities in the debt capital markets and, from time to time, may engage in debt capital markets transactions to further diversify its capital structure, financing sources and debt maturities.

-Reducing future committed capital expenditure through strategic actions: In the low oil price environment the focus of the Group has been on reducing aggregate capital investment and allocating capital towards near term cash generative production and development assets. Tullow has further reduced capital spend in its portfolio by managing its portfolio of assets. Following completion of the farm-down of assets in Uganda to Total Uganda and CNOOC Uganda first announced in January 2017, the Group expects that its estimated share of pre-first oil upstream and pipeline capital expenditure associated with the Uganda development project will be funded by the deferred consideration payable by Total Uganda and CNOOC Uganda under the farm-down (assuming completion occurs). Having delivered the TEN development on time and on budget, near term capital expenditure associated with operating activities is expected to decrease from $0.9 billion in 2016 to $0.5 billion in 2017, which includes Uganda expenditure of $125 million which will be offset by the Uganda farm-down deferred consideration following completion of that farm-down.

3. The Rights Issue and use of proceeds

As a result of these operational and financial measures, the Group has re-set and streamlined its business for low oil prices. However, the combination of low oil prices and the significant development expenditure required by the TEN development has resulted in the Group's gearing exceeding its policy of less than 2.5x net debt/Adjusted EBITDAX. Although Tullow began to generate free cash flow in the final quarter of 2016 as the TEN development started production and commenced repayment of its debt, as at 31 December 2016 the Group's gearing remained high at 5.1x net debt/Adjusted EBITDAX.

Tullow has continued to generate free cash flow and repay its debt since 31 December 2016. However, in light of its high level of debt and the resultant lack of financial flexibility, the Group intends to accelerate the reduction of its debt towards its gearing policy of less than 2.5x net debt/Adjusted EBITDAX through a combination of the receipt of net proceeds of approximately £586 million (equivalent to $724 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017) from the Rights Issue, improving cash flow from production growth, and value enhancing portfolio management activities, including future asset sales and farm-downs.

The Directors believe this stepped reduction of debt will improve Tullow's financial and operational flexibility, and enable growth within the next three to five years by allowing the Group to: (i) invest in further infill drilling opportunities in both its operated and non-operated portfolio, (ii) undertake exploration and appraisal around the Jubilee and TEN fields to further develop the high return near field resource base, (iii) undertake further exploration and appraisal activity in Kenya to further prove up the resource base, (iv) drill high impact, potentially high return prospects across Tullow's African and South American portfolio, and (v) take advantage of other opportunities that industry conditions offer.

The Board has given careful consideration to the structure and quantum of the proposed fundraising and has concluded that the most appropriate structure for the Company and its Shareholders at this time is the Rights Issue to raise gross proceeds of approximately £607 million (equivalent to $750 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017). The Rights Issue provides an opportunity for Qualifying Shareholders (subject to certain exceptions) to participate in the fundraising by taking up their rights to subscribe for their respective entitlements to New Ordinary Shares.

4. Principal terms and conditions of the Rights Issue

The Company is proposing to raise gross proceeds of approximately £607 million (equivalent to $750 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017) (approximately £586 million net of expenses (equivalent to $724 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017)) by issuing 466,925,724 New Ordinary Shares under the Rights Issue, representing approximately 51.0 per cent. of the Company's Existing Ordinary Shares. The Rights Issue is fully underwritten by the Underwriters, subject to certain customary conditions.

The Issue Price of 130 pence per New Ordinary Share was set having regard to the prevailing market conditions and the size of the Rights Issue and represents a discount of approximately 45.2 per cent. to the Closing Price of 237.3 pence per Ordinary Share on 16 March 2017 (being the last Business Day before the date of this announcement) and an approximate 35.3 per cent. discount to the theoretical ex-rights price of 201.1 pence per New Ordinary Share calculated by reference to the Closing Price on the same day. The Board believes that both the Issue Price and the discount are appropriate.

Subject to, among other things, the fulfilment of the conditions described below, Tullow will offer 466,925,724 New Ordinary Shares to Qualifying Shareholders (subject to certain exceptions) at the Issue Price of 130 pence per New Ordinary Share, payable in full on acceptance. The Rights Issue will be offered on the basis of:

25 New Ordinary Shares for every 49 Existing Ordinary Shares

held on the Record Date, and so in proportion to any other number of Existing Ordinary Shares then held and otherwise on the terms and conditions set out in the Prospectus. Qualifying Shareholders with registered addresses in the United States or in any of the Restricted Territories will not be sent Provisional Allotment Letters and Qualifying Shareholders in such territories will not have their CREST stock accounts credited with Nil Paid Rights, except where Tullow and the Joint Global Coordinators are satisfied that such action would not result in the contravention of any registration or other legal or regulatory requirement in such jurisdiction.

Where necessary, fractional entitlements to New Ordinary Shares will be rounded down to the nearest whole number and fractional entitlements will not be allotted to Qualifying Shareholders but will be aggregated and, if possible, sold in the market as soon as possible after the commencement of dealings in the New Ordinary Shares, nil paid. The net proceeds of such sales (after deduction of expenses) will accrue for the benefit of Tullow. Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating entitlements under the Rights Issue.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including for all dividends or distributions made, paid or declared after completion of the Rights Issue.

The Rights Issue is conditional, among other things, upon:

- the passing of the Resolutions at the General Meeting without material amendment;
- Admission becoming effective by not later than 8.00 a.m. on 6 April 2017 (or such later time and/or date as the Company and the Joint Global Coordinators may agree); and
- the Underwriting Agreement having become unconditional in all respects (save for the condition relating to Admission) and not being terminated in accordance with its terms before Admission occurs.

Prior to Admission, the Joint Global Coordinators may terminate the Underwriting Agreement in certain defined circumstances. Following Admission, the Underwriting Agreement cannot be terminated.

A Qualifying Shareholder who does not, or who is not permitted to, take up any of their rights to New Ordinary Shares under the Rights Issue will have their proportionate shareholding in Tullow diluted by approximately 33.8 per cent. as a result of the Rights Issue. A Qualifying Shareholder who is permitted to and does take up all of their rights to New Ordinary Shares under the Rights Issue will, subject to the rounding down and sale of fractional entitlements, not be diluted as a result of the Rights Issue.

5. Summary information on the Tullow Group

Tullow is a leading independent oil and gas exploration and production company focused on finding and monetising oil primarily in Africa and South America. The Company has a successful track record of basin opening exploration and monetising discovered resources, both through developments (such as low cost, high margin oil projects offshore Ghana) and through farm-downs or asset sales (such as those carried out by the Group in Uganda).

Tullow has interests in 102 licences across 18 countries, covering exploration, development and production activities.

The Group's key producing assets (the Jubilee and TEN fields) are located offshore Ghana and are operated by the Group. The Group also has non-operated producing assets in Congo (Brazzaville), Côte d'Ivoire, Equatorial Guinea, Mauritania, Gabon, the United Kingdom and the Netherlands. In addition, the Group has material development assets in Uganda and Kenya. Tullow's exploration portfolio is focused primarily on Africa and South America.

The Group's average daily production (oil and gas) on a working interest basis for the 12 month period ended 31 December 2016 was 67,100 boepd (71,700 boepd including 4,600 bopd of production-equivalent barrels in respect of insurance payments received in relation to the Group's operations at the Jubilee field), and its net 2P reserves and net 2C resources were 303.7 mmboe and 890.2 mmboe, respectively, as at 31 December 2016, prior to the announced farm-down of a substantial portion of the Group's interests in Uganda. The Group's pro forma post Uganda farm-down net 2P reserves and net 2C resources would have been 303.7 mmboe and 569.4 mmboe, respectively, as at 31 December 2016.

6. Current trading, prospects and trends

On 7 March 2017, the Company published its Annual Report 2016 which contains the Group's audited financial statements for the financial year ended 31 December 2016.

As disclosed in those financial statements, the Group generated sales revenue of $1.3 billion (2015: $1.6 billion) and operating cash flow before working capital of $0.8 billion (2015: $1.0 billion) in respect of the 2016 Financial Year. The Group's underlying cash operating costs were $0.4 billion (2015: $0.4 billion) and there were no material changes in the Group's inventory during the 2016 Financial Year. However, as a result of a number of non-cash charges the Group reported a loss after tax of $0.6 billion in respect of the 2016 Financial Year. These non-cash charges included exploration write-offs associated with the Uganda and Norway disposals, goodwill impairment associated with the Norway disposal, a charge for onerous service contracts and impairment of property, plant and equipment as a result of increased forecast decommissioning costs and the low oil price environment.

Since 31 December 2016 oil prices have remained generally stable, with an average ICE Brent Crude oil price of $55.74/bbl during the period from 1 January 2017 to 28 February 2017. During the year to date, the Group's underlying cash operating costs per barrel are materially in line with those achieved during the 2016 Financial Year.

On 5 January 2017, the Company announced that its Chief Financial Officer, Ian Springett, was taking an extended leave of absence in order to undergo treatment for a medical condition and that the Company had appointed Les Wood as Interim Chief Financial Officer.

On 9 January 2017, the Company announced that it had agreed a substantial farm-down of its assets in Uganda to Total Uganda for a total consideration of $900 million.

On 11 January 2017, the Company announced a number of changes to the Board which are expected to take effect immediately following the annual general meeting of the Company which will take place on 26 April 2017.

On 17 January 2017, the Company announced that the Erut-1 well in Block 13T, northern Kenya, had discovered a gross oil interval of 55 metres with 25 metres of net oil pay at a depth of 700 metres. The overall oil column for the field is estimated to be 100 to 125 metres.

On 7 February 2017, the Group agreed a one year maturity extension of its Corporate Facility from April 2018 to April 2019.

7. Financial impact of the Rights Issue

The Rights Issue will result in an increase in cash of the Company of approximately £586 million (equivalent to $724 million at an exchange rate of £1.00 = $1.2363 on 16 March 2017) with a corresponding increase in the net assets of the Company. The receipt of the net proceeds of the Rights Issue will reduce the Group's net debt.

8. Dividend policy

In 2015 Tullow suspended the payment of dividends as a result of the fall in oil prices and the resultant impact on the Group's earnings and cash flow. As announced on 8 February 2017, the Board has recommended that no final dividend be paid in respect of the 2016 Financial Year (2015: nil; 2014: 4 pence). The Board recognises that dividends are seen as an important component of equity returns by many Shareholders. However, at a time when the Company is focusing on capital allocation, financial flexibility and cost reductions, the Board currently believes that the Company and its Shareholders are better served by retaining funds in the business. The Board is committed to resuming dividend payments when it is prudent to do so. The Directors' decision as to when to declare a dividend and the amount to be paid will take into account, among other things, the Group's underlying earnings, cash flows, balance sheet leverage and financial flexibility at the relevant time.

9. Admission of the New Ordinary Shares

The Existing Ordinary Shares are admitted to trading on the main markets for listed securities of the London Stock Exchange, the Irish Stock Exchange and the Ghana Stock Exchange. Applications will be made to the UK Listing Authority and the London Stock Exchange for the New Ordinary Shares to be admitted to the premium listing segment of the Official List of the UK Listing Authority and to trading (nil and fully paid) on the main market for listed securities of the London Stock Exchange. Applications will also be made to the Irish Stock Exchange for the New Ordinary Shares to be admitted to the secondary listing segment of the Official List of the Irish Stock Exchange and to trading (nil and fully paid) on the Irish Stock Exchange's main market for listed securities. Applications will also be made to the Ghana Stock Exchange and the Ghana SEC for the New Ordinary Shares (fully paid) to be admitted to listing and trading on the main market of the Ghana Stock Exchange. It is expected that Admission will occur on 6 April 2017, when dealings for normal settlement in the New Ordinary Shares on the main markets of the London Stock Exchange and the Irish Stock Exchange, nil paid, are expected to commence.

The Existing Ordinary Shares are already admitted to CREST. It is expected that all of the New Ordinary Shares, when issued and fully paid, will be capable of being held and transferred by means of CREST.

The New Ordinary Shares will trade under ISIN GB0001500809 and the SEDOL number of the New Ordinary Shares is 0150080. The ISIN for the Nil Paid Rights is GB00BF0BYM74 and the ISIN for the Fully Paid Rights is GB00BF0BYN81.

10. Overseas Shareholders

New Ordinary Shares will be provisionally allotted (nil paid) to all Qualifying Shareholders, including Overseas Shareholders. However, subject to certain exceptions, Provisional Allotment Letters will not be sent to Qualifying Non-CREST Shareholders with registered addresses, or who are located, in the United States or any of the Restricted Territories, nor will the CREST stock accounts of Qualifying CREST Shareholders with registered addresses, or who are located, in the United States or any Restricted Territory be credited with Nil Paid Rights. Except as instructed otherwise by the Company or any of the Joint Global Coordinators, any person with a registered address, or who is located, in the United States or any Restricted Territory who obtains a copy of the Prospectus or a Provisional Allotment Letter is required to disregard them. The Company has made arrangements under which the Joint Bookrunners will try to find subscribers for the New Ordinary Shares provisionally allotted to such Qualifying Shareholders by 8.00 p.m. on 26 April 2017. If the Joint Bookrunners find subscribers and are able to achieve a premium over the Issue Price and the related expenses of procuring those subscribers (including any applicable brokerage and commissions and amounts in respect of VAT which are not recoverable), such Qualifying Shareholders will be sent a cheque for the amount of that aggregate premium above the Issue Price less such related expenses, so long as the amount in question is at least £5.00.

If any person in the United States or any Restricted Territory receives the Prospectus and/or a Provisional Allotment Letter, that person should not seek to, and will not be able to, take up his rights thereunder, except as described in the Prospectus.

Notwithstanding any other provision of the Prospectus or the Provisional Allotment Letter, the Company reserves the right to permit any Qualifying Shareholder to take up their rights if the Company in its sole and absolute discretion is satisfied that the transaction in question will not violate applicable laws.

Qualifying Shareholders who have registered addresses outside the United Kingdom or Ireland or who are citizens of, or resident or located in, countries other than the United Kingdom or Ireland should consult their professional advisers as to whether they require any governmental or other consent or need to observe any other formalities to enable them to take up their entitlements in the Rights Issue.

11. Action to be taken

The General Meeting

Shareholders will find enclosed with the Prospectus a Form of Proxy for use in connection with the General Meeting. Whether or not a Shareholder intends to be present at the General Meeting, they are asked to complete and sign the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on 3 April 2017. Shareholders may also submit their proxies electronically at www.investorcentre.co.uk/eproxy. Shareholders who hold Ordinary Shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar, ID 3RA50, provided it is received no later than 11.00 a.m. on 3 April 2017. The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude a Shareholder from attending the General Meeting and voting in person, if they so wish.

The Rights Issue

Qualifying Shareholders whose Existing Ordinary Shares are held in certificated form (that is, a Qualifying Non-CREST Shareholder) with a registered address outside the United States and the Restricted Territories (subject to certain exceptions) will be sent a Provisional Allotment Letter giving details of their Nil Paid Rights by post on or around 5 April 2017. Qualifying Shareholders whose Existing Ordinary Shares are held in uncertificated form (that is, a Qualifying CREST Shareholder) will not be sent a Provisional Allotment Letter. Instead, provided a Qualifying CREST Shareholder has a registered address outside the United States and the Restricted Territories (subject to certain exceptions), they will receive a credit to their appropriate stock account in CREST in respect of Nil Paid Rights, which is expected to take place as soon as practicable after 8.00 a.m. on 6 April 2017.

If you sell or transfer, or have sold or otherwise transferred, all of your holding of Existing Ordinary Shares (other than ex-rights) held in certificated form before the Ex-Rights Date, please forward the Prospectus and any Provisional Allotment Letter, if and when received, at once to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee, except that such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including, but not limited to, the United States and the Restricted Territories. If you sell or transfer, or have sold or otherwise transferred, only part of your holding of Existing Ordinary Shares (other than ex-rights) held in certificated form before the Ex-Rights Date, please consult immediately the stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications set out in the Prospectus and, if and when received, in the Provisional Allotment Letter.

If you sell or transfer, or have sold or otherwise transferred, all or some of your Existing Ordinary Shares (other than ex-rights) held in uncertificated form before the Ex-Rights Date, a claim transaction will automatically be generated by Euroclear which, on settlement, will transfer the appropriate number of Nil Paid Rights to the purchaser or transferee.

The latest time and date for acceptance and payment in full under the Rights Issue is 11.00 a.m. on 24 April 2017. The procedure for acceptance and payment is set out in the Prospectus and, if applicable, in the Provisional Allotment Letter.

For Qualifying Non-CREST Shareholders who take up their rights, the New Ordinary Shares will be issued in certificated form and will be represented by definitive share certificates, which are expected to be despatched by no later than 2 May 2017 to the registered address of the person(s) entitled to them.

For Qualifying CREST Shareholders who take up their rights, the Registrar will instruct CREST to credit the stock accounts in CREST of the Qualifying CREST Shareholders with their entitlements to New Ordinary Shares. It is expected that this will take place by 8.00 a.m. on 25 April 2017.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsor regarding the action to be taken in connection with the Prospectus and the Rights Issue.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under FSMA if you are in the United Kingdom, or, if you are resident in Ireland, from a person, organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) of Ireland or the Investment Intermediaries Act 1995 of Ireland, or, if you are resident in a territory outside the United Kingdom or Ireland, from another appropriately authorised independent financial adviser.

12. Importance of your vote

As explained above, the Rights Issue is conditional upon, amongst other things, the Resolutions being passed by Shareholders at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, Shareholders are asked to vote in favour of the Resolutions in order for the Rights Issue to proceed.

The Company is of the opinion that, after taking into account the net proceeds of the Rights Issue and the Existing Finance Agreements, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the expected date of publication of the Prospectus.

The Company began to generate free cash flow in the final quarter of 2016 and has commenced repayment of its debt. The Directors believe that the stepped reduction of debt through, amongst other things, the proceeds of the Rights Issue will improve Tullow's financial and operational flexibility, and enable growth within the next three to five years by allowing the Group to: (i) invest in further infill drilling opportunities in both its operated and non-operated portfolio, (ii) undertake exploration and appraisal around the Jubilee and TEN fields to further develop the high return near field resource base, (iii) undertake further exploration and appraisal activity in Kenya to further prove up the resource base, (iv) drill high impact, potentially high return prospects across Tullow's African and South American portfolio, and (v) take advantage of other opportunities that industry conditions offer.

If the Resolutions are not passed and the Rights Issue does not proceed, the Company would be constrained in the scale of its future investment in exploration and appraisal activities which would therefore limit the Company's longer term growth prospects. Without the net proceeds of the Rights Issue, the Company would continue to execute its strategy and apply its cash flow, after production and development capital expenditure and limited exploration and appraisal capital expenditure, towards deleveraging but the Company would have reduced financial and operational flexibility to take advantage of growth opportunities and it would take longer to achieve the Company's gearing policy of less than 2.5x net debt/Adjusted EBITDAX.

Further, around 14 months after the date of publication of the Prospectus (which is outside the 12 month period covered by the working capital statement contained in the Prospectus (the "**Working Capital Statement**")), as a result of the financial conditions forecast under the reasonable worst case scenario in the Group's working capital projections (the "**reasonable worst case scenario**"), and excluding the net proceeds of the Rights Issue, there is a possibility, absent any remedial action taken by the Company, that the Company may not be in compliance with its leverage covenant under the RBL Facilities and the Corporate Facility for the measurement period ending 31 December 2017 and for subsequent measurement periods. The measurement period ending 31 December 2017, being the period for which the Company might exceed its permitted covenant limit in the reasonable worst case scenario excluding the net proceeds of the Rights Issue, is within 12 months of the expected date of publication of the Prospectus. The Company would be required to notify its lenders of the outturn of the leverage covenant as of 31 December 2017 on the date of publication of its audited consolidated financial statements for the financial year ending 31 December 2017, which is expected to be on or around 7 March 2018. A notification of non-compliance with the leverage covenant would trigger a period of time during which the Company could attempt to resolve the non-compliance, either by seeking agreement with its lenders to waive the non-compliance or by way of a qualifying capital injection. Under such a reasonable worst case scenario an event of default under the RBL Facilities and the Corporate Facility might occur, in the absence of any appropriate remedial action, no earlier than mid-May 2018, which falls outside of the 12 month period covered by the Working Capital Statement. Following such a potential event of default, the lenders would be entitled to demand accelerated payment in full of the relevant amounts (principal and other items) outstanding under the RBL Facilities (being $3,000 million as at the Latest Practicable Date) and the Corporate Facility (being $225 million as at the Latest Practicable Date). Following any such demand, the Company may not have the funds available to repay such amounts at that time.

It is the Company's stated intention to seek to refinance the RBL Facilities during 2017 and as part of this refinancing, the Company will seek to agree with the lenders under the RBL Facilities and the Corporate Facility, as it has done twice before within the last two years, a covenant profile that would ensure that, even under the forecast reasonable worst case scenario and excluding the net proceeds of the Rights Issue, the Company would remain in compliance with its leverage covenant.

Commitments under the RBL Facilities will amortise by $508 million within the 12 month period from the expected date of publication of the Prospectus and a further $453 million of commitments will amortise in the 12 to 18 month period from the expected date of publication of the Prospectus. Commitments under the Corporate Facility will amortise by $400 million within the 12 month period from the expected date of publication of the Prospectus and a further $100 million of commitments will amortise in the 12 to 18 month period from the expected date of publication of the Prospectus.

As part of the proposed refinancing of the RBL Facilities during 2017, the Company will seek to amend the commitments amortisation schedule such that, other than $55 million of commitments which amortise in April 2017, no contractual repayment will be required in October 2017 and April 2018 under the refinanced RBL Facilities. There are no contractual repayments required under the Corporate Facility based on the Group's drawings under that facility as at the Latest Practicable Date.

The Directors believe that the Company has strong relationships with its lending banks, demonstrated most recently by the extension of the Corporate Facility in February 2017, the RBL Facilities accordion that was exercised in 2016, and the leverage covenant amendments that the Company successfully negotiated in 2015 and 2016. This track record provides the Board with confidence that a successful refinancing of the RBL Facilities and a successful renegotiation of the leverage covenant levels under those facilities would be achieved well ahead of any potential amortisation repayment or non-compliance under the forecast reasonable worst case scenario excluding the net proceeds of the Rights Issue.

As the Company has done in the past, if required, the Company could look to take other actions to ensure that it can continue to comply with its leverage covenant and meet its facility repayments, such as the farm-down of assets, as recently undertaken in respect of the Group's interests in Uganda, or the sale of assets. However, there can be no certainty that these actions could be completed ahead of any potential non-compliance with its leverage covenant.

If the Resolutions are not passed and the Rights Issue does not proceed, the Company would also seek to re-evaluate certain exploration and appraisal activities in light of the financial and operational constraints that the Company would face in this circumstance and certain activities might be cancelled, delayed or altered, which could have an adverse effect on the Group's growth prospects.

Accordingly, it is very important that Shareholders vote in favour of the Resolutions so that the Rights Issue can proceed.

13. Directors' intentions and recommendation

The Board is fully supportive of the Rights Issue. Each of the Directors who holds Existing Ordinary Shares either intends, to the extent that he or she is able, to take up in full his or her rights to subscribe for New Ordinary Shares under the Rights Issue or to sell a sufficient number of his or her Nil Paid Rights during the nil paid trading period to meet the costs of taking up the balance of his or her entitlement to New Ordinary Shares.

The Board considers the Rights Issue and the passing of each of the Resolutions to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Resolutions to be proposed at the General Meeting as the Directors intend to do in respect of their own beneficial holdings amounting in aggregate to 6,883,309 Existing Ordinary Shares, representing approximately 0.8 per cent. of the Existing Ordinary Shares.

APPENDIX 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	**Time/Date**
Announcement of the Rights Issue	7.00 a.m. on 17 March 2017
Publication of the Prospectus	17 March 2017
Latest time and date for receipt of Forms of Proxy and electronic proxy appointments via the CREST system	**11.00 a.m. on 3 April 2017**

Record Date for entitlements under the Rights Issue	6.00 p.m. on 3 April 2017
General Meeting	**11.00 a.m. on 5 April 2017**
Provisional Allotment Letters despatched (to Qualifying Non-CREST Shareholders only)	5 April 2017
Admission of the New Ordinary Shares, nil paid	8.00 a.m. on 6 April 2017
Commencement of dealings in the New Ordinary Shares, nil paid, on the main markets of the London Stock Exchange and the Irish Stock Exchange	**8.00 a.m. on 6 April 2017**
Special Dealing Service open for applications	8.00 a.m. on 6 April 2017
Existing Ordinary Shares marked "ex-rights" by the London Stock Exchange, the Irish Stock Exchange and the Ghana Stock Exchange	8.00 a.m. on 6 April 2017
Nil Paid Rights credited to stock accounts in CREST (Qualifying CREST Shareholders only)	as soon as possible after 8.00 a.m. on 6 April 2017
Nil Paid Rights and Fully Paid Rights enabled in CREST	as soon as possible after 8.00 a.m. on 6 April 2017
Latest time and date for requesting Cashless Take-up or disposal of rights using the Special Dealing Service	3.00 p.m. on 13 April 2017
Recommended latest time and date for requesting withdrawal of Nil Paid Rights or Fully Paid Rights from CREST (i.e. if your Nil Paid Rights or Fully Paid Rights are in CREST and you wish to convert them into certificated form)	4.30 p.m. on 18 April 2017
Recommended latest time and date for depositing renounced Provisional Allotment Letters, nil paid or fully paid, into CREST or for dematerialising Nil Paid Rights or Fully Paid Rights into a CREST stock account	3.00 p.m. on 19 April 2017
Latest time and date for splitting Provisional Allotment Letters, nil paid or fully paid	3.00 p.m. on 20 April 2017
Latest time and date for acceptance, payment in full and registration of renounced Provisional Allotment Letters	**11.00 a.m. on 24 April 2017**
Expected date of announcement of the results of the Rights Issue	by 8.00 a.m. on 25 April 2017
Listing of the New Ordinary Shares on the main market of the Ghana Stock Exchange and commencement of dealings in the New Ordinary Shares, fully paid, on the main markets of the London Stock Exchange, the Irish Stock Exchange and the Ghana Stock Exchange	8.00 a.m. on 25 April 2017
New Ordinary Shares credited to CREST stock accounts	as soon as possible after 8.00 a.m. on 25 April 2017
Expected date of despatch of definitive share certificates for New Ordinary Shares in certificated form	by 2 May 2017

Notes:

(1) All references to time in this announcement are to London time unless otherwise stated.

(2) Each of the times and dates set out in the expected timetable of principal events above and mentioned in this announcement, the Prospectus, the Provisional Allotment Letter and in any other document issued in connection with the Rights Issue is indicative only and may be changed by the Company, in which event details of the new times and dates will be notified to the UK Listing Authority, the London Stock Exchange, the Irish Stock Exchange, the Ghana Stock Exchange and, where appropriate, Shareholders. An announcement by the Company will also be made on a Regulatory Information Service. In particular, in the event that withdrawal rights arise under section 87Q of FSMA prior to Admission, the Company may agree to defer Admission until such time as such withdrawal rights no longer apply. Notwithstanding the foregoing, Shareholders may not receive any further written communication.

(3) The ability to participate in the Rights Issue is subject to certain restrictions relating to Qualifying Shareholders with registered addresses or located in jurisdictions outside the UK and Ireland, details of which will be set out in the Prospectus.

(4) It should be noted that if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.

APPENDIX 2

DEFINITIONS

"2006 Act" or **"Companies Act"**	the Companies Act 2006, as amended;
"2016 Financial Year"	the financial year of the Company ended 31 December 2016;
"2020 Senior Notes"	the $650.0 million aggregate principal amount of 6.0 per cent. senior notes due 2020 issued by the Group on 6 November 2013;
"2022 Senior Notes"	the $650.0 million aggregate principal amount of 6¼ per cent. senior notes due 2022 issued by the Group on 8 April 2014;
"Adjusted EBITDAX"	is a non-IFRS measure that is defined by the Company as gain/loss from continuing activities less income tax credit, finance costs, finance revenue, (loss)/gain on hedging instruments, depreciation, depletion, amortisation, share-based payment charge, restructuring costs, gain/(loss) on disposal, goodwill impairment, exploration costs written off, impairment of property, plant and equipment net, provisions for inventory and provision for onerous service contract, net;
"Admission"	admission of the New Ordinary Shares (i) to the premium listing segment of the Official List of the UK Listing Authority in accordance with the Listing Rules, (ii) to the secondary listing segment of the Official List of the Irish Stock Exchange in accordance with the Irish Listing Rules, (iii) to trading, nil paid, on the London Stock Exchange's main market for listed securities in accordance with the Admission and Disclosure Standards, and (iv) to trading, nil paid, on the Irish Stock Exchange's main market for listed securities in accordance with the Irish Admission to Trading Rules;
"Admission and Disclosure Standards"	the requirements contained in the publication ''Admission and Disclosure Standards'' containing, amongst other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's main market for listed securities;
"Annual Report 2016"	the annual report and accounts of the Company for the 2016 Financial Year;
"Barclays"	Barclays Bank PLC, acting through its investment bank;
"BNP Paribas"	BNP PARIBAS;
"Board" or **"Tullow Board"**	the board of directors of the Company;
"Business Day"	a day (excluding Saturdays, Sundays and public holidays) on which banks are open in London for the transaction of normal banking business;
"Cashless Take-up"	the sale of such number of Nil Paid Rights as will generate sufficient proceeds to enable the direct or indirect holder thereof to take up all of their remaining Nil Paid Rights (or entitlements thereto);
"certificated" or **"in certificated form"**	a share or other security which is not in uncertificated form;
"Closing Price"	the closing middle market price of a relevant share as derived from the Daily Official List on any particular day;
"CNOOC"	China National Offshore Oil Corporation;
"CNOOC Uganda"	CNOOC Uganda Ltd, a subsidiary of CNOOC;
"Co-Bookrunners"	BNP Paribas, Crédit Agricole CIB and Société Générale, and each a "**Co-Bookrunner**";
"Co-Lead Managers"	DNB Markets, ING, Natixis and Nedbank, and each a "**Co-Lead Manager**";
"Computershare"	

	Computershare Investor Services PLC, a company incorporated in England and Wales with registered number 3498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol, BS13 8AE;
"Convertible Bonds"	$300 million aggregate principal amount of 6.625 per cent. guaranteed convertible bonds due 2021 issued by the Group on 12 July 2016;
"Corporate Facility"	has the meaning given to it in the Prospectus;
"Crédit Agricole CIB"	Crédit Agricole Corporate and Investment Bank;
"CREST" or **"CREST system"**	the relevant system, as defined in the CREST Regulations, for the holding of shares and other securities in uncertificated form in respect of which Euroclear is the operator (as defined in the CREST Regulations);
"CREST member"	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
"CREST participant"	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended;
"CREST sponsor"	a CREST participant admitted to CREST as a CREST sponsor;
"CREST sponsored member"	a CREST member admitted to CREST as a sponsored member;
"Daily Official List"	the daily official list of the London Stock Exchange;
"Davy"	J&E Davy;
"Directors" or **"Tullow Directors"**	the directors of the Company as at the date of this announcement or, as the context requires, the directors from time to time of the Company, and "**Director**" shall be construed accordingly;
"DNB Markets"	DNB Markets, a part of DNB Bank ASA;
"DTR" or **"Disclosure Guidance and Transparency Rules"**	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA, as amended;
"EEA"	the European Economic Area;
"EEA States"	the member states of the EEA;
"EU"	the European Union;
"Euroclear"	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 2878738;
"Existing Finance Agreements"	collectively the RBL Facilities, the Corporate Facility, the Norwegian Facility, the 2020 Senior Notes, the 2022 Senior Notes, the Convertible Bonds and the Senior Corporate Facility;
"Existing Ordinary Shares"	the Ordinary Shares in issue as at the date of this announcement;
"Ex-Rights Date"	the date on which the Existing Ordinary Shares begin trading without giving the holders of those shares the right to participate in the Rights Issue (expected to be 8.00 a.m. on 6 April 2017);
"FCA"	the UK Financial Conduct Authority;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the General Meeting;
"FSMA"	the UK Financial Services and Markets Act 2000, as amended;
"Fully Paid Rights"	rights to subscribe for the New Ordinary Shares, fully paid;

"General Meeting"	the general meeting of the Company to be held at 11.00 a.m. on 5 April 2017 (or any adjournment thereof) to approve the Resolutions, notice of which will be contained in the Prospectus;
"Ghana SEC"	the Securities and Exchange Commission of the Republic of Ghana whose registered address is at 30, 3rd Circular Road, Cantonments, P.O. Box CT 6181, Cantonments, Accra, Ghana;
"Ghana Stock Exchange"	the Ghana Stock Exchange whose office address is at 5th Floor, Cedi House, Liberia Avenue, PO Box GP 1849, Accra, Ghana;
"IFC Senior Secured Revolving Credit Facility"	has the meaning given to it in the Prospectus;
"IFRS"	International Financial Reporting Standards as adopted by the EU;
"ING"	ING Bank N.V.;
"Ireland"	the sovereign state of Ireland (excluding, for the avoidance of doubt, Northern Ireland);
"Irish Admission to Trading Rules"	the admission to trading rules issued by the Irish Stock Exchange, containing, amongst other things, the admission requirements to be observed by companies seeking admission to trading on the Irish Stock Exchange's main market for listed securities;
"Irish Listing Rules"	the listing rules issued by the Irish Stock Exchange;
"Irish Sponsor"	Davy;
"Irish Stock Exchange"	The Irish Stock Exchange plc, a company incorporated and registered under the laws of Ireland (company number 539157) whose registered office is at 28 Anglesea Street, Dublin 2, Ireland;
"ISIN"	international securities identification number;
"Issue Price"	130 pence per New Ordinary Share;
"J.P. Morgan Cazenove"	J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove);
"Joint Bookrunners"	Barclays, J.P. Morgan Cazenove and Morgan Stanley, and each a "**Joint Bookrunner**";
"Joint Global Coordinators"	Barclays and J.P. Morgan Cazenove, and each a "**Joint Global Coordinator**";
"Joint Sponsors"	Barclays and J.P. Morgan Cazenove, and each a "**Joint Sponsor**";
"Junior Secured Revolving Credit Facility"	has the meaning given to it in the Prospectus;
"Latest Practicable Date"	15 March 2017, being the latest practicable date prior to the publication of this announcement;
"Listing Rules"	the listing rules made by the FCA under Part VI of FSMA, as amended;
"London Stock Exchange"	London Stock Exchange plc;
"Morgan Stanley"	Morgan Stanley & Co. International plc;
"Nedbank"	Nedbank Limited, acting through its corporate and investment bank;
"net debt"	a non-IFRS measure that is defined by the Company as current and non-current borrowings plus unamortised arrangement fees and the equity component of any compound debt instrument less cash and cash equivalents;
"New Ordinary Shares"	the Ordinary Shares proposed to be issued by the Company pursuant to the Rights Issue;

"Nil Paid Rights"	New Ordinary Shares in nil paid form provisionally allotted to Qualifying Shareholders pursuant to the Rights Issue;
"Northern Ireland"	means the region of the United Kingdom known by that name comprising the counties of Antrim, Armagh, Derry, Down, Fermanagh and Tyrone, located on the island of Ireland;
"Norwegian Facility"	has the meaning given to it in the Prospectus;
"Notice of General Meeting"	the notice of General Meeting which will be included in the Prospectus;
"Official List(s)"	the Official List of the UK Listing Authority and/or the Official List of the Irish Stock Exchange, as the context may require;
"Ordinary Shares"	ordinary shares of ten pence each in the capital of the Company;
"Overseas Shareholders"	Qualifying Shareholders with registered addresses in, or who are resident in or citizens or nationals of, jurisdictions outside the United Kingdom;
"PRA"	the UK Prudential Regulation Authority;
"Prospectus"	the prospectus to be published in connection with the Rights Issue;
"Prospectus Rules"	the prospectus rules of the UK Listing Authority made pursuant to section 73A of FSMA, as amended;
"Provisional Allotment Letter(s)" or **"PAL(s)"**	the renounceable provisional allotment letters relating to the Rights Issue to be issued to Qualifying Non-CREST Shareholders (other than certain Overseas Shareholders as described in the Prospectus);
"Qualifying CREST Shareholders"	Qualifying Shareholders holding Existing Ordinary Shares in uncertificated form;
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Existing Ordinary Shares in certificated form;
"Qualifying Shareholders"	Shareholders on the register of members of the Company at the Record Date;
"RBL Facilities"	collectively the Senior Secured Revolving Credit Facility, the IFC Senior Secured Revolving Credit Facility and the Junior Secured Revolving Credit Facility;
"Record Date"	6.00 p.m. on 3 April 2017;
"Registrar"	Computershare, or any other registrar appointed by the Company from time to time;
"Regulatory Information Service"	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information in respect of listed companies;
"Resolutions"	the resolutions to be proposed at the General Meeting (and set out in the Notice of General Meeting) to, among other matters, give the Directors authority to allot the New Ordinary Shares, and "**Resolution**" shall mean any of them;
"Restricted Territory" or **"Restricted Territories"**	Canada, Australia, Hong Kong, Japan, New Zealand, Ghana, the People's Republic of China and the Republic of South Africa and (prior to the passporting of the Prospectus into Ireland) Ireland;
"Rights"	the Nil Paid Rights and/or the Fully Paid Rights;
"Rights Issue"	the proposed issue of the New Ordinary Shares to Qualifying Shareholders (other than certain Overseas Shareholders) by way of Rights on the terms and subject to the conditions to be set out in the Prospectus and, in the case of Qualifying Non-CREST Shareholders only, the Provisional Allotment Letters;

"Securities Act"	the US Securities Act of 1933, as amended;
"SEDOL"	the London Stock Exchange Daily Official List of share identifiers;
"Senior Corporate Facility"	has the meaning given to it in the Prospectus;
"Senior Secured Revolving Credit Facility"	has the meaning given to it in the Prospectus;
"Shareholder"	any holder of Ordinary Shares;
"Société Générale"	Société Générale;
"Special Dealing Service"	the dealing service being made available by Computershare to Qualifying Non-CREST Shareholders who are individuals with a registered address in the United Kingdom or any other EEA State who wish to sell all of their Nil Paid Rights or to effect a Cashless Take-up;
"stock account"	an account within a member account in CREST to which a holding of a particular share or other security in CREST is admitted;
"subsidiary" and **"subsidiary undertaking"**	have the meanings given to them in the 2006 Act;
"Total Uganda"	Total E&P Uganda B.V., a subsidiary of Total S.A.;
"Tullow" or **"Company"**	Tullow Oil plc, a public limited company incorporated in England and Wales with registered number 03919249 and having its registered office at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT;
"Tullow Group" or **"Group"**	Tullow and its subsidiary undertakings from time to time;
"UK Listing Authority" or **"UKLA"**	the FCA acting in its capacity as the competent authority for listing under Part VI of FSMA;
"uncertificated" or **"in uncertificated form"**	a share or other security title to which is recorded in the relevant register of the share or other security concerned as being held in uncertificated form (i.e. in CREST) and title to which may be transferred by using CREST;
"Underwriters"	Barclays, J.P. Morgan Cazenove, Morgan Stanley, BNP Paribas, Crédit Agricole CIB and Société Générale, and each an "**Underwriter**";
"Underwriting Agreement"	the conditional underwriting agreement dated 17 March 2017 between Tullow, the Underwriters and the Irish Sponsor relating to the Rights Issue;
"United Kingdom" or **"UK"**	the United Kingdom of Great Britain and Northern Ireland;
"United States" or **"US"**	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
"VAT" or **"value added tax"**	(i) within the EU, any tax imposed by any member state in conformity with the directive of the council of the European Union on the common system of value added tax (2006/112/EC); and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition.