



# DISCLOSURE POLICY

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Tullow Oil plc

# Tullow Oil Plc - Disclosure Policy

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## 1. Introduction

### 1.1 Background

The Financial Conduct Authority (FCA) in the UK prohibits the selective disclosure of material, non-public information by public companies. This includes disclosing information to institutional and retail investors, market professionals such as analysts and other parties such as the media. The regulations are designed to ensure equal access to information by requiring that a company simultaneously distributes to the public all material non-public information. Failure to comply poses a significant risk in terms of reputation and/or sanctions by the relevant authority for Tullow Oil plc (Tullow) as well as for individuals.

### 1.2 Listing Principles

As a company with a Primary Listing on the London Stock Exchange, Tullow is required to comply with the Listing Rules and the Disclosure and Transparency Rules (DTRs) issued by the FCA. The Listing Rules contain six fundamental Listing Principles with which all listed companies have to comply.

**Principle 1:** A listed company must take reasonable steps to enable its directors to understand their responsibilities and obligations as directors.

**Principle 2:** A listed company must take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations.

**Principle 3:** A listed company must act with integrity towards holders and potential holders of its listed equity securities.

**Principle 4:** A listed company must communicate information to holders and potential holders of its listed equity shares in such a way as to avoid the creation or continuation of a false market in such listed equity shares.

**Principle 5:** A listed company must ensure that it treats all holders of the same class of its listed equity securities that are in the same position equally in respect of the rights attaching to such listed equity securities.

**Principle 6:** A listed company must deal with the FCA in an open and co-operative manner.

This Disclosure Policy has been prepared to cover Tullow's internal procedures, systems and controls in relation to Principles 2, 3, 4 and 5.

### 1.3 Policy Statement

The Board of Tullow is committed to transparent, uniform and timely disclosure and to maintaining a fair and open dialogue with its investors, potential holders and market professionals, in compliance with all applicable laws and regulations.

The Board of Tullow considers the timely disclosure of information to be an area of prime importance. It is Tullow's intention at all times to consistently disclose inside information in compliance with all applicable legal and regulatory requirements, so as to ensure transparency in a way which is consistent with good governance and commercial confidentiality. Tullow aims to ensure that all disclosures will be timely, accurate (i.e. not false or misleading) and complete (i.e. no omissions of anything which, by its absence, might make any disclosure misleading).

This Disclosure Policy will be applied to all ‘inside information’, whether ‘positive’ or ‘negative’.

**All breaches (actual or potential) will be treated with the utmost seriousness by Tullow.** Any such incidents will be reviewed by the designated Responsible Officers (listed in section 2.2) and reported to the Board as appropriate. Disciplinary action will also be undertaken in accordance with the Group’s Human Resource policies.

This Disclosure Policy operates within the context of the Tullow Code of Business Conduct, which is applicable to all employees, suppliers, contractors and consultants.

#### **1.4 Information disclosure**

In common with other listed companies, Tullow makes information available to its stakeholders through a variety of sources, including:

- Results announcements, presentations, conference calls and webcasts;
- The Annual Report, Trading Statements, Interim Management Statements and press releases;
- reviews of analyst reports and financial models for accuracy with respect only to publicly disclosed information and actual historical financial results;
- one-on-one and group meetings with analysts and investors on roadshows or at investor conferences;
- interviews with the media, press conferences and speeches;
- information posted on Tullow websites;
- communications with lenders and credit-rating agencies; and
- letters and other communications to shareholders.

It is a fundamental principle of the DTRs that inside information be disclosed to the market through a regulatory information service as soon as possible. Tullow uses the Regulatory News Service operated by the London Stock Exchange (the RNS) for this purpose. The RNS distributes our press releases to the news wires to ensure we comply with the London Stock Exchange Rules and the DTRs, prior to or simultaneous with such information being disclosed in any other manner.

This Disclosure Policy has been established to ensure that Tullow has clear, documented procedures for handling and disclosing inside information and that only certain designated individuals may communicate “inside information” outside the Tullow group.

#### **1.5 Scope**

This Disclosure Policy applies to, and must be observed by, directors, persons discharging managerial responsibility (PDMRs) and all other employees or contract staff of the Tullow Group and covers all disclosures of inside information by Tullow. It also extends to advisers of Tullow where they are in receipt of inside information or potential inside information.

#### **1.6 Purpose**

The objectives of this Disclosure Policy are to ensure that Tullow is in a position to:

- Identify - identify information that may be, or may become, inside information, as it arises;
- Control - ensure that the appropriate people assess whether the information is, in fact, inside information, to determine whether an announcement is required, and to ensure that any disclosure is made through the RNS (and to any other relevant markets) before being released to any other party;

- Verify - ensure that announcements made by Tullow meet the standards of accuracy and completeness laid down by the DTRs; and
- Communicate - ensure that there are clear processes and accountabilities within Tullow for communicating with the market.

All of the above must happen in a short timeframe, so that Tullow can meet its obligation to announce inside information as soon as possible.

## **2. Responsibility and accountability**

### **2.1 The Board's responsibility**

It is ultimately the responsibility of the Board to determine:

- whether information is inside information;
- whether or not Tullow is permitted to delay the announcement of inside information;
- the terms and timing of the announcement of inside information; and
- whether any other action is required to be taken, for example, seeking a suspension from trading.

The Board has appointed certain officers of Tullow (Responsible Officers) to manage Tullow's compliance with this Disclosure Policy and ensure the proper disclosure of inside information. The Responsible Officers will consider all of the above matters and will advise and make recommendations to the Board as soon as any action by the Board may need to be taken.

### **2.2 Responsible Officers having responsibility for disclosure**

These are:

- (a) Chief Executive Officer;
  - (b) Each of the other Executive Directors;
  - (c) General Counsel;
- and
- (d) Head of Investor Relations (or Head of Media Relations as alternate)

To ensure Tullow complies with the principles of this Disclosure Policy, a quorum of three Responsible Officers is required to approve decisions related to the disclosure of inside information.

### **2.3 Role of Responsible Officers**

Responsible Officers shall:

- meet as and when required;
- establish, implement, monitor and evaluate appropriate systems for disclosure controls and procedures;
- determine the materiality of information;
- determine whether information constitutes inside information;
- decide the scope, timing and content of disclosures;

- determine whether or not Tullow is entitled, in any specific circumstances, to delay announcement of inside information;
- review announcements to be made by Tullow and ensure that the content complies with all regulatory requirements and is verified before release;
- consider whether or not to make an announcement in response to market rumours and/or any leak of inside information and the possible need to issue a holding announcement;
- keep brief records of the decisions they take and the rationale;
- seek external advice where appropriate as set out in section 5 of this Disclosure Policy;
- refer any significant issues to the Board and seek the Board's advice on issues (where appropriate);
- make recommendations to the Board on such other action as may appear appropriate (e.g. to seek a suspension from listing);
- make recommendations to the Board in relation to increasing awareness about disclosure obligations and training requirements; and
- report to the Board on a regular basis.

### **3. Inside Information**

#### **3.1 Definition**

Inside information is information which is:

- specific enough to enable a conclusion to be drawn as to the possible effect of the circumstance or event on the price of Tullow shares or securities;
- is not generally available;
- relates directly or indirectly to Tullow shares or securities; and
- would, if generally available, be likely to have a significant effect on the price of Tullow shares or securities.

Information would be likely to have a significant effect on price if, and only if, it is information of a kind which a reasonable investor would be likely to use as part of the basis of his investment decision.

Information that a reasonable investor is likely to consider in forming their decision and which could constitute inside information includes information relating to:

- exploration and appraisal well results (either positive or negative);
- production performance;
- financial performance;
- the progress of major new developments;
- potential or planned transactions such as acquisitions, divestments, share issues or repurchases;
- takeover approaches;
- potential or actual Health, Safety or Environmental issues (e.g. injuries, oil spills);
- Tullow's assets/liabilities;

- the course of Tullow's business strategy; or
- potential or actual legal action against Tullow or a subsidiary.

A flowchart to assist with identifying price-sensitive information is set out in Appendix I.

### 3.2 Identification

Any three or more Responsible Officers shall:

- seek to identify whether or not particular information relating to Tullow is inside information; and
- ensure that a brief note of the reasons for the decision taken is prepared and retained by Tullow.

Tullow's Legal Department shall keep lists of persons working for the Tullow Group with access to inside information relating directly or indirectly to Tullow, both on an ongoing, regular basis and in relation to specific transactions or matters as they arise.

The ongoing regular insider list shall include, but is not limited to, all directors and PDMRs of Tullow. For all other listed individuals the list shall include the reason why the individual is considered a regular insider.

The matter specific insider lists maintained by Tullow shall include an internal section and, if applicable, an external section.

The internal insider list section shall comprise:

- a short description of the transaction or matter to which the inside information relates;
- the name and position of the individuals with access to the inside information;
- the date from when the individual had access to the inside information; and
- the reason why the individual is on the list.

The external section shall comprise:

- the identity of the adviser (name and address);
- the name of the principal contact with the adviser; and
- the reason why the adviser is on the list.

The list must be kept for five years (from the date it was created or last updated) and will be made available to the FCA on request. Each insider list will contain the date on which the list was created and last updated.

### 3.3 Exploration Tighthole Lists

In respect of certain exploration and appraisal wells a decision may be taken at the outset (by the Exploration Director in consultation with the other executive members of the Board), that potentially, the well has sufficient material impact that it should have "tighthole" status. All information relating to such wells will potentially be inside information and access to such information will be strictly controlled by the relevant Exploration management (in consultation with the Legal Department). The Exploration management will ensure that a "Tighthole List" is maintained showing which Tullow individuals, whether employees or contractors, have access to the well data. The Legal Department will use the Tighthole List as the basis for the formal insider list maintained in respect of such wells. Any announcements in respect of Tighthole wells will be

handled in accordance with this Disclosure Policy.

### **3.4 Requirement for Immediate Action**

Where an announcement is required, it is essential that it is made as quickly as reasonably practicable. It is therefore imperative that information is passed to a Responsible Officer as a matter of urgency to enable a timely assessment to be made as to whether a matter constitutes inside information and/or, for example, to determine whether further information is required, either for the purposes of the assessment and/or for the purposes of any announcement. Any FCA investigation will review in detail the actions taken by Tullow and it will be important for Tullow to be able to demonstrate that it reacted reasonably and expeditiously.

## **4. Announcements**

### **4.1 Procedures**

Any three or more Responsible Officers shall:

- where inside information exists which requires an announcement to be made by Tullow, determine the appropriate timing for such announcement;
- co-ordinate the drafting and review of the announcement;
- ensure that the content of the announcement complies with all regulatory requirements, that it is not misleading and that there are no omissions;
- approve the final draft of the announcement and its release to the RNS (including the timing thereof); and
- ensure that all announcements are made to the RNS before the information is announced elsewhere.

The Responsible Officers shall ensure that the announcement is communicated to the Board no later than the release to the RNS.

### **4.2 Delaying an announcement / holding announcements**

With the exception of clause 4.7 below related to exploration and appraisal drilling results, there are limited circumstances in which it might be appropriate for Tullow to delay making an announcement. These circumstances may include where Tullow is negotiating a confidential transaction that is not yet complete or where Tullow is legally required to inform counterparties or obtain governmental consents prior to disclosure.

Any three or more Responsible Officers are responsible for ascertaining whether a delay is permissible and whether a holding announcement should be made.

Any holding announcement should detail as much of the subject matter as possible, set out the reasons why a fuller announcement cannot be made and include an undertaking to announce further details as soon as possible.

### **4.3 Out of hours announcements**

Any three or more Responsible Officers shall ensure that, if an announcement is to be made at a time when the RNS is not open for business (Note: the RNS is open between 7am and 6.30pm, Monday-Friday except public holidays), the information is announced to the two main newswire services in the United Kingdom (Reuters, Bloomberg and/or Dow Jones), two national UK newspapers and to the RNS as soon as it opens.

#### **4.4 Annual and half-yearly announcements**

The announcement of annual and half-yearly results are reviewed by the Audit Committee and the Board. Such announcements are subject to this Disclosure Policy and accordingly should be reviewed by any three Responsible Officers.

#### **4.5 Announcements of routine matters**

The Company Secretariat is responsible for drafting and approving routine announcements, such as directors' dealings in Tullow securities and major interests in Tullow securities, and issuing such announcements to the relevant stock exchanges.

#### **4.6 Forward Looking Statements**

Tullow is responsible for ensuring that any changes in its financial outlook, plans or strategy are communicated to the market without delay.

A standard disclaimer is used to denote forward-looking information. The Investor Relations and Legal departments are responsible for updating this disclaimer in line with prevailing legislation and Tullow's activities.

#### **4.7 Exploration results**

During the process of drilling exploration and appraisal wells, potentially price sensitive information can become available from the data gathered during the drilling process e.g. logging while drilling data, mud logging data or core data. This data is unlikely to enable a definitive result from the well to be determined and therefore to prevent misleading the market, it is important that the release of this information is delayed until a full evaluation of all data has been completed. This will invariably occur after wireline logs have been run and evaluated and once the results have been discussed with partners and host governments.

### **5. External advice**

#### **5.1 Seeking advice**

The Responsible Officers shall:

- seek the advice of external advisers concerning information and announcements, where appropriate; and
- seek the advice of the FCA, where appropriate.

#### **5.2 External advisers**

Tullow will seek to ensure that:

- any consultant or professional adviser engaged to undertake work on behalf of Tullow (or any of its subsidiaries) which may involve them receiving inside information will comply with this Disclosure Policy; and
- appropriate steps will be taken by any such consultant or professional adviser to maintain the security of inside information about Tullow.

## 6. Security of information

Tullow will take steps to ensure that, as far as reasonably practicable, directors, other PDMRs and employee insiders maintain the confidentiality of inside information or potential inside information.

Tullow will seek to ensure that:

- effective arrangements are in place to deny access to inside information to persons other than those who require it for the exercise of their functions;
- the information remains confidential where the disclosure of inside information is being delayed; and
- employees with access to inside information acknowledge the legal and regulatory duties entailed and are aware of the sanctions for misusing or improperly circulating inside information.

## 7. Authorised spokespersons

### 7.1 Employees

The following Tullow employees are authorised to make public statements on behalf of, or attributable to, Tullow or any of its subsidiaries:

- (a) Chairman;
- (b) Chief Executive Officer;
- (c) Each of the other Executive Directors;
- (d) General Counsel;
- (e) Head of Investor Relations;
- (f) Investor Relations Manager; and
- (g) Head of Media Relations.

Certain employees may be specifically designated to speak by the Executive Directors on behalf of Tullow on a case-by-case basis or within certain regions / countries. A representative from Investor Relations or Media Relations shall accompany any of these authorised employees when communicating to investors, market professionals or other external parties, other than in situations where those authorised employees have consent to handle the conversation individually.

### 7.2 External spokespersons

The Head of Media Relations has authority to act as Tullow's Company Spokesperson. Tullow may also appoint external public or media relations consultants or advisers who are specifically authorised to make public statements on behalf of, or attributable to, Tullow or any of its subsidiaries, subject to any terms or conditions specified by Tullow.

For more detail, including a list of employees authorised to speak on behalf of Tullow, please refer to the separate Tullow Media Policy which can be found on the Investor Relations section of the Tullow Intranet.

### 7.3 No other persons

No persons (other than those specified in paragraphs 7.1 or 7.2 above) are authorised to make any public statements on behalf of Tullow.

## **8. Communication and market rumours**

### **8.1 Media, analyst and investor briefings**

Tullow recognises the importance of its relationship with the media, analysts and investors and from time to time communicates with them through meetings and telephone conference calls. In these cases, the following protocols apply:

- no inside information will be disclosed, unless it has been previously released to the market via the RNS;
- any inside information released (whether inadvertently or otherwise) will immediately be released to the market via the RNS;
- any questions that deal with inside information not previously disclosed will not be answered; and
- a copy of any presentation material will be posted on the Tullow website in the same way as if it had been a regulatory announcement.

Where appropriate:

- a pre-meeting discussion will be held amongst relevant authorised spokespersons to review previous disclosures in respect of matters likely to be discussed at the meeting or call;
- a post-meeting review will be undertaken by such spokespersons to confirm that no inside information has been inadvertently disclosed; and
- in the event of inadvertent disclosure of inside information, a relevant announcement must be made in line with the procedures set out in this Disclosure Policy.

### **8.2 Media enquiries**

Media enquiries should be passed to the appropriate department and/or authorised spokesperson without comment from company employees whether received via e-mail or by telephone. The Media Policy contains the protocol that all Tullow employees should follow if they are contacted by members of the media.

All Tullow employees should be aware of their local authorised media spokesperson in the event that they are contacted by journalists.

### **8.3 Routine close periods**

Tullow operates two types of routine close period. Firstly, in relation to employees, a close period operates for a period of up to 60 days prior to the announcement of annual and half-year results in accordance with the Model Code (an annex to the Listing Rules issued by the FCA). During these close periods, Tullow will continue to be subject to its obligations under the DTRs and will make such announcements as may be required.

In addition, Tullow also operates a self-imposed close period where it does not meet with investors or participate in conferences and other non-public meetings up to six weeks in advance of full or half-yearly results. This is in line with Investor Relations best practice.

### **8.4 Presentations during routine close periods**

As a matter of course, meetings with analysts or investors should only cover topics and information about Tullow that are already disclosed to the market, or are otherwise in the public domain. It is best practice only to hold investor meetings during open periods for Tullow, but situations may arise where it is necessary to hold meetings during a routine close period. In such situations, a greater

level of prudence is required, since any eventual regulatory investigation into untoward dealings may focus on those meetings.

### **8.5 Analysts' reports and models**

Tullow may agree, if requested, to review analyst reports and financial models for accuracy with respect only to errors relating to publicly disclosed information and actual results. Tullow is not responsible for, and does not endorse, any reports made by analysts about Tullow.

### **8.6 Non-price sensitive market disclosure**

Presentations to analysts and investors (such as conference presentations) must be reviewed by a Responsible Officer to ensure that no price-sensitive information is inadvertently selectively disclosed and for accuracy. Financial information should be reconciled to existing financial disclosure or internal management accounts and verified. Non-financial information should be verified by the relevant business/country head.

### **8.7 Third parties**

As a general rule, no inside information will be disclosed to third parties, unless it has been previously released to the market. This does not prevent selective disclosure of such information to persons owing us a duty of confidentiality eg advisers, major shareholders, lenders or where required by statute etc - see 8.8 below.

### **8.8 Selective disclosure**

Subject to and in accordance with its disclosure obligations, Tullow may make selective disclosure to certain persons, but only in circumstances where it is deemed appropriate to do so. Before any inside information is provided to such persons, the following must be satisfied:

- there must be clear and justifiable reasons as to why the information should be disclosed;
- the Chief Executive Officer or any of the other Executive Directors must agree in principle to the disclosure of information to the party in the circumstances;
- where appropriate, the recipient must provide a confidentiality undertaking in respect of the inside information; and
- the recipient's consent to being made an insider should be recorded in writing by the Legal Department.

The situation should then be monitored by the Responsible Officers so that an appropriate announcement can be made in the event of a leak.

### **8.9 Inadvertent disclosure**

If any inadvertent disclosure of inside information occurs, or is believed to have occurred, whether on a selective basis or otherwise, a Responsible Officer must be contacted immediately so that a decision can be taken immediately regarding the making of an appropriate announcement.

### **8.10 Market rumours and speculation**

Subject to its disclosure obligations, Tullow will not generally comment on market rumours or speculation.

Only the authorised spokespersons set out in paragraphs 7.1 and 7.2 above may communicate with external parties in respect of market rumours and speculation. Care should be taken to avoid any comment at all until the Responsible Officers have assessed the situation and taken an appropriate

decision: note that even a “no comment” response may provide the media with sufficient response to publish a rumour and could reduce the scope for Tullow to respond appropriately.

A brief “holding statement” may be developed pending a fuller response. Advice from Tullow’s broker and/or financial adviser should be sought, particularly if the rumour concerns a potential transaction by Tullow. In such cases, Tullow may need to ensure that its approach complies with the UK Takeover Code.

### **8.11 Monitoring significant share price movements and market rumours**

Tullow and its brokers routinely monitor the share price, in particular during close periods, to ensure awareness of any untoward significant movements in share price and that appropriate responses can be proactively developed to any potential enquiry from a regulator. Tullow should similarly ensure that it is aware of substantial rumours concerning the company’s prospects appearing on blogs and chat rooms during sensitive periods such as close periods.

## **9. Tullow Oil plc website**

All announcements made to the RNS will be posted on the Tullow website [www.tulloil.com](http://www.tulloil.com) as soon as practicable following release (and in any event by close of business on the next business day).

## **10. General**

### **10.1 Annual Review**

The Company Secretary and the Board will review this Disclosure Policy not less than annually to ensure that it remains both comprehensive and current, and to determine whether it is effective in ensuring accurate and timely disclosure in accordance with Tullow’s continuous disclosure obligations.

### **10.2 Knowledge and Training**

Tullow’s Legal Department shall ensure that all staff who may be recipients of inside information fully understand this Disclosure Policy and how to comply with its requirements.

### **10.3 Contacts**

If you have any questions about this Disclosure Policy, please contact any of the following:

**Ian Springett**

Chief Financial Officer  
Tel: 020 3249 9762  
Email: [ian.springett@tulloil.com](mailto:ian.springett@tulloil.com)

**Graham Martin**

Executive Director  
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## Appendix I

### 1. Is it price-sensitive information?

