

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**April 26, 2023 (April 25, 2023)**

**KOSMOS ENERGY LTD.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35167**  
(Commission  
File Number)

**98-0686001**  
(I.R.S. Employer  
Identification No.)

**8176 Park Lane**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75231**  
(Zip Code)

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered:</b>
Common Stock \$0.01 par value	KOS	New York Stock Exchange London Stock Exchange

Registrant's telephone number, including area code: **+1 214 445 9600**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 26, 2023, Kosmos Energy Ltd. (the “**Company**”) issued a press release (the “**Press Release**”) announcing that Sir Richard Dearlove had informed the Company of his decision not to stand for re-election to the Board of Directors (the “**Board**”) at the conclusion of his current term which expires at the Company’s 2023 Annual Stockholders Meeting. Sir Richard’s decision is not due to any disagreement with the Company’s operations, policies or practices.

The Press Release also announced that the Board had appointed Ms. Maria Moræus Hanssen, Sir John Grant, and Mr. J. Mike Stice to serve as a Class I director, a Class II director and a Class III director, respectively, of the Company, effective April 25, 2023. Ms. Moræus Hanssen, Sir John, and Mr. Stice will each serve as a director until the 2023, 2024 and 2025 annual meetings of stockholders, respectively, except in the event of his or her death, resignation or removal. Ms. Moræus Hanssen has been appointed by the Board to serve as a member of the Audit Committee and the Health, Safety, Environment and Sustainability Committee. Sir John has been appointed by the Board to serve as a member of the Health, Safety, Environment and Sustainability Committee and the Nominating and Corporate Governance Committee. Mr. Stice has been appointed by the Board to serve as a member of the Audit Committee and the Nominating and Corporate Governance Committee.

There are no transactions to which the Company or any of its subsidiaries is a party and in which Ms. Moræus Hanssen, Sir John, or Mr. Stice has a direct or indirect material interest subject to disclosure under Item 404(a) of Regulation S-K. There are no arrangements or understandings between Ms. Moræus Hanssen, Sir John, and Mr. Stice and any other persons pursuant to which he or she was appointed to the Board. There are no family relationships between Ms. Moræus Hanssen, Sir John, and Mr. Stice and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. In connection with his or her appointment, the Board determined that each of Ms. Moræus Hanssen, Sir John, and Mr. Stice is independent under the Company’s Corporate Governance Guidelines and within the meaning of the New York Stock Exchange (“**NYSE**”) and Securities and Exchange Commission (“**SEC**”) standards of independence for directors.

Ms. Moræus Hanssen, Sir John, and Mr. Stice will be entitled to receive cash retainers and equity awards under the Company’s Long Term Incentive Plan for their Board and any committee service, in accordance with the Company’s standard compensation arrangement for non-employee directors (as such arrangement may be adjusted by the Compensation Committee of the Board from time to time).

The Company is filing a copy of the Press Release as Exhibit 99.1 hereto, which is incorporated by reference into this Item 5.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is furnished as part of this current report on Form 8-K:

99.1	<a href="#">Press Release dated April 26, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 26, 2023

KOSMOS ENERGY LTD.

By: /s/ Jason E. Doughty  
Jason E. Doughty  
Senior Vice President, General Counsel and Corporate Secretary



## NEWS RELEASE

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### **KOSMOS ENERGY ANNOUNCES NEW APPOINTMENTS TO BOARD OF DIRECTORS**

*New members bring deep international operations and LNG expertise to Kosmos Energy's Board of Directors*

DALLAS--(BUSINESS WIRE)—April 26, 2023-- Kosmos Energy Ltd. (“Kosmos” or the “Company”) (NYSE/LSE: KOS) announced today that its Board of Directors (the “Board”) has appointed three new Directors, effective April 25, 2023: Ms. Maria Moræus Hanssen, Sir John Grant, and Mr. J. Mike Stice. The Company also announced today that Sir Richard Dearlove has informed the Company he will not seek re-election to the Board at the end of his current term. Sir Richard has served on the Board with distinction since 2012.

“Sir Richard has been instrumental in helping Kosmos navigate an increasingly complex world. We are grateful for his significant contributions as Kosmos has transformed from a frontier explorer into a full-cycle deepwater exploration and production company with diversified production, world-class LNG developments, and infrastructure-led exploration. I have always valued Sir Richard’s sound judgment and wise counsel,” said Andrew G. Inglis, Chairman of the Board and Chief Executive Officer. “I would also like to welcome Maria, John, and Mike as new Directors. Collectively, they bring a diverse set of skills and a wide range of relevant experiences to the Board, particularly with respect to international operations, natural gas and LNG projects and government relations. I look forward to working with each of them as we focus on the delivery of the Company’s distinctive strategy.”

Ms. Maria Moræus Hanssen joins the Board with more than 30 years of experience in the upstream energy industry, including as deputy chief executive officer and chief operating officer of Wintershall Dea GmbH, a German-based oil and gas producer, from May 2019 to December 2019, and, prior to its merger with Wintershall Dea GmbH, as chief executive officer and chair of the management board of DEA Deutsche Erdoel AG (DEA) from January 2018 until April 2019.

Sir John Grant joins the Board with decades of experience working at the highest levels of government, having served in the British Foreign Service from 1976 to 2007 during which time he held posts in Stockholm, Moscow,

and Brussels, where he was the UK's Permanent Representative to the European Union from 2003 to 2007. He also has extensive experience in the energy and mining sectors where he most recently served as Vice President of International Government Relations at Anadarko Petroleum Corporation from October 2016 until his retirement in 2019 and prior to that where he served as Executive Vice-President of Policy and Corporate Affairs at BG Group.

Mr. J. Mike Stice joins the Board with a career that spans more than 40 years in the upstream and midstream gas businesses, including senior roles at Conoco and ConocoPhillips where he served as President of Conoco Asia Pacific Ltd., President of Conoco Energy Solutions, and President of ConocoPhillips Qatar. His most recent industry role was chief executive officer of Access Midstream Partners L.P. (formerly known as Chesapeake Midstream Partners, L.P.) from 2009 until his retirement in 2014. Mr. Stice is currently serving as a Director of Marathon Petroleum Corporation and MPLX GP LLC and is a professor at the University of Oklahoma, where until recently he also served as Dean of the Mewbourne College of Earth and Energy.

For additional information on the new Members of the Board of Directors, visit:

<https://investors.kosmosenergy.com/corporate-governance/board-of-directors>

### **About Kosmos Energy**

Kosmos is a full-cycle deepwater independent oil and gas exploration and production company focused along the Atlantic Margins. Our key assets include production offshore Ghana, Equatorial Guinea and the U.S. Gulf of Mexico, as well as a world-class gas development offshore Mauritania and Senegal. We also maintain a sustainable proven basin exploration program in Equatorial Guinea, Ghana and the U.S. Gulf of Mexico. Kosmos is listed on the New York Stock Exchange and London Stock Exchange and is traded under the ticker symbol KOS. As an ethical and transparent company, Kosmos is committed to doing things the right way. The Company's Business Principles articulate our commitment to transparency, ethics, human rights, safety and the environment. Read more about this commitment in the Kosmos Sustainability Report. For additional information, visit [www.kosmosenergy.com](http://www.kosmosenergy.com).

Source: Kosmos Energy Ltd.

### **Investor Relations**

Jamie Buckland

+44 (0) 203 954 2831

[jbuckland@kosmosenergy.com](mailto:jbuckland@kosmosenergy.com)

**Media Relations**

Thomas Golembeski

+1-214-445-9674

[tgolembeski@kosmosenergy.com](mailto:tgolembeski@kosmosenergy.com)