

**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):  
**February 24, 2026**

**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 1.01            Entry into a Material Definitive Agreement.**

On February 24, 2026, Kosmos Energy Operating (“KEO”), a wholly-owned subsidiary of Kosmos Energy Ltd. (“Kosmos” or the “Company”), and Panoro Energy Block G Limited (the “Purchaser”), a wholly-owned subsidiary of Panoro Energy ASA, entered into a Share Sale and Purchase Agreement (the “SPA”) for the sale of all of the shares of KEO’s wholly-owned subsidiary, Kosmos International Petroleum, Inc., which indirectly holds a 40.375% participating interest in the Ceiba Field and Okume Complex production assets located in Block G offshore Equatorial Guinea, for upfront cash consideration of \$180 million, subject to certain adjustments, and future contingent consideration of up to \$39.5 million, comprising \$12.5 million linked to production performance at the Ceiba field and \$9 million payable in each of 2027, 2028 and 2029, which are subject to certain oil price and production thresholds. The transaction has received approval from the Government of Equatorial Guinea, and completion only remains subject to CEMAC customary approval.

The foregoing description of the SPA is not complete and is qualified in its entirety by reference to the text of the SPA, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026.

**Item 7.01            Regulation FD Disclosure.**

On February 24, 2026, the Company issued a news release announcing the entry into the SPA. A copy of the news release issued by the Company is attached hereto as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section.

**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 [News Release dated February 24, 2026 announcing the sale of Equatorial Guinea production assets to Panoro Energy.](#)

**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: February 24, 2026

**KOSMOS ENERGY LTD.**

By: /s/ Neal D. Shah  
Neal D. Shah  
Senior Vice President and Chief Financial Officer



## NEWS RELEASE

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### **KOSMOS ENERGY ANNOUNCES SALE OF EQUATORIAL GUINEA PRODUCTION ASSETS TO PANORO ENERGY FOR UP TO \$219.5 MILLION**

*Optimizes portfolio, high grades capital allocation, lowers costs and enhances liquidity*

Dallas – February 24<sup>th</sup>, 2026 – Kosmos Energy (NYSE/LSE: KOS) (“Kosmos” or the “Company”) has entered into an agreement to sell its 40.375% non-operating working interest in the Ceiba Field and Okume Complex production assets offshore Equatorial Guinea to Panoro Energy (“Panoro”) for \$180 million, plus future contingent payments of up to \$39.5 million.

Under the terms of the agreement, Panoro will acquire the Kosmos subsidiary that owns an interest in Block G where the Ceiba and Okume production assets are located (the “Assets”). The consideration consists of an upfront cash payment of \$180 million, subject to certain adjustments, plus contingent payments of \$12.5 million linked to production performance at the Ceiba field and \$9 million payable in each of 2027, 2028 and 2029, which are subject to certain oil price and production thresholds.

The transaction enhances liquidity from monetizing non-core assets and accelerates debt reduction. Proceeds will be used to reduce borrowings outstanding under the reserves-based lending (RBL) credit facility.

The transaction has an effective date of January 1, 2025, and is expected to close mid-year 2026. The transaction has received approval from the Government of Equatorial Guinea, and completion only remains subject to CEMAC customary approval. Over the two-year period post completion of the transaction, Kosmos expects to realize approximately \$100 million in total savings across capital expenditures and general and administrative expenses.

Andrew G. Inglis, Kosmos Energy’s chairman and chief executive officer said: “This transaction reflects our continued focus on capital discipline and balance sheet resilience. The high-grading of the portfolio by accelerating the monetization of later-life, non-operated production assets enables Kosmos to focus our capital and expertise on our world-class assets where we can add the most value for our stakeholders over the long-term. The proceeds from the transaction

enhance liquidity and accelerate debt reduction, while the contingent payments ensure we retain exposure to future upside.”

## **About Kosmos Energy**

Kosmos Energy is a leading deepwater exploration and production company focused on meeting the world’s growing demand for energy. We have diversified oil and gas production from assets offshore Ghana, Equatorial Guinea, Mauritania, Senegal and the Gulf of America. Additionally, in the proven basins where we operate, we are advancing high-quality development opportunities, which have come from our exploration success. Kosmos is listed on the NYSE and LSE 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).

## ***Forward-Looking Statements***

*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Kosmos expects, believes or anticipates will or may occur in the future are forward-looking statements. Kosmos’ estimates and forward-looking statements are mainly based on its current expectations and estimates of future events and trends, which affect or may affect its businesses and operations. Although Kosmos believes that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several risks and uncertainties and are made in light of information currently available to Kosmos. When used in this press release, the words “anticipate,” “believe,” “intend,” “expect,” “plan,” “will” or other similar words are intended to identify forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Kosmos, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. Further information on such assumptions, risks and uncertainties is available in Kosmos’ Securities and Exchange Commission (“SEC”) filings. Kosmos undertakes no obligation and does not intend to update or correct these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by applicable law. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.*

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